BYLAWS OF THE EDWARD COKE APPELLATE AMERICAN INN OF COURT
Final draft
September 1, 2013

ARTICLE I. OBJECTIVES

Section 1. Purpose. The objectives of the Edward Coke Appellate American Inn of Court are set forth in Article I of the Inn's Charter.

ARTICLE II. ORGANIZATION

Section 1. Principal Location. The Inn shall be located in Washington, District of Columbia.

Section 2. Calendar. In accordance with Article IV, Section 4, of the Charter, the Inn shall use as its calendar for all purposes (including terms of officers and finances) the fiscal year of the American Inns of Court, which is from July 1 to June 30.

Section 3. Website. The Inn's website is www.edwardcokeinn.org.

Section 4. Governing Body and Officers. The officers of the Inn shall be a President, a Counselor, a Secretary, a Treasurer, two Program Co-Chairs, and two Membership Co-Chairs. Those officers shall constitute the Executive Committee, along with the immediate past President of the Inn. The President and Counselor shall serve one-year terms; all other officers shall serve two-year terms. The terms of the two Program Co-Chairs will be staggered, as will be the terms of the two Membership Co-Chairs, such that one of each will expire every year. The President and Counselor must be Masters of the Bench; all other officers may be Masters, Barristers, or Associates.

Section 5. Duties of the Officers. In addition to the duties set out in Article II, Section 2, of the Charter, the officers shall have the following duties:

a. Counselor. The Counselor shall serve as President-Elect of the Inn.

b. Secretary. The Secretary shall maintain records of attendance at all Inn meetings. The Secretary shall also be responsible for preparing certificates of membership in accordance with Article III, Section 3, of the Charter.

c. Treasurer. The Treasurer shall maintain the Inn's financial records, and shall be responsible for the collection of dues and the payment of expenses and American Inns of Court national membership dues, as set forth in Article IV of the Charter and Article IV of these Bylaws.

d. Membership Co-Chairs. The Membership Co-Chairs shall solicit and review applications for membership in the Inn and make recommendations to the Executive Committee. The Membership Co-Chairs shall oversee attendance in accordance with the membership policies set forth in Article III of these Bylaws.

e. Program Co-Chairs. The Program Co-Chairs shall organize programs. In so doing, Program Co-Chairs are required to keep this command in mind: "It shall not be boring." The word "shall," as used in that command, is mandatory—not precatory, hortatory, or permissive.

Section 6. Executive Committee. Each member of the Executive Committee shall be entitled to one vote on all matters submitted to the Committee. In the event of a tie, the President shall have the deciding vote. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the members in attendance at the meeting called for that purpose shall be regarded as the act of the entire Committee. The Committee may, at its discretion, meet electronically or by telephone rather than in person.

Section 7. Election of the Officers.

a. Elections. Unless a different date is announced by the Executive Committee, officers will be elected at the last regularly scheduled meeting of the Inn each year. At least two weeks before that meeting, the Secretary will solicit nominations and expressions of interest from the membership for any officer positions that will become vacant at the end of that year. The Executive Committee may put together a slate of nominees to present to the membership at the election.

b. Election of the President of the Inn. Unless the Counselor is unwilling or unable to serve as President of the Inn for the next year, no nomination for President will be accepted, and pursuant to these Bylaws the Counselor will become President of the Inn automatically upon the expiration of the incumbent President's term. In the event of a vacancy in the office of President during the term, the Counselor will become President unless the Counselor is unwilling or unable to serve, and will both complete the unexpired term and serve as President of the Inn for the following year.

c. Vacancies. If an officer position becomes vacant and is not filled automatically by operation of these Bylaws, the Executive Committee may organize a special election at, or if necessary before, the next meeting of the Inn.

d. Eligibility to Vote. As provided in Article II, Section 2, of the Charter, only Masters may vote for the election of Counselor or in a special election for President. All Active Members may vote for the election of any other officer.

e. Electronic elections. If the Executive Committee determines that it is appropriate, any election for officers in the Inn may be held electronically rather than in person.

ARTICLE III. MEMBERSHIP

Section 1. Designation of Categories of Active Membership. The active membership of the Edward Coke Appellate Inn of Court shall consist of the categories of members set out in Article

III, Section 4, of the Charter. In addition, the Inn establishes the following requirements for membership in each of those categories:

a. Masters of the Bench. Individuals with at least 18 years of practice since law school, including judicial or academic activity, who have been actively engaged in appellate practice for the last 5 years.

b. Barristers. Individuals with at least 7 years of practice, including judicial or academic activity, who are currently actively engaged in appellate practice.

c. Associates. Individuals with less than 10 years of practice, including judicial or academic activity, who are currently actively engaged in appellate practice. Individuals who are inducted as Associates in the Inn may remain as such through their terms even if at some point during their terms they have practiced for more than 10 years.

d. Pupils. Second- or third-year law students, or fourth-year law students enrolled in a part-time program, at law schools in the metropolitan Washington area. No more than two members of the Inn shall be students at any particular law school.

