

**BYLAWS OF THE CHICAGO CHAPTER  
OF THE FEDERAL BAR ASSOCIATION**  
(As Amended October 2, 2019)

**ARTICLE I – NAME AND CONSTITUTION**

This organization will be known as the Chicago Chapter of the Federal Bar Association (the “Chicago Chapter”). The Chicago Chapter is chartered by the Federal Bar Association (the “National Association”), and the Chicago Chapter must at all times comply with the National Association Constitution. The Chicago Chapter’s geographic area is the Northern District of Illinois, Eastern Division.

**ARTICLE II – MISSION STATEMENT AND GENERAL OBJECTIVES**

Section 1. Mission Statement. The Chicago Chapter’s mission is to advance federal jurisprudence and promote the welfare, interests, education, and professional development of the federal bar practicing within the Northern District of Illinois, Eastern Division.

Section 2. General Objectives. The Chicago Chapter’s general objectives include:

- (a) promoting the National Association’s objectives;
- (b) representing the Chicago Chapter’s interests;
- (c) promoting the sound administration of justice;
- (d) enhancing the federal bar’s professional growth and development;
- (e) promoting the highest standards of professional competence and ethical conduct;
- (f) promoting the welfare of attorneys and judges employed by the federal government;
- (g) providing meaningful continuing legal education to Chicago Chapter members and the federal bar;
- (h) providing quality educational programs to students and the general public;
- (i) communicating with Chicago Chapter members regarding developments in their fields of interest;

- (j) communicating with Chicago Chapter members regarding National Association affairs;
- (k) encouraging Chicago Chapter member involvement in National Association activities and leadership roles; and
- (l) fostering professional and social interaction among members of the federal bar and the federal judiciary.

### **ARTICLE III – MEMBERSHIP**

Section 1. Active Members. Any attorney who:

- (a) is eligible for and maintains active membership in the National Association;
- (b) is employed, resides, or practices in the Northern District of Illinois, Eastern Division; or designates membership in the Chicago Chapter to the National Association; and
- (c) pays applicable National Association dues,

is an Active Member of the Chicago Chapter.

Section 2. Honorary Members. The Chicago Chapter Board of Directors (the “Board”) may elect to honorary membership in the Chicago Chapter any person who is eligible for honorary membership under the National Association Constitution and who is employed, resides in, or practices in the Northern District of Illinois, Eastern Division. Honorary Members are exempt from payment of dues and may be exempt from other fees as the Board determines.

Section 3. Associate Members. Any person who is eligible for and maintains active Associate status in the National Association and who is employed, resides, or practices in the Northern District of Illinois, Eastern Division, or who designates Associate status in the Chicago Chapter, will be an Associate Member of the Chicago Chapter.

Section 4. Application for Membership. Application for membership in the Chicago Chapter will be made on a form approved by the National Association Board of Directors. Each application must be accompanied by the dues and admission fees required by Article III, Section 2, of the National Association Constitution, and by any other provision of (a) the Constitution, (b) the National Association Bylaws, or these Bylaws.

Section 5. Dues. Upon receipt of a statement, unless exempt, Chicago Chapter Members will pay to the National Association annual dues owed to the National Association.

#### **ARTICLE IV – FISCAL YEAR**

The fiscal year of the Chicago Chapter will coincide with the fiscal year set forth in the National Association Constitution, which on the date of these Bylaws commences on October 1 and ends the following September 30.

#### **ARTICLE V – BOARD OF DIRECTORS**

Section 1. Authority of Board. The Board has full power and authority to function as the governing body of the Chicago Chapter, and to undertake and conduct all activities that it considers necessary or expedient in accomplishing the objectives of the Chicago Chapter.

Section 2. Membership.

- (a) The Board will be composed of the following:
  - (i) the Chicago Chapter’s Elected Officers and former Presidents;
  - (ii) thirty Directors elected by the membership (“Member-Elected Directors”);
  - (iii) up to five Directors appointed by the President-Elect with the consent of the Board (“President-Appointed Directors”);
  - (iv) one Director appointed by the President-Elect pursuant to Article VII, section 4, to Chair the Younger Lawyers Committee (“YLC Director”); and
  - (v) up to ten Directors elected by the Board (“Board-Elected Directors”). All Honorary Board Members serving at the time these Bylaws are approved will be automatically re-designated Board-Elected Directors.
- (b) Eligibility.
  - (i) Subject to Section 3(d) of Article V, any Member in good standing of the Chicago Chapter is eligible to serve as a Member-Elected Director or President-Appointed Director.

