

BYLAWS OF THE MEMPHIS-MID-SOUTH CHAPTER
OF THE FEDERAL BAR ASSOCIATION

ARTICLE I – Name and Constitution

This organization shall be known as the Memphis/Mid-South Chapter of the Federal Bar Association. The Constitution of the Federal Bar Association is hereby adopted and incorporated herein by reference insofar as it may be applicable to the business of this Chapter and shall prevail over these Bylaws in the event of a conflict therewith.

ARTICLE II – Mission Statement, Vision, and General Objectives

Section 1. Mission Statement. The mission of the Association is to strengthen the federal legal system and administration of justice by serving the interests and the needs of the federal practitioner, the federal judiciary, and the public they serve.

Section 2. Vision Statement. The Association will be recognized as the premier bar association serving the federal practitioner and judiciary.

Section 3. General Objectives.

- a. To further the objects of the Federal Bar Association as set forth in Article III of the Constitution;
- b. To enhance the professional growth and development of members of the federal legal profession;
- c. To promote the sound administration of justice;
- d. To promote high standards of professional competence and ethical conduct in the federal legal profession;
- e. To provide quality educational programs to the federal legal profession and the public;
- f. To keep members informed of developments in their respective fields of interest;
- g. To keep members informed of the affairs of the Association, to encourage their involvement in its activities, and to provide members opportunities to assume leadership roles;
- h. To promote professional and social interaction among members of the federal legal profession;
- i. To provide meaningful services to for the welfare and benefit of the members of the Association.

ARTICLE III – Membership

Section 1. Active: Any person who possesses the qualifications for Active membership in the Federal Bar Association as provided for in Section I, Article IV of the

Constitution of the Association and who resides in or practices law in the greater Memphis/Mid-South area or who designates the Memphis/Mid-South Chapter for his or her local chapter membership, shall be eligible for active membership in the Memphis/Mid-South Chapter.

Section 2. Honorary: Any Person eligible for Honorary membership as provided in Section 2 of Article IV of the Constitution of the Association may be elected to honorary membership in the Chapter by two-thirds vote of the Chapter members present at any regular or specially-called meeting. Honorary members shall be exempt from payment of the admission fees and annual chapter dues, as well as national dues.

Section 3. Associate: Subject to such limitations as are contained in the Bylaws of the Association, any person who meets the qualifications set forth in Section 3 of Article IV of the Constitution of the Association is eligible to become a Foreign or Law Student Associate of the Memphis/Mid-South Chapter. Such Associate may also maintain association with any one or more Chapters, Sections, and Divisions. However, such Associate is not a member of the Association; accordingly, in no event may such associate vote or hold any elective office in the Association or in any Chapter, Section, or Division thereof.

Section 4. Application for Membership: Application for membership in this Chapter shall be made on a form approved by the National Council of the Association. Each application must be accompanied by the dues and admission fees required by the Constitution and Bylaws of the Association and the Bylaws of the Chapter.

Section 5. Voting: Each active and honorary member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 6. Quorum: 20 percent of the members in good standing shall constitute a quorum for the transaction of business of this Chapter. A duly authenticated proxy from an active member may be used to obtain a quorum.

Section 7. Dues: Dues owing to the Federal Bar Association nationally and to the Memphis/Mid-South Chapter shall be collected by the Treasurer of the Federal Bar Association who shall remit to the chapter those dues to which it is entitled. Chapter dues are automatically provided through the national dues structure and remitted to the Chapter as provided by Bylaw 4 of the Association. In accordance with Provision E of Bylaw 4 of the Association, this Chapter has an additional amount of Chapter dues of \$10.00 per year; such additional amount of Chapter dues being waived for Law Student Associate Members and for all new members during the new member's first year of membership or any portion thereof.

ARTICLE IV – Fiscal Year

The fiscal year of the chapter shall coincide with the calendar year and shall run from January 1st to December 31st..

ARTICLE V – Officers and Directors

Section 1. The officers and directors shall be elected from the membership of this Chapter and shall be as follows and in the order named:

1. President who shall be elected only in those years when there is no President-Elect to succeed to that office. The President shall also serve as a director.
2. President-Elect who shall be elected only in those years when there is no Vice President to succeed to that office and who shall succeed the President at the expiration of the latter's term. The President-Elect shall also serve as a director.
3. Vice President who shall be elected only in those years when there is no Treasurer to succeed to the Vice President office and who shall succeed the President-Elect at the expiration of the latter's term. The Vice President shall also serve as a director.
4. Treasurer who shall be elected only in those years when there is no Secretary to succeed to the Treasurer office and who shall succeed the Vice President at the expiration of the latter's term. The Treasurer shall also serve as a director.
5. Secretary who shall be elected annually and who shall succeed the Treasurer at the expiration of the latter's term. The Secretary shall also serve as a director.
6. National Delegate who shall be elected annually. The National Delegate shall also serve as a director. Any officer or director except the President may serve as the National Delegate, and the President may appoint an Alternate National Delegate if needed.
7. Up to eight (8) additional directors who may serve as the Chairpersons of the Standing or Special Committees.

