

Constitution & By-Laws of the Arkansas Bar Association

Rules of Procedure of the House of Delegates

As of January 21, 2006

Constitution of the Arkansas Bar Association

As amended through January 2006

Article I

Name and Purposes

This Association shall be known as the Arkansas Bar Association. Its purposes, which are to be exercised in the public interest, are as follows: To advance the administration of justice according to law; to aid the courts in carrying on the administration of justice; to foster and maintain on the part of those engaged in the practice of law high ideals of integrity, learning, competence and public service, and high standards of conduct; to encourage cordial relations among lawyers; to provide a forum for the discussion of subjects pertaining to the practice of law and related subjects; to carry on a program of continuing legal education among lawyers; to carry on a continuing program of legal research in technical fields of law, practice, and procedure, and to make reports and recommendations thereon; to improve the judicial and legal process, and the science of jurisprudence, and to advance law and order; to encourage the formation and activities of autonomous local, county and district bar associations; to encourage practices that would advance and improve the honor and dignity of the legal profession and to encourage the legal profession and its individual members to perform and to discharge more effectively and efficiently their responsibilities in the public interest.

Article II

Membership

Section 1. **Regular Membership.** All persons licensed to practice before the Supreme Court of Arkansas who have been or are elected to membership and who pay dues as provided by the By-Laws of the Association are regular members and shall be voting members of the Association.

Section 2. **Associate Members.** Any person admitted to practice before any court of final jurisdiction in any state of the United States, and who is not admitted

to practice law in Arkansas, but who is either a resident of Arkansas or is a full time employee of a business organization which regularly does business within Arkansas may be granted Associate Membership in this Association and may vote in Association elections and participate fully in the activities and committee work of the Association but may not hold office or membership in the House of Delegates, or the Board of Governors. Associate Members shall pay the same membership dues as other members and shall be eligible for the same benefits of the Association except as provided in this Constitution.

Section 3. **Law Student Membership.** Any law student in good standing at any accredited law school in the state of Arkansas or a resident of the state of Arkansas attending an accredited law school outside the state of Arkansas shall be eligible for membership in the Law Student Section of the Association with all the rights and privileges of membership except the right to vote and to hold Association elective office.

Section 4. **Termination of Membership.** A member not in default in payment of dues and against whom no complaint or charge by the Association is pending may at any time file his or her resignation in writing with the Secretary-Treasurer, and it shall become effective as of the date it is filed and accepted by the Board of Governors. The Board of Governors, subject to approval of the House of Delegates, may reinstate any member upon written application for reinstatement. The House of Delegates may censure, suspend, or expel any member for cause after notice and hearing.

Article III Officers

Section 1. **Title and Term of Office.** The officers of the Association shall be a President, a President-Elect, a Secretary-Treasurer and Chair of the Board of Governors who shall hold office for one year and until their successors are selected. Their terms of office shall begin at the conclusion of each Annual Meeting of the Association following their election or selection.

Section 2. **Election of President-Elect.** The President-Elect shall be elected by a ballot of the entire membership of the Association. Nominations shall be made by petition signed by at least seventy-five (75) Association members. The

petition signers must include at least twenty-five (25) regular Association members residing in each of the three State Bar Districts as defined in this Constitution. Nominating petitions shall be filed with the Secretary-Treasurer at the office of the Association no later than October 31. After the close of nominations and in the event of a contest for the office of President-Elect, each candidate may provide a one page statement which shall be included with the ballot. Not more than 20 days after October 31, the Secretary-Treasurer, shall mail to each voting member of the Association a ballot on which the names of the candidates are listed in alphabetical order. To be counted, ballots must be received by the Secretary-Treasurer at the office of the Association no later than December 15. The balloting shall be conducted in such a way as to preserve its secrecy, but to assure that only Association members cast votes. Counting of the ballots shall be under the supervision of the Secretary-Treasurer who shall be assisted by between two and five tellers designated by each of the candidates. The candidate receiving the highest number of votes cast in the election immediately becomes the President-Elect Designee, and succeeds to the office of President-Elect at the conclusion of the next Annual Meeting of the Association.

Section 3. **State Bar Districts.** For the purpose of nominating and electing a President-Elect, the state shall be divided into three State Bar districts: Central, South and East, and Northwest. The counties included in each State Bar district shall be determined as provided in Article IV, Section 4.

Nominations shall be made from the Central, South and East, and Northwest Districts in rotation.

