

**AMERICAN JUDGES ASSOCIATION**

**BYLAWS**

**(as amended on September 17, 2009)**



AMERICAN JUDGES ASSOCIATION  
AS AMENDED ON SEPTEMBER 17, 2009

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**AMERICAN JUDGES ASSOCIATION  
BYLAWS  
AS AMENDED ON SEPTEMBER 11, 2008**

**ARTICLE I  
NAME AND OFFICE**

Sec. 1. The name of this Organization shall be the American Judges Association.

Sec. 2. The principal office of this Association shall be maintained at such location as may be approved by the Board of Governors of this Association. Branch or auxiliary offices may be established and maintained as approved by the Board of Governors.

**ARTICLE II  
PURPOSE**

Sec. 1. The objective and purpose of the Association shall be as stated in the Articles of Incorporation and the Constitution of the Association.

Sec. 2. A statement of Objectives and Purposes, not inconsistent therewith, may be promulgated and amended from time to time by the Board of Governors.

Sec. 3. This Association shall operate not for profit but with the primary purpose and objective of serving as a forum for the education of its members and of the general public in a manner consistent with eleemosynary and charitable principles.

**ARTICLE III  
MEMBERSHIP**

Sec. 1. ELIGIBLE COURTS. An eligible Court is defined as any duly constituted judicial tribunal, serving at the local, community, State, Provincial or National level within the United States, any of its territories and possessions, the District of Columbia and Canada and Mexico, whether having trial or appellate, criminal, civil, or special jurisdiction. Such courts do not become ineligible by reason of being State, Provincial, or territorial Courts or by reason of having jurisdiction beyond the boundaries of the Governmental subdivision in which such courts are located. Courts of Indian Nations of the North American Continent and Magistrates, Masters, Arbitrators, Referees of any eligible judicial tribunal, if otherwise qualified, shall be eligible on the same basis.

Sec. 2. VOTING MEMBERS. Upon payment of the dues herein prescribed and upon approval of the application by the Board of Governors at any regular or special meeting, any present or former judicial officer of any court, meeting the qualifications of an eligible court as herein before defined, may become a regular voting member. The right to approve applications for memberships may be delegated by the Board of Governors.

Sec. 3. HONORARY MEMBERS.

(a) Any person who, in the opinion of the Board of Governors, has contributed distinguished and outstanding service to the field of the judiciary, may be elected an Honorary Member of this Association without obligation to pay dues and without the privilege of voting or holding office, upon vote of two-thirds of the voting members, present and voting, at the General Assembly of any Annual Conference.

(b) The chief justice or judge of the court of last resort in each state shall be made an honorary member of AJA each year during his or her tenure in office.

(c) The President, Conference of State Court Administrators, and the President, National Association for Court Management, shall be made an honorary member of AJA each year during his or her tenure in office.

Sec. 4. FOUNDING MEMBERS. The founding members of AJA are granted lifetime membership in the AJA, with full privilege of voting and holding office, but without obligation of dues.

Sec. 5. CERTIFICATES OF MEMBERSHIP. The Board of Governors may cause to be issued appropriate certificates and membership cards evidencing membership in the Association.

Sec. 6. TERMINATION OF MEMBERSHIP

(a) Any member, more than one year delinquent in payments of dues established by the Association shall automatically forfeit membership in this Association. Such member shall be so notified immediately but may automatically be reinstated by payment of delinquent and current dues within thirty days of the date of said notice.

(b) The Board of Governors by affirmative vote of the majority of the members present at any regular or special meeting, may suspend a member for good cause shown, provided such member shall have received notification including a specific identification of charges, by registered or certified mail at least 30 days prior to the meeting. A member shall be afforded the opportunity to defend against such charges suspension at that meeting, either in person, in writing, or by counsel, prior to the vote on suspension.

(1) Upon suspension, the member so suspended shall be notified by the Secretary of the Association by registered mail. Such member may appeal such suspension to the General Assembly of the first succeeding Annual Conference of the Association by filing with the Association Secretary notice of such appeal not later than thirty days prior to the opening day of the next Annual Conference.

(2) The General Assembly of such Annual Conference shall have the power to reinstate, to continue the suspension for a time certain, to expel such member or to take such other action as it may deem appropriate.

(c) The Secretary shall file all suspensions with the presiding officer of the General Assembly of such Annual Conference of the Association for such action as the General Assembly shall deem proper.

(d) A member of this Association may resign such membership by filing a letter of resignation with the Secretary of the Association by certified mail or in person. Such resignation shall become effective upon receipt of such letter of resignation by the Secretary. Upon receipt of any such resignation, the Secretary shall immediately notify the President and Secretariat of the Association. Such voluntary resignation shall not entitle the resigning member to rebate of any dues, or portion thereof, paid into the Treasury of the Association.

Sec. 7. AFFILIATE OR ASSOCIATION MEMBERSHIPS. Affiliate or Association memberships are hereby created subject to the following:

(a) Only organizations or associations (State, County or City) whose individual membership meets the requirements of Section 1, hereof, shall be eligible for appointment or charter as an affiliate of this Association.

(b) The annual dues for an affiliate membership shall be as provided in Section 2, Article IV.

(c) Affiliate or chartered associations are, hereby, authorized and permitted to show in and on their local publications and stationery the words "Affiliate of the American Judges Association".

(d) No individual member of any affiliate association shall exercise or enjoy, any of the rights of membership in this Association (AJA) unless they apply and are accepted into membership paying the dues as required, and set forth in Section 2, Article IV.

