

CONSTITUTION OF THE COURT OF APPEALS FOR VETERANS CLAIMS BAR ASSOCIATION

***As adopted and approved by the Membership at its September 29, 2021, annual membership meeting.*

ARTICLE I

NAME AND PURPOSE

Section 1.1 Name. The name of this Association is “The Court of Appeals for Veterans Claims Bar Association” (hereinafter “Association”).

Section 1.2 Purpose. The purpose of this Association is:

- (a) To improve and facilitate the administration of justice in the United States Court of Appeals for Veterans Claims (hereinafter “Court”) by:
 - i. Fostering an appropriate collegial relationship among members of the bar, the Court staff, and judges of the Court; and
 - ii. Facilitating the exchange of information among members of the bar, the Court staff, the judges of the Court and members of the public; and
 - iii. Engaging in charitable and educational activities permitted under the Internal Revenue Code of 1954, 26 U.S.C. § 501(c) or similar successor.
- (b) To advance the education of the public in the administration of justice and to lessen the burdens of the government in achieving justice in the Court.
- (c) To instruct the public on subjects useful to the individual and beneficial to the community as regards the Court through conferences.
- (d) To make recommendations for rule changes to administer justice more effectively.
- (e) To conduct and support continuing legal education to maintain and raise the standards of proficiency, integrity, and ethics in the practice of law before the Court through fostering continuing legal education open to the public.

- (f) To assist, as requested by the Court, in planning and holding judicial conferences, in proposing qualified persons for membership on the Court's committees, and in performing such other tasks and activities as may be requested by the Court.
- (g) To undertake such other activities as are appropriate to enhance the status and effectiveness of the Court.

Section 1.3 Political Activity. No part of the activities of the Association shall consist of the participation or intervention in a political campaign on behalf of any candidate for elected public office.

ARTICLE II

MEMBERSHIP

Section 2.1 Regular Membership. Regular membership shall be open to those persons in good standing of the bar of the Court.

Section 2.2 Associate Membership. Associate membership shall be open to those persons not members of the bar of the Court but who are members in good standing of the bar of the highest court of their admission to the bar, profess an interest in the subject matter jurisdiction of the Court and support the mission of the Association.

Section 2.3 Student Membership. Student membership shall be open to those persons who are enrolled in an accredited law school.

Section 2.4 Honorary Membership. The Circuit Justice of the Supreme Court of the United States for the Federal Circuit, the judges of the Federal Circuit, the judges of the Court, the Clerk of the Court, and such other members as the Board of Governors may designate, shall be honorary members of the Association.

Section 2.5 Additional Membership Classes. At its discretion, and in accordance with rules it shall establish, the Board of Governors may add additional classes of non-voting membership in the Association.

Section 2.6 Termination of Membership. All categories of membership (with exception of Student) shall automatically terminate upon the disbarment or suspension of a member by a court of the United States, or any state, territory, or possession of the United States. Student membership shall terminate upon completion or termination of the student member's law school studies.

ARTICLE III

ASSOCIATION MEETINGS

Section 3.1 Meetings. The annual meeting of the Association shall be held at a date, time and place selected by the President. The Association may hold such other regular or special meetings as the Board of Governors may prescribe. Timely notice of all meetings of the Association shall be provided to the members not less than 30 days before such meetings.

Section 3.2 Voting. Where a vote of the Association membership or portion thereof is required or desired, voting may be by mail, facsimile, or email, or at an Association meeting, in a manner determined by the Board of Governors.

ARTICLE IV

BOARD OF GOVERNORS

Section 4.1 Powers and Functions. The Board of Governors shall formulate policy for and administer the affairs of the Association. It shall have all the powers necessary or incidental to performing those functions. It shall supervise and direct the officers, committees, employees, and agents of the Association. It may adopt rules consistent with the Constitution and Bylaws.