Each officer shall assume the duties of his or her office on January 1 and shall hold office for one year or until his or her successor shall be duly elected. No member serving in the capacity of President shall be eligible to succeed himself or herself as President. The outgoing President shall remain a member of the Board of Directors for a period of one year following the expiration of his or her term of office as President. The Board of Directors may also include the Clerk of the U.S. District Court for the Western District of Tennessee or his or her designee to serve as liaison to the Memphis-Mid-South federal judiciary.

The Board of Directors shall meet on the call of the President or any two members of the Board. A quorum shall consist of any seven (7) Board members. The Board may perform such Chapter business, not requiring a vote of the membership, as shall be in the best interests of the Federal Bar Association and the Chapter, such as approval of the annual budget, expenditures pertaining thereto and routine Chapter business affairs.

Section 2. Duties of Officers:

(a) Duties of President: The President shall be the chief executive officer of this chapter. He or she shall perform such duties as may be required by the Constitution of the Association and these Bylaws and shall appoint standing or special committees as necessary and appropriate to the chapter business and the national Association committee structure, including but not necessarily limited to a Budget and Finance Committee, Program and Continuing Legal Education Committee, Membership Committee and Publicity Committee.

(b) Duties of 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, then 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 incumbent's term.

(c) Duties of the Vice President; the Vice President shall perform the duties of President in the event of absence or inability of the President and President-Elect to discharge the duties pertaining to that office, and shall perform such duties as may be required by the President, the Constitution of the Federal Bar Association or Bylaws of this Chapter.

(d) Duties of the 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 President; 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 the office or as required by these Bylaws.

(e) Duties of the Treasurer: The Treasurer shall collect and receive all monies due the chapter; deposit the same to the credit of the Chapter in such Bank as may be designated by it; and make disbursements therefrom as authorized by a majority vote of the Board members present at a regular Board meeting. The Treasurer shall keep an itemized record of all monies received, by whom paid and for which purpose, and shall submit to the Chapter membership, whenever requested by it and at the end of the fiscal year, a report in writing itemizing the receipts and disbursements for the year. The treasurer shall keep all books, vouchers and records available for audit and he shall perform such other duties as properly pertain to the office or as may be required by the bylaws of this Chapter.

(f) Duties of the National Delegate: The National Delegate shall represent the Chapter in the National Counsel and at other Association meetings.

(g) Duties of the Alternate Delegate: The Alternate Delegate shall perform the duties of the Delegate in his absence or unavailability.

Section 3: Nomination: The nomination of candidates for the elective offices of this Chapter shall be by any member, in addition to those nominations proposed by a nominating committee appointed for that purpose by the President. If the President appoints a Nominating Committee, the Committee shall nominate at least one candidate for each upcoming vacant office and present such slate of candidates in writing to the general membership.

Section 4: Elections: The election of officers and directors for all elective positions shall take place not later than December 15th and shall be by secret ballot or by voice vote. If conducted by voice vote, the election may be held during a regular or specially-called membership meeting. If conducted via secret ballot, the Board shall adopt procedures to regulate the handling of ballots and to prevent abuses of the voting privilege, but returned ballots shall not be required to be signed or otherwise identified by the method of voting. The officers elected shall commence their term of office on January 1st of each year and shall hold office for one year ending the following December 31st.

Section 5. Removal from Office: An officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes in the same manner as is prescribed in the Constitution of the Federal Bar Association.

ARTICLE VI – Meetings

Section 1. Meetings: Membership meetings shall be held annually or as needed at such day, hour and place as the President may designate within the greater Memphis area. Special meetings shall be held as called by the President or a number of members equal to a quorum as provided by Article III, Section 5 hereof at a time and place designated by the calling party.

Section 2. Notice of Meetings: Notice of the time, date and place of all membership meetings shall be mailed or otherwise given by the Secretary to each member in good standing at least five days prior to such meetings, unless the nature of the meeting is such that shorter notice cannot be avoided. If a special meeting, the notice shall specify the character of the business to be presented and no other business shall be conducted.

Section 3. Rules of Order: The rules of order shall consist of (in the order stated):

- (a) The Constitution and Bylaws of the Federal Bar Association and this Chapter thereof;
- (b) Standing Resolutions of the membership; and
- (c) Robert's Rules of Order, Revised

Section 4. Amendment: These Bylaws may be amended or repealed and new Bylaws adopted by a majority of the members present at a regular meeting if a quorum is present and ten days prior written notice of the purpose has been given to all members or at a special meeting upon the same conditions.

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