(e) Affiliate organizations shall receive from this Association one copy of all publications sent out to the general membership which mailing shall be sent out to said affiliate Association in care of its Secretary, or Executive Secretary.

(f) Affiliate organizations shall be required to file, at least one report each year of their activities with this Association.

(g) Suspension or revocation of affiliation (charter) for cause, or otherwise, shall be and is, hereby vested in the Board of Governors who shall exercise this power by a majority vote on the recommendation of the Secretariat or written information (complaint) by any member, provided that such affiliate organization or association shall have received notification by registered or certified mail at least 30 days prior to Board action of charges pending: Provided further that such affiliate organization or association shall be afforded the opportunity to defend in writing or by counsel against said charges prior to any vote on such charges.

(1) Upon suspension, the organization or association so suspended shall be notified by the Secretary of the Association by certified registered mail. Such organization or association may appeal such suspension to the General Assembly at the first succeeding Annual Conference of the American Judges Association by filing with the American Judges Association Secretary notice of such appeal not later than thirty days prior to the opening day of the next Annual Conference.

(2) The General Assembly of such Annual Conference shall have the power to reinstate, to continue the suspension for a time certain, to expel such organization or association or to take such other action as it may deem appropriate.

Sec. 8. ADJUNCT MEMBERSHIPS. Any member(s) of the judiciary not otherwise eligible for membership in the association because of non-affiliation with an eligible court as defined in Section 1 of this Article, may become an adjunct member(s) of this association. Adjunct members shall have the same rights, privileges and obligations as affiliate or association members as defined in Section 6, except that adjunct members shall not have the right to vote or hold office in the association.

#### **ARTICLE IV**

##### **DUES**

###### Sec. 1. PAYMENT.

(a) Dues for membership in the Association are payable annually by the Court over which the individual member Judge presides.

(b) In the event a Court for any reason, fails to pay the dues of its Judge or Judges, any qualified Judge may apply for individual membership and be personally responsible for payment of dues.

(c) Honorary members shall not be assessed for any dues.

###### Sec. 2. RATES

(a) Dues shall be established at an annual rate by the Board of Governors. Any formal or informal association of five or more judges paying as one unit will be eligible for a discounted rate as set by the Board of Governors. The Board of Governors may also establish an annual, reduced rate for retired judges.

(b) Annual dues for an affiliate association as defined and provided in Article III, Section 5 shall be as established annually by the Board of Governors.

(c) Each judge qualified for membership, who is not a member or former member of this Association, may be given a one-year free membership in this Association.

**ARTICLE V**  
**ANNUAL CONFERENCE**

Sec. 1. MEETINGS. Members shall meet annually, or more frequently, upon call of the President or of a majority of the members of the Board of Governors, or of twenty-five percent of the voting members in good standing. The time and place of the meeting shall be fixed by the President or by the members calling such meeting. Notice of such meetings shall be given to the members of this Association either by mail or by publication in an official publication of the Association by the Secretariat thirty days prior to such meeting, and in the case of meetings other than the annual conference, such notice shall state the purpose. No quorum shall be required at any such called membership meeting.

Sec. 2. PROGRAM. A portion of each Annual Conference will be designated for programs specially designed for the various sections of the Association and the various levels and types of Judges attending the Annual Conference, and for meetings of the various committees of the Association.

Sec. 3. REGISTRATION FEES. The Board of Governors shall adopt an adequate budget from the general funds of the Association for the proper operation of each Annual Conference at least four (4) months prior to such Annual Conference and shall establish registration fees for attendance there at, which may be in different amounts for members and non-members of the Association, and for spouses and children of such in attendance. All conference advances and fees shall be deposited into a special Host Judge Trust Account. This account shall be used for the operation of the conference. At the conclusion of the conference all remaining proceeds should be paid into the general funds of the Association together with an accounting of the conference Trust Account.

**ARTICLE VI**  
**GENERAL ASSEMBLY**

Sec. 1. GENERAL ASSEMBLY. The General Assembly of this Association shall convene during the Annual Conference of the Association at the call of the President, at the site of such Conference.

Sec. 2. LOCATION. The specific time and location of such meetings shall be included in the notice of the Annual Conference.

Sec. 3. QUORUM. No quorum of the membership shall be required to conduct the business of the Association at such General Assembly, and except as otherwise provided, any action of the General Assembly shall be by majority vote of the Association, present and voting, at such General Assembly.

Sec. 4. VOTING MEMBERS. Only those members in good standing, duly certified by the credentials committee and seated by the General Assembly shall be entitled to vote at any such General Assembly.

Sec. 5. PROXIES. No proxy shall be valid to vote or participate in any such General Assembly meeting for any purpose.

**ARTICLE VII**  
**BOARD OF GOVERNORS**

Sec. 1. GENERAL POWERS. General power to conduct the affairs and business of the Association, except as limited by the provisions of the Constitution or Bylaws or by vote of the General Assembly, shall be vested in the

Board of Governors. The Board of Governors is authorized to employ a Professional Services and such other employees as it deems necessary and proper to carry on the work of the Association.

