



# **Federal Bar Association**

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## **San Diego Chapter**

# **Chapter Policies and Procedures**

Adopted July 12, 2021

### **Mission Statement:**

The San Diego Chapter of the Federal Bar Association has as its mission to serve the interests of the federal legal community and strengthen the quality of the federal legal profession by promoting professionalism, inclusiveness, and civility, by providing educational, social, and leadership opportunities, and by encouraging meaningful engagement between the federal practitioner, the judiciary, and the public they serve.

## **1. DEFINITIONS**

(a) The term “Association” or “Organization” refers to the San Diego Chapter of the Federal Bar Association, a domestic nonprofit organization registered with the California Secretary of State.

(b) The term “Chapter” refers to the San Diego Chapter of the Federal Bar Association, a domestic nonprofit organization registered with the California Secretary of State.

(c) The term “Board of Directors” refers to members in good standing with the San Diego Chapter of the Federal Bar Association who have been duly elected and/or appointed to serve.

(d) The term “Member” refers to members in good standing with the Federal Bar Association who have registered the San Diego Chapter as his or her local chapter.

(e) The term “Policies and Procedures” refers to the Policies and Procedures adopted and approved by the San Diego Chapter of the Federal Bar Association, which may be amended from time to time upon the recommendation and adoption of the Board of Directors.

## **2. CORPORATE GOVERNANCE STRUCTURE**

### **(a) Articles of Incorporation**

The articles are the contract between the corporation and the state of incorporation (California). When these are filed with the state, the corporation comes into existence with all of the powers of a corporation. The articles are the seminal corporate document and take precedence over all other corporate documents, including the bylaws.

### **(b) Bylaws**

The bylaws are the fundamental association legal documents, the most often referred to, and certainly the documents with which all members of the association constituency are, and should be, most familiar. The bylaws are the contract between the association and the individual members and embrace a variety of key issues.

### **(c) Policies and Procedures**

Policies and procedures are developed based on an association’s experience and are used to guide its operation. They are useful to explain and interpret bylaw provisions which are written in more general terms and to provide guidance for administrative implementation.

(d) Board Resolutions

The Board of Directors takes legal action at a duly constituted meeting by adopting resolutions by vote. The resolutions, when properly adopted, constitute the official action of the board and are legally binding on the association and its members.

## 2. ANTI-TRUST PROCEDURE

Each new member of the Board of Directors must read and sign the adopted Anti-Trust Policy Form to serve on the Board of Directors. *See* Appendix A. The Chapter Secretary shall safeguard executed Appendix A in permanent files and pass them on from Secretary to Secretary as that position is filled.

## 3. CONFLICT OF INTEREST

(a) Each member of the Board of Directors must avoid actual and apparent conflicts of interest that would impair their ability to discharge their responsibilities to the organization with the necessary loyalty and integrity.

(b) A conflict of interest subject to this policy includes, but is not limited to: (1) Ownership of any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to organization; (2) Receipt of any substantial benefit from a third party on account of that party's past, present, or future business relationship with organization; (3) Receipt of any substantial financial benefit from a pending decision of organization; or (4) Service as an officer, director, committee chair, or staff member of any competing organization (*i.e.* any nonprofit or business enterprise whose purposes, products, and/or services compete with those of organization). In determining whether a conflict of interest exists, the foregoing definition applies to interests owned or benefits received by the individual; his or her spouse, children, or parents; and any business enterprise for which any of the foregoing individuals perform substantial services. In addition, the definition applies to services by the individual or his or her spouse as an officer, director, committee chair, or staff member of any competing organization.

