

1 **BYLAWS OF THE NORTHERN DISTRICT OF CALIFORNIA CHAPTER OF**
2 **THE FEDERAL BAR ASSOCIATION**

3 A California Nonprofit Mutual Benefit Corporation
4 Approved by Member Vote 9/1/2025
5

6 **ARTICLE I**

7 **NAME AND NATURE OF ORGANIZATION**

8 *Section 1:* NAME. The name of this corporation is the Northern District of California Chapter of
9 the Federal Bar Association (sometimes hereinafter “Chapter”). The Constitution of the Federal
10 Bar Association (sometimes hereinafter “FBA”) is hereby adopted and incorporated herein by
11 reference insofar as it may apply to the business of this corporation. It shall prevail over these
12 Bylaws in the event of a conflict therewith.
13

14 *Section 2:* SEAL AND INSIGNIA. The official seal and insignia of the Chapter shall be the
15 seal and insignia of The Federal Bar Association, to which the words “Northern District of
16 California Chapter” shall be included.
17

18 *Section 3.* GEOGRAPHIC AREA. The Chapter’s geographic area comprises the jurisdiction of
19 the counties that make up the United States District Court for the Northern District of
20 California. This area is divided into three geographic regions and one government division, as
21 outlined in Article V, Section 1.
22

23 **ARTICLE II**

24 **MISSION STATEMENT AND GENERAL OBJECTIVES**

25 *Section 1.* MISSION STATEMENT. The mission of the Chapter shall be to advance the science of
26 jurisprudence and to promote the welfare, interests, education, and the professional growth and
27 development of the members of the Federal legal profession and to promote the welfare, interests,
28 education, and the professional growth and development of the members of the Federal legal
29 profession.

30 *Section 2.* GENERAL OBJECTIVE. The following objectives of the Chapter are not listed in any
31 particular order of priority. Each objective is equally important in accomplishing the Chapter’s
32 mission.

- 33 ● To serve as the representative of the Federal legal profession in the Chapter’s
- 34 chartered territory.
- 35 ● To advance the science of jurisprudence.
- 36 ● To enhance the professional growth and development of members of the federal
- 37 legal profession.
- 38 ● To uphold, support, and promote the high standards of the federal judiciary and the
- 39 departments, bureaus, and agencies of the government of the United States, as well
- 40 as of attorneys appearing before and employed by such bodies.
- 41 ● To advance and promote the professional competence and ethical conduct, welfare,
- 42 interests, education, and professional growth and development of the legal
- 43 profession within the Northern District of California regarding Federal law, the
- 44 Federal Courts and administrative bodies, and Federal practice and procedure.
- 45 ● To promote and encourage friendly and cordial relations between the legal
- 46 profession and the Federal judiciary.
- 47 ● To serve as the National representative of the Federal legal profession within the
- 48 Northern District of California to the national Federal Bar Association.

- To provide quality education programs to the federal legal professional and the public.
- To keep members informed of developments in their respective fields of interest.
- To keep members informed of the FBA and Chapter affairs, encourage their involvement in their activities, and provide members with opportunities to assume leadership roles.
- To promote professional and social interaction among members of the Federal legal profession.

ARTICLE III MEMBERSHIP

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 Northern District of California, or who designates membership in this Chapter to the FBA shall be a member of the Northern District Chapter, [provided the person pays applicable Chapter dues].

Section 2. HONORARY MEMBERSHIP. As hereinafter provided, honorary members of the FBA shall be exempt from payment of dues but shall have full rights and privileges of membership. Honorary Membership will be offered to the following:

- a. Any person who has rendered conspicuous service to the United States Government or the FBA may be elected to an honorary membership by a vote of three-fourths of the members of the Officers then present.
- b. Any judge of the Federal courts established under Article III of the Constitution of the United States, any United States Bankruptcy Judge, any United States Magistrate Judge, any United States Immigration Judge, and any judge of a Federal court established under Article I of the Constitution of the United States who is nominated by the President and confirmed by the Senate shall be offered honorary membership in the FBA. Such membership shall continue so long as the Judge serves in active, senior, or retired status.