Sec. 2. COMPOSITION. The Board of Governors shall include as members:

- (a) The duly elected and qualified officers of the Association;
- (b) The AJA Past Presidents, who, following the completion of their term of office shall serve as at-large, voting members of the Board of Governors as long as they remain dues-paying members of the Association;
- (c) One duly qualified member of the Association for each fifty members residing in each District of the Association as defined in Article VII, Section 7. No District shall have more than three members on the Board of Governors regardless of the number of members in that District. Any District having less than fifty members shall be entitled to have one representative on the Board of Governors. Any District having more than fifty members but less than one hundred members shall be entitled to have two members on the Board of Governors and any District having more than one hundred members shall be entitled to have three members on the Board of Governors. In the event the membership in a specific District shall be reduced so as to eliminate one or more members of the Board of Governors of that District, the sitting Governor may continue to serve for the balance of the unexpired term of office, but in the event of a vacancy for any reason that office shall cease to exist.
- (d) The Editors of this Association's Official Publications and the Assigned Representative of the Secretariat, shall serve as ex-officio members of the Board of Governors, without voting powers.
- (e) Any governor in office at the time the new districts are adopted, whose position would otherwise be eliminated, shall remain a governor "at large" for the remainder of that term. When more than one governor is serving a district whose representation is decreased by the redistricting, the governor with the shortest term remaining to be served shall become the "at large" governor, and in the case of equal remaining terms the "at large" governor would be determined by lot.

Sec. 3. ELECTION.

- (a) Election to the Board of Governors, except the Officers and the immediate Past President of the Association, and the ex-officio members thereof, shall be by a majority vote of the members present and voting, at the General Assembly of the Annual Conference. When a vacancy on the Board of Governors occurs, it shall be filled by majority vote of the remaining members of the Board of Governors and the member so elected shall serve until the next Annual Conference, where such vacancy shall be filled by a majority vote of the members, present and voting, at the General Assembly of such Annual Conference for the remainder of the unexpired term. In both elective procedures herein where there are more than two candidates for a position on the Board and a majority vote is not cast for any one candidate, the name of the candidate receiving the lowest number of votes shall be removed from the ballot and additional ballots shall be cast accordingly until a candidate receives a majority of the votes cast.
- (b) No person may be elected or appointed to the Board of Governors unless such person is a member in good standing who has consented to such election or appointment and who agrees to accept and fulfill the duties and responsibilities of the office, including the attending of all meetings of the Board of Governors. Required acceptance may be in person, in writing or orally (on telephone) through any member in good standing.

Sec. 4. TERM AND TENURE. The term of office of elected members of the Board of Governors shall be for three years, beginning at the conclusion of the Annual Conference General Assembly at which they were elected, and any qualified member shall serve only two successive elected terms as an elected Governor or as an ex-officio member having theretofore been elected as an executive officer, provided, that a member who is appointed or elected to fill an unexpired term may serve two successive elected full terms in addition thereto. In the event that no person is nominated to succeed a member who has completed two successive terms the Board may make an

interim appointment of any member from that district including the otherwise ineligible incumbent to serve until the next annual conference of the AJA.

Sec. 5. CLASSIFICATION. It shall be the policy of the Association, in elections of members of the Board of Governors that all levels of Judges shall be represented on the Board of Governors so far as it is practicable. The nominating committee shall take this policy into consideration during its deliberation on nominees.

Sec. 6. STAGGERED TERMS. It shall be the policy of the Association, in elections of members to the Board of Governors, that the term of office of one-third of the elected members of the Board shall expire each year, so far as it is practicable.

Sec. 7. DISTRICTS.

(a) The districts of the Association shall be defined as follows (effective upon adoption by the General Assembly).

- District I: Maine, New Hampshire, Massachusetts, Rhode Island, Connecticut, Vermont, Quebec, Newfoundland, Prince Edward Island, Nova Scotia, New Brunswick, Nunavut.
- District II: New York.
- District III: New Jersey, Pennsylvania, Delaware, Maryland, District of Columbia.
- District IV: Virginia, West Virginia, North Carolina, South Carolina.
- District V: Alabama, Georgia, Florida, Virgin Islands, Puerto Rico.
- District VI: Louisiana, Arkansas, Mississippi.
- District VII: Texas, Oklahoma, Mexico.
- District VIII: Kentucky, Tennessee, Illinois, Indiana.
- District IX: Ohio.
- District X: Michigan.
- District XI: Wisconsin, Minnesota, Nebraska, Kansas, Iowa, Missouri, North Dakota, South Dakota, Ontario.
- District XII: Wyoming, Colorado, Utah, New Mexico, Arizona, Alberta, Manitoba, Saskatchewan.
- District XIII: Washington, Oregon, Idaho, Montana, Alaska, British Columbia, Northwest Territories, Yukon Territory.
- District XIV: California, Nevada, Hawaii, Guam, American Samoa, Marshall Islands.

Sec. 8. MEETINGS.

(a) The Board of Governors shall meet upon call of the President at least twice during each calendar year, with one such meeting to coincide with the Annual Conference of the Association, special meetings of the Board may be held upon the call of the President or of at least ten members of the Board.

(b) A majority of the voting members of the Board not counting the past presidents shall constitute a quorum. For the purpose of determining the number of members of the Board for quorum purposes, only the number of voting members not counting the past presidents shall be considered.

(c) All members of the Board shall be expected to attend each Board meeting. The Board, by majority vote, may excuse the absence of any Board member from attendance upon good cause shown at the meeting wherein the member is absent.

(d) The position on the Board of any member absent from two successive Board meetings, without being excused under the provisions of Article VII, Section 8 (c) shall become vacant, unless the Board affirmatively by majority vote at said second meeting votes to retain the absent member. All such vacancies shall be filled under the provision of Article VII, Section 3(a).

