

AMENDED AND RESTATED
BYLAWS
OF THE
UNITED STATES COURT OF FEDERAL CLAIMS BAR ASSOCIATION
(the "Association")

ARTICLE I.

Members

Section 1.1 Application for Membership. Any person eligible for membership in the Association (in accordance with and pursuant to Section 3.1 of the Articles of Incorporation) may file with the Association an application for membership in the form prescribed by the Board of Governors along with the requisite dues. The Board of Governors may require the applicant to furnish information additional to that required by the application and may otherwise inquire into his or her qualifications. A willful and material misstatement by the applicant is cause for rejecting the application or, if he or she has been elected to membership, for expelling the Member. Unless the Board of Governors rejects an application for membership (a) within 30 days following its submission to the Association, or (b) at the meeting of the Board of Governors immediately following its submission to the Association, whichever is later, the application will be deemed approved. In the interim period between submission of an application for membership and the meeting of the Board of Governors immediately following its submission, the applicant shall be treated as though he or she is a member of the Association (a "Member").

Section 1.2 Dues. A Member shall pay dues in the amount prescribed by the Board of Governors. Upon payment of dues each Member shall receive all benefits generally inuring to Members. Honorary Members shall pay no dues, but shall receive all benefits inuring to Members, except as otherwise provided in the Articles of Incorporation or in these Bylaws. Dues shall be payable annually by the date set by the Board of Governors (the "Payment Date").

Section 1.3 Termination of Membership. The membership of a member shall automatically be terminated upon the member's resignation from, or default in payment of dues to, the Association, or upon the disbarment or suspension of a member by a court of the United States or of any State, Territory, or possession of the United States.

Section 1.4. Reinstatement of Members. An individual whose membership has terminated may be reinstated only upon a new application as prescribed in these Bylaws.

ARTICLE II.

Reports and Recommendations

Section 2.1 Association Action. A report or recommendation of a committee of the Association becomes the action of the Association only if it is approved by the Board of Governors.

Section 2.2 Distribution of Reports. A report or recommendation of a committee of the Association may not be released to the public without the consent of the Board of Governors.

Section 2.3 Restrictive Statement. Before approval by the Board of Governors, any material containing a report, recommendation, or proposal of a committee must prominently state at the outset that it represents the opinion of the committee of the Association making the report, rather than the position of the Association itself.

ARTICLE III.

Representation of the Association.

Section 3.1 Representation. The President or a person expressly designated by the President is authorized to express the policy of the Association as determined by the Board of Governors. No other Member, member of the Board of Governors, Officer, agent or employee of the Association may represent the Association or a committee of the Association before a legislative body, court, or governmental agency, unless specifically authorized by the Board of Governors.

Section 3.2 Personal Views of Members. Any Member who, when making a public utterance, is identified as having an official connection with the Association or one of its committees, shall identify such utterance as being the personal views of such Member.

ARTICLE IV.

Finances

Section 4.1 Authority to Incur Expense. The Board of Governors shall formulate and administer Association policy respecting authorized expenditures and procedures for reimbursement.

Section 4.2 Fiscal Year. The Fiscal Year of the Association shall commence on July 1 of each year and shall conclude on June 30 of the following year.

Section 4.3 Budget. A budget shall be presented by the Treasurer to the Board of Governors by no later than May 1 of each year. The budget shall set forth anticipated revenue

and expenses for the next Fiscal Year. The Board of Governors shall vote upon and approve the budget by no later than June 1 of each year.

Section 4.4 Payment of Authorized Expenses. The Treasurer shall be responsible for the disbursement of all funds of the Association; *provided*, that the Treasurer may pay expenses on behalf of the Association only in a manner consistent with the budget established by the Board of Governors. The bank account of the Association shall be maintained at a financial institution in Washington, D.C. Any withdrawal of funds by check or cash shall be signed by the Treasurer, the President, or by such other person or persons as may be designated by the Board of Governors.

Section 4.5. Expenses at Meeting. Unless authorized by the Board of Governors, a Member may not be reimbursed from Association funds for travel or other expenses incurred in attending a meeting of the Members.

Section 4.6. Financial Liability. The financial liability of the Association to any committee is limited to the funds credited to such committee on the financial records of the Association, and such liability ceases upon the Treasurer's payment of that amount. If a committee, or one of its Members, makes an expenditure in excess of the funds so credited, that liability becomes the joint and several obligation of each person that authorized such excess expenditure.