Section 3. ASSOCIATES. Any person eligible for and maintains active Associate status in the FBA as set forth by the FBA Constitution Article IV Section 3, and who is employed, resides in or practices in the Northern District of California, or who designates Associate status in this Chapter to the FBA shall be an Associate of this Chapter, [provided the person pays applicable Chapter dues].

Section 4. MEMBERSHIP APPLICATION. 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 Bylaws of the FBA and any dues and admission fees this Chapter may require.

Section 5. MEMBERSHIP MEETINGS. The Chapter shall hold an annual membership meeting in January of each year at a time and place specified by the President, or the Officers and such additional meetings as may be called by the President and/or the Officers. The President can call a membership meeting on the written petition of at least twenty (20) members. Notice of membership meetings shall be given at least ten (10) days before the date of such a meeting by mail, electronic mail, or facsimile.

96 *Section 6. QUORUM.* At a meeting of the entire Chapter membership, at least fifteen (15)
97 members shall be required to constitute a quorum for the transaction of business. Action at
98 meetings shall be by majority vote of members present, provided a quorum is present.
99

100 ARTICLE IV

101 FISCAL YEAR

102 The corporation's fiscal year shall begin on January 1 and end on December 31 of each year.
103

104 ARTICLE V

105 ELECTIVE OFFICERS

106 *Section 1. ELECTIVE OFFICERS.* The elective officers shall assume their respective offices at the
107 beginning of the calendar year to which they are elected and shall serve through the end of that
108 year. The elective officers of this Chapter shall be as follows and, in the order, named, and shall be
109 elected to the terms of office as indicated:

- 110 1. The President shall be elected only in those years when no President-Elect
111 can succeed in that office.
- 112 2. The President-Elect shall be elected annually as provided hereafter and
113 succeed the President at the expiration of the latter's term.
- 114 3. Vice President- San Francisco Division, who shall be elected annually, as
115 hereafter provided.
- 116 4. Vice President- Oakland Division, who shall be elected annually, as
117 hereafter provided.
- 118 5. Vice President- San Jose Division, who shall be elected annually, as
119 hereafter provided.
- 120 6. Vice President- Government Relations, who shall be elected annually,
121 hereafter provided.
- 122 7. Treasurer/Secretary, who shall be elected annually, as hereafter provided.
123

124 No member serving as President for one year or more shall be eligible to succeed himself or
125 herself to the office. The President may serve a second year's term with the concurrence of the
126 Executive Committee. The Oakland Division includes Alameda and Contra Costa Counties.
127 The San Jose Division includes Santa Clara, Santa Cruz, San Benito, and Monterey Counties.
128 The San Francisco Division includes San Francisco and the other remaining counties in the
129 Northern District of California as outlined in N.D. Cal. Civil Local Rule 3-2 (c). The
130 Government Relations Division may be from any area of the Northern District.
131

132 *Section 2. OFFICERS* The Persons holding the above-described offices shall constitute the
133 "Officers" of the corporation. All members of the Officers must be in good standing with
134 Membership to the FBA.
135

136 *Section 3. TERM LIMITS* If an Officer wishes to continue for a second term, they must
137 submit a formal request to the Executive Committee no later than September 1 of their term.
138 This request must show a reason for allowing an extended term. The Executive Committee
139 must share this request with the membership and allow for any comments or concerns before
140 putting the extension to a vote for approval no later than September 31. No Officers shall be
141 allowed more than two terms in the same position.
142

