

**BYLAWS**  
**OF THE**  
**COUNCIL OF CHIEF JUDGES OF THE STATE COURTS OF APPEAL**

**ARTICLE I**

**NAME AND PURPOSE**

The name of this organization shall be “The Council of Chief Judges of the State Courts of Appeal,” hereinafter referred to as the “Council.” The purpose of the Council is to afford the Chief Judges of the intermediate appellate courts of those states and territories of the United States having such courts, hereinafter referred to as the “Courts of Appeal,” a body for consultation and education concerning the improvement of the administration of justice, rules and methods of procedure, and the organization and operation of the Courts of Appeal.

**ARTICLE II**

**MEMBERSHIP**

A. Membership in the Council shall be limited to the Chief Judges of the Courts of Appeal of the states and territories of the United States and other judges as classified in subsection B of this article. The term “Chief Judge” includes the administrative judicial officer of each of the intermediate Courts of Appeal of the states and territories, or any autonomous district or division thereof.

B. There shall be the following classes of membership in the Council:

1. Regular Member:

The Chief Judge or Chief Judges of the Courts of Appeal of the states and territories for as long as he or she occupies said office.

2. Associate Member:

A judge currently serving on a Court of Appeal who has been previously a Chief Judge of that court and a Regular Member of the Council.

3. Provisional Member:

A judge currently serving on a Court of Appeal who is next in line to succeed a Chief Judge who is a Regular Member of the Council.

4. Life Member:

A judge not currently serving on a Court of Appeal who has been previously a Chief Judge of a Court of Appeal and a Regular Member of the Council.

C. A judge who serves or has served on a Court of Appeal which has not paid the membership fee in accordance with Article III is not eligible for membership in the Council and shall have only such privileges as may be granted by the President of the Council.

### **ARTICLE III**

#### **MEMBERSHIP FEES**

The Executive Committee shall prescribe a schedule of membership fees to be paid annually by each of the Courts of Appeal of the states and territories, or any autonomous district or division thereof. These fees will be used to fund the operation of the Council and to compensate the Secretariat for services performed pursuant to a Memorandum of Understanding with The National Center for State Courts.

### **ARTICLE IV**

#### **OFFICERS OF THE COUNCIL**

A. The officers of the Council shall be a President, a President-Elect, a Vice-President, and a Secretary-Treasurer. Only Regular and Associate Members of the Council are eligible for election as officers of the Council.

1. President. The President shall serve a one-year term and may not succeed himself or herself as President of the Council. The President shall preside at meetings of the Council and meetings of the Executive Committee and shall perform such other duties as may be assigned by the Executive Committee.
2. President-elect. The President-elect shall serve a one-year term and shall succeed to the office of the President at the expiration of the President's term. The President-elect shall assist the President in the performance of his or her duties and, in the absence of the President, shall perform the duties of the President.
3. Vice-President. The Vice-President shall serve a one-year term and shall assist the President in the performance of his or her duties.
4. Secretary-Treasurer. The Secretary-Treasurer shall serve a one-year term, shall assist the President in the performance of his or her duties, and shall

perform the customary duties of a secretary and treasurer. The customary duties of the Secretary-Treasurer may be delegated to the Secretariat for the Council.

5. The one-year term of each officer shall commence at the close of the annual meeting at which he or she is elected and shall end at the close of the next annual meeting.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE**

A. The Executive Committee of the Council shall consist of the officers of the Council, the immediate past President, five elected members of the Council, and one additional member to be appointed by the President.

B. The term of an elected member of the Executive Committee shall be two years, commencing at the close of the annual meeting at which he or she is elected. The term of office of at least three of the elected members of the Executive Committee shall expire each year. No elected member shall serve more than two successive terms in that capacity. The appointed member shall serve until the adjournment of the annual meeting next following that annual meeting at which he or she was appointed.

C. Only Regular, Associate, or Life Members of the Council are eligible for election to the Executive Committee of the Council.

D. The Executive Committee shall be the governing body of the Council between annual meetings. It shall meet at the call of the President on not less than ten (10) days' notice and shall meet at each annual meeting of the Council. Signed waivers of notice from all executive committee members shall be the equivalent of notice. The attendance of an executive committee member at a meeting waives notice of the meeting unless the executive committee member attends for the express purpose of contesting that the meeting was not duly called or convened.

E. A majority of the members of the Executive Committee shall constitute a quorum. Actions by the Executive Committee shall be determined by a majority vote of the executive committee members at the meeting. Action without a meeting may be taken by the consent of all executive committee members. Executive committee members may participate in a meeting by means of a conference telephone call, and such participation shall constitute presence in person at such meeting.

