

**[PROPOSED IN BOLD, TIMES NEW ROMAN FONT]**  
[1985 VERSION IN REGULAR, COURIER FONT;  
WITH ANNOTATION IN BRACKETS; FBA CONST BYLAWS PROPOSED 2007  
REDLINED]

## **CONSTITUTION AND BY-LAWS**

### **OREGON CHAPTER**

#### **FEDERAL BAR ASSOCIATION**

##### **ARTICLE I. Name and Nature of Organization.**

**The name of this organization is the Oregon Chapter of the Federal Bar Association (hereinafter, "Chapter"). The Chapter is chartered by the Federal Bar Association (hereinafter, "Association") as approved by the National Council; as such the Chapter shall at all times comply with the requirements of the Association Constitution and By-laws. The Chapter's geographic area is Oregon.**

[1985 VERSION: ARTICLE I - NAME AND CONSTITUTION

This organization shall be known as the Oregon Chapter of The Federal Bar Association. The Constitution of the Federal Bar Association is hereby adopted and incorporated herein by reference in so far as it may be applicable to the business of this Chapter and shall prevail over these by-laws in event of a conflict therewith. [ANNOTATION: NO MATERIAL CHANGES.]

[1985 VERSION: ARTICLE II - SEAL AND INSIGNIA

The official seal and insignia of the Chapter shall be the seal and insignia of the Associated to which shall be added the words, "Oregon Chapter".

[ANNOTATION: FOREGOING PARAGRAPH DELETED.]

##### **ARTICLE II. Mission Statement and General Objectives.**

**Section 1. Mission Statement. The mission of the Chapter is to strengthen the Federal legal system and administration of justice by serving the interests and the needs of the Federal practitioner, both public and private, the Federal judiciary and the public they serve.**

**Section 2. General Objectives. The general objectives of the Chapter, consistent with those of the Association, 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 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 Association and Chapter, to encourage their involvement in their activities, and to provide members opportunities to assume leadership roles;
- (j) to promote professional and social interaction among members of the Federal legal profession.

[1985 VERSION: ARTICLE III – OBJECTS

The objects of the Chapter shall be to further the objects of The Federal Bar Association as set forth in Article III of the Constitution; to advance the science 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, and 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.

[ANNOTATION: NO MATERIAL CHANGES.]

### **ARTICLE III. Membership and Dues.**

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

[1985 VERSION: ARTICLE IV – MEMBERSHIP

Section 1. Any person who possesses the qualifications for active membership in the Federal Bar Association as provided for in Section 1, Article IV of the Constitution of the Association and who resides or has his place of employment or office in Oregon, shall be eligible for active membership in the Oregon Chapter.

[ANNOTATION: NEW PROPOSED VERSION INCLUDES THOSE WHO "PRACTICE[] IN OREGON OR WHO DESIGNATES MEMBERSHIP IN THIS CHAPTER" . ]]

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

[1985 VERSION: Section 2. Any person eligible for honorary membership as provided for 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 regularly called meetings. Honorary members shall be exempt from payment of the admission fees and annual Chapter dues.

[ANNOTATION: PROPOSED VERSION ADDS: ". . . who is employed, resides in or practices in Oregon" AND "and, when applicable under Article IV of the Association's Constitution, by vote of the Board of Directors."]

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

[1985 VERSION: Section 3. 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 By-Laws of the Association and by the By-Laws of the Chapter.

[ANNOTATION: NO MATERIAL CHANGES. CHAPTER ASSESSES NO DUES.]]

**Section 4. Dues. Annual dues owing to the Association will be paid individually to the Association Headquarters by each member upon receipt of a statement.**

[1985 VERSION: ARTICLE VIII – DUES

The due[s] of the local Chapter will be two dollars (\$2.00) per year. Additional assessments not to exceed \$1.00 each may be levied when deemed necessary by the Executive Committee.

[ANNOTATION: 1985 DUES REQUIREMENT DELETED.]]

**Section 5. CLE Cost Reduction. In the discretion of the Board, legal aid, public interest and government attorneys may be allowed a price reduction (subject to food and beverage costs) in attending any Chapter sponsored continuing legal education program.**

**Section 6. Expulsion.** Any member or Associate whose dues are paid for the current fiscal year and who otherwise is in good standing shall be expelled from the Chapter when such member or Associate is expelled from the Association.

**Section 7. Quorum.** 5% percent of the members in good standing shall constitute a quorum for the transaction of the business of this Chapter.