Sec. 9. EXECUTIVE COMMITTEE. The Board of Governors may delegate certain of its administrative powers as it may determine except its power to fill vacancies on the Board, to an Executive Committee to act when the Board is not in session. Any such actions taken by the Executive Committee must be by vote of more than fifty percent of the eligible voting members of the Executive Committee. Such Executive Committee shall consist of:

- (a) Each elected Officer of the Association as provided in Article VIII, Section 1.
- (b) Three members of the Board of Governors, who shall be recommended by the President and approved by the Board, for a one-year term, at its first meeting following each Annual Conference.
- (c) With the exception of the Immediate Past President who is considered an Officer, all past presidents of the Association who remain dues-paying members, and who shall serve as non-voting, ex-officio members without recompense.
- (d) One dues-paying member of the association for a one year term as a voting member, who shall be nominated as any other officer or governor and elected by the General Assembly at the annual conference.

Sec. 10. AUTHORITY IN ABSENTIA. Any action which may be lawfully taken at any Board meeting may be taken without a formal meeting of the members in person if authorized in writing by three-fourths of the Board after being presented to each of the Board of Governors.

Sec. 11. PROXIES. No proxy shall be valid or participate in any meeting of the Board of Governors or of the Executive Committee for any purpose.

Sec. 12. RESOLUTIONS. The Board of Governors may take no final vote upon any substantive or policy resolution unless such resolution has been presented in writing to the Executive Committee at least thirty (30) days in advance of the next Committee meeting, or the resolution receives approval of two-thirds of the Governors present at the meeting. The Executive Committee shall cause the resolution and the Committee's recommendation to be posted in a prominent place at the meeting site for consideration by the Board of Governors no later than the first day of the meeting. As noted, any resolution that has not been presented as described must receive a two-thirds vote for passage. This requirement does not apply to housekeeping resolutions, such as resolutions of appreciation and congratulations.

## **ARTICLE VIII** **OFFICERS**

Sec. 1. OFFICERS. The officers of this Association shall be the President, the President-elect, a Vice-President, a Secretary and a Treasurer. The following shall be elected by the members of the Association at the General Assembly of each Annual Conference by majority vote of those present and voting at such General Assembly: a President-elect; a Vice-President; and a Secretary. Where there are more than two candidates for any office and a majority vote is not cast for any one candidate, the name of the candidate receiving the lowest number of votes shall be removed from the ballot and additional ballots shall be cast accordingly until a candidate receives a majority of the votes cast.

- (a) The President-Elect shall become President of the Association upon the adjournment of the General Assembly of the next succeeding Annual Conference.
- (b) The Treasurer shall be elected by the members of the Board of Governors at a Board meeting immediately following each Annual Conference General Assembly, by a majority vote of those present and voting at said Board meeting. Treasurer shall serve at the will of the Board of Governors who may relieve the treasurer of duty or remove from office by a majority vote of those present and voting at said Board meeting.

(c) All secret ballots shall be kept by the Secretary for a period of thirty (30) days after the election. All ballots may be examined by the candidate either in person or by designee.

(d) All ballots shall be prepared by the Secretariat.

Sec. 2. SERVICE. No person shall hold more than one office. No officer shall be paid by the Association for services.

Sec. 3. QUALIFICATION. Any member in good standing of the Association shall be eligible for election as an officer except that no one shall be eligible for election as President or President-Elect who has not previously served continuously on the Board of Governors for a term of at least one year. Any person who has served a full elected term as President shall not thereafter be eligible for election as President or President-Elect.

Sec. 4. TERMS OF OFFICE. Officers shall serve an annual term at the will of the Board of Governors beginning with the conclusion of the Annual Conference General Assembly at which elected, to the conclusion of the next succeeding Annual Conference General Assembly, or until their successors are elected and qualified except the Treasurer who shall serve at the will of the Board of Governors beginning with the conclusion of the Board meeting at which elected, to the conclusion of the Board meeting provided for in Article VIII, 1(b) supra. If a vacancy occurs in any elective office, other than Secretary or Treasurer, the next succeeding officer in elected line shall ascend to the vacated position and all elected positions shall also move upward, and serve the balance of the unexpired terms in said positions. All elected positions then are elected in compliance with Article VIII. If a vacancy occurs in the term in the office of Secretary or Treasurer, the Executive Committee shall appoint a successor to serve the balance of the unexpired term. Treasurer shall serve at the will of the Board of Governors who may release the treasurer of duty or remove from office by a majority vote of those present and voting at said Board meeting.

Sec. 5. DUTIES.

(a) President. The President shall:

Preside at all meetings of the membership of the General Assembly, Board of Governors, and Executive Committee.

Be responsible for implementation of procedures to effectuate the projects and policies of the Association enacted by the membership, General Assembly, or Board of Governors.

Exercise supervision over the activities of the Association committees and procure written annual reports from each committee.

Perform such other duties and functions as may be specifically directed by the Board of Governors.

Keep the President-Elect currently advised of all activities of the Association through the office of the Secretariat.

At a Board meeting immediately following each annual conference, the President shall appoint members to serve as Historian and Parliamentarian.

Appoint District Representatives, pursuant to ARTICLE X, below.

(b) President-Elect. The President-Elect shall:

In the absence, incapacity or illness of the President, either as certified by a majority vote of the Executive Committee or upon the written request of the President, preside at meetings of the General Assembly, Board of Governors and/or Executive Committee. The duration of these duties shall be specified either in the President's written request or by the Executive Committee.