## **ARTICLE VI**

### **VACANCY**

A. In the event of a vacancy in the office of President, the President-elect shall become President for the unexpired term. In the event the President-elect is unable to serve as President or in the event of concurrent vacancies in the offices of President and President-elect, the Executive Committee shall select by vote from among its membership a person to serve the balance of the unexpired term of said officer or officers.

B. In the event of a vacancy in the office of Vice-President or Secretary-Treasurer, the President shall appoint a Regular or Associate Member to serve as Vice-President or Secretary-Treasurer, as the case may be, for the balance of the unexpired term of said officer or officers.

C. Whenever a vacancy occurs on the Executive Committee, the Executive Committee shall elect by vote one or more Regular, Associate, or Life Members of the Council to serve the balance of the unexpired term of the member whose office has become vacated. If, however, any vacancy in the offices or the Executive Committee occurs within ten days of an annual meeting of the Council, said vacancy shall be filled by the Council at its annual meeting, which shall be presided over by a temporary President appointed by the Executive Committee if a vacancy in both the offices of President and President-elect should occur at the same time.

## **ARTICLE VII**

### **NOMINATING COMMITTEE**

A. The President shall appoint a Nominating Committee at least six months before the Annual Meeting. The Nominating Committee shall consist of the immediate past President of the Council, who shall be the chairperson of the Nominating Committee, and four Regular, Associate, or Life Members of the Council who are not officers of the Council or members of the Executive Committee. No member of the Nominating Committee may be nominated for any office. In developing the slate of nominees, the Nominating Committee may consider recommendations made by the members of the Council.

B. If a vacancy shall occur in the membership of the Nominating Committee, the President of the Council shall appoint a Regular, Associate, or Life Member of the Council to fill that vacancy. Candidates shall be nominated by the Nominating Committee for each position to be filled by election. The Nominating Committee shall submit its report to the President of the Council at least 30 days prior to the annual meeting. Such slate shall be provided to the membership no later than ten (10) days before the annual meeting.

C. In addition to the nomination of a candidate by the Nominating Committee, candidates may be nominated by a Regular or Associate Member of the Council from the floor at the annual meeting. Such nomination shall be seconded by another Regular or Associate Member of the Council.

## ARTICLE VIII

### MEETINGS

A. The Council shall hold an annual meeting, the time and place of said meeting to be determined by a majority vote of the Executive Committee upon recommendation of the Site Selection Committee.

B. Attendance at all meetings of the Council and activities thereof shall be limited to the following:

1. The members of the Council, as defined in Article II, A and B except, in the event a member is unable to attend, an official designee of that member who shall be a judge of the member's court may attend in his or her stead.
2. Other attendees, such as:
  - a. Program participants;
  - b. Persons specifically invited by the President or by the Executive Committee;
  - c. Secretariat staff and others necessary for the proper conduct of the meeting;
  - d. A spouse or guest of an attendee may attend the Council's annual meeting and activities other than the educational sessions, except that a spouse or guest may attend such educational sessions designated by the Executive Committee for attendance by spouses or guests.

C. The Secretariat and the host state shall be given notice at least one year prior to the date selected by the Executive Committee for any meeting.

D. The Executive Committee may prescribe such special regulations and limitations on attendance for any meeting as may be necessary due to the limitation of facilities, notwithstanding the provisions of paragraph B and C above.

E. The Executive Committee shall prescribe in advance of each meeting a schedule of registration fees to be paid by members and other attendees.

## ARTICLE IX

### CONDUCT OF COUNCIL BUSINESS

A. At all meetings of the Council, each Regular, Associate, or Life Member in attendance, or in his or her absence, his or her official designee in attendance, shall be accorded all privileges of the Council, including the right to vote as hereinafter provided on any matters presented. Other attendees shall not be entitled to vote and shall enjoy only such privileges as may be granted from time to time by the President.

B. Regular, Associate, and Life Members from a state having more than one Court of Appeal, or autonomous districts or divisions thereof, shall select one from the number of Chief Judges of said state to cast a single vote for the members from the state. The Chief Judge of a state that does not have autonomous districts or divisions of its Court of Appeal shall cast a single vote for the Regular, Associate, and Life Members of the Council from said state. All actions of the Council shall be determined by a majority of the voting members.

C. The President, or in his or her absence the President-elect, shall preside at all meetings of the Council and of the Executive Committee. Following each annual meeting, the President shall appoint a Nominating Committee, a Resolutions Committee and an Education Committee, and shall designate their chairpersons, and shall appoint the members and chairpersons of such other Committees as the Council or the Executive Committee may direct. The President may also appoint Regular Members as representatives or delegates to such other organizations or committees having purposes consonant with those of the Council.