(c) Each member of the Board of Directors should consider, with respect to each matter for which he or she is responsible, or which is before the board, whether a conflict of interest exists. When such a conflict exists, the member of the Board of Directors must disclose it to the Board of Directors. Each such individual must then excuse themselves from voting or taking any other action on behalf of organization regarding any matter involving their interests. Any failure to disclose a conflict of interest may subject the individual to removal from the Board of Directors or other form of discipline, as determined by the Board of Directors. In

addition, upon disclosure of such a conflict, voluntarily or otherwise, the Board of Directors may request that the individual having the conflict resign her/his position with organization or take other action to remove the conflict. The President has the power to appoint an ad-hoc committee to investigate any apparent conflict of interest. If a conflict should exist with the President, the President-Elect has the power to appoint an ad-hoc committee. Each member of the Board of Directors shall sign the Code of Conduct statement to serve on the Board of Directors. *See Appendix B.* The Chapter Secretary shall safeguard executed Appendix B in permanent files and pass them on from Secretary to Secretary as that position is filled.

#### **4. FINANCIAL MATTERS**

(a) Fiscal Year: The fiscal year of the association is January 1 through the following December 31. The Board of Directors shall adopt an Annual Budget to guide the organization in each fiscal year exercising sound and appropriate fiscal responsibility. A balanced budget is required and may include investment funds as allowed by the investment policy. The Annual Budget shall be based upon expenses incurred for items in the previous year(s) plus an approximately 5% increase, if appropriate. Preferably during the first Board meeting of the year, the Board will vote to adopt the Annual Budget. During the year, any expenses that significantly exceed the Annual Budget, defined as more than 20% more than the amount approved in the Annual Budget, will have to be approved by a vote of the Board.

(b) The President and the Treasurer may incur and pay expenses related to the functioning of the Association in an amount up to \$500.00 without prior approval of the Board. All such expenses shall be reported to the Treasurer and to the Board. All expenses over \$500.00, not otherwise provided for in the Annual Budget shall be put to the Board for a vote. The voting for such expenses may be done electronically and require a simple majority of the Board.

(c) The Treasurer shall be responsible for ensuring that all taxes are paid and that the Association is in compliance with all tax obligations.

(d) The Treasurer shall be responsible for ensuring that the Association is in good standing with the Secretary of State for California.

(e) The Treasurer may purchase Certificates of Deposit, with maturities of 6 months or less, with funds in the Association's banking account, not to exceed 50% of the balance of banking account on January 1 of each calendar year, minus the amount approved in the Annual Budget for expenses for the year.

(f) The Chapter Treasurer shall conduct an annual audit of the financials. The Chapter Treasurer shall provide the Chapter Secretary with the annual budget and any audit documents at the end of each fiscal year. The Chapter Secretary shall safeguard such documents in permanent files and pass them on from Secretary to Secretary as that position is filled. The Board of Directors may review and approve an audit firm specializing in nonprofit audits to conduct an audit at least once every 3 years.

(g) The Treasurer shall be responsible for the handling of payments, fees, reimbursements, registrations, and deposits into the bank account of the Association.

## **7. MEETING MINUTES**

The purpose of taking minutes at meetings is to protect the Organization and the people who participate in the meeting. The minutes are not intended to be a record of discussions or to serve as a newsletter for the organization but rather to accurately reflect the meeting and the decisions that are made. The minutes are to be as brief as possible and only reflect action taken at the meeting. Accurate minutes shall be kept for all official meetings. Minutes shall indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff. Drafts of minutes, notes and audio or video recordings shall NOT be retained in the files of the Organization once the minutes are approved. Minutes shall be safeguarded in permanent files and passed on from Secretary to Secretary as that position is filled. Minutes may be destroyed after seven years. Minutes shall be recorded by the Chapter Secretary and submitted to the Board of Directors for review and approval by a formal Board vote. Minutes will be distributed to the Board of Directors within a reasonable time following the meeting.

## **8. PRIVACY OF MEETINGS**

Attendance at meetings of the Board of Directors shall be limited to members of the Board, and such invited members, expert guests, and suppliers to the association as may be required from time to time to effectively and expeditiously carry on the business of the Board of Directors.