Section 4. **Eligibility of President-Elect.** Only regular members residing in the currently eligible district and nominated as provided in Article III, Section 2, shall be eligible for nomination and election to the office of President-Elect. In the event there shall be only one nominee for the office of the President-Elect and that nominee should die or otherwise be disqualified before the election, the Board of Governors shall call a new election for the office of President-Elect. Deadlines for nominations and voting by mail shall be fixed as nearly as possible in accordance with the schedule set forth in Section 2 of this article.

Both the President-Elect and President must remain resident of Arkansas during their terms in office. Should either become a non-resident, the Board of Governors shall declare his or her office vacant.

Section 5. **Succession to Presidency.** The President-Elect shall succeed to the office of President at the end of his or her term without further election.

Section 6. **Vacancies.** The By-Laws shall provide for succession or replacement in the event the office of President-Elect Designee, President-Elect, or President becomes vacant through the death, inability to serve, resignation, or other disqualification of the incumbent.

Section 7. **Secretary-Treasurer.** The Secretary-Treasurer shall be elected by a majority of those present and voting at the regular meeting of the House of Delegates held during the Association's Annual Meeting. Any vacancy in this office shall be filled by majority vote of the Board of Governors.

Article IV House of Delegates

Section 1. **Governance of the Association.** This Association shall be governed by a House of Delegates and a Board of Governors. The House of Delegates shall be the Association's policy making body. Subject to the superintending authority of the House of Delegates, the Board of Governors shall conduct the business and management of the Association. The House of Delegates may further define policy, business, and management and may reserve decisions to itself. Any action taken by the Board of Governors shall be subject to repeal or modification by the House of Delegates unless the passage of time makes repeal or modification inequitable, inappropriate, or impracticable.

Section 2. **Membership.** The Membership of the House of Delegates shall consist of 81 regular members of the Association proportionately representing the Delegate Districts as set forth in Section 4. The Delegates from each Delegate District shall reside within a particular Delegate District and be elected by members of the Association residing within that District. The President, President-Elect, Secretary-Treasurer, Immediate Past President, Chair of the Board of Governors, and Chair of the Young Lawyers' Section shall be ex-officio members of the House of Delegates with the right to vote and to participate in all proceedings. The President of the Association or, in his or her absence, the President-Elect, shall preside over all meetings of the House of Delegates and shall vote only if the Delegates are equally divided.

Section 3. **Election of Delegates.** Three (3) regular members of the

Association residing within a Delegate District may nominate an Association member within that District for the office of Delegate by filing a petition in writing with the Secretary-Treasurer at the office of the Association no later than March 31. Not more than fifteen (15) days after March 31, the Secretary-Treasurer shall mail to each voting member of the Association residing within the Delegate District a ballot on which the names of the candidates are listed in alphabetical order. To be counted, the ballots must be received by the Secretary-Treasurer at the office of the Association no later than May 18. The balloting shall be conducted in such a way as to preserve its secrecy, but to assure that only Association members cast votes. Counting of the ballots shall be under the supervision of the Secretary-Treasurer who shall be assisted by such persons as the Secretary-Treasurer designates. The results of balloting from each Delegate District shall be certified by the Secretary-Treasurer to the House of Delegates at the meeting held during the Association's Annual Meeting. If the number of nominees does not exceed the number of Delegates to be elected from a particular Delegate District, such nominee shall be declared elected by the Secretary-Treasurer, without the necessity of a ballot. If the number of nominees does exceed the number to be elected, the nominee receiving the highest number of votes from any Delegate District shall be elected to the office of Delegate, and, in the event of a tie, the winner shall be determined by the toss of a coin. In any election to the House of Delegates in which more than one delegate is to be elected from a particular Delegate District, and the number of nominees exceeds the number of Delegates to be elected, the nominees shall be listed alphabetically by the Secretary-Treasurer on a single ballot which shall contain an instruction to the member voting to designate by appropriate mark those nominees for whom he or she wishes to vote so long as the number of marks does not exceed the number of Delegate positions to be elected from the District; those nominees receiving the highest number of votes shall be elected to the office of Delegate, and, in the event of a tie, the winner shall be determined by the toss of a coin.

Section 4. **Delegate Districts.** Within each State Bar District there shall be Delegate Districts, with the number of delegates to be elected from each Delegate District as set forth below, until changed as provided herein.