143 *Section 4. DUTIES OF OFFICERS*

- 144 A. President. The President shall be Chief Executive Officer of the corporation and
145 Chairperson of the Officers. The duties of the President include or oversee the facilitation
146 of:
- 147 i. Establish priorities and plan of action during term as head of Chapter.
 - 148 ii. Appoint chairs for various committees. (Utilize as many members of the Chapters
149 as possible by expanding committee structures beyond the usual committees.)
 - 150 iii. Appoint a liaison between the Chapter and its Law Student Divisions.
 - 151 iv. Support and promote the Chapter's programs and events and function as host for
152 annual formal events.
 - 153 v. Contact prominent judges in the area to establish communications and rapport.
 - 154 vi. Ensure a good public relations plan is developed to maximize favorable publicity
155 for the Chapter.
 - 156 vii. Provide Chapter news to the Chapters Coordinator at FBA National for inclusion in
157 the Chapter Exchange column in The Federal Lawyer (if the Chapter does not have
158 a Publicity Chair).
 - 159 viii. Work with the Program chair to develop multiple CLE programs per year.
 - 160 ix. Communicate with the President-Elect regarding the officers' goals and ideas for
161 the year. Work closely with the President-Elect to provide continuity throughout the
162 term.
 - 163 x. Actively administer the Chapter Officers to assure their responsibilities are being
164 met.
 - 165 xi. Establish a working relationship with your Vice Presidents for the Circuits and FBA
166 National.
 - 167 xii. Oversee the renewal of MCLE accreditation and MCLE certification at
168 programming.
 - 169 xiii. Attend the National Council meetings at the FBA Annual Convention and the Mid-
170 Year Meeting.
- 171 B. President-Elect. The President-Elect shall perform the duties of the President in his or her
172 absence or inability to discharge the duties pertaining to office. The duties of the President-
173 Elect include or oversee the facilitation of:
- 174 i. Cognizant of the President's activities at all times.
 - 175 ii. Act in the absence of the President discharging the duties pertaining to that office.
 - 176 iii. Support and promote the Chapter's programs and events.
 - 177 iv. Work closely with the President to provide continuity throughout the terms.
 - 178 v. Attend the National Council meetings at the FBA Annual Convention and the
179 Leadership Training Program.
- 180 C. VICE PRESIDENTS. Vice Presidents will be appointed by vote by the Executive
181 Committee to perform the duties of the President or President-Elect in their absence or
182 inability to discharge the duties pertaining to the office. Each Vice President shall also
183 perform such duties as may be assigned by the President or the Officers. The duties of the
184 Vice Presidents include overseeing the facilitation of:
- 185 i. Be the President's representative for the geographic or government area.
 - 186 ii. Working with the Membership Chair to connect and grow membership in their
187 respective geographic area.
 - 188 iii. Work with the Program Chair to provide quality continuing educational programs
189 within respected geographic areas.
 - 190 iv. Support and promote the Chapter's programs and events.

- 191 v. Attend the National Council meetings at the FBA Annual Convention and the
192 Leadership Training Program.
- 193 D. TREASURER/SECRETARY. The Treasurer/Secretary shall maintain all financial
194 accounting and minutes of meetings for the Chapter. The duties of the Treasurer/Secretary
195 include or oversee the facilitation of:
- 196 i. Collect and receive all money due to the Chapter.
 - 197 ii. Maintain a bank account with deposits in the bank designated by the Officers.
 - 198 iii. Establish a yearly budget with the President, and with approval by the Executive
199 Committee for programming, events, and other needs to help grow and maintain the
200 Chapter.
 - 201 iv. Evaluate annual sponsorship funding and methods with Officers on a yearly basis.
 - 202 v. Make disbursements for the routine established needs of the corporation; make
203 other disbursements as approved by the Officers.
 - 204 vi. Keep books, vouchers, and records of transactions, and prepare, read, and file with
205 the President a complete financial report by January 31 and shall submit current
206 reports to the President and Officers as requested and for tax submission.
 - 207 vii. File Tax Statements.
 - 208 viii. Maintain updated financial documents including, but not limited to, tax returns,
209 W9s, and Section 501 (c) 6 status.
 - 210 ix. Maintain electronic payment set up with FBA National.
 - 211 x. Take minutes at Officers and Member meetings.
 - 212 xi. Support and promote the Chapter's programs and events.
 - 213 xii. Attend the National Council meetings at the FBA Annual Convention and the
214 Leadership Training Program.
- 215