[1985 VERSION: ARTICLE VII - MEETINGS

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Section 2. Quorum. Membrs [sic] in attendance at a regular meeting of the Chapter or at a special meeting of which notice shall have been given to the members shall constitute a quorum for the transaction of Chapter business. A majority vote of the membership present shall be required to adopt any amendment to these By-Laws, after not less than two weeks written notice thereof.

[ANNOTATION: PROPOSED CHANGE REQUIRES 5% OF MEMBERSHIP, WHICH BASED ON MARCH MEMBERSHIP OF 457 REQUIRES 23 MEMBERS.]]

#### **ARTICLE IV. Board of Directors.**

**Section 1. Chapter Board.** The Chapter Board shall consist of the elected officers; the immediate past President of the Chapter; the Chair of the Budget and Finance Committee, the Continuing Legal Education Committee(s), the Membership Committee, the Publicity and Public Relations Committee, the Program Committee, the Nominations and Elections Committee, and the Younger Lawyers Division; and additional members as may be appointed for a specific term by a majority of the Chapter Board.

**Section 2. Meetings.** The Chapter Board shall meet on the call of the President or any two of its members.

**Section 3. Quorum.** A quorum shall consist of any six Chapter Board members.

**Section 4. Purpose.** The Chapter Board 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 5. Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 6. Resignation of Directors.** Any Director may resign his or her office at any time, such resignation to be made in writing and to take effect at the time specified therein or, if no time be specified, it will be effective at the earliest of the following:

- (a) When received;

(b) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed; or

(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee.

**ARTICLE V. Officers.**

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

- 1. President-Elect**
- 2. Vice President**
- 3. Secretary**
- 4. Treasurer**

**Each officer elected shall assume the duties of office on July 1 and shall hold office for one year, or until a successor shall be duly elected. No member serving in the capacity of President, President-Elect or Vice President shall be eligible to succeed to that same office. The outgoing President shall remain a member of the Chapter Board for period of one year following the expiration of the term as President.**

[1985 VERSION: ARTICLE VI – OFFICERS

Section 1. The elective officers of this Chapter shall be as follows and in the order named:

1. President
2. President-Elect
3. Vice-President
4. Secretary
5. Treasurer

Each officer elected shall assume the duties of his or her office September 1 [ANNOTATION: PROPOSED VERSION CHANGES TO JULY 1] and shall hold office for one year or until his or her successor shall be duly elected and qualified. No member serving in the capacity of President or President-Elect [ANNOTATION: PROPOSED VERSION ADDS "VICE PRESIDENT"] shall be eligible to succeed himself or herself in the respective offices. The President-Elect shall, after the expiration of his or her term automatically succeed to the office of President. The outgoing President [sic] shall remain a member of the Executive Committee for a period of one year following the expiration of his or her term of office as President. The Executive Committee shall consist of the said elective officers and the immediate past President of the Chapter, and shall meet on call of the President or any two members of the Committee. [ANNOTATION: NO CHANGE IN

PRPOPOSE VERSION; SEE PROPOSED ARTICLE IV, SEC. 2.] A quorum shall consist of any three Committee members. [ANNOTATION: PROPOSED VERSION REQUIRES EIGHT CHAPTER BOARD MEMBERS FOR A QUORUM; SEE ART. IV, SEC. 3] (as amended June 20, 1985).

[ANNOTATION: PROPOSED VERSION OMITTS "EXECUTIVE COMMITTEE" AND INCLUDES A BOARD OF DIRECTORS.]

Section 2. The President shall, if he [sic] deems it necessary, appoint an Assistant Secretary and Assistant Treasurer. [ANNOTATION: PROPOSED VERSION DELETES THIS PARA.]

Section 3. Nominations: The Nominations and Elections Committee shall place innomination at least one member in good standing for each of the elective officers. Other nominations may be made from the floor. [ANNOTATION: NO MATERIAL CHANGE EXCEPT NOMINATION MUST BE 30 DAYS IN ADVANCE OF MEETING; SEE PROPOSED ART. V, SEC. 5.]

Section 4. Elections: The election of officers shall be by secret ballot at the least [sic] regular meeting for the fiscal year or at any special meeting thereafter called for that purpose. [ANNOTATION: PROPOSED CHANGES TO ALLOW VOICE VOTE AT REGULAR MEETING IN JUNE WITH TERMS TO COMMENCE ON JULY 1; SEE PROPOSED ART. V, SEC. 6.]

