

BY-LAWS OF THE FEDERAL COMMUNICATIONS BAR ASSOCIATION

ARTICLE I Meetings

SECTION 1. Notice of the annual meeting of the Association shall be given to the members at least thirty days before the meeting.

SECTION 2. The Executive Committee or President may call such other meetings upon appropriate notice thereof to the members.

ARTICLE II Reports of Committees and Chapters

Each committee and chapter of the Association shall prepare and submit to the Assistant Secretary an Annual Report no later than June 30 of each fiscal year. The President-Elect shall coordinate the submission of the Annual Reports and provide for their distribution to the Executive Committee and to the elected or appointed successors of the persons submitting the Annual Reports.

ARTICLE III Official Statements and Records

SECTION 1. No member shall make any statement or representation or undertake any obligation on behalf of the Association without obtaining the prior approval of the Executive Committee or the President.

SECTION 2. Copies of papers, addresses, and reports presented to the Association shall be given to the Assistant Secretary and shall become official records of the Association. All official reports are the property of the Association and shall not be published without the consent of the Executive Committee. The Assistant Secretary shall coordinate the submission for archival purposes of all appropriate documents to the Broadcast Pioneers Library in Washington, D.C. and to such other places as shall from time to time be determined by the Executive Committee.

ARTICLE IV Terms of Office

SECTION 1. The President-Elect shall be elected to serve for two years, comprising a one-year term as President-Elect and the next succeeding one-year term as President. The Secretary, Assistant Secretary and Treasurer shall each be elected to serve a one-year term. The Assistant Treasurer shall be elected to serve for two years, comprising a one-year term as Assistant Treasurer and the next succeeding one-year term as Treasurer. The Delegate to the American Bar Association shall be elected for a two-year term to begin September 1 of the odd numbered years. The term of office of each of the three members of the Executive Committee elected annually shall be three years. The term of office of all other persons elected at any annual meeting shall commence on July 1 and shall continue until June 30 and thereafter until their successors shall have been elected and qualified. Unauthorized absences for three (3) consecutive Executive Committee meetings by a member of the Executive Committee shall be deemed to be a resignation and the vacancy thereby created shall be filled in the manner described in this Article IV of these By-Laws.

SECTION 2. Vacancies in the office of President-Elect, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Delegate to the American Bar Association occurring during the term of office shall be filled by the President with the approval of the Executive Committee. If the vacancy is with

respect to the office of President, the President-Elect shall immediately succeed to the office of President, and shall then, with the approval of the Executive Committee, appoint an interim President-Elect who shall perform the duties of that office until the next election. In the first year after appointment of an interim President-Elect to fill a vacancy in that office, candidates for President and President-Elect shall be nominated and stand for election and the President shall serve for a term of one year; thereafter, the President shall be succeeded by the President-Elect. If a vacancy shall occur with respect to any other elected member of the Executive Committee or with respect to any elected member of the Nominations Committee, the President, with the approval of the Executive Committee, shall appoint an individual to serve until the next election, at which time the membership shall elect an individual (pursuant to the procedures set forth in Section 20 of Article V) to fill the unexpired portion of the term. The President, with the approval of the Executive Committee if time allows for such consultation, shall appoint an Alternate Delegate to the ABA for any Annual Meeting or Midyear Meeting of the ABA which the elected Delegate to the ABA will not be able to attend. Such Alternate Delegate shall have the full rights and responsibilities of the elected Delegate in representing the FCBA at such ABA Annual or Midyear Meeting.

ARTICLE V Committees

SECTION 1. The President shall, in accordance with the Association's Constitution and By-Laws, appoint the Chairs and Co-Chairs as well as the members to the committees listed below and to such other committees established pursuant to these By-Laws. Chairs and Co-Chairs as well as members of the committees shall serve at the pleasure of the President. Members may serve on more than one committee and may continue service on committees for more than one year. The President shall announce the appointments and shall give notice of the persons appointed to the Secretary. All committees shall (1) report and make recommendations, as appropriate, to the Executive Committee on developments within the committee's jurisdiction, (2) conduct conferences and seminars in coordination with the Continuing Legal Education Committee, (3) coordinate matters of common concern with other committees of the Association, (4) consult, as appropriate, with government officials, including but not limited to the commissioners and staff of the Federal Communications Commission ("FCC" or "Commission"), and (5) establish liaisons, as appropriate, with other organizations.