216 *Section 5. QUORUM OF THE OFFICERS.* Three Officer members shall constitute a quorum of
217 the Officers, and actions of the Officers shall be by a majority of the members of the Officers
218 present at a duly called meeting, provided a quorum is present, or by the written consent and
219 written waiver of notice of meeting of a majority of the Officers.

220

221 *Section 6. MEETING OF THE OFFICERS.* The Officers shall meet at least once annually at a
222 time and place designated by the President. The President can also call an officers' meeting at the
223 written request of at least two officers. Notice of time and place of meeting shall be mailed,
224 electronically mailed, or faxed to each member of the Officers at least three (3) days prior thereto,
225 except such notice need not be given to any member given personal oral or telephone notice.

226

227 *Section 7. NOMINATIONS.* Except for the President, all Officer positions shall have annual
228 elections unless a term extension has been approved. The Nominations and Elections Committee
229 shall open nominations to the general membership on October 1 for the positions of each elective
230 office to be filled, if any, and close on October 31. Electronic notice of the persons nominated and
231 the offices for which they are nominated will be electronically sent to the members no later than
232 November 1 of such year. A Petition may make late nomination for elective office of five (5) or
233 more members of the corporation, whose petition must be presented to the Nominations and
234 Elections Committee not later than fifteen (15) days following the date of posting notice. No
235 member shall be eligible as an endorser of more than one candidate for the same office.

236

237 *Section 8. ELECTIONS.* Elections will be open from November 1 to November 30. Voting will be
238 done electronically through a platform determined by the Nominations and Elections Committee.

Voting will be anonymous. Paper ballots must be requested before October and will not include postage.

- If only one eligible candidate has been nominated for an elective office, the Nominations and Elections Committee shall report at the January annual membership meeting, stating that the candidate has been duly elected to that office without the formality of a ballot or vote.
- Where two (2) or more candidates are nominated for an office, the election shall be by ballot. Ballot voting will be done electronically through a platform determined by the Nominations and Elections Committee starting November 1. Voting will be anonymous. Paper ballots must be requested a month prior.

The names of eligible candidates shall be alphabetically listed under the respective offices for which they are nominated. The Nominations and Elections Committee must receive all ballots cast by members by November 30. The votes shall be counted by the Nominations and Elections Committee, which shall, before the next January annual membership meeting, report as elected the candidate for each office who has received a plurality of the votes cast for that office.

Section 9. REMOVAL FROM OFFICE. An Officer may be removed from the office for delinquency, inefficiency, neglect of duty, or for other cause in the same manner as prescribed in Article IX, Sec. 2, for the expulsion of a member.

Section 10. SUCCESSION OF POSITIONS AND VACANCIES IN OFFICE. In the case of the President's death, resignation, removal, or inability to serve, the President-Elect shall succeed to that office for the remainder of the term and then serve as President during the following term. In the case of the President-Elect's death, resignation, removal, or inability to serve between the close of nominations and the annual election, the newly elected President-Elect shall assume the office of President for one term only. Vacancies in the office of President-Elect shall not be filled. In the case of death, resignation, removal, or inability of other officers or vacancy of their offices, the President shall fill the position with the advice and consent of the Executive Committee.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. COMPOSITION. The Executive Committee shall consist of the following members of the corporation:

- The elective officers of the corporation.
- Past Presidents, who at the beginning of each Fiscal Year, upon personal contact or within ten (10) days after mailed notice by the incoming President, indicate to the President their availability and willingness to actively serve; and
- 10 (Ten) Members of the Chapter through nomination, personal choice, or by recommendation of the Executive Committee and selected by the President. Current members of the Executive Committee can be considered for additional terms, as one of the seats, with approval by the incoming president.

