

**AMENDED AND RESTATED  
BYLAWS OF THE WESTERN MICHIGAN CHAPTER  
OF THE FEDERAL BAR ASSOCIATION**

**ARTICLE I**

**Name and Constitution**

This organization shall be known as the Western Michigan Chapter (the "Chapter") of the Federal Bar Association (the "Association"). The Chapter is incorporated under the laws of the State of Michigan as a nonprofit corporation.

The Constitution of the Association (the "Constitution") is hereby adopted and incorporated in these Bylaws by reference and shall prevail over these Bylaws in the event of a conflict with these Bylaws.

**ARTICLE II**

**Purposes and Powers**

The objects of the Chapter shall be to further the objects of the Association as set forth in Article III of the Constitution; to advance the study of jurisprudence; to promote the administration of justice; to uphold a high standard for the federal judiciary, attorneys representing the Government of the United States, and attorneys appearing before courts, departments, and agencies of the United States; to encourage cordial and friendly relations among the members of the legal profession; and to promote the welfare of attorneys employed by the Government of the United States.

**ARTICLE III**

**Membership**

**Section 1. Regular Members.** Any person who possesses the qualifications for active membership in the Association as provided for in Section 1, Article IV of the Constitution and of good moral character, resident or employed within the Western District of Michigan, Sixth Circuit, admitted to the practice of law before a court of record in any of the several states, territories or possessions of the United States or in the District of Columbia who is, or has been employed in the service of the United States or of the District of Columbia government, and who is or was performing the work of a legislator, judge, lawyer, or member of a quasi-judicial board of commission shall be eligible for active membership in the Chapter. Present or former service in the Armed Service involving some legal duties (on active duty or in the Reserves) provides eligibility for membership.

**Section 2. Associate Members.** Any person who possesses the qualifications for associate membership in the Association as provided for in Section 3, Article IV of the Constitution and of good moral character, resident or employed within the Western District of Michigan, Sixth Circuit, admitted to the practice of law before a court of record in any of the several states, territories or possessions of the United States or in the District of Columbia and who has a substantial interest and participation in the area of federal law (as shown through admission to a federal court, practice before a federal agency, or administrative service in a federal agency) shall be eligible for associate membership in the Chapter. Associate members have all the rights of active, regular members except: they cannot hold national office except for office of Vice President or Second Vice President of a Circuit and National Delegate from a Chapter.

**Section 3. Honorary Members.** Any person eligible for honorary membership as provided for in Section 2, Article IV of the Constitution may be elected to honorary membership in the Chapter by a two-thirds vote of the Chapter members in good standing present in person or by proxy at any regularly called meeting. Honorary members shall be exempt from payment of the admission fees and annual Chapter dues, as well as Association dues.

**Section 4. Application for Membership.** Application for membership in this Chapter shall be made on a form approved by the Executive Committee. Each Application shall be accompanied by Chapter dues and admission fees.

**Section 5. Dues.**

(a) **Association Dues.** The Treasurer of the Association shall be responsible for collecting dues owing to the Association and shall remit to this Chapter that portion of the dues to which the Chapter is entitled pursuant to Bylaw 4 of the Association's Bylaws.

(b) **Chapter Dues.** Pursuant to Bylaw 4 of the Association's Bylaws, there are hereby established additional Chapter dues in the amount of \$20.00 per year, which amount may be changed from time-to-time by the Executive Committee. The Chapter Treasurer shall be responsible for collecting all Chapter dues and for assuring that Chapter dues collected by the Association have been properly remitted to the Chapter. The Chapter Treasurer may also collect Association dues and remit them accordingly.

## **ARTICLE IV**

### **Fiscal Year**

The fiscal year of the Chapter shall coincide with the fiscal year as determined by Article V of the Constitution, which presently commences October 1 and ends September 30 of the following year.

## **ARTICLE V**

### **Board of Directors**

**Section 1. Composition of Board.** The board of directors shall consist of the voting members of the Executive Committee of the Chapter. The Executive Committee shall consist of the elected officers, the regional directors, the chairpersons of Chapter sections, the Chairperson of the Hillman Trial Advocacy Program, and the immediate past president of the Chapter. Past presidents other than the immediate past president of the Chapter may attend Executive Committee meetings and have the privileges of the floor, but shall have no vote. The Executive Committee may perform such Chapter business not requiring a vote of the membership as shall be in the best interests of the Association and the Chapter.