Access to Government Committee
Annual Seminar Planning Committee
Commendations and Acknowledgements Committee
Conference Planning Committee
Constitution and By-Laws Committee
Continuing Legal Education Committee
Diversity Committee
Engineering and Technical Committee
FCC Enforcement Committee
Homeland Security and Emergency Communications Committee
International Telecommunications Committee
Intellectual Property Committee
Judicial Practice Committee
Law Journal Committee
Legislative Committee
Mass Media Committee
Membership and Marketing Committee
National Telecommunications Moot Court Competition Committee
Nominations Committee
Privacy and Data Security Practice Committee
Professional Responsibility Committee

Relations with Other Bar Associations Committee
State and Local Practice Committee
Transactional Practice Committee
Video Programming and Distribution Committee
Wireless Telecommunications Committee
Wireline Committee
Young Lawyers Committee

SECTION 2. The Access to Government Committee shall consider actions and proposed actions of the Commission and other agencies and departments of the federal government relating to the collection of information from licensees, applicants and others engaged in providing communications services, and actions and proposed actions of such governmental bodies affecting the availability of and access to records and information.

SECTION 3. The Annual Seminar Committee shall arrange for the Annual Seminar of the Association.

SECTION 4. The Commendations and Acknowledgements Committee shall forward to the President and Executive Committee recommendations for (1) resolutions and letters of sympathy upon the death of members or other persons; and (2) suggestions for recognition of the contribution of members and others in areas of interest to the Association. At the request of the President or Executive Committee, the Committee shall make recommendations and/or provide assistance relative to awards or commendations by the Association.

SECTION 5. The Conference Planning Committee shall arrange Association conferences which may, with the approval of the Executive Committee, be jointly sponsored with other bar associations, the Practising Law Institute, trade publishers, and similar third parties. This Committee shall coordinate fully with the Continuing Legal Education Committee.

SECTION 6. The Constitution and By-Laws Committee shall consider revisions to the Constitution and By-Laws of the Association. The Committee shall hold at least one meeting per year to review the entire Constitution and By-Laws of the Association and submit a report to the Executive Committee with any suggested changes by February 15 of each year.

SECTION 7. The Continuing Legal Education Committee shall organize, or assist other committees in organizing, programs for the purpose of keeping Association members apprised of developments in communications law and related areas of practice. The Committee shall endeavor to respond to the continuing legal education needs of the communications bar and shall cooperate with the Relations with Other Bar Associations Committee to satisfy formal state bar requirements for continuing legal education credit.

SECTION 8. The Diversity Committee shall consider programs related to promoting diversity in the communications industry.

SECTION 9. The Engineering and Technical Committee shall organize meetings and seminars and provide information on engineering and technical matters, including the allocation of spectrum, service rules and the governance of equipment, as well as the administration of such rules.

SECTION 10. The FCC Enforcement Committee shall consider issues relevant to adjudications before the Commission and the courts which are of concern to the Association.

SECTION 11. The Finance Committee will: assist in the development of an annual budget; recommend an annual budget for adoption to the Executive Committee; monitor the income and expenses of the association on a periodic basis throughout the fiscal year; and will review the draft audit as prepared by the

external auditor. The Committee will be composed of the President, President-Elect, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, and two at large members appointed by the President.

SECTION 12. The Homeland Security and Emergency Communications Practice Committee shall consider issues related to public safety and emergency communications policy, regulation and development.

SECTION 13. The International Telecommunications Committee shall consider issues related to international communications policy, regulation and development.

SECTION 14. The Intellectual Property Committee shall consider issues related to the intersection between intellectual property policy and regulation and communications industries.

SECTION 15. The Judicial Practice Committee shall consider issues related to the practice of law before state and federal courts.

SECTION 16. The Law Journal Committee shall supervise the publication of the Association's Law Journal. The Committee shall invite members of the Association to submit material for publication in the Law Journal.

SECTION 17. The Legislative Committee shall consider pending or proposed federal and state legislation affecting communications law and policy. The Committee may, with the prior approval of the Executive Committee, present to Congress and other governmental bodies the views of the Association in connection with any pending or proposed legislation.

SECTION 18. The Mass Media Committee shall consider issues relating to mass media services.

SECTION 19. The Membership and Marketing Committee shall oversee the process of recruiting and retaining FCBA members, including overseeing the membership application and renewal process, developing plans and methods to increase membership and improve the services the FCBA provides to members and recommending to the Executive Committee mechanisms that would further these goals.

SECTION 20. The National Telecommunications Moot Court Competition Committee shall arrange for and conduct an annual moot court competition focusing on telecommunications law. The committee shall work with the competition's co-sponsor, Catholic University of America's Columbus School of Law.