- (ii) Any member of the Chicago Chapter in good standing who is 36 years of age or younger or who has been admitted to his/her first bar less than three years is eligible to serve as a YLC Director.
- (iii) Subject to Section 3(d) of Article V, the following persons are eligible to serve as a Board-Elected Director:
  - (aa) any member of the federal judiciary; and
  - (bb) a member who has completed at least two three year terms as a Member-Elector Director, who has maintained membership under Sections 1 or 2 of Article III, and whose presence and contributions have enriched the Chicago Chapter.

Section 3. Election and Terms.

- (a) Member-Elected Directors will be nominated and elected as provided in Article VIII for the nomination and election of Officers. Ten Member-Elected Directors will be elected each year to serve a three-year term.
- (b) Board-Elected Directors will be nominated by the Nominating Committee and elected by a majority vote of the Board. Each Board-Elected Director will serve a one-year term concluding at the Annual Meeting for the next fiscal year.
- (c) Each President-Appointed Director will serve a one-year term concluding at the Annual Meeting for the next fiscal year.
- (d) Term Limits
  - (i) A Member-Elected Director may serve a maximum of two consecutive three-year terms, and in no event more than six consecutive years. A Member-Elected Director is ineligible for further service as a Director until one year has passed following completion of the Member-Elected Director's second consecutive three-year term.
  - (ii) A Board-Elected or President-Appointed Director may serve a maximum of three consecutive one-year terms and in no event more than three consecutive years. A Board-Elected or President-Appointed Director is ineligible for further service as a Director until one year has passed

following completion of the Director's third consecutive one-year term.

- (iii) A Member-Elected Director's previous service as a Board-Elected, President-Appointed, YLC, or Successor Director will not be considered for purposes of term limits as a Member-Elected Director.
- (iv) The term limits set forth in this Article will not apply until September 30, 2021, for any person who is a Director on the date these Bylaws are approved.
- (v) Notwithstanding the term limits set forth in this Article, a Director duly-elected as an Officer of the Board may continue on the Board while serving as a Board Officer.

Section 4. Duties and Rights of Directors. A Director will attend Chapter events and at least a majority of the meetings of the Board during each year of the Director's term of office. All Directors have the rights and privileges of Board membership, including the right to vote at Board meetings.

Section 5. Meetings. The Board will meet at the call of the President or any three Directors. No business will be transacted at any meeting of the Board unless reasonable advance notice of the date, time, and place of meeting has been sent electronically or otherwise to all Directors. The Board may conduct any meeting by conference telephone, video conference, or any other electronic communications method by which all directors participating in the meeting can hear and communicate with each other. Participation in a meeting through use of such electronic communications means will constitute attendance and presence at that meeting as long as all directors participating in the meeting are able to hear and communicate with one another.

Section 6. Quorum. Seven Directors will constitute a quorum for the transaction of business, except for a vote on amending the Bylaws, in which case fifteen members will constitute a quorum.

Section 7. Removal from Office. The Board may remove a Director from office for neglect of duty, including, but not limited to, the repeated failure to attend Board meetings and Chapter events, or for other cause set forth in the National Association Constitution regarding the expulsion of members.

Section 8. Vacancies in Office. In case of the death, resignation, or removal of a Member-Elected Director a successor ("Successor Director") will be nominated as soon as practicable by the Nominating Committee and elected by a majority vote of the Board. The Successor Director will serve until the next Annual Meeting of the Chapter.

## ARTICLE VI - OFFICERS

Section 1. Elected Officers. The following officers will be elected from the Chicago Chapter's membership:

- (a) President
- (b) President-Elect
- (c) Vice President
- (d) Secretary
- (e) Treasurer

Each Elected Officer will assume the duties of office at the close of the Annual Meeting in which the Officer is elected, and hold office for one year or until a successor is duly elected.

Section 2. Board-Approved Officer. The President-Elect shall nominate a National Delegate from the Chicago Chapter's membership, subject to the approval of the Board, to hold office for one year or until a successor is nominated and approved by the Board.

Section 3. Duties of Officers.