**Section 2. Election or Appointment; Term of Office.** Directors shall be elected by the membership or appointed as provided in Article VI of these Bylaws. Directors shall be elected or appointed to terms that commence and terminate as provided in Article VI of these Bylaws.

**Section 3. Resignation and Removal.** Directors may resign or be removed from office as provided in Article VI of these Bylaws.

**Section 4. Powers.** The board shall manage the corporation's business and may exercise all the corporation's powers, except those powers that are reserved to the members.

**Section 5. Committees.** The board may appoint committees of members and/or directors.

**Section 6. Meetings.** The Executive Committee shall meet on the call of the President or any two members of the Committee but at least eight times a year.

**Section 7. Notice of Meetings.** Notice of a meeting of the Executive Committee stating the time, place, and purposes of the meeting must be given to each director by one of the following methods:

(a) By mailing a written notice of such meeting to such address as the director designates from time to time or, in the absence of designation, to the last known address of the director at least 5 days prior to the date set for such meeting;

(b) By personally delivering a written notice of such meeting to the director at least 2 days in advance of such meeting;

(c) By orally notifying the director of such meeting at least 2 days in advance, either personally or by telephone; or

(d) By transmitting notice to the director at least 2 days in advance by telecopier or telex to the director's last known office or home or to such other location as the director designates from time to time.

**Section 8. Waiver of Notice.** A director's attendance at or participation in a meeting waives any required notice to the director of the meeting, unless, at the beginning of the meeting or upon the director's arrival, the director objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A director may waive in writing any right to notice before or after a meeting.

**Section 9. Quorum.** One-third of the directors constitutes a quorum for the transaction of business at board meetings; a majority of the members of a committee of the board constitutes a quorum for the transaction of business at committee meetings. The act of a majority of those directors present at any meeting at which there is a quorum is the act of the board or committee, except as provided by law, the Restated Articles of Incorporation, or these Bylaws.

**Section 10. Action by Written Consent.** Action required or permitted to be taken under authorization voted at a board meeting may be taken without a meeting if, before or after the action, all members of the board then in office consent to the action in writing. The written consents must be filed with the minutes of the board or committee. The consent has the same effect as a vote of the board for all purposes.

**Section 11. Electronic Participation in Meeting.** A director or member of a committee may participate in a meeting by means of a conference telephone or similar communications device through which all persons participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

## ARTICLE VI

### Officers, Regional Directors and Section Chairpersons

#### Section 1. Officers, Regional Directors and Section Chairpersons.

(a) Officers. The following officers shall be elected by and from the membership of this Chapter:

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|----------------------------------|----------------------|
| 1. President-Elect               | 4. Secretary         |
| 2. Vice President for Programs   | 5. Treasurer         |
| 3. Vice President for Operations | 6. National Delegate |

Each officer elected shall assume the duties of office on October 1 and shall hold office for one year, or until a successor has been elected. Upon election of a successor, the President-Elect shall become President and hold office for one year, or until a successor has been appointed. No member serving in the capacity of President shall be eligible to succeed himself or herself in that office.

(b) Regional Directors. After considering the recommendations of the Vice President for Operations and Vice President for Programs, the Executive Committee shall divide the geographic area corresponding to the area served by the United States District Court for the Western District of Michigan into regions and may from time to time in the same manner change the number of regions and the area included in any region. After considering recommendations by the Vice Presidents, the President-Elect shall appoint a director for each region to serve during his or her term as President. Each regional director shall be responsible for encouraging and coordinating participation in Chapter activities by attorneys from his or her region.

(c) Section Chairpersons. There shall be three sections of the Chapter: Civil, Criminal and Bankruptcy. Each section shall elect a Chairperson and may select other officers and conduct programs in its area of interest.

#### Section 2. Duties of Officers.

(a) President. The President shall be the chief executive officer of the Chapter. The President shall perform such duties as may be required by the Constitution and these Bylaws and shall appoint standing or special committees as necessary and appropriate to the business of the Chapter and the Association.

(b) President-Elect. The President-Elect shall perform such duties as are delegated by the President. In the event of the absence or inability to act of the President, the President-Elect shall perform the duties of the President. He or she shall automatically succeed to the office of the President upon the expiration of the President's term.

(c) Vice President for Programs. The Vice President for Programs shall perform the duties of President in the event of the absence or inability of the President and President-Elect to discharge the duties pertaining to that office and shall have overall responsibility for selecting and planning Chapter programs and for supervising the committees responsible for each program. The Vice President for Programs shall also perform such duties as may be required by the President, the Constitution or these Bylaws.