SECTION 21. The Nominations Committee shall nominate candidates for the elective offices of the Association provided in the Constitution, and for trustees of the Federal Communications Bar Association Foundation (the "Foundation") if vested with that power by the Articles or By-Laws of the Foundation, and shall supervise the election of those offices pursuant to the provisions of this section.

a. Composition of the Committee. The Committee shall be comprised of thirteen members. The President shall appoint six members who shall each have a one-year term. Each year, the Association shall elect three members who shall serve on the Committee for two years. Each year, the immediately preceding Past President shall be appointed to and serve as Chair of the Committee. In making appointments to the Committee, the President shall endeavor to ensure that the Committee membership reasonably reflects the diversity of the Association membership.

b. The Nominations Process. Not later than four months prior to the Annual Meeting, the Nominations Committee shall notify members of the Association of the opportunity to submit their names for consideration as candidates for the offices of President-Elect, Secretary, Assistant Secretary, Assistant Treasurer, Delegate to the American Bar Association (if the latter position will become vacant for the upcoming year), and Chapter Representative, for the Executive Committee and for the Nominations

Committee. No later than 90 days prior to the Annual Meeting, the Committee shall notify the members of the Association of the Committee's list of nominees, which shall consist of one candidate for each office and two candidates for each vacancy on the Executive Committee and on the Nominations Committee. In making its selections, the Committee may choose from those persons responding to the solicitation or from other members who have agreed to be candidates, but may not choose a member of the Nominations Committee. The Committee shall endeavor to ensure that its selections reasonably reflect the diversity of the Association membership.

c. Additional Nominees. At the time it publishes its list of nominees, the Committee shall also advise the membership that additional nominees may be added to the ballot by petitions supported by signatures of 25 members of the Association submitted to the Nominations Committee no later than 30 days after the date of publication. The Committee shall certify any additional candidates supported by the required signatures as additional nominees for the ballot.

d. Election Process. No later than 30 days prior to the annual meeting the Nominations Committee shall distribute to each member of the Association a mail or electronic ballot which includes the names of all nominees. The ballot shall be accompanied by a brief biographical/position statement that the Committee shall solicit from each nominee. The Committee may limit the length and specify the general form of each such statement. The ballot shall state the deadline for receipt by the Committee.

e. Election Results. The President-Elect shall become the President and the Assistant Treasurer shall become the Treasurer for the following year. All other elective positions shall be held by the person who receives the largest number of votes for the office for which they are a candidate. The Committee shall count the ballots and report the results of the election to the Secretary so that all members are informed no later than the date of the Annual Meeting. In the case of a tie vote, the Nominations Committee shall draw lots to determine the successful candidate.

f. Time Waivers. The time deadlines specified in this section may be waived, before or after the fact, by a two-thirds vote of the Executive Committee.

SECTION 22. The Privacy and Data Security Committee shall consider the development of policy regulation relating to privacy and data security issues.

SECTION 23. The Professional Responsibility Committee shall:

a. undertake to improve the professional conduct and ethics of practitioners before the FCC and the courts; consider and report to the Executive Committee concerning such efforts; and study and make reports concerning general professional matters in connection with practice before the FCC and the courts.

b. be authorized to express informal opinions concerning the propriety of contemplated professional conduct when such matters are referred to it by the Executive Committee or upon the request of any member of the Association; and

c. consider and report to the Executive Committee with respect to complaints concerning the professional conduct of any member of the Association or as to the unauthorized practice of law which are received by the Committee or are referred to it by the Executive Committee. All information and complaints considered under this subsection shall be maintained in confidence within the Committee and the Executive Committee, except to the extent necessary to assure fair proceedings. Before the Professional Responsibility Committee may recommend to the Executive Committee that a member of the Association be censured, suspended or expelled from the membership rolls, the member shall be given thirty (30) days advance notice and shall be afforded an opportunity to be heard before the Professional Responsibility Committee.

SECTION 24. The Relations with Other Bar Associations Committee shall maintain, expand and improve the Association's relationships with any bar organizations which are of particular interest to the Association's membership.

SECTION 25. The State and Local Practice Committee shall consider and share developments and experiences relating to state and local practice issues.

SECTION 26. The Transactional Practice Committee shall consider issues and developments of concern to members' transactional practices.

SECTION 27. The Video Programming and Distribution Committee shall consider issues and developments relating to multichannel video programming.

SECTION 28. The Wireless Telecommunications Committee shall consider developments affecting the regulation of wireless telecommunications services and facilities.