Section 4.7. Insurance Coverage. The Treasurer of the Association shall be bonded in an amount determined by the Board of Governors. The Association shall carry such insurance as the Board of Governors deems appropriate.

ARTICLE V.

Officers of the Association

Section 5.1. President. The President shall preside at meetings of the Association and the Board of Governors. The President shall appoint the chairperson of each Standing Committee and the chairperson and members of each Special Committee.

Section 5.2. President-Elect. The President-Elect shall perform such duties as the President may assign and, except as otherwise provided, the duties of the President when the President is disabled from performing the duties of President or is absent from any meeting of the Association or the Board of Governors. The President-Elect shall automatically succeed to the position of President at the next installation of officers.

Section 5.3. Secretary. The Secretary shall:

- (1) prepare and maintain custody of the minutes of the meetings of the Board of Governors and the Members and authenticate the records of the Association;

- (2) receive, certify and publish nominations of members of the Board of Governors and Officers, and supervise their election;
- (3) give notice, when notice is required to be given, to the Board of Governors, or the Members.

Section 5.4. Treasurer. The Treasurer shall supervise the safekeeping of the funds and investments of the Association, and shall report periodically on the financial condition of the Association to the Board of Governors. The Treasurer shall, at the request of the Board of Governors, make available an annual report for examination by the Board of Governors and/or audit by a certified public accountant designated by the President.

Section 5.5. Administrative Officers. The Board of Governors may appoint one or more Administrative Officers, who shall administer the staff and facilities of the Association subject to the direction of the President and the Board of Governors.

ARTICLE VI.

Committees of the Association

Section 6.1. General Duties. Committees of the Association established in accordance with this Article shall carry out their duties to the extent and in the manner authorized by the President and consistent with the Articles of Incorporation and these Bylaws. Committees of the Association shall include Standing Committees and Special Committees.

Section 6.2. Appointment. If the chairperson or a member of a committee of the Association resigns, dies, or becomes ineligible, the President shall appoint a successor for the unexpired term of such committee member, unless the resolution creating the committee provides otherwise.

Section 6.3. Standing Committees. Standing Committees shall investigate and study continuing or recurring matters relating to the purposes or business of the Association, and shall carry out such responsibilities as determined by the President, in consultation with the Board of Governors. Standing Committees may be established or abolished from time to time as determined by the President, in consultation with the Board of Governors.

Section 6.4. Special Committees. The President may create such Special Committees as the President deems necessary. The term of each Special Committee shall expire at the next installation of Officers unless otherwise set by the Board of Governors.

Section 6.5. Compensation. Any committee charged to manage or handle the Association's compensation issues shall adhere to the recommended practices listed in Part V, items 4(a)-(g) of Internal Revenue Service Form 1023 (Rev. October 2004), to the extent the Association represented in its most recent Form 1023 filing that the Association engages in such practices, and to the extent further that such practices are reasonably practicable under the circumstances.

ARTICLE VII.

Honorary Governors

The following persons shall be appointed as “Honorary Governors” of the Association: (i) the two past Presidents serving the most recent terms immediately prior to the immediate past President; (ii) the Chief Judge of the United States Court of Federal Claims; and (iii) the Clerk of the United States Court of Federal Claims. Honorary Governors shall be permitted to attend and participate in meetings of the Board of Governors, and be entitled to receive notice of meetings of the Board of Governors to the same extent as members of the Board of Governors; *provided, however*, that Honorary Governors shall not be entitled to vote on matters before the Board of Governors, be considered a member of the Board of Governors for purposes of determining quorum, or have any other rights or privileges accorded members of the Board of Governors except as set forth in the Articles of Incorporation or these Bylaws; *provided, further*, that no Honorary Governor shall be appointed without his or her consent.

ARTICLE VIII.

Meetings of the Members

Annual meetings of the Members shall be held at a date, time and place selected by the President, at which the Members shall elect a Board of Governors, and transact such other business as may properly be brought before the meeting. Special meetings of the Members, for any purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President, the Board of Governors, Members having one-tenth of the votes entitled to be cast at such meeting, or by any other person authorized to do so by the Articles of Incorporation or these Bylaws. Special meetings of the Members may be held at such place as is specified in the notice of the meeting.

ARTICLE IX.

Elections of the Board of Governors and Voting

Section 9.1. Quorum Majority Vote. A quorum at a meeting of the Members shall be 5% of the Association membership or forty Members, whichever is less, represented in person or by proxy. In any election of the Board of Governors or in any other matter on which membership shall vote, the vote of a majority of votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter.