(d) Vice President for Operations. The Vice President for Operations shall be responsible for supervising the work of the publications committee and the scholarship committee. The Vice President for Operations shall also be responsible for coordinating publicity about Chapter activities and coordinating the work of regional directors, and shall perform such duties as may be required by the President, the Constitution or these Bylaws.

(e) Secretary. The Secretary shall furnish notice of election results to the national office of the Association and to the Circuit Vice President; conduct the general correspondence of this Chapter and keep Circuit Vice Presidents informed; give notice of all meetings as may be required, including notice to Circuit Vice Presidents; keep a record of the proceedings of the meetings of this Chapter; keep a roster of the membership to which will be added names of the incumbent Circuit Vice Presidents; and perform such other duties as properly pertain to this office or as may be required by these Bylaws.

(f) Treasurer. The Treasurer shall collect and receive all moneys due the Chapter; deposit them to the credit of the Chapter in a bank or banks designated by the Executive Committee; make disbursements therefrom for amounts owed by the Chapter, provided that disbursements of more than \$100 must first be approved by the Executive Committee; and keep the Secretary informed of the financial standing of each member of the Chapter. The Treasurer shall keep an itemized record of all moneys received and paid and the source and purpose of those transactions and shall submit to the Chapter membership, whenever requested by a quorum of the membership and at the end of the fiscal year, a written report itemizing the receipts and disbursements for the year. The Treasurer shall keep all books, vouchers and records available for audit, file all reports required by the state or federal government and

the Association, and perform such other duties as properly pertain to the office or as may be required by these Bylaws.

(g) National Delegate. The National Delegate shall represent the Chapter in the National Council, at other Association functions and be responsible for liaison with all other bar associations. The National delegate shall also be responsible for arranging for the preparation of applications for Association awards.

**Section 3. Nomination.** Each year the President shall appoint a committee to nominate candidates for the elected offices of the Chapter. The committee shall nominate at least one candidate for each upcoming vacant office and present such candidates in writing to the general membership at a regular meeting or by mail on or about July of each year. Any member of the Chapter in good standing may propose additional nominees, provided that such nominations are received thirty days prior to the scheduled election.

**Section 4. Elections.** The election of officers for all elective offices shall be by secret ballot, proxy or by voice vote. The election shall be held by mail or during a regular meeting on or about August. The officers elected shall commence their term of office on October 1 of each year and shall hold office for one year ending the following September 30 or until their successors are duly elected or appointed and qualified.

**Section 5. Removal from Office.** An officer or any member of the Executive Committee may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes in the same manner as prescribed in the Constitution.

**Section 6. Vacancies in Office.** In case of the death, resignation or removal of the President, the President-Elect shall succeed to that office. In case of the death, resignation or removal of any other officer or member of the Executive Committee, the vacancy may be filled by the Executive Committee.

## ARTICLE VII

### Meetings of Members

**Section 1. Meetings.** Meetings of Chapter members shall be held at least once a year at such time and place as the President may designate within Western Michigan. Special meetings shall be held as called by the President or any ten Chapter members.

**Section 2. Notice of Meetings.** Notice of the time, date and place of all meetings shall be mailed or otherwise given by the Secretary to each member in good standing not less

than 10 nor more than 60 days prior to such meeting. If a special meeting is called, the notice shall specify the character of the business to be presented and no other business shall be conducted.

**Section 3. Waivers by Attendance.** A member's attendance at a meeting will result in both of the following:

(a) Waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(b) Waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**Section 4. Voting.** Each regular and associate member shall be entitled to one vote in person or by proxy on each matter submitted to a vote of the members.

**Section 5. Quorum.** Ten percent of the members in good standing present in person or by proxy shall constitute a quorum for the transaction of business of this Chapter at general membership meetings.

**Section 6. Vote Required.** Member shall elect officers by a plurality of votes cast. All other actions taken by members' vote shall be authorized by a majority of votes cast. A proxy must be in writing subscribed by the member and must be presented to the meeting's presiding official to be qualified.

**Section 7. Rules of Order.** All meetings shall be governed by the following, in the order of priority listed below:

(a) The Constitution and Bylaws of the Association and of the Chapter;

(b) Standing resolutions of the membership and the Executive Committee; and

(c) Robert's Rules of Order, Revised.

## **ARTICLE VIII**

### **Amendment**

**These Bylaws may be amended by the Board of Directors or the members in the manner prescribed by statute.**