Section 2. DUTIES AND POWERS: The Executive Committee has oversight and shall serve the Officers in an advisory capacity, including, but not limited to, the following duties.

- Act as the representative face of Chapter membership at events and programs.
- Promote the Chapter, its mission, and its objectives outside FBA events.
- Support and promote Chapter events.

- Support Chapter committees by providing ideas that align with the mission and objectives set in Article II.
- Approve annual budget.
- Act as a voting body when called on.
- Strive to invite at least one new person to programs.

Section 3. MEETING AND ATTENDANCE. All actions taken by the Executive Committee shall be at a meeting by majority vote of those present, provided a quorum is present. The Executive Committee shall meet at the call of the President. The President can also call a meeting at the written request of three (3) members. Notice of time and place of meeting shall be electronically mailed to each member of the Executive Committee at least three (3) days prior, except such notice need not be given to any member given personal oral or telephone notice.

While in-person attendance is preferred, members of the Executive Committee may participate in any committee meeting through video or similar communications equipment if available. So long as all members participating in such a meeting can understand and communicate with one another, such participation will constitute presence in person at such meeting.

Section 4. TERM LIMITS: Executive Committee members hold the position for up to two years. It can be up to the incoming president if they want to keep previously appointed members. If a member desires to serve more than two years, a request must be submitted to the President. The Officers will then decide subject to their discretion.

Section 5. REMOVAL FROM OFFICE. Any member of the Executive Committee may be removed from the office for delinquency, inefficiency, neglect of duty, or for other causes in the same manner as prescribed in Article IX, Sec. 2, for the expulsion of a member.

Section 6. VACANCIES: In case of the death, resignation, or removal of an Executive Committee member, the President shall be able to select a new member with approval by the Executive Committee.

Section 7. QUORUM. Ten (10) members of the Executive Committee shall constitute a Quorum for the business transaction.

ARTICLE VII

STANDING COMMITTEES AND SPECIAL COMMITTEES

Section 1. DEFINITION. Standing Committees serve the mission and objectives of the Chapter as defined in Article II, which include the following: (a.) Executive, (b.) Nominations and Elections, (c.) Programming/MCLE, (d.) Membership, and (e.) Young Lawyers. Special committees can be established by the President and with approval by the Officers annually for programs that serve the mission and objectives of the Chapter. Except for the Executive Committee, whose appointment and procedures are laid out in Article VI, and the Nominations and Elections Committee, whose appointment is found in Section 2 of this Article, the President will appoint a person from the Executive Committee to chair the Committees. That Chair will be able to select additional members, who are in good standing, from the general membership.

Section 2. NOMINATIONS AND ELECTIONS COMMITTEE. The President shall appoint a Nominations and Elections Committee consisting of the Officers and at least three (3) members of the Executive Committee.

334
335 ARTICLE VIII

336 DUES Annual dues owing the FBA plus corporation dues, as provided for in Bylaw 4 of the
337 FBA, owing the corporation will be paid by each individual to the National headquarters of the
338 FBA upon receipt of a statement. Corporation dues shall be set by the Officers, and notice of the
339 same promptly provided to the National Treasurer of the FBA. Unless otherwise prescribed by the
340 corporation's Officers, the dues shall be in the same amount as for the most current dues paid as a
341 member of the unincorporated association. The National Treasurer shall remit to the corporation
342 such dues as are collected for the corporation, together with a portion of the annual national dues
343 as provided by Bylaw 4 of the FBA Bylaws. The corporation dues are waived during a new
344 member's first year of membership or any portion thereof. Thirty (30) days after written notice of
345 delinquency, non-paying members shall be dropped from the rolls. Re-admission after dropping
346 for nonpayment of dues shall be by new application.