Perform such administrative functions as may be directed by the President and/or the Board of Governors.

Assist the President in facilitating and coordinating the activities of the Association committees.

Serve as chairperson of the Conference Education Committee.

(c) Vice-President. The Vice-President shall:

Perform such duties as shall be specifically directed by the President and/or the Board of Governors. .

Have the primary responsibility for maintaining relationships with all federal, state, provincial, and local organizations of Judges eligible for membership in this Association.

(d) Secretary. The Secretary of the Association shall:

Supervise and maintain all Association records including, but not limited to, the Corporate Seal, Minute Book, Register of Resolutions adopted by the Annual Conferences, and roll of members.

Maintain minutes of all meetings of the membership, General Assembly, Board of Governors, and Executive Committee.

Be responsible for the issuance and publication of notice of meetings and all other notices required by the Bylaws and the Articles of Incorporation.

Perform such other duties as may be assigned by the President and the Board of Governors.

(e) Treasurer. The treasurer shall:

Serve as official custodian of all monies and property belonging to the Association. The Secretariat under the supervision of the Treasurer shall maintain the financial records, expenditures and investments as approved and so designated by the Treasurer. The Secretariat shall keep complete records of receipts and disbursements and shall prepare and submit to the Treasurer a financial statement on a monthly basis. The Treasurer shall distribute such statements to the Board of Governors and to the membership at each Annual Conference. The Secretariat shall maintain the Association bank account and shall report any changes in such to the Treasurer. At least thirty (30) days prior to each Annual Conference, the Treasurer serving for the preceding term shall present a complete financial plan for the ensuing year including, but not limited to, a proposed budget setting forth receipts and recommended expenditures for each fiscal year. The Treasurer with the approval of the Board of Governors may designate an Assistant Treasurer who may be authorized, under the supervision of the Treasurer, to disburse money and to sign checks in the absence or disability of the Treasurer or the Secretariat designee.

- 1) The Treasurer shall have the authority to expend moneys from the approved operating budget up to \$2,500. Expenditures over this amount require the additional approval of the president or the president-elect.
- 2) The Treasurer shall have the authority to approve expenditures over the

budgeted amount for the Mid-Winter or the Annual Conference upon determining that the Conference income received or to be received exceeds the over-budgeted expenditures.

(f) Historian. The Historian shall:

Serve as special custodian of all historical records and photos belonging to the Association. The Secretariat, under the supervision of the Historian, shall maintain the historical records and photos as designated by the Historian. The Historian shall, with the Secretary and at least one other officer as set forth in Section 1 of this article, determine what records should be retained, or destroyed, by the Association.

gh) Parliamentarian. The Parliamentarian shall:

At the request of the chair or any other member, interpret the Rules of Parliamentary Procedure as they relate to the Proceedings of the Association, subject to such special rules as may be adopted by the Board of Governors.

(h) Secretariat. The Secretariat shall:

Be appointed by the Board of Governors on such terms and financial conditions that said Board may from time to time fix and determine within the Budget framework.

Perform such duties as the Board of Governors shall direct.

The Assigned Representative of the Secretariat shall be an ex-officio non-voting member of the Board of Governors. It shall be the duty of said Assigned Representative to attend all meetings of the Board of Governors, the Executive Committee and the membership. No dues shall be paid by, or for, said representative. The Secretariat shall not disseminate, or otherwise distribute, any correspondence received by it to anyone without the authorization of the President, any Vice President, or the Executive Committee. This restriction shall not be deemed to apply to correspondence between the Secretariat and any person or member nor shall it apply to dissemination in any official publication of the Association.

Sec. 6. IMPEACHMENT. Any officer of the Association or member of the Board of Governors may be removed from office for misfeasance, malfeasance or nonfeasance in office, or for any act or failure to act in any capacity which may reflect adversely upon this association. A majority vote of the Court of Appeals shall constitute the indictment, but a two-thirds affirmative vote of the members present and voting at the General Assembly shall be required for impeachment, however, no vote may be taken unless such person has been notified in writing of the impeachment proposal. Such person shall be given an opportunity to address the members of the Court of Appeals and the General Assembly. Impeachment by the General Assembly shall not be appealable except that the General Assembly may reconsider its action upon new evidence presented to it. Any vacancy created by such removal shall be filled in the same manner as other vacancies.

## **ARTICLE IX** **COURT OF APPEALS**

Sec. 1. JURISDICTION. The Court of Appeals shall determine all justiciable questions arising within the Association, shall interpret the Constitution and Bylaws, shall sit as a Grand Jury in any case brought against any of the Officers of the Association or member of the Board of Governors, shall rule on questions of procedure on any action taken by the Association including election of Officers, and shall otherwise serve as the final Appeals Court for all judicial matters of the Association.

Sec. 2. PROCEDURE. The Court of Appeals shall adopt rules of procedure to ensure due process to all litigants. Such rules as may be adopted shall be published in the official publication of the Association.

Sec. 3. OPINIONS. Each Justice shall file a written opinion on each issue before the Court with the Chief Justice thereof. The Justice, senior in service on the Court, voting with the majority of such Justices on any one issue, shall, after reviewing all opinions, write the official opinion for the Court. Dissenting opinions may be written by any Justice and filed with the Chief Justice. The Secretariat shall maintain a permanent file of all opinions of the Court.