For purposes of this section, "actively engaged in appellate practice" means spending a substantial amount of time working on appellate matters, including judicial or academic activity. For purposes of this section, years of practice are generally measured from the date of law-school graduation, although the Executive Committee reserves the right to omit from the years-of-practice calculation substantial periods during which the individual was not practicing law.

The Inn does not allow persons employed as clerks of tribunals or as law clerks to be Active Members.

Section 2. Admissions Procedures.

a. Nominations for New Membership. Nominations for or expressions of interest in membership in the Inn should be directed to the Membership Co-Chairs. The Membership Co-Chairs will also solicit membership nominations from existing Inn members at the last meeting of the year. As set forth in Article III, Section 2, of the Charter, the Executive Committee has absolute and non-reviewable discretion in extending invitations to membership in the Inn. The Executive Committee generally prefers nominations over expressions of interest; and generally will circulate the list of potential new members to the existing membership before determining to whom to extend an invitation to join the Inn.

b. Terms. Associates are elected to membership for a three-year term in the Inn. Terms will expire at the end of the Inn's fiscal year. At the end of that term, they may be considered for one additional three-year term as an Associate, or (if eligible) may be considered for elevation to Barrister. Barristers and Masters are elected to indefinite terms in the Inn.

c. Elevation from Associate to Barrister or from Barrister to Master. If in accordance with Article III, Section 1, of these Bylaws, an Inn member is eligible to be elevated to a higher level in the Inn, the Executive Committee may in its discretion elevate the member to that new level. Elevation is not automatic and should not be presumed. In deciding whether to elevate a current Inn member, the Executive Committee shall take into account the member's attendance and participation record. In exceptional circumstances, the Executive Committee may in its discretion elevate a member without regard to the eligibility requirements contained in Article III, Section 1.

d. Pupils. The Membership Co-Chairs shall solicit nominees for Pupil from the deans of law schools in the metropolitan Washington area. The Executive Committee selects individuals for membership as Pupils. Pupils are elected to membership for a one-year term; second-year law students are eligible for re-election for an additional term.

Section 3. Continued Membership. Membership in the Inn is both an honor and a responsibility. The Inn meets regularly, and members are expected to attend all meetings absent a conflict. If any member is absent for more than half of the meetings in a year, the Membership Co-Chairs shall ask the member if the member wishes to continue as a member and, if so, shall ask the member to provide an explanation for his or her attendance record to the Executive Committee. As set forth in Article III, Section 3, of the Charter, the Executive Committee may in its sole discretion terminate any member's membership in the Inn at any time.

Section 4. Inactive Membership. As set forth in Article III, Section 5, of the Charter, the Executive Committee may confer Emeritus or Honorary membership in the Inn.

ARTICLE IV. FINANCES

Section 1. Dues. Dues shall be set by the Executive Committee in an amount consistent with the Charter, and may vary between categories of member and based on whether the member practices in the private sector or in the government or at a nonprofit. Dues shall be levied by the Treasurer during the month of September of each year. Failure to pay assessments and dues prior to the third meeting of the Inn year and after reasonable notice may be considered by the Executive Committee as grounds to terminate membership of the person in default.

Section 2. Expenses. This American Inn of Court shall pay all expenses in accordance with the Officer Manual.

ARTICLE V. MEETINGS

Section 1. Meetings. Meetings shall be held at least six times per year, at such times as the Executive Committee may determine. The Inn shall endeavor to have at least one social event per year, to which members may invite guests.

ARTICLE VI. ADOPTION AND AMENDMENTS

Section 1. Adoption. As set forth in Article VIII of the Charter, these Bylaws will be adopted by this American Inn of Court upon approval by a majority of the Active Members of this American

Inn of Court and after being submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Executive Committee will present a draft of these Bylaws to the Active Members at least one week before the vote on the Bylaws, and will solicit comments on them before or at the time of that vote.

Section 2. Amendments. Amendments to these Bylaws may be made by a majority of the Active Members of this American Inn of Court voting at an election called for that purpose, and must be submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. As set forth in Article VIII of the Charter, amendments to the Charter of this Inn may be made by a two-thirds vote of the Active Members of this American Inn of Court voting at an election called for that purpose, and must be submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation.