

FEDERAL BAR ASSOCIATION

SAN ANTONIO CHAPTER BY-LAWS

DECEMBER 8, 2004

ARTICLE I. Name and Nature of Organization.

The name of this organization is the Federal Bar Association (FBA), San Antonio Chapter (Chapter). The Chapter is chartered by the FBA as approved by the National Council and will at all times comply with the requirements of the FBA Constitution and By-Laws. The Chapter is incorporated under the laws of the State of Texas as a not-for-profit corporation.¹ The Chapter is qualified as an organization described in Internal Revenue Code, Section 501(c)(6)², and is a state franchise tax-exempt entity.³ The Chapter's geographic area is the San Antonio Division of the United States District Court for the Western District of Texas (SA-TXWD).⁴

ARTICLE II. Mission Statement and General Objectives.

Section 1. Mission Statement. The mission of the Chapter is to advance the science of jurisprudence and to promote the welfare, interests, education, and the professional growth and development of the members of the Federal legal profession.

Section 2. General Objectives. The general objectives of the Chapter, consistent with those of the FBA, not listed in any particular order of priority, include:

- a. To serve as the representative of the Federal legal profession in the Chapter's chartered territory;
- b. To promote the sound administration of justice;
- c. To enhance the professional growth and development of members of the Federal legal profession;
- d. To promote high standards of professional competence and ethical conduct in the Federal legal profession;
- e. To promote the welfare of attorneys and judges employed by the Government of the United States;
- f. To provide meaningful services for the welfare and benefit of the members of the Chapter;
- g. To provide high quality educational programs to the Federal legal profession and the public;
- h. To keep members informed of developments in their respective fields of interest;

i. To keep members informed of the affairs of the FBA and Chapter, to encourage their involvement in their activities, and to provide members opportunities to assume leadership roles; and,

j. To promote professional and social interaction among members of the Federal legal profession.

ARTICLE III. Membership and Dues.

Section 1. Membership. Any person who is eligible for and maintains active membership in the FBA and who is employed, resides in, or practices in the SA-TXWD, or who designates membership in this Chapter to the FBA shall be a member of this Chapter.

Section 2. Honorary Membership.

a. Any person eligible for honorary membership as provided for in Article IV, Section 2 of the Constitution of the FBA who is employed, resides in or practices in the Western District of Texas may be elected to honorary membership in the FBA by a two-thirds vote of the Chapter members present at any regularly called meeting and, when applicable under Article IV of the FBA's Constitution, by vote of the National Council. Honorary members shall be exempt from payment of the admission fees and annual FBA dues.

b. Effective upon their assuming such positions, the San Antonio Chapter automatically elects to honorary membership all Judges of the U.S. Court of Appeals for the Fifth Circuit with chambers located within the geographical boundaries of the SA-TXWD; all District Judges and Magistrate Judges of the SA-TXWD; and all Judges of the San Antonio Division, U.S. Bankruptcy Court for the Western District of Texas. Such honorary memberships shall continue as long as those persons are in active, senior, or retired status as judges of those courts.

Section 3. Application for Membership. Application for membership in this Chapter shall be made on a form approved by the National Council of the FBA. Each application must be accompanied by the dues and admission fees required by the Constitution and By-Laws of the FBA.

Section 4. Associates. Any person eligible for and who maintains active Associate or active Law Student Associate status in the FBA and who is employed, resides in, or practices in the SA-TXWD, or who designates Associate status in this Chapter to the FBA shall be an Associate or Law Student Associate of this Chapter.

Section 5. Dues. Annual dues owing to the FBA will be paid individually to the FBA Headquarters by each member upon receipt of a statement.

ARTICLE IV. Fiscal Year.

The fiscal year of the Chapter shall commence on July 1st each year and end on June 30th of the following year.

ARTICLE V. Elected Officers and Elected Members of the Board of Directors.

Section 1. Elected Officials. The elected officers and elected members of the Board of Directors shall be elected from the membership of this Chapter and shall be as follows in order of precedence:

- a. President.
- b. President-Elect.
- c. Vice President.
- d. Treasurer.
- e. Secretary.

f. No less than 3 or more than 18 elected members of the Board of Directors. (See Article VI, below, for further provisions pertaining to the Board of Directors including non-elected members.)

No member serving in the capacity of President, President-Elect, or Vice President shall be eligible to succeed to that same office.

Section 2. Duties of Officers.

a. President. The President shall be the chief executive officer of this Chapter and shall perform such duties as may be required by the Constitution and By-Laws of the FBA and these By-Laws. The President shall preside at Board of Directors', Membership, and Executive Committee Meetings. Within thirty 30 days after assuming office, the President shall appoint a chairperson for each of the Chapter's standing committees established by these By-Laws and *ad hoc* committees established by the Board of Directors. The President shall be a member of the National Council of the FBA and, when able, shall attend its meetings; and be responsible, together with the President-Elect, for Federal Court Practice Seminars.

b. President-Elect. The President-Elect shall perform such duties as are delegated by the President. In the event of the President's absence or inability to act, the President-Elect shall perform the duties of the President. Together with the President, the President-Elect is responsible for Federal Court Practice Seminars. The President-Elect shall automatically succeed to the office of the President upon the expiration of the incumbent's term without further vote of the membership.

c. Vice President. The Vice President shall perform such duties as may be required by the President. In the event of the President's and President-Elect's absence or inability to act, the Vice President shall perform the duties of the President. The Vice President shall be responsible for submitting appropriate documentation to the FBA for the Chapter Activity Award and for any other award or FBA application as necessary.

d. Treasurer. The Treasurer shall collect and receive all monies due to the Chapter; maintain Chapter deposits in such bank or banks as may be designated by the Board of Directors; make disbursements there from only as authorized by the Board of Directors or a majority vote of the active members present at any Chapter Membership Meeting; and keep the

Secretary informed of the financial standing of each member of this Chapter. The Treasurer shall keep an itemized record of all monies received and their source, all monies disbursed and the recipients, and the purpose of the transactions. The Treasurer shall submit to the Chapter membership, when requested 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 shall perform such other duties as properly pertain to the office.

e. **Secretary.** The Secretary shall furnish notice of election results to the FBA; conduct the general correspondence of this Chapter; give notice of all meeting as may be required by Articles VI and VIII, below; maintain the Governing Documents of the Chapter to include, but not limited to, its Charter, Articles of Incorporation, By-Laws, and Standing Resolutions; keep permanent records of the proceedings of the meetings of the Board of Directors and those membership meetings at which business is conducted; keep a current roster of the membership of the Chapter; act as parliamentarian; and perform such other duties as properly pertain to this office.

f. **National Delegate.** The President-Elect shall represent and be the Voting Delegate of this Chapter at all National Council meetings. Whenever the President-Elect is unable to attend a National Council meeting, the Board of Directors may temporarily appoint a member of the Chapter to fulfill that obligation and serve as the Voting Delegate.

Section 3. Nominations. With the exception of the Office of President, the Nominations and Elections Committee shall nominate at least one candidate for each office and elected Board of Directors position to be voted upon at the regular annual election. (Prior to the meeting of the Nominations and Elections Committee, the Board of Directors will determine the number of elected Board Members (between 3 and 18) to be elected at the regular general election.) The President-Elect shall automatically succeed to the office of the President upon the expiration of the incumbent's term without further vote of the membership. The Committee shall present these nominations to the general membership in the written or electronic notice of the May Membership Meeting. The notice shall further state the time and place of the election and shall inform members that the nomination of candidates for elective offices and Board of Directors positions of this Chapter may be made by any member at the meeting at which the election will be held.

Section 4. Elections and Terms of Office. In the absence of exigent circumstances as determined by the Board of Directors, the regular annual election of officers and elected Board members shall take place at the June Membership Meeting each year. The election shall be by voice vote, unless there is an objection, in which case it will be by secret written ballot. Election shall be by a majority vote of the Chapter members present and voting. Each regularly elected official shall assume the duties of office on July 1st and shall hold office through June 30th of the following year, or until a successor has been elected.

Section 5. Removal From Office. An officer or member of the Board of Directors may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes only upon three-fourths vote of the Board of Directors voting at a meeting called for such purpose by the Executive Committee.

Section 6. Vacancies of Office. In case of death, resignation or removal of the President, the President-Elect shall succeed to the office. In cases of the death, resignation or removal of any other officer, a successor shall be elected by a majority of the members of the Board of Directors present and voting. In cases of the death, resignation or removal of an

elected member of the Board of Directors, a successor may be elected by a majority of the members of the Board of Directors present and voting, but the Board may allow the vacancy to continue until the next regular annual election. Such specially elected officers or Board members shall hold office through June 30th following their elections, or until a successor has been elected.

ARTICLE VI. Board of Directors.

Section 1. Membership. The Board of Directors shall consist of elected members and non-elected members. The elected members will be the elected officers and the elected board members. The non-elected members will be the three most recent past Chapter Presidents (each for 3 years following the expiration of his / her term as President) plus any Chapter members who have not been elected to the Board, but are chairs of standing or *ad hoc* committees.

Section 2. Duties and Powers. The Board of Directors shall have full power and authority to function as the governing body of the Chapter and to undertake and conduct any and all activities, which it may consider necessary or expedient in accomplishing the objects of the Chapter set forth in Article II. It shall have full control of the business and financial management of the Chapter. No funds of the Chapter in excess of \$200 shall be obligated or disbursed for any purpose without the prior approval of the Board of Directors. The Board of Directors will determine the number of elected Board Members (between 3 and 18) to be elected at each regular annual election. The Board of Directors shall have the power to fill vacancies in office as provided for in Article V, Section 6, above, and temporarily appoint a Voting Delegate to attend a National Council meeting as provided for in Article V, Section 3, above. The Board of Directors shall have the authority to establish *ad hoc* committees not in conflict with the standing committees established by Article VII, below.

Section 3. Meetings. The Board Of Directors shall meet monthly, or on the call of the President, or on the call of any 2 members of the Board. The date, time, and place of such meetings shall be fixed by the President and due notice shall to be given to all Board members.

Section 4. Quorum. Five members of the Board of Directors constitute a quorum for the transaction of business.

Section 5. Executive Committee. There shall be an Executive Committee of the Board of Directors, which shall consist of the President, President-Elect, Vice-President, Treasurer, Secretary, and the Immediate Past President. The President shall serve as Chairman. The Executive Committee shall be the administrative board of the Chapter and shall have the power and authority between meetings of the Board of Directors to do and perform all acts and functions which the Board itself might do or perform, subject in all respects to the authority and discretion of the Board of Directors, and all such acts shall be reported to the Board of Directors at its next meeting. Four members of the Executive Committee shall constitute a quorum.

ARTICLE VII. Committees.

Section 1. Standing Committees: The standing committees of this chapter are the Program and Continuing Legal Education Committee, the Membership Committee, the Newsletter Committee, the Nominations and Elections Committee, the Judicial Relations Committee, the Federal Court Practice Seminar Committee, the Young Lawyers and Law Students Committee, and the Community Outreach Committee.

Section 2. Ad Hoc Committees: The Board of Directors has the authority to establish *ad hoc* committees that do not conflict with the standing committees established by these By-Laws.

Section 3. Chairpersons and Members. The President shall, within 30 days after assuming office, appoint a chairperson for each of the standing and *ad hoc* committees. The Chairperson of each committee shall, in consultation with the Board of Directors, name members of the Chapter to serve on each committee.