Section 9.2. Ballot. In any election or vote at a meeting of the Members, a proxy ballot shall be furnished by the Secretary, or the Secretary’s designee, to all such Members eligible to vote thereon. The proxy ballot shall be furnished by mail, electronic mail, or by other means approved by the Board of Governors, no less than fourteen (14) nor more than sixty (60)

days before the election or vote for which the proxy ballot is sent, except that a proxy ballot relating to an amendment of the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to § 13.1-900 of the Virginia Nonstock Corporation Act or the dissolution of the Association shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting. Each Member may, in the time and manner specified in the notice accompanying the proxy ballot, complete and return the Member's proxy ballot in lieu of attending the meeting of the Members. As soon as practicable after the return date specified in the notice, the Secretary, or the Secretary's designee, in the presence of three impartial canvassers appointed by the President, shall canvass those ballots which have been received by the Secretary by 5:00 p.m. on the day specified in the Secretary's notice, and tabulate the results of the election or the vote.

ARTICLE X.

Removal from Office

Section 10.1. A member of the Board of Governors may not be removed from office except for good cause shown and by a vote of two-thirds of all members of the Board of Governors.

Section 10.2. Good cause may be shown (i) where a member of the Board of Governors is absent, for reason other than illness, from six or more regular, annual or special meetings over the course of any twelve-month period, or (ii) as otherwise determined by the Board of Governors.

ARTICLE XI.

Conflict of Interest

Section 11.1 Purpose. It is the policy of the Association to attempt to identify real or perceived conflicts of interest involving the Association, to ensure that the Association's interests are protected when it is contemplating a transaction that might benefit the private interest of a member of the Board of Governors or an Officer.

Section 11.2 Definition. A potential conflict of interest exists when a member of the Board of Governors, officer, or member of a committee with Board-delegated powers: a) acts as an agent, representative or spokesperson for any business, group or organization in order to influence the Association on any issue, matter or transaction in which the foregoing has an interest; b) has an interest in an issue, matter or transaction in which the Association has an economic or political stake; or c) has a direct or indirect financial interest in any entity with which the Association has a transaction or arrangement.

Section 11.3 Procedures.

A. Duty to Disclose. In connection with any actual or possible conflicts of interest, a covered person must disclose the existence of his or her interest and must be given the opportunity to disclose all material facts to the directors and

members of committees with Board-delegated powers considering the proposed transaction or arrangement. If the Board of Governors has reasonable cause to believe a covered person has failed to disclose actual or possible conflicts of interest, it shall give the covered person an opportunity to explain the alleged failure to disclose. Based on the response and further investigation as warranted, the Board shall decide upon appropriate follow up action.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the interest and all material facts, and after any discussion with the covered person, he/she shall leave the Board of Governors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Governors or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

1. A covered person may make a presentation at the Board of Governors or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

2. The President of the Board of Governors, or the chairperson of the committee, as applicable, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the Board of Governors or committee shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Governors or committee shall determine by a majority vote of the disinterested persons whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violations of the Conflict of Interest Policy.

1. If the Board of Governors or committee has reasonable cause to believe that a covered person has failed to disclose actual or possible conflicts of interest, it shall inform the covered person of the basis for such belief and afford the covered person an opportunity to explain the alleged failure to disclose.

2. If, after hearing the response of the covered person and making such further investigation as may be warranted in the circumstances, the Board of Governors or committee determines that the covered person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 11.4 Records of Proceedings. The minutes of the Board of Governors and all committees with Board-delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to be covered persons in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board of Governor's or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 11.5 Annual Statements. Each member of the Board of Governors, Officer and member of a committee with Board-delegated powers shall review the conflict of interest policy set forth in this Article XI, shall agree to comply with such policy, and shall act in a manner that recognizes that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 11.6 Periodic Reviews. To ensure that the Association operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

B. Whether transactions with service providers result in inurement or impermissible private benefit.

C. Whether partnership, joint venture arrangements and/or other arrangements with third parties conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Association's charitable purposes and do not result in inurement or impermissible private benefit.

D. Whether agreements with third parties to provide services further the Association's charitable purposes and do not result in inurement or impermissible private benefit.

Section 11.7 Outside Experts. When conducting the periodic reviews as provided for in Section 11.6, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.