D. The Executive Committee shall be responsible for the program for each annual meeting. It may delegate such responsibilities and authority as it sees fit to the Education Committee, the President and the Secretariat.

E. All resolutions submitted for approval of the Council shall be referred to the Resolutions Committee, which shall report thereon to the Council. The Resolutions Committee, subject to approval of the Executive Committee, shall establish appropriate procedures for the processing of resolutions to assure their adequate consideration by the Council.

F. Membership on committees of the Council shall be limited to members of the Council. All committee chairpersons and representatives or delegates of the Council to other organizations shall be Chief Judges of a Court of Appeal, and their positions shall become vacant if they cease to be members of their respective courts. Committee chairpersons, with the approval of the Council President, may call upon the assistance of those not eligible for committee membership to the extent deemed necessary and desirable.

G. A quorum for meetings of the Council, or of any committee of the Council shall be a majority of its members.

H. Insofar as practical, except as otherwise provided in these Bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order.

## ARTICLE X

### CONFLICTS OF INTEREST

A. The members of the Executive Committee and employees of the Council shall exercise the utmost good faith in all transactions touching upon their duties to the Council and its property. In their dealings with and on behalf of the Council, they are held to a strict rule of honest and sincere dealing between themselves and the Council. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Council's interest and that of the member of the Executive Committee or employee.

B. For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Council, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Council. Relationships and dealings of the Council with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Council shall not constitute interests under this Article.

C. Any member of the Executive Committee or employee having an interest in a contract, transaction, or arrangement presented to the Executive Committee or a committee of the Executive Committee for consideration, authorization, approval, discussion, or ratification, shall make a prompt, full, and frank disclosure of his or her interest to the Executive Committee at the first meeting of the Executive Committee in each year, or before the Executive Committee or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the Council's interest.

D. The Executive Committee shall examine potential conflicts of interest pursuant to the following standards and procedures.

1. The Executive Committee shall determine, by majority vote, whether the disclosure shows that a conflict of interests exists, or can reasonably be construed to exist.
2. The Executive Committee may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.
3. If deemed appropriate, the Executive Committee may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.
4. If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use his or her

personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Council.

5. At any meeting of the Executive Committee where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of the members of the Executive Committee who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.
6. In order to approve such contract, transaction, or arrangement, the Executive Committee must first find, by majority vote without counting the vote of the interested member or members of the Executive Committee, that:
  - a. the proposed contract, transaction, or arrangement is in the Council's best interest and for its own benefit; and
  - b. the proposed contract, transaction, or arrangement is fair and reasonable to the Council.
7. The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Council shall keep minutes of the discussions and deliberations as part of the minutes of the Council.

E. The violation of this Conflicts of Interests policy is a serious matter and may constitute "cause" for removal or termination of a member of the Executive Committee or employee.

## **ARTICLE XI**

### **SECRETARIAT**

The National Center for State Courts shall act as Secretariat for the Council and its committees. It shall keep the official records of the Council, provide necessary secretarial and clerical services for the Council, send out notices of all meetings, and perform such other functions as the Council, its Executive Committee, or its President may direct in accordance with a Memorandum of Understanding executed by the Council and The National Center for State Courts.

**ARTICLE XII**

**ADOPTION AND AMENDMENTS**

A. These Bylaws shall take effect at the adjournment of the annual meeting at which they are adopted. They may be adopted, altered, amended, added to or repealed at any time by a majority vote of all members and official designees in attendance at any annual meeting of the Council.

B. Proposed amendments to the Articles of Incorporation shall be submitted to the Executive Committee. If the Executive Committee adopts a resolution finding that the proposed amendment is in the best interest of the Council, the Executive Committee shall submit it to a vote of the members at the annual meeting. A vote of more than two-thirds of the members present and eligible to vote shall be required for adoption of any such amendment.

Dated: Nov. 3, 1989

(s) ROBERT J. DANHOF  
Robert J. Danhof, Chief Judge  
Michigan Court of Appeals,  
President

Attest:

(s) AUSTIN McCLOUD  
Austin McCloud, Chief Judge  
Court of Appeals, Eleventh District of Texas,  
Secretary

Original Articles approved and adopted October 29, 1980.

Amendments approved and adopted October 1982 and October 1985.

Amendments approved and adopted November 3, 1989.

Amendments approved and adopted October 16, 1997.

Amendments approved and adopted November 18, 2006.

Amendments approved and adopted \_\_\_\_\_..