347
348 ARTICLE IX
349 SANCTIONS

350 *Section 1. GOOD STANDING.* Only members who are fully current in dues payment sixty (60)
351 days being allowed for payment of dues after the first day of the Fiscal Year and who are
352 otherwise in good standing with this corporation and the FBA shall be eligible to participate in any
353 type of Chapter function or activity.

354
355 *Section 2. EXPULSION.* Upon the recommendation of the Executive Committee, the Officers by
356 majority vote shall have the power and authority to expel any member for cause, provided such
357 member has been notified in writing of the preferred charges and a hearing if requested. Any
358 member may bring charges, but no member bringing or being charged shall be eligible to sit as an
359 Officer while considering the charges.

360
361 ARTICLE X
362 PUBLIC POSITION TAKEN BY THE CHAPTER

363 In the name of the FBA, the Chapter may issue reports, make public announcements, and publicly
364 advocate positions on issues of concern to the Chapter only with prior approval of the FBA's
365 Board of Directors. Without prior approval, the Chapter may make such a public position, but the
366 position statement must include a disclaimer indicating that the position is that of the Chapter only.
367 In any event, when the Chapter takes such action in its own name and not in that of the FBA, it
368 shall immediately report that action to the Executive Committee of the Board of Directors.

369
370 ARTICLE XI

371 AMENDMENTS. Amendments to these Bylaws may be proposed by the Officers, the Executive
372 Committee or any member, and shall be voted upon (1) at the next duly noticed membership
373 meeting, provided that the notice of such meeting shall contain the language of the proposed
374 amendment, or (2) within thirty (30) days of mailing, or sending by electronic mail, notice of the
375 proposed adoption of the amendment by written ballot, provided that such notice of voting by
376 written ballot shall contain the language of the proposed amendment. Adoption shall be by
377 majority vote of either (1) members present at a meeting called for such purpose, provided a
378 quorum of the membership is present, or (2) if the voting is to be taken by written ballots, by a
379 majority of the votes cast by ballots received within thirty (30) days of the mailing or electronic
380 mailing thereof, provided the number of ballots received within such time equals at least a quorum
381 of the membership.

AMENDMENTS

Amendment 1: Officer Candidates and Empty Nomination Positions

Approved by electronic vote December 1, 2025

1a: All candidates must submit a statement of candidacy no later than October 31st, which includes any previous experience in FBA or legal leadership roles, and what plans they have to fulfill the duties of the elected position.

1b: If no candidate is nominated for an officer position, the President may fill the position with the consent of the Executive Committee.

Amendment 2: Creation and Role of Advisory Board

Approved at Member Meeting January 6, 2026, by oral vote.

2a. Composition and Eligibility. The Advisory Board shall be comprised of active FBA members selected to provide counsel and strategic guidance to the Executive Committee. Eligibility for the Advisory Board shall include:

Former members of the Executive Committee; and

Other individuals who, in the judgment of the President, possess specific expertise, experience, or potential to contribute to the advancement of the organization's mission.

2b. Appointment. Members of the Advisory Board shall be appointed by the incoming President (or during the year by the sitting President). The President retains sole discretion to determine the size of the Advisory Board, its specific responsibilities, and the individuals appointed.

2c. Term of Service. Appointments to the Advisory Board shall be for a term of one (1) year, concurrent with the term of the appointing President. Service on the Advisory Board does not create an expectation of future tenure.

2d. Reappointment Upon the expiration of a Term. An Advisory Board member's service concludes upon the conclusion of the term of the appointing President. However, the incoming President may, at his or her discretion, reappoint any member for a subsequent one-year term. There is no limit to the number of consecutive terms an Advisory Board member may serve if properly reappointed.

2e. Voting and Authority. The Advisory Board serves in a strictly consultative capacity. Members shall have no voting rights within the Executive Committee, and their presence shall not count toward the establishment of a quorum