- (a) Duties of the President. The President is the Chicago Chapter's chief executive officer. The President will perform such duties as may be required by the National Association Constitution and these Bylaws. With the consent of the Executive Committee, the President may create or dissolve Standing or Special Committees as necessary and appropriate to the Chicago Chapter business or to complement the National Association committee structure. Except as otherwise provided in these Bylaws, the President will appoint the chairs of committees.
- (b) Duties of the President-Elect. The President-Elect will perform the duties of the President in the event of the absence or inability of the President to discharge the duties of that office, and will perform such duties as may be required by the President, the National Association Constitution and these Bylaws. The President-Elect will appoint the vice chair of each committee, as needed.
- (c) Duties of the Vice President. The Vice President will perform the duties of the President in the event of the absence or

inability of the President and President-Elect to discharge the duties of that office, and will perform such further duties as may be required by the President, the National Association Constitution, and these Bylaws. The Vice President will have primary responsibility for the continuing legal education programs presented or sponsored by the Chicago Chapter and will be authorized to prepare and execute certificates of attendance for Illinois Minimum Continuing Legal Education to those attending MCLE-accredited CLE programs presented or sponsored by the Chicago Chapter. The Vice President will communicate with the MCLE Board as needed, and will maintain the Chicago Chapter's status as an accredited CLE provider. The Vice President may from time to time delegate ministerial MCLE responsibilities.

- (d) Duties of the Secretary. The Secretary will furnish notice of election results to the National Association; conduct the general correspondence of the Chicago Chapter; give notice of all meetings as may be required; keep a record of the proceedings of the meetings of the Chicago Chapter; and perform such other duties as properly pertain to this office or may be required by these Bylaws.
- (e) Duties of the Treasurer.
  - (i) The Treasurer will collect and receive all monies due to the Chicago Chapter; and deposit the same to accounts of the Chicago Chapter at such bank or banks as may be designated by the Board.
  - (ii) The Treasurer has the authority to spend funds on the Chapter's behalf within the following parameters:
    - (A) Events. The Treasurer has the authority to pay expenses or invoices related to a chapter-sponsored event (*e.g.*, luncheon, reception, seminar) that do not exceed \$1,000. The Treasurer must obtain the President's written approval before paying expenses or invoices related to a chapter-sponsored event that exceed \$1,000 but are less than \$2,500;
    - (B) Services. The Treasurer has the authority to pay expenses or invoices related to chapter-incurred services (*e.g.*, administrative assistance, website services) that do not exceed \$500. The Treasurer

must obtain the President's written approval before paying expenses or invoices related to chapter-incurred services that exceed \$500 but are less than \$2,500.

- (C) The Executive Committee has the authority to provide written pre-approval for the Treasurer to incur and pay expenses or invoices exceeding \$2,500.
- (iii) The Treasurer will keep an itemized record of all receipts and disbursements containing at least sufficient information to identify all payors and payees and the dates and purpose of each receipt and disbursement.
- (iv) The Treasurer will present at each Board Meeting a detailed summary reflecting the Chicago Chapter's receipts, disbursements, and funds available, and will make available to the Chicago Chapter membership upon request at the end of the fiscal year, a detailed summary reflecting the Chicago Chapter's receipts, disbursements, and funds available for the year.
- (v) The Treasurer will keep all books, vouchers and records, to be available for inspection by members of the Board.
- (vi) The Treasurer will cause to be filed all tax returns required by law, and will perform such other duties as properly pertain to the office or as may be required by these Bylaws.
- (f) Duties of the National Delegate. The National Delegate will represent the Chicago Chapter at all meetings of the National Council of the National Association and, in the absence of the President or other Elected Officers, at other bar association meetings. If the National Delegate is unable to attend a National Council meeting, the President may appoint an acting National Delegate to fulfill that obligation.

Section 4. Removal from Office. An Elected Officer may be removed from office by the Board for delinquency in attendance, inefficiency, neglect of duty, or for other causes in the manner described in the National Association Constitution for the expulsion of a member, upon a three-fourths vote of members voting at a meeting called for such purpose by the Board.

Section 5. Vacancies in Office. In case of the death, resignation, or removal

of the President, the President-Elect will succeed to that office. In cases of the death, resignation, or removal of any other officer, following nomination by the Nominating Committee, the Board will fill the vacancy by a majority vote. The Board has the authority to advance the officers serving in positions inferior to the vacant position to the next superior position.

## ARTICLE VII – COMMITTEES

### Section 1. Permanent Committees.

- (a) Executive Committee. The Executive Committee is composed of the Chicago Chapter's President, President-Elect, Vice President, Secretary, Treasurer, and immediate past President. The Executive Committee will meet on the call of the President or any two of its other members. The Executive Committee may perform such Chicago Chapter business, not requiring a vote of the membership, as shall be in the best interests of the National Association and the Chicago Chapter. The Board will have the power to overrule any action of the Executive Committee.
- (b) Nominating Committee. The Nominating Committee will be composed of the Executive Committee plus two elected Directors and one past President other than the immediate past President. The members of the Nominating Committee other than the members of the Executive Committee will be appointed by the President with the consent of the Board.