Sec. 4. JUSTICES. The Court of Appeals shall be composed of five members of the Association, none of whom shall be an officer of the Association or a member of the Board of Governors at the time of their election. Each Justice shall serve a five year term of office and shall not be eligible to serve more than one term as a Justice of the Court of Appeals, except that the original Justices serving one and two year terms as hereinafter provided in Sec. 7 shall be eligible upon completion of said term to serve one full five year term.

Sec. 5. CHIEF JUSTICE. The Justice senior in service on the Court, shall serve as Chief Justice.

Sec. 6. ELECTION. One Justice of the Court of Appeals shall be elected at the General Assembly of each Annual Conference for a term of five years, by a majority vote of the members, present and voting.

Sec. 7. VACANCIES. Any vacancy which occurs on the Court of Appeals shall be filled by the election at the next succeeding General Assembly for the remainder of such term. The Executive Committee may make an interim appointment.

Sec. 8. IMPEACHMENT. The conditions and procedures for impeachment of a member of the Court of Appeals shall be the same as for an officer as set forth in Article VIII, Sec. 6, except that the Board of Governors shall act as Grand Jury instead of the Court of Appeals.

Sec. 9. QUORUM. No action may be taken by the Court of Appeals unless at least three Justices of the Court are present and acting.

## **ARTICLE X**

### **DISTRICT REPRESENTATIVES**

Sec. 1. PURPOSE. District Representatives shall serve in an advisory capacity to the Board of Governors with a particular emphasis on the recruitment of new members and the retention of current members for the American Judges Association within each District Representative's state, province or territory.

Sec. 2. COMPOSITION. There may be one or more District Representatives from: each state, district, territory and possession of the United States; each province and territory of Canada and each state and federal district of Mexico.

Sec. 3. APPOINTMENT. Each District Representative shall be a current dues paying member in good standing of the American Judges Association and shall be appointed by the President of the American Judges Association, either in writing or by announcement at the commencement of the Board of Governors Meeting during the American Judges Association Annual Conference. In either case the minutes of that meeting shall include a list of the names of the appointed and reappointed District Representatives. The President may also appoint District Representatives during the period between annual meetings.

Sec. 4. TERM AND TENURE. Once appointed by the President, each District Representative shall serve a term that expires at the commencement of the Board of Governors Meeting during the next American Judges Association Annual Conference. Beyond that, each district representative shall serve at the pleasure of the current President and may be reappointed for an unlimited number of terms by each successive President, as long as she/he remains a current, dues paying member in good standing of the AJA.

Sec. 5. GOVERNORS *PRO TEMPORE*. If, at the commencement of any duly called Board of Governors Meeting, one or more Governors are not present, the President may, for that meeting only, appoint District Representatives to serve as Governors *pro tempore* until the adjournment of that meeting, provided that in each case the appointed Representative is from the same District as the absent Governor. The President's power to appoint a Governor *pro tempore* is absolute and not subject to debate or discussion provided all requirements of this Article are met. The President's power to appoint a Governor *pro tempore* expires at the adjournment of each Board of Governors Meeting whether exercised or not. Presidentially appointed Governors *pro tempore* count toward the quorum requirement for that Board of Governors Meeting only.

## **ARTICLE XI** **SECTIONS**

Sec. 1. ESTABLISHMENT. The Board of Governors is authorized and empowered to create and sponsor, and it may combine or abolish, sections of the Association for carrying on any specific functions within the purposes and objectives of the Association by classification of Judges, by subject matter, by geographical division, or by any other criteria as determined by the Board of Governors.

Sec. 2. ORGANIZATION. Each Section may adopt Bylaws not inconsistent with the articles of incorporation, the Constitution, or these Bylaws, which shall become effective when approved by the Board of Governors. Its members may elect such officers of the Section as its Bylaws may provide.

Sec. 3. MEMBERS. Any member of the Association shall be eligible to become a member of any Section upon application and payment of Section dues, if any.

Sec. 4. MEETINGS. Members of any Section may meet upon call as provided by the Section Bylaws, provided that each such Section shall hold an Annual Conference and election of officers during the Annual Conference of the Association.

Sec. 5. DUES. Each Section may charge dues to its members, as provided for in the Section Bylaws, as approved by the Board of Governors of this Association.

Sec. 6. ANNUAL REPORT. Each section shall file with the Secretariat annually a written report of its activities within 30 days from adjournment of the Annual Conference.

Sec. 7. ACTION. No report, recommendation or other action of any section shall be issued in the name of or considered as the action of the Association unless and until it has been approved as such by the General Assembly or by the Board of Governors. No section shall release any report of the section for publication before the same has been presented to the General Assembly or to the Board of Governors.

## **ARTICLE XII** **EDUCATIONAL CONFERENCES**

Sec. 1. ESTABLISHMENT. Any district or districts as established under Article VII, Sec. 7 or any geographic region or regions or any combination thereof shall be empowered to conduct conferences for the sole purpose of providing educational sessions, workshops or seminars.

Sec. 2. ORGANIZATION. Upon request, a conference coordinator may be appointed by the president to serve as the coordinator for an educational session, workshop or seminar.

Sec. 3. MEETINGS. Educational sessions, workshops or seminars may be conducted at any appropriate time or location at the discretion of the coordinator. They shall not in any way compete with the annual or midyear conferences of the association.

Sec. 4. FINANCIAL. The cost of any educational session, workshop or seminar shall not be borne by the Association except that the Association, at its own cost, shall provide insurance coverage and those services that may be approved by the Executive Committee.