## **9. TRAVEL**

All travel expenses must be approved in the budget and/or approved by the Board of Directors. Hotel rooms should be in the medium price range based upon locality of the event: reimbursement for suite-type accommodations is not authorized. For air travel, coach is authorized. Automobile travel expenses will be reimbursed at the then current rate per mile authorized by the Internal Revenue

Service. Per Diem reimbursement for food and beverages for meals will be at actual, reasonable cost with presentation of receipts. Any meals included in scheduled meetings will not be reimbursed. Incidental expenses such as phone, internet access, shuttle, tips, public transportation, ridesharing, cab fares, parking will be reimbursed at actual expense and receipts should be provided as possible. Miscellaneous expenses such as refreshment center, magazines, and alcoholic beverages will not be reimbursed.

## **11. WHISTLE BLOWER POLICY**

Members of the Board of Directors, members, and other volunteers must observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Directors and representatives of the Organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

(a) The objectives of the Whistleblower Policy are to establish policies and procedures for: (1) The submission of concerns regarding questionable, contractual, buying, unlawful, ethical, policy breakage, accounting and auditing matters by members of the Board of Directors, officers, and other stakeholders of the organization, on a confidential and anonymous basis; (2) The receipt, retention, and treatment of complaints received by the organization regarding contractual, buying, unlawful act, ethical, policy breakage, accounting, internal controls, or auditing matters; and (3) The protection of members of the Board of Directors, members, and volunteers reporting concerns from retaliatory actions.

(b) Reporting Responsibility. Each member of the Board of Directors, member, and volunteer of the Organization has an obligation to report in accordance with this Whistleblower Policy: Questionable or improper contracting, buying, unlawful, ethical, policy breakage accounting, or auditing matters.

(c) Authority of Audit Committee. The President has the power to appoint an Audit Committee. If a concern should exist with the President, the President-Elect has the power to appoint an Audit Committee. If a concern should exist with the President and the President-Elect, any member of Board of Directors has the power to appoint an Audit Committee by vote excluding any member of the Board of Directors for which there is a concern. All reported concerns will be forwarded to the Audit Committee in accordance with the procedures set forth herein. The Audit Committee shall be responsible for investigation, and making appropriate recommendations to the Board of Directors, with respect to all reported concerns.

(d) No Retaliation. This Whistleblower Policy is intended to encourage and enable members of the Board of Director, members, and volunteers to raise concerns

within the Organization for investigation and appropriate action. With this goal in mind, no member of the Board of Directors, member, or volunteer who, in good faith, reports a concern shall be subject to retaliation. Moreover, member of the Board of Directors, a member, or a volunteer who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal or termination.

(e) Reporting Concerns. Concerns may be submitted anonymously. Such anonymous concerns should be in writing and sent directly to the President. Members of the Board of Directions should submit concerns to the President.

(f) Handling of Reported Violations. The Audit Committee shall address all reported concerns. The Chair of the Audit Committee shall immediately acknowledge receipt of the concern within five days, if possible. It will not be possible to acknowledge receipt of anonymously submitted concerns. All Reports will be promptly investigated by the Audit Committee, and the results of the investigation will be reported to the President, President-Elect, or other Board of Directors representative who formed the Audit Committee. If warranted by the investigation, an appropriate corrective action will be recommended to the Board of Directors. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the concern. The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation. The Board of Directors, excluding any member of the Board of Directors for which there is a concern, shall vote to approve any costs related to retention of outside counsel.

(g) Acting in Good Faith. Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper act in contracts, buying, unlawful act, ethical matters, policy breakage accounting, or auditing practice. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal or termination. Such conduct may also give rise to other actions, including civil lawsuits by the Association.

(h) Confidentiality. Reports of concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Disclosure of reports of concerns to individuals not involved in the investigation will be viewed as a serious offense and may result in discipline, up to and including dismissal or termination. Such conduct may also give rise to other actions, including civil lawsuits.