SECTION 29. The Wireline Committee shall consider issues relating to wireline communications.

SECTION 30: The Young Lawyers Committee shall organize educational, social, cultural and other activities and programs designed to aid the professional development of its members. The Committee shall be open to all Association members who are either less than 36 years of age or have been admitted to the practice of law within the preceding seven (7) years. Prior to June 1, annually, the Committee shall elect one of its members to serve a two-year term as Young Lawyers Committee Co-Chair. After completing the two-year term as Co-Chair, the elected person shall represent the Young Lawyers Committee for one year as a member of the Executive Committee.

SECTION 31. In addition to the aforesaid committees, the President may appoint Ad Hoc committees to perform such duties as the Executive Committee, by appropriate resolution, shall prescribe, which shall not include matters within the purview of any of the aforesaid committees of the Association. The President shall designate the Chair and/or Co-Chairs of such Ad Hoc committees, announce the appointments of the members and give notice to the Secretary of the persons so appointed.

SECTION 32. Meetings of any committee shall be held at such times and places as the Chair and/or Co-Chairs thereof may decide after giving reasonable notice to members of the Committee.

ARTICLE VI Chapters

SECTION 1. The Executive Committee from time to time may establish Chapters for the organization of Association activities for members outside the Washington, D.C. area. The President shall appoint a Chair or Co-Chairs for each Chapter established pursuant to these By-Laws, giving due consideration to Chapter recommendations for such positions.

SECTION 2. The Chapters shall seek to achieve the objectives of the Association, to facilitate communications with members and to enhance the value of membership in the Association for those members located outside of the Washington, D.C. area. The Chapters also shall communicate and coordinate their activities with the Association and the other Chapters.

SECTION 3. Any Association member may become a member of any Chapter.

SECTION 4. Each Chapter may conduct such meetings and activities as its members shall decide, in accordance with guidelines established from time to time by the Executive Committee.

ARTICLE VII

Dues

SECTION 1. Annual dues shall be paid to the Association by July 1 of each year. The amount of annual dues for all membership categories shall be determined by the Executive Committee.

SECTION 2. No person shall be in good standing or be entitled to any right or privilege of membership who is in default in the payment of his or her dues. The Executive Committee in its discretion may remit the dues of any member under special circumstances.

SECTION 3. A "Retired Member" is one who has certified to the Association that he or she had been a dues-paying member of the Association for a period of fifteen (15) years and has retired from the active practice of law. A "Retired Member" shall have the option of being exempt from dues, or paying annual dues as determined by the Executive Committee. A "Retired Member" who chooses to pay annual dues shall have all the rights and privileges of membership: provided, however, a "Retired Member" shall be ineligible for election as an officer or member of the Executive Committee of the Association. A "Retired Member" who does not pay annual dues will be listed in the FCBA Membership Directory only and will not be entitled to all the rights and privileges of membership.

ARTICLE VIII

Fiscal Year

The Fiscal Year of the Association shall be from July 1 to June 30.

ARTICLE IX

Annual Audit

The Executive Committee may provide for such examination and audit of the Treasurer's Report, either before its presentation to the Association annually, or afterwards, as it may deem desirable.

ARTICLE X

Default for Non-Payment of Annual Dues

A member who does not pay his or her current annual dues on or before October 1st following the July 1st payable date shall be considered to be in default, and the membership, and all rights in respect thereto, of such members shall thereupon cease. The Executive Committee or the Membership Committee, acting pursuant to delegation of authority from the Executive Committee, shall act on all requests for reinstatement to membership filed by former members of the Association who have been dropped from membership for nonpayment of annual dues, and shall prescribe the extent to which the unpaid dues shall be paid as a condition precedent to reinstatement.

ARTICLE XI

Indemnification

The Association shall indemnify and save harmless from loss each of the officers, members of the Executive Committee, Committee Chairs and Co-Chairs, Chapter Chairs and Co-Chairs, and members of the Association individually and collectively, against judgment, loss and expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of his or her being or having been an Officer, member of the Executive Committee, Committee Chair or Co-Chair, or Chapter Chair or Co-Chair, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. Indemnification is contingent on a full subrogation of the indemnified party's legal

defense to the Association or its insurance carrier and shall exclude any liabilities incurred in violation of the Association's Constitution or By-Laws. Such indemnification shall not be deemed exclusive of any other rights to which such individual may be entitled, under any By-Law, agreement, vote of the Executive Committee or members of the Association, or otherwise.