Sec. 5. CONFERENCE REPORT. Each coordinator shall file with the secretariat a written report of its activities within sixty (60) days of the conference.

**ARTICLE XIII**  
**COMMITTEES**

Sec. 1. CLASSIFICATION. The classes of committees of the Association shall be:

(a) Standing Committees created for the investigation, study or implementation of matters relating to the general purposes, business and objects of the Association of a continuous and recurring character.

(b) Special Committees created by resolution of the Board of Governors, or by the President upon approval of the Board of Governors, to investigate, study and implement matters relating to specific purposes, business and objects of the Association of an immediate or non-recurring character. The president also may create special committees without the approval of the Board of Governors, provided that such committees may not expend during the year more than \$100 of AJA funds without Board approval. The term of such committee shall end at the next Annual Conference of the Association following its creation unless continued by action of the Board of Governors.

(c) Conference Committees created to serve special purposes normally concerned with the planning, execution and conduct of the Association's Annual Conference.

(d) Committee on Nominations to propose members of the Association for election to Association office.

Sec. 2. APPOINTMENT. Unless otherwise stated in the provision creating a committee, appointment of chairpersons and members of a committee shall be made annually by the President, who is authorized also to appoint successors, in the event of death, resignation or disqualification.

Sec. 3. MEETINGS. Each committee shall meet during the Annual Conference of the Association. Other meetings of each committee shall be held upon call of its Chairperson or President.

Sec. 4. DESIGNATION OF STANDING COMMITTEES. There shall be standing Committees on:

Awards  
Budget  
Bylaws  
Conference Site  
Domestic Violence  
Education (The Conference Chair for the upcoming Annual Conference shall always be a member of the Education Committee.)  
Executive Committee  
Juvenile Justice  
Law Student Essay Competition  
Long-range Planning

Membership  
Nominations  
Public Information/Relations  
Publications  
Resolutions

and such other Standing Committees as may be established by the General Assembly of the Annual Conference or by the Board of Governors. The Board shall determine the scope of responsibility and duties of each such designated committee.

Sec. 5. DESIGNATION OF CONFERENCE COMMITTEES. There shall be Conference Committees appointed annually in advance to serve at the Annual Conference on:

Credentials  
Host

and such other Conference Committees as the President shall establish. The President may also establish committees to serve for midyear conferences or other meetings of the Association.

Sec. 6. NOMINATING COMMITTEE.

(a) The Nominations Committee will be formed after the General Assembly meeting at each annual conference. The Nominations Committee will be chaired by the Immediate Past President, and will also include two members appointed by the President, and two members appointed by the Board of Governors. The membership of the Committee shall be listed in an official publication following the annual meeting.

(b) The Committee shall publish a request for nominations to all vacant positions in one of the official publications prior to the annual meeting. Any member of the Association may place before such committee the name of any member for possible nomination to office. The committee is to present and publish its slate of candidates by twenty-four hours prior to the General Assembly meeting. No member of the Committee shall make or have made commitment of any support of a potential candidate prior to the posting of the Nomination Committee Report.

(c) The written report of the Committee shall be read to the membership on the floor of the General Assembly of the Annual Conference and shall certify individually as to each nominee:

- (1) That the nominee is eligible for election to the office.
- (2) In elections for positions on the Board of Governors the City and District in which such nominee resides and the number of vacancies from such District to be filled at such election.
- (3) The term of the office for which the nominee is nominated.

(d) The Committee shall nominate at least one candidate for each position to be filled by election at that Annual Conference. Additional nominations for any office may be made from the floor of the General Assembly by any member in good standing. The name of an eligible member can be placed in nomination for any office or offices the eligible member may wish.

The Committee should interview all candidates for officer positions and others it deems necessary, other than nominations from the floor. The Committee will not nominate everyone qualified but rather will nominate the best qualified candidate(s).

(e) In the event of an increase or a decrease in the number of representatives on the Board of Governors from any one district, the Committee shall certify that such change was approved by the Board of Governors.

(f) In elections for positions on the Board of Governors, if any district is without representation and no nominee is proposed from such district, the Committee shall certify that there is no qualified nominee from such district.

(g) Members of the Nominations Committee are to be ineligible to become AJA officers, Board members, or members of the court of appeals for the year that they serve on the Committee.

Sec. 7. REPORTS. Before the opening of the Association's Annual Conference, the Chairperson of every standing and special committee, with the exception of the Nominating Committee, shall file with the Secretary a written report describing the programs, activities and recommendations of that Committee, together with any resolutions it may recommend for adoption by the Association. All resolutions must be posted by Noon of the day prior to the General Membership Meeting, unless waived by a 2/3 vote of all members present and voting. No report, recommendation or other action of any committee shall be issued or considered as the action of the Association unless and until it shall have been approved or authorized by the General Assembly or by the Board of Governors. No committee shall release any report of such committee to the public before the same is presented to the General Assembly or to the Board of Governors.

SEC. 8. EDUCATION COMMITTEE. The Education Committee shall develop, implement and evaluate a comprehensive plan for the educational activities of the Association, including membership education, annual conference education programs, and public education.

#### **ARTICLE XIV** **FISCAL MATTERS**

Sec. 1. CONTRACTS. The Board of Governors may authorize any officer or officers, agent or employees to enter into any contract or execute and deliver any instrument in the name of and upon behalf of the Association, and such authority may be general or confined to specific instances.