## **12. STATEMENT OF SEXUAL AND OTHER UNLAWFUL HARASSMENT POLICY**

Organization is committed to maintaining an organizational environment based upon mutually respectful interactions between people, and further, to strictly comply with all laws applicable to its activities. United States federal and most state laws strictly prohibit sexual harassment, as well as harassment based on race, color, religion, gender, national origin, age, and disability. Organization's policy specifically prohibits sexual harassment by or against any member of the Board of Directors, member, officer, staff, or any other person engaged in any official activity, including, but is not limited to, meetings, education programs, committee activities, social events, and day-to-day operations. Organization will act promptly to eliminate the harassment and impose corrective action against violators of the policy.

## **13. SPEAKER POLICY**

The President shall approve each speaker and moderator for all programming of the Organization. The President, and Organization, shall strive to promote fair and balanced programming. The Organization is committed to promoting diversity and creating a more inclusive legal community, including speaking opportunities in our programming. Organization expects all programming to have qualified speakers that include diverse members of the legal community to the greatest extent possible given good faith efforts. "Diversity" is an expansive and flexible concept meant to include groups under-represented in the legal community. This includes, but is not limited to, people who have the below attributes or a combination of these attributes: Less than 5 years of legal practice; women; people of color; people from historically marginalized groups; people who have national origins outside the United States; people who identify as LGBTQ+; and people who identify as having a disability. This policy applies to all programming which consists of 2 or more panel participants, including the moderator: (a) Programs with faculty of 2 to 3 panel participants, including the moderator, will require at least 1 diverse member; (b) Programs with faculty of 4 to 5 panel participants, including the moderator, will require at least 2 diverse members; and (c) Programs with faculty of 6 or over panel participants, including the moderator, will require at least 3 diverse members, and to the greatest extent possible, 50% diverse participants. An exception to these requirements may be granted by the President if a good faith effort to include the requisite number of diverse members was made but was not attainable or if the topic/learning objective of the program requires participation by individuals holding a particular position or office and the speaker holds that particular position or office. Although not a requirement, the Organization aspires to achieve a ratio of 50% or greater diversity of the total panel participation, including the moderator. All reasonable effort will be made to ensure individuals who have a disability can access the program.



#### **14. MEMBER FEATURES**

The President shall approve each Member to be featured in an article/website post/email (*i.e.*, member spotlights) on behalf of the Organization. The Organization is committed to promoting diversity and creating a more inclusive legal community, including when featuring its Members. “Diversity” is an expansive and flexible concept meant to include groups under-represented in the legal community. This includes, but is not limited to, people who have the below attributes or a combination of these attributes: Less than 5 years of legal practice; women; people of color; people from historically marginalized groups; people who have national origins outside the United States; people who identify as LGBTQ+; and people who identify as having a disability. Over the course of the President’s term, the President shall strive to achieve 50% diversity among the individuals selected to be featured on behalf of the Organization.

#### **15. JUDICIAL AND GOVERNMENT OFFICE NEUTRALITY**

The Organization will remain neutral regarding the nomination or selection of an individual to fill any judicial or government vacancy. The Organization shall not advocate, endorse, support, or oppose any particular candidate, applicant, or nominee for judicial or government office.

#### **16. PARTISAN POLITICS NEUTRALITY**

The Organization will remain neutral regarding partisan political candidates, partisan political office holders, and partisan politics. The Organization will not advocate or denounce any partisan political candidate, officer, or position.

#### **17. SPONSORSHIPS**

The Vice President of Fundraising shall present Organization sponsorship package(s) for the purpose of financially supporting the activities of the Organization, to be approved at the first Board of Directors meeting of the year. In addition to Organization sponsorship(s), the Association may seek sponsorships for each program; however, to the greatest extent possible, the Organization will not seek sponsorships from law firms or individual lawyers for programs which are held at the U.S. District Court, for the Southern District of California, or any other court.