Section 4.2 Composition. The Board of Governors shall consist of four officers (President, President-Elect, Treasurer and Secretary), the immediate Past President and not less than six governors-at-large. In addition, the Clerk of the Court shall be an ex officio member of the Board of Governors.

Section 4.3 Eligibility. Regular and Associate members in good standing of the Association are eligible for election to the Board of Governors. Regular and Associate members in good standing of the

Association are eligible to seek election to an officer position, whether they hold a seat on the Board of Governors.

Section 4.4 Nomination of Candidates. Any Regular or Associate member in good standing may nominate any other Regular or Associate member in good standing, or self-nominate, for election to the Board of Governors. The nomination process shall be conducted as follows:

- (a) No later than sixty (60) days prior to the Association's Annual Membership Meeting, the President shall open nominations for election to the Board.
- (b) Nominations shall remain open for no less than thirty (30) days.

Section 4.5 Election. The Board of Governors shall be elected by the Regular and Associate members of the Association as follows:

- (a) No later than twenty-one (21) days prior to the Annual Membership Meeting, the President or Secretary shall deliver the election ballot, via electronic mail, to the voting members of the Association.
- (b) Ballots shall be accepted by the President and Secretary up to no less than five (5) days prior to the Annual Membership Meeting.
- (c) No later than one (1) day prior to the Annual Membership Meeting, the President and Secretary plus one additional member of the Board, shall tally the results and present to the full Board for certification. Upon certification, the President shall inform the winning candidates.
- (d) The President shall announce the results of the election at the Annual Membership Meeting.

Section 4.6 Terms.

- (a) President: The term of the President shall be one (1) year. No eligible member shall hold the office of President for more than one (1) consecutive term.
- (b) President-elect. The term of the President-elect shall be one (1) year, and upon conclusion of this term, the President-elect shall ascend to the office of President.

- (c) Secretary: The term of the Secretary shall be for one (1) year. There is no limitation on the number of consecutive terms a person may be elected to the office of the Secretary.
- (d) Treasurer: The term of the Treasurer shall be for one (1) year. There is no limitation on the number of consecutive terms a person may be elected to the office of the Treasurer.
- (e) Governor-at-large: The term of a Governor-at-large shall be three (3) years. No person shall hold the office of Governor-at-large for two consecutive terms. At the conclusion of their three (3) year term, a Governor-at-large shall roll-off the Board for at least one (1) year.
- (f) A Governor-at-large may run for an officer position at any time during their three (3)-year term. If they run at the end of their term, and are successful, they may assume the officer position and the term that applies. If they run prior to the end of their term, and are successful, they will vacate their seat, and the first runner-up in the concurrent election for vacant Governor-at-large seats, shall be offered appointment by the Board to fulfill the unfinished term of said Governor-at-large. If a Governor-at-large runs for an officer position prior to the end of their term, and are unsuccessful, they shall retain their seat on the Board and finish the remainder of their term.

Section 4.7 Vacancies.

- (a) President: If the office of President becomes vacant, the President-Elect shall fill the unexpired term.
- (b) If a vacancy occurs in any other unexpired terms of the Board of Governors, the Board may elect a person(s) to fill the remainder of that unexpired term.

Section 4.8 Meetings.

- (a) Regular Meetings: The Board shall strive to meet monthly but shall meet no fewer than nine (9) times per fiscal year.
- (b) Special Meetings: A special meeting of the Board may be held on call of the President or at the request of three (3) or more members of the Board.
- (c) Notice: Reasonable advance notice of any Regular or Special meeting shall be provided to the Board.

(d) Quorum: A quorum at a Regular or Special meeting of the Board will be met if a majority of the full Board membership is present. "Present" is defined as participation in the meeting, at a minimum, by voice.

Section 4.9 Committees of the Board. The President or Board of Governors may constitute such committees as they consider necessary and desirable and appoint any members in good standing.

Section 4.10 Gifts and Bequests. The Board of Governors shall have the power to accept gifts and bequests for the accomplishment of the Association's purposes.