Sec. 2. CHECKS AND DRAFTS. All checks, drafts or orders for the payment on money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agents or employees, and in such manner as shall from time to time be determined by resolution of the Board of Governors. In the absence of such determination and except as hereinabove provided, such instruments shall be signed by the Treasurer.

Sec. 3. UNAPPROPRIATED FUNDS. The Board of Governors may authorize the Treasurer to invest unappropriated funds of the Association or such other funds as the Board of Governors may direct, in bonds of the United States; war-savings certificates of indebtedness issued by the Secretary of the Treasury of the United States; in shares or share accounts of Savings and Loan Associations organized under the laws of any State of the United States or Federal Savings and Loan Associations upon approval of said investments by the Board of Governors and Treasurer, the Secretariat shall purchase, monitor (the performance) and submit reports to the Board of Governors, the Executive Committee and the Treasurer in monthly financial reports and statements where such shares or share accounts are issued under and by virtue of the Federal Savings and Loan Insurance Corporation or in certificates of deposits with maturities not to exceed six (6) months in national banks organized under the laws of the United States where such certificates of deposit are insured under and by virtue of the Federal Deposit Insurance Corporation. The Board of Governors elected and meeting at the close of each Annual Conference of the Association may direct the Treasurer elected at such Annual Conference to invest as stated herein such percentage of the surplus remaining from the prior fiscal year assets as they deem appropriate for the financial welfare of the Association. Such investments directed by the Board of Governors to be so invested shall become a part of a permanent fund of the organization and no part or parcel of the corpus of such fund shall be used for any expenses

of any future fiscal year save only the interest from such funds. Provided, however, that accumulations in said fund may be used for future expenditures upon the vote of two-thirds of the Board of Governors at any regular or called meeting.

Sec. 4. GIFTS. The Board of Governors may accept upon behalf of the Association such contributions, endowments, gifts, grants, bequests or devices for the general purpose or for any special purpose of the corporation consistent with its charter.

Sec. 5. BOOKS AND RECORDS. The Association shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of the General Assembly, of the Board of Governors, of the Executive Committee, of the Standing Committees and such other minutes as may be appropriate. All books and records of the Association may be inspected by any member of the Association for any proper purpose at any reasonable time.

Sec. 6. FISCAL YEAR. The period of the fiscal year of the Association shall be determined by the Board of Governors.

Sec. 7. AUDIT. In addition to the annual financial report required to be furnished by the Treasurer preceding the Annual Conference the President, with the approval of the Board of Governors, may employ a certified public accountant to audit the books and records at any time. Copies of all audits shall be furnished promptly to each member of the Board of Governors.

Sec. 8. BUDGET. The Board of Governors shall adopt an annual budget for the operations of the Association. No budget, however, shall be adopted or appropriations made unless the total of estimated revenues, income and funds available shall be equal to or in excess of such budget or proposed appropriations.

Sec. 9. RIGHT TO INDEMNIFICATION. Each person who is threatened to be made a party to or is otherwise involved in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, or any other capacity while serving as a governor, officer, or agent, by reason of the fact that he or she is or was a governor or officer of the Association, whether the basis of such proceeding is alleged action in an official capacity as governor, officer, or agent, shall be indemnified and held harmless by the Association, to the full extent permitted by applicable law as then in effect, against all expense, liability, and loss (including attorney's fees, judgments, fines and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith; provided, however, that the Association shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of governors of the Association. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Association of an undertaking, by or on behalf of such governor or officer, to repay all amounts so advanced if it shall ultimately be determined that such governor or officer is not entitled to be indemnified under this section or otherwise. No indemnification is intended hereby, for any act of any governor or officer that is beyond the scope of his or her authority or which constitutes a crime or a personal tort.

## **ARTICLE XV** **DISSOLUTION**

Sec. 1. VOTE. The Board of Governors at any meeting called for such purpose, may decree a dissolution of the Association, which shall be carried out in accordance with the statutes of the State in which the Association is incorporated.

Sec. 2. DISTRIBUTION. Upon dissolution of this Association the Board of Governors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all of the assets of the

Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose if at the time the organizations qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1975 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Governors shall determine and provided further that none of its assets inure to the benefit of any member of the Board or any officers or members of the Association.

**ARTICLE XVI**  
**RULES OF PROCEDURE**

In all proceedings of the Association, Roberts Rules of Order (latest edition) shall be followed where not in conflict with the provisions of the Constitution and Bylaws of the Association adopted under the authority of the Association.

**ARTICLE XVII**  
**DEFINITIONS AND INTERPRETATIONS**

In interpreting any provisions of these Bylaws the singular number shall include the plural, and the plural number shall include the singular, and any specific gender designation shall be considered as including all genders.

**ARTICLE XVIII**  
**AMENDMENTS TO BYLAWS**

The Bylaws may be altered, adopted, amended or rescinded only by the majority vote of the members present and voting at the General Assembly of any Annual Conference provided, however, that notice of the proposed action of adoption, amendment or rescission shall have been given by the Secretariat or by the proponent of the proposed action to the members of the Association and to the members of the Board of Governors either by mail or by publication in an official publication of the Association posted not less than thirty (30) days prior to such meeting; or by consent of two-thirds of the members present and voting at the General Assembly of any such Annual Conference if thirty (30) days notice has not been given. Publication in any official publication, mailed to the membership at least three times a year, shall constitute compliance with the aforesaid notice requirement regardless of the date of publication or mailing. The publications referred to herein are intended to mean the official publications of this Association by whatever name or title they may bear.