#### **18. ENDORSEMENTS**

The Organization will only endorse programs or positions that further the Mission of the Chapter. Endorsements include, but are not limited to, using our

Chapter logo, sponsoring or co-sponsoring programs, publicizing on the Chapter website, disseminating information to Chapter members, and advocating for a program or a position to the local judiciary or legal community. In line with its Mission, the Chapter maintains a non-partisan approach in its endorsements. Upon the Chapter's receipt of an endorsement request, the Board will review the request and vote whether the request complies with the above policy. A majority vote is required in order for the Chapter to approve an endorsement request.

## APPENDIX A

### ANTI-TRUST POLICY FORM

The Organization or any activity of the Organization shall not be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among two or more members of other competitors with regard to prices or terms and conditions or contracts for services or products. Therefore, discussions and exchanges of information about such topics will not be permitted at Organization meeting or other activities. There will be no discussion discouraging or withholding patronage or services from, or encouraging exclusive dealing with, any supplier or purchaser or group of suppliers or purchaser of products or services, any actual or potential competitor or group of actual potential competitors, or any private or governmental entity. There will be no discussions about allocating or dividing geographic or service markets or customers. There will be no discussion about restricting, limiting, prohibiting, or sanctioning advertising or solicitation that is not false, misleading, deceptive, or directly competitive with Organization products or services. There will be no discussion about discouraging entry into or competition in any segment of the marketplace. There will be no discussion about whether the practices of any member, actual or potential competitor, or other person are unethical or anti-competitive, unless the discussions or complaints follow the prescribed due process provisions of the Organization's bylaws. Certain activities of the Organization and its members are deemed protected from antitrust laws under the First Amendment right to petition government. The antitrust exemption for these activities, referred to as the Noerr-Pennington Doctrine, protects ethical and proper actions or discussions by members designed to influence: (1) legislation at the national, state, or local level; (2) regulatory or policy-making activities (as opposed to commercial activities) of a government body; or (3) decisions of judicial bodies. However, the exemption does not protect actions designed to cover-up anticompetitive conduct. Speakers at Board of Director or other business meetings of the Organization shall be informed that they must comply with the Organization's antitrust policy in the preparation and the presentation of their remarks. Meetings will follow a written agenda approved in advance by the Organization or its legal counsel. Meetings will follow a written agenda. Minutes will be prepared after the meeting to provide a concise summary of important matters discussed and actions taken or conclusions reached. At informal discussions at the site of any Organization meeting all participants are expected to observe the same standards of personal conduct as are required of the Organization in its compliance.

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Signature

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Date

## APPENDIX B

### CODE OF CONDUCT

Introduction. Members of the Board of Directors carry certain duties and responsibilities for the wellbeing of Organization.

Confidentiality: Board members will have access to information, that if revealed to outsiders, could be damaging or sensitive to other members, harmful to the best interest of Organization, or even create legal liability. Information provided to the Board of Directors and staff may concern personnel, financial, contractual, membership, or legal matters. It will often be confidential and is intended for use in decision making and governance. Information shall be held in the strictest of confidence and shall not be divulged to any outside party, including other members, without authorization of the Board of Directors or President.

Conflicts of Interest: Board of Directors members owe a high fiduciary duty to Organization. Thus, no Board of Directors member shall maintain any business enterprise or other activity that directly conflicts with the interest of Organization. Board of Directors members shall not solicit members for any reason that is not directly related to official business.

Violations: Violations of the Code of Conduct may result in discipline or termination in accordance with the governing documents. Discipline may include removal of a Board of Directors member from office and/or termination of a member.

Acknowledgement of Receipt. I acknowledge that I have received and read a copy of the Code of Conduct and that I am responsible for compliance.

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Signature

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Date

## ACKNOWLEDGMENT

I, \_\_\_\_\_, acknowledge receipt of the San Diego Chapter of the Federal Bar Association's Policies and Procedures ("**Chapter Policies and Procedures**") applicable to all members of the Board of Directors. I understand the Policies and Procedures and agree to abide by the terms contained therein.

Date: \_\_\_\_\_

Printed Name of Board of Director Member: \_\_\_\_\_

Signature of Board of Director Member: \_\_\_\_\_