Section 4. Duties of the Program and Continuing Legal Education Committee. The Program and Continuing Legal Education (CLE) Committee, subject to the approval of the Board of Directors, shall plan and conduct CLE programs consistent with the objections of the Chapter, as provided in Article II and shall plan and conduct information and entertainment programs consistent with the objectives of the Chapter, as provided in Article II. This includes obtaining speakers for periodic membership meetings and obtaining approval for Texas CLE credit for them.

Section 5. Duties of the Membership Committee. The Membership Committee, subject to the approval of the Board of Directors, shall plan and conduct activities to promote membership in the Chapter including, but not limited to, informing persons about the advantages and opportunities presented by Chapter membership. It will work with the Young Lawyers and Law Students Committee to encourage membership in the FBA.

Section 6. Duties of the Newsletter Committee. The Newsletter Committee, subject to the approval of the Board of Directors, shall solicit articles, write, edit, and supervise the design, printing, production and distribution of the Newsletter to Chapter members to assist in accomplishing the objectives of the Chapter.

Section 7. Duties of the Nominations and Elections Committee. The Nominations and Elections Committee shall consist of a chairperson, the President-Elect and at least 3 other members. The Committee shall have charge and control of the nomination and election of officers and directors as provided in Article V, Sections 3 and 4, above.

Section 8. Duties of the Judicial Relations Committee. The President and the Judicial Relations Committee shall be the Chapter's primary liaisons with the Federal Courts within the SA-TXWD. Subject to the approval of the Board of Directors, the committee will actively seek to ways to enhance the Chapter's support to the Federal Judiciary / Court System.

Section 9. Duties of the Federal Court Practice Seminar Committee. The Federal Court Practice Seminar Committee, subject to the approval of the Board of Directors, shall assist the President and the President-Elect in presentation of periodic Seminars (usually 3 times per year). This includes obtaining speakers, preparation of materials, obtaining continuing legal education credit (in coordination with the Program and CLE Committee), arranging for location, arranging for food and refreshments, administering the event on-site, obtaining volunteer members to staff each seminar, and reporting to the Board on the results of each seminar.

Section 10. Young Lawyers and Law Students Committee. The President and the Young Lawyers and Law Students Committee shall be the Chapter's primary liaisons with the St. Mary's University School of Law. Subject to the approval of the Board of Directors, the committee will actively seek to ways to enhance the Chapter's support to the school to further education and understanding among the students of the Federal legal system. The Committee

will seek to interest students in the activities of the FBA. Similarly, the Committee will seek to assist younger lawyers in the practice of law in the Federal legal system and work with the Membership Committee to encourage membership in the FBA.

Section 11. Community Outreach Committee. The Community Outreach Committee, subject to the approval of the Board of Directors, shall plan, sponsor, support, or participate in law related civic activities such as legal career information programs, citizenship programs, and civic service programs.

ARTICLE VIII. Membership Meetings.

Section 1. Meetings. There shall be at least one (1) meeting of the Chapter membership each year at such day, hour and place as the President may designate within the SA-TXWD. Special meetings shall be held as called by the President or a majority of the Board of Directors at a time and place designated by the calling party.

Section 2. Notice of Meetings. The Secretary will give written or electronic notice of the time, date and place of all membership meetings to each member in good standing at least 5 days prior to such meeting, unless the nature of the meeting is such that shorter notice cannot be avoided. If a special meeting, the notice shall specify the nature of the business to be presented and no other business shall be conducted.

Section 3. Quorum. Five percent (5%) of the members in good standing shall constitute a quorum for the transaction of the business of this Chapter.

Section 4. Rules of Order. The rules of order shall consist of (in the order stated):

- a. The Constitution and By-Laws of the FBA and this Chapter;
- b. Standing Resolutions passed by the Board of Directors; and,
- c. The most current available edition of Robert's Rules of Order, Revised.

ARTICLE IX. Public Positions Taken by the Chapter.

The Chapter, in the name of the FBA, may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Chapter only with prior approval of the FBA's National Council. Without such prior approval, the Chapter may take such public positions, but the position statements must include disclaimers that indicate that the positions are that of the Chapter only. In any event, when the Chapter takes such actions in its own name and not in that of the FBA, the Chapter shall report those actions immediately to the Executive Committee of the National Council.