Section 2. Standing Committees. The name and descriptions of committees created by the President as Standing Committees pursuant to Article VI, Section 3(a), will be listed on the Appendix to these Bylaws. Standing Committees will remain in existence unless and until dissolved pursuant to Article VI, Section 3(a). When a Standing Committee is created or dissolved, the Secretary will prepare an Amended Appendix and affix it to these Bylaws, with the outdated version.

Section 3. Special Committees. The name and descriptions of committees created by the President as Special Committees pursuant to Article VI, Section 3(a), will be of limited duration and will remain in existence until dissolved pursuant to article VI, section 3(a), their stated objective is achieved, or until the end of the term of the President that created the Special Committee, whichever is earlier.

Section 4. Committee Chairs and Members. As set forth in Article VI, Section 3(a), the President will appoint the chair of each committee. The President will serve as an *ex officio* member of all Standing and Special Committees. Any Member of the Chicago Chapter who meets a committee's membership requirements may join such committee, but only a Board member may chair a

committee, unless the Board otherwise consents. Chicago Chapter Members may be appointed to a committee by the President or by the committee's chairperson.

## **ARTICLE VIII – NOMINATIONS AND ELECTIONS**

### Section 1. Nominations of Directors and Officers.

- (a) The Nominating Committee will nominate a Member of the Chicago Chapter for each open Member-Elected Director position and will nominate a member of the Board for each Elected Officer position.
- (b) The Nominating Committee may also nominate any Director eligible under the terms of Article V, Section 2, to serve as an Board-Elected Director, after which the Board may approve the nomination by majority vote.
- (c) The Nominating Committee's slate of nominees for open Member-Elector Director positions and Elected Officer positions will be presented to the Board at least 30 business days before the Chapter's Annual Meeting. Upon approval of the slate by the Board, the Nominating Committee will provide notice of the slate to the membership at least 20 business days before the Annual Meeting. Any Active Member of the Chicago Chapter who is eligible to serve as a Member-Elected Director may self-nominate for an open Member-Elected Director or Elected office position by filing with the Secretary a petition signed by at least eight other Active Members of the Chicago Chapter. The self-nomination petition will be filed no later than 15 business days before the Annual Meeting. The Secretary will immediately send any nomination petitions to the Nominating Committee.
- (d) After the Nominating Committee presents its slate of nominees under this Section, a member of the Board may also present his or her nomination for an Elected Officer position by filing a petition with the Nominating Committee. A petition must be signed by at least eight other members of the Board and filed with the Nominating Committee at least 15 business days before the Annual Meeting. No Board member may petition for more than one Elected Officer position in any fiscal year.
- (e) At least 10 business days before the Annual Meeting, the Secretary will publish on its website and by electronic mail to each member of the Chicago Chapter the names of all nominated candidates. The Secretary will also inform members whether

there will be a contested election and the procedure for the election.

Section 2. Non-Contested Elections.

If no eligible candidates are nominated by petition, the election for all vacant Member-Elected Director and Elected Officer positions will be by acclamation at the Annual Meeting, and the elected candidates will be sworn in at the Annual Meeting.

Section 3. Contested Elections.

- (a) If one or more eligible candidates are nominated by petition in addition to the candidate slated by the Nominating Committee, the election for such Member-Elected Director or Elected Officer position will be by ballot. The Nominating Committee will send by electronic mail or otherwise a ballot and voting instructions to each member of the Chicago Chapter. The ballot will (i) contain the names of all contested election candidates listed alphabetically under the respective office for which each has been nominated and (ii) identify separately the Nominating Committee's slate and each nominee by petition. All voted ballots must be returned at least five business days before the Annual Meeting.
- (b) The results of the contested election will be announced at least two business days before the Annual Meeting.
- (c) The election for any non-contested vacant Member-Elected Director and Elected Officer positions will be by acclamation at the Annual Meeting. All candidates elected by ballot or acclamation will be sworn in at the Annual Meeting.

**ARTICLE IX – MEETING OF MEMBERS OF THE CHICAGO CHAPTER**

Section 1. Regular Meetings. Regular meetings of the Chicago Chapter may be held from time to time at a date, time, and location designated by the Board.

Section 2. Special Meetings. Special meetings of Members of the Chicago Chapter will be held as called by the President, subject to the approval of the Board, or 15 Members of the Chicago Chapter at a time and place designated by the calling party.