Section 5. In the case of resignation of any officer other than President, or his [sic] inability to serve for any permanent or temporary reason, the vacancy shall be filled by the Executive Committee. A vacancy in the office of President shall be filled by vote of the Chapter at the next regular meeting following such vacancy. [ANNOTATION: PROPOSED CHANGES IN PROPOSED ART. V, SEC. 8]]

## **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 Association, Articles of Incorporation of the Chapter, and the Constitution and By-Laws of the Chapter and shall appoint standing or special committees as necessary and appropriate to the Chapter business and the Association committee structure, including, but not necessarily limited to a Budget and Finance Committee, Program Committee, Continuing Legal Education Committee, Nominations and Elections Committee, Membership Committee and Publicity and Public Relations Committee. The President shall be a member of the National Council of the Association and shall attend its meetings.**

[1985 VERSION: Section 6. The president shall be the chief executive officer of the Chanter and shall have authority to designate members or committees to carry out particular duties which may be necessary to the Chapter business. The following committees shall be appointed, and such others as may be deemed necessary: (a) Admissions Committee, which shall sign and approve each application for Chapter membership. (b) Nominations and Elections Committee,

consisting of at least three members, which, shall conduct elections and advise members as to candidates as provided in Article VI, Section 3.

[ANNOTATION: PROPOSED VERSION ABOLISHES ADMISSIONS COMMITTEE AND DELETES FORMAL REQUIREMENT OF 3 MEMBERS OF NOMINATIONS AND ELECTIONS COMMITTEE; SEE ART. V, SEC. 5]]

**(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 by the President, the President-Elect shall perform the duties of the President. The President-Elect shall automatically succeed to the office of the President upon the expiration of the incumbent's term.

[1985 VERSION: Section 7. In the absence of the President or his or her inability to discharge the duties pertaining to the office, the President-Elect shall assume the duties of the President. In addition the President-Elect shall assume such duties as the President may direct. The President, or his [sic] designee shall be the National Delegate to represent the Chapter on the National Council of the Federal Bar Association as provided in Article IX of the National Constitution. (as amended June 20, 1985).

[ANNOTATION: NO MATERIAL CHANGE; SEE PROPOSED ART. V, SEC. 2(f) BELOW.]]

**(c) Vice President.** The Vice President shall perform the duties of the 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 perform such duties as may be required by the President.

**(d) Secretary.** The Secretary shall furnish notice of election results to the Association and to the Circuit officers; conduct the general correspondence of this Chapter and keep Circuit officers informed; give notice of all meetings as may be required by Article 5, Section 3 hereof, including notice to Circuit officers; 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 officers; act as parliamentarian; and perform such other duties as properly pertain to this office.

[1985 VERSION: Section 8. the Secretary shall keep a record of the proceedings of the meetings of the Chapter and shall conduct the general correspondence of the Chapter; keep a roster of the membership; give notice of all meetings as may be required; and maintain and preserve the records of the chapter.

[ANNOTATION: NO MATERIAL CHANGE.]]

**(e) 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 it; make disbursements therefrom only as authorized by two officers of the Chapter or a majority vote of the active members present at any Chapter Board meeting. The Treasurer shall keep an itemized record of all monies received and disbursed by or to

**whom paid and for what purpose, and shall submit to the Chapter Board, 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.**

[1985 VERSION: Section 9. The Treasurer shall collect and receive all money due the Chapter, and may, it necessary, deposit the same to the credit of the Chapter in such bank as may be designated by the Executive Committee. He shall make disbursements therefrom as directed by the President or Executive Committee; collect the due[s] of the Chapter and report when requested to the Chapter or the Executive Committee with respect to the financial status of the Chapter. The Treasurer shall keep an itemized record of all moneys received and all disbursements and shall assume such other duties as properly pertain to the office or as may be required by these By-Laws of the Chapter. [ANNOTATION: PROPOSED VERSION PROVIDES FOR DISBURSEMENTS ONLY AS “authorized by two officers of the Chapter or a majority vote of the active members present at any Chapter Board meeting.” RATHER THAN “as directed by the President or Executive Committee”]]

**(f) National Delegate. A National Delegate may represent the Chapter at all National Council meetings and in the absence of the President, President-Elect, and Vice President, at other bar association meetings. The office of National Delegate may be filled by a member who holds another Chapter office or is a member of the Board, other than President. Whenever a National Delegate has not been elected or the National Delegate is unable to attend National Council Meeting, the President may temporarily appoint an acting National Delegate to fulfill that obligation.**