ARTICLE X. Monetary and Other Support to Outside Entities.

Section 1. Approval of the Board of Directors. Notwithstanding the provisions of Article VI, Section 2, permitting expenditures up to \$200 for authorized Chapter activities without approval of the Board of Directors, no contributions of any kind or in any form to organizations or individuals outside the Chapter will be made without approval of the Board.

Section 2. Monetary Support. Absent exigent circumstances, the Chapter will consider the following guidelines for making contributions to organizations or individuals from its funds. Any single item or combination of items may be generally considered in determining whether an organization or individual should receive Chapter funds. The Board may establish separate specific guidelines for St. Mary's University School of Law scholarships and awards.

- a. Would the funds support a law-related undertaking or subject?
- b. Is the law-related subject or undertaking "Federal sector" in nature?
- c. Is the organization sponsoring the undertaking or subject a charitable organization?
- d. Is the organization one that primarily serves a public benefit?
- e. Is the projected public benefit or the organization / individual sponsoring the undertaking related to the legal system or the Federal legal system in particular?
- f. Is the organization an accredited law school or an organization created primarily for the benefit of legal education?
- g. Is the organization a San Antonio community organization or the undertaking intended for the benefit of the San Antonio community?
- h. Is the individual being recognized for his / her service or achievement related to the legal system in general or the Federal legal system in particular?
- i. Is the organization related to the court system or a component of the court system?
- j. Is the individual an active or past member of the judiciary or judicial system?
- k. Is the organization a bar association or a component of a bar association?
- l. Has the FBA recognized or endorsed the organization, individual, or undertaking?
- m. Is the organization or individual dedicated to the general principles of the FBA and this Chapter?
- n. To what extent would the proposed monetary support further particular objectives upon which the Chapter has decided to focus?
- o. Would there be a danger that repetitive gifts to a single organization would cause that organization to rely on the Chapter for funds rather than appropriate budgetary mechanisms?

Section 3. Non-Monetary Support. The Board will generally consider the factors in Section 2, above, in determining whether to provide non-monetary support for individuals or outside organizations. Examples of such support include official participation in events or publicizing outside entities' events through Chapter channels.

ARTICLE XI. Use of Chapter Communications Lists by Outside Entities.

To protect its members from unwelcome intrusions, the Chapter will not provide its communications lists (such as mailing, e-mail, telephone, or fax) to outside entities for their use without the explicit prior approval of the Board of Directors.

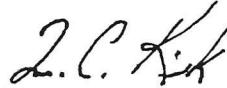
ARTICLE XIII. Previous By-Laws and Standing Resolutions.

These By-Laws supercede all previous versions of this Chapter's By-Laws. These By-Laws supercede all standing resolutions of the Membership or Board of Directors in conflict with these By-Laws. These By-Laws do not invalidate any actions taken prior to their adoption.

ARTICLE XIV. Amendment.

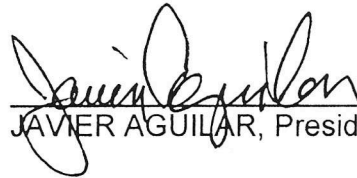
These By-Laws may be altered, amended or repealed and new By-Laws adopted by two-thirds of the Chapter members present and voting at a membership meeting. The Secretary will give written or electronic notice of the time, date, place, and purpose of such a meeting at least 10 days prior to such a meeting.

CERTIFIED as having been duly adopted on December 8, 2004 at San Antonio, Texas.



WILLIAM C. KIRK, Secretary

ATTESTED:



JAVIER AGUILAR, President



¹ Certificate Of Incorporation, Secretary of State, State of Texas, December 19, 1997.

² Letter, District Director, Internal Revenue Service, July 29, 1998.

³ Letter, Comptroller of Public Accounts, State of Texas, March 26, 1999.

⁴ As defined by 28 United States Code § 124(d)(4).