Section 3. Annual Meeting. There will be an Annual Meeting of the Chapter at such date, time, and place as the President with Board approval may direct. Absent extenuating circumstances, the Annual Meeting will occur between September 1 and October 31. The Annual Meeting will be held for the purpose of

electing by acclamation non-contested candidates for Member-Elected Director and Elected Officer positions, receiving the results of the contested election, swearing in the elected candidates, and transacting such other business as may be recommended by the Board or as may be required by the Bylaws.

Section 4. Notice of Annual Meeting. Notice of the date, time, and place of the Chicago Chapter's Annual Meeting will be posted on the Chicago Chapter's website and mailed or transmitted electronically to each Chicago Chapter member in good standing at least 30 calendar days before the date of the Annual Meeting.

Section 5. Rules of Order. The rules of order will consist of (in the order stated):

- (a) These Bylaws;
- (b) Standing Resolutions adopted by the Board; and
- (c) Robert's Rules of Order, in its most current available edition.

Section 6. Voting. Members will be entitled to one vote on each matter submitted to a vote of the members.

Section 7. Quorum. Fifteen members in good standing will constitute a quorum for the transaction of business of the Chicago Chapter.

## **ARTICLE X – EXPULSION FROM MEMBERSHIP**

The Board may expel for cause any member of the Chicago Chapter in the same manner as described in the National Association Constitution,

## **ARTICLE XI – PUBLIC POSITION TAKEN BY THE CHICAGO CHAPTER**

The Chicago Chapter, in the name of the National Association, may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Chicago Chapter with prior approval of the National Association's Board of Directors. Without such prior approval, the Chicago Chapter may take such a public position, but the position statement must include a disclaimer stating that the position is that of the Chicago Chapter only. When the Chicago Chapter takes such action in its own name and not in that of the National Association, the Chicago Chapter will report that action immediately to the Executive Committee of the National Board.

## **ARTICLE XII – AMENDMENT**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by a two-thirds majority vote of the members of this Chicago Chapter present at a

regular or special meeting, if a quorum is present, and ten days prior written notice of the purpose has been given to all members.

**ARTICLE XIII – GENERAL**

Writings or written approvals required under these Bylaws may be provided by facsimile transmission or electronic mail.

**CERTIFIED** as duly adopted on October 2, 2019.

  
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Noelle Brennan, Secretary

**ATTESTED:**

  
\_\_\_\_\_  
Barry E. Fields  
President

  
\_\_\_\_\_  
Michael I Rothstein  
Immediate Past President

**IN MEMORIAM:**

Patrick T. Driscoll, Jr. †  
Chairman, Governance Committee (2018-2019)

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† Died October 31, 2019.

**BYLAWS OF THE CHICAGO CHAPTER  
OF THE FEDERAL BAR ASSOCIATION**

**APPENDIX A**

**STANDING COMMITTEES**

*(Revised October 2, 2019)*

***A. Budget and Finance Committee***

The Budget and Finance Committee is responsible for developing and monitoring the implementation of the budget of the Chicago Chapter.

***B. Membership Committee***

The Membership Committee is responsible for developing and implementing the Chicago Chapter's annual membership recruitment and retention programs.

***C. Federal Career Service Committee***

The Federal Career Service Committee is responsible for being the liaison with the Federal Career Service Division of the National Association and for expanding membership and enhancing the benefits of membership for the Federal Career Service Division members within the Chicago Chapter. Membership is open to all Members of the Chicago Chapter who are or have been officers or employees of the Federal government.

***D. Younger Lawyers Committee***

The Younger Lawyers Committee is responsible for being the liaison with the Younger Lawyers Division of the National Association, and for expanding membership and enhancing the benefits of membership for younger members within the Chicago Chapter. Membership is open to all Members of the Chicago Chapter who are members of the National Association's Younger Lawyers Division.

***E. Corporate and Association Counsel Committee***

The Corporate and Association Counsel Committee is responsible for being the liaison with the Corporate and Association Counsel Division of the National Association, and for expanding membership and enhancing the benefits of membership for Corporate and Association Counsel Members within the Chicago Chapter. Membership is open to all

Members of the Chicago Chapter who are members of the National Association's Corporate and Association Counsel Division.

***F. Law Schools and Law Students Committee***

The Law Schools and Law Students Committee is responsible for being the liaison with the Law Schools Division of the National Association and for expanding membership and enhancing the benefits of membership for law student members of the Chicago Chapter. Membership is open to all law student members of the Chicago Chapter.

***G. Programs Committee***

The Program Committee originates, produces, and organizes Chapter programs and provides administrative and logistical guidance and advice with respect to Chapter programs originated by other Chapter committees or board members.