ARTICLE V

COMMITTEES

Committees of the Association may be created as provided in the Bylaws to carry on the work of the Association and to promote its purposes.

ARTICLE VI

EMOLUMENT

The members of the Board of Governors, including the officers and committee members, shall not receive compensation for their service. Their reasonable expenses directly incident to the carrying out of their duties may be reimbursed.

ARTICLE VII

INDEMNIFICATION

Section 7.1 Indemnification. The Association shall indemnify all governors, officers, committee members, employees and agents of the Association, and the heirs and legal representatives of such persons insofar as any such governor, officer, employee, committee member or agent, or his or her legal representatives, is made, or is threatened to be made, a party to any action, suit, or proceeding arising out of his or her position within the Association.

Section 7.2 Insurance. The Board of Governors may authorize, by a vote of the majority of the full Board of Governors, the Association to purchase and maintain insurance on behalf of any person who is or was a governor, officer, committee member, employee, or agent of the Association, or is or was serving at the request of the Association as a governor, officer, committee member, employee, or agent of another Association, and any others whom the Board of Governors may designate, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her position within the Association.

ARTICLE VIII

BYLAWS

Section 8.1 Adoption and Amendment. The Board of Governors shall adopt Bylaws not inconsistent with the Constitution to further the administration of the Association. The Bylaws may be amended by a two-thirds vote of the full Board of Governors. Any proposed amendment shall be sent to the Secretary, who shall give at least 30 days' notice of the substance of the proposed amendment to the members of the full Board of Governors. Unless otherwise provided, an amendment is effective upon adoption.

Section 8.2 Correction. Upon the adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Bylaws, if such correction does not alter the meaning of the amendment.

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This Constitution may be amended as follows:

(a) Proposal:

1. Any Regular or Associate member may propose an amendment at the Annual Membership Meeting.
2. Two-thirds (2/3) vote of the members of the Board of Governors present at any Regular or Special meeting.

3. Ten percent (10%) of the Regular or Associate members of the Association may submit an amendment, in writing, to the Board at a Regular or Special meeting. Upon two-thirds (2/3) approval of the Board present, the amendment will be considered proposed.

(b) Adoption:

1. Two-thirds (2/3) vote of the Regular and Associate members in good standing present at an Annual Membership Meeting.
2. Majority vote of the votes cast in an Election as per Section 4.5 of this Constitution, provided that the text of the proposed amendment is delivered to the membership, via electronic mail, no later than thirty (3) days prior to the Annual Membership Meeting.

Section 9.2 Correction. Upon the adoption of an amendment to the Constitution, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Constitution, if the correction does not change the meaning of the amendment, and, the Secretary may make conforming changes in the Bylaws.

ARTICLE X

PROPERTY AND DISSOLUTION

Section 10.1 Property. The interest of a member in the property of the Association is limited to its use for Association purposes.

Section 10.2 Net Earnings. No part of the net earnings of the Association shall inure to the benefit of any member, officer, member of the Board of Governors, private shareholder, or individual, pursuant to 26 U.S.C. § 501 (c).

Section 10.3 Dissolution. If the Association is dissolved, all its property not needed for the payment of debts and expenses shall be transferred and conveyed to one or more organizations that engage in activities related to the legal profession and that qualify for exemption under 26 U.S.C. § 501(c) or similar successor statute. The Board of Governors shall select the organizations to which such transfer or conveyance is made and shall determine how the property is apportioned between them. In the absence of such a selection or determination by the Board of Governors, it may be made by a court of

competent jurisdiction. However, in the event the Association holds assets belonging to or advanced by the Court, upon dissolution such assets shall be delivered to the Court and upon such delivery title thereto shall immediately vest in the Court.

ARTICLE XI

EFFECTIVE DATE

The Constitution shall be effective as of the date of adoption by the Founding Members of the Association, and all activities of the Association thereafter shall be in accordance with the Constitution. Specifically, the original Constitution was adopted June 8, 2001, by the Association and its members.