

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 Executive Director 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 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 All official reports are the property of the Association and shall not be published without the consent of the Executive Committee.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 Executive Director in consultation with the Secretary shall coordinate the retention for archival purposes of all appropriate documents in a manner specified by the Executive Committee from time to time.

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 and Assistant Secretary 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 July 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 committee on Nominations, 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 committees covering the topic areas listed below and on Appendix A 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 committee on Continuing Legal Education, (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.

The Executive Committee, at the recommendation of the President, may from time to time change the list of topics on Appendix A by a two-thirds vote as appropriate given the evolution of technology and/or changes in the interests of the Association. A change in topics will become effective the fiscal year following the amendment of Appendix A.

Access to Government
Annual Seminar Planning
Commendations and Acknowledgements
Conference Planning
Constitution and By-Laws
Continuing Legal Education
Diversity
Law Journal
Membership and Marketing
Nominations
Professional Responsibility
Young Lawyers

SECTION 2. The committee on Access to Government 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 committee on the Annual Seminar shall arrange for the Annual Seminar of the Association.

SECTION 4. The committee on Commendations and Acknowledgements 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 committee on Conference Planning 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 committee on Continuing Legal Education.

SECTION 6. The committee on the Constitution and By-Laws 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.

SECTION 7. The committee on Continuing Legal Education 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 committee on Relations with Other Bar Associations to satisfy formal state bar requirements for continuing legal education credit.

SECTION 8. The committee on Diversity shall consider programs related to promoting diversity in the professions related to communications and technology law and policy and the communications industry.

SECTION 9. The committee on Finance 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 such at-large members as may be appointed by the President.

SECTION 10. The committee on the Law Journal 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 11. The committee on Membership and Marketing 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 12. The committee on Nominations 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 comprise 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 committee on Nominations 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 committee on Nominations. 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 committee on Nominations. 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 committee on Nominations. The committee shall endeavor to ensure that its selections reasonably reflect the diversity of the Association membership.

c. Election Process. No later than 30 days prior to the annual meeting the committee on Nominations shall distribute to each eligible voting 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.

d. 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 committee on Nominations 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 13. The committee on Professional Responsibility 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 committee on Professional Responsibility.

SECTION 14. The committee on Relations with Other Bar Associations shall maintain, expand and improve the Association's relationships with any bar organizations which are of particular interest to the Association's membership.

SECTION 15: The committee on Young Lawyers 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 committee Co-Chair. After completing the two-year term as Co-Chair, the elected person shall represent the committee on Young Lawyers for one year as a member of the Executive Committee.

SECTION 16. 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. 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. Each Ad Hoc committee shall be reviewed no later than three years following its establishment to determine whether the committee should remain, be dissolved, or be made into a permanent committee.

SECTION 17. 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.

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.

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, Chairs and Co-Chairs of committees, 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, Chair or Co-Chair of a committee, 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.

APPENDIX A

Engineering and Technical

The committee on Engineering and Technical issues 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.

Enforcement

The committee on Enforcement shall consider issues relevant to adjudications before the government entities and the courts that are of concern to the Association.

Homeland Security and Emergency Communications

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

International Telecommunications & Technologies

The committee on International Telecommunications & Technologies shall consider issues related to international communications and technology policy, regulation and development.

Intellectual Property

The committee on Intellectual Property shall consider issues related to the intersection between intellectual property policy and regulation and communications and technology industries.

Judicial Practice

The committee on Judicial Practice shall consider issues related to the practice of law before state and federal courts.

Legislation

The committee on Legislation shall consider pending or proposed federal and state legislation affecting communications and technology 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.

Mass Media

The committee on Mass Media shall consider issues relating to mass media services.

National Telecommunications and Technology Moot Court Competition

The committee on the National Telecommunications Moot Court Competition 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, or any such other law school that should come to co-sponsor the competition.

Privacy and Data Security Practice

The committee on Privacy and Data Security shall consider the development of policy regulation relating to privacy and data security issues.

State and Local Practice

The committee on State and Local Practice shall consider and share developments and experiences relating to state and local practice issues.

Transactional Practice

The committee on Transactional Practice shall consider issues and developments of concern to members' transactional practices.

Video Programming and Distribution

The committee on Video Programming and Distribution shall consider issues and developments relating to multichannel video programming.

Wireless Telecommunications

The committee on Wireless Telecommunications shall consider developments affecting the regulation of wireless telecommunications services and facilities.

Wireline Telecommunications

The committee on Wireline Telecommunications shall consider issues relating to wireline telecommunications.