**Section 3. Meetings. There shall be at least seven meetings of the Chapter membership each year at such day, hour and place within Oregon as the President may designate. 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 7, hereof at a time and place in Oregon designated by the calling party.**

[ARTICLE VII - MEETINGS

Section 1. There shall be ten regular meetings of the Chapter annually, which will be held on the first Tuesday of each month, exclusive of July and August, unless another date is selected for such meeting by the Executive Committee. Each of these meetings will be held in conjunction with a dinner unless otherwise provided by said Committee. Such additional meetings of the Chapter also may be held as are necessary provided due notice thereof is given to the members. Notice of the change of the date of regular meetings shall be given to the members by the Secretary.

[ANNOTATION: PROPOSAL IS TO REQUIRE ONLY 7 REGULAR MEETINGS PER YEAR FLEXIBLE DATES.]]

**Section 4. Notice of Meetings.** Notice of the time, date and place of all business meetings shall be mailed or otherwise given by the President or Secretary to each member in good standing at least five 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 5. Nominations.** The Nominations and Elections Committee shall be appointed by the President and shall nominate at least one candidate for each upcoming vacant office and present such slate of candidates in writing to the general membership at least thirty days in advance of the regular meeting at which the election of officers will occur. Additionally, nomination of candidates for the elective offices of this Chapter may be made by any member at the meeting at which the election will be held under this Section.

**Section 6. Elections.** The election of officers for all elective offices shall be by secret ballot or by voice vote if there is no objection. The election shall be held during the regular meeting on or about June. The officers elected shall commence their term of office on July 1 of each year and shall hold office for one year ending the following June 30.

**Section 7. Removal From Office.** An officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes only upon three fourths vote of members voting at a meeting called for such purpose by the Chapter Board.

**Section 8. Vacancies of Office.** In case of death, resignation or removal of the President, the President-Elect shall succeed to office. In cases of the death, resignation or removal of any other officer, the vacancy will be filled by election by the general membership.

#### **ARTICLE VI. Public Position Taken by the Chapter.**

The Chapter, in the name of the Association, may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Chapter only with prior approval of the Association's Board of Directors. Without such prior approval, the Chapter may make such a public position but the position statement must include a disclaimer that indicates that the position is that of the Chapter only. In any event, when the Chapter takes such action in its own name and not in that of the Association, the Chapter shall report that action immediately to the Association's Board of Directors.

#### **ARTICLE VII. Miscellaneous.**

**Section 1. Fiscal Year.** The fiscal year of the Chapter shall commence on October 1 and end on September 30 of the following year.

[1985 VERSION: ARTICLE V - FISCAL YEAR

The fiscal year of the Chapter shall begin October 1 and end September 30 of the following year.

[ANNOTATION: NO CHANGE.]

**Section 2. Rules of Order.** The rules of order shall consist of (in the order stated):

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

**ARTICLE VIII. Amendment.**

**This Constitution and By-Laws may be altered, amended or repealed and new Constitution and By-laws adopted by two-thirds of the members of this Chapter 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 same condition.**

[1985 VERSION: ARTICLE VII - MEETINGS

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Section 2. Quorum. Membrs [sic] in attendance at a regular meeting of the Chapter or at a special meeting of which notice shall have been given to the members shall constitute a quorum for the transaction of Chapter business. A majority vote of the membership present shall be required to adopt any amendment to these By-Laws, after not less than two weeks written notice thereof.

[ANNOTATION: PROPOSED CHANGE REQUIRES 2/3 OF MEMBERSHIP TO MAKE AMENDMENT RATHER MAJORITY, AND 10 DAYS PRIOR NOTICE RATHER THAN 2 WEEKS NOTICE.]

[ARTICLE IX - CHAPTER ORGANIZATION

Upon formation of the Chapter and adoption of these By-Laws, members of the association eligible for Chapter membership shall be covered into membership of this Chapter. Officers shall be elected at the initial or organization meeting of this Chapter and shall hold office thereafter until the expiration of the first fiscal year as provided in these By-Laws.

[ANNOTATION: PROPOSED TO BE DELETED AS UNNECESSARY.]

**CERTIFIED and ATTESTED as duly adopted on the \_\_\_ day of June 2007.**

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President