A. South&East State Bar District.

- 1-SE. Greene, Clay & Randolph Counties - one (1) delegate;
- 2-SE. Jackson, Independence, Sharp & Lawrence Counties - one (1) delegate;
- 3-SE. Craighead & Poinsett Counties - three (3) delegates;

- 4-SE. Mississippi County - one (1) delegate;
- 5-SE. Crittenden County - one (1) delegate;
- 6-SE. Cross, St. Francis & Woodruff Counties - one (1) delegate;
- 7-SE. White & Cleburne Counties - one (1) delegate;
- 8-SE. Lonoke, Prairie & Arkansas Counties - one (1) delegate;
- 9-SE. Monroe, Phillips & Lee Counties - one (1) delegate;
- 10-SE. Jefferson County - two (2) delegates;
- 11-SE. Grant, Dallas, Cleveland, Calhoun, Bradley, Lincoln & Drew Counties - one (1) delegate;
- 12-SE. Ashley, Desha & Chicot Counties - one (1) delegate;
- 13-SE. Columbia, Ouachita & Union Counties - two (2) delegates;
- 14-SE. Sevier, Little River, Miller & Lafayette Counties - two (2) delegates;
- 15-SE. Howard, Pike, Hempstead, Nevada, Clark & Hot Spring - two (2) delegates;
- 16-SE. Garland & Montgomery Counties - two (2) delegates; and
- 17-SE. Saline County - one (1) delegate.

B. Northwest State Bar District.

- 1-NW. Benton County - four (4) delegates;
- 2-NW. Washington County - ten (10) delegates;
- 3-NW. Sebastian & Crawford Counties - six (6) delegates;
- 4-NW. Polk, Scott, Logan, Johnson & Franklin Counties - one (1) delegate;
- 5-NW. Madison, Carroll, Boone & Newton Counties - one (1) delegate;
- 6-NW. Yell, Pope, Conway & Perry Counties - two (2) delegates;
- 7-NW. Faulkner & Van Buren Counties - two (2) delegates; and
- 8-NW. Marion, Baxter, Fulton, Searcy, Stone & IZard Counties - one (1) delegate.

CE. Central State Bar District.

- 1-C. Pulaski County - thirty (30) delegates.

At least once every ten (10) years following the 2000 Annual Meeting, the House of Delegates shall review the organization of Delegate Districts and shall adopt a new organization of the Delegate Districts as necessary to achieve more equitable representation of the members of this Association in the House of Delegates. This review and possible reorganization may include revision of the number and composition of the State Bar Districts as necessary to achieve more equitable representation of Association members in the House of Delegates. Provided, that the membership of this Association shall be given notice, through a

regular Association publication or individual written communication, of the proposed reorganization at least 30 days prior to the meeting at which the House of Delegates will consider the reorganization plan.

Section 5. Terms of Office. Members elected to the House of Delegates shall serve for a term of three (3) years and shall assume office at the beginning of the Association's Annual Meeting held following their election. The term will end at the conclusion of the Association's Annual Meeting three (3) years later. Therefore, the House of Delegates will consist of approximately one-third (1/3) more delegates during the regular meeting held during the Association's Annual Meeting than at other meetings of the House of Delegates.

Section 6. Vacancies. A vacancy shall exist in the House of Delegates due to lack of a nominee or to a Delegate's death, resignation, succeeding to ex-officio membership, ceasing to be an Association member or ceasing to reside in the District from which he or she was elected or other disqualification. The President shall appoint a member who resides in the affected District to serve the remainder of the unexpired term, unless the vacancy is due to lack of a nominee.

If the vacancy is due to lack of a nominee, the President shall wait to fill the vacancy until the members residing in the affected District have been given a final opportunity to nominate and elect the Delegate. The Secretary-Treasurer shall promptly send written notice of the existence of the vacancy to the members of the Association residing within the affected District, and, in such notice shall further state (a) that the vacancy shall be filled by special election, (b) that nominations shall be made by written petition of three (3) members of the Association residing within the affected District filed with the Secretary-Treasurer within twenty-five (25) days of the date of the notice, (c) that the special election shall be by written ballot tabulated within twenty-five (25) days following the closing of nominations and (d) that the person elected to fill the vacancy shall serve for the remainder of the term for which originally there was no nominee. The preparation of the ballot and the certification of the result of any special election shall be conducted by the Secretary-Treasurer in the manner provided in Section 3 of this Article.

A vacancy shall exist in the House of Delegates whenever a Delegate fails to attend two consecutive regular meetings of the House unless excused by the President of the Association or the Chair of the Board of Governors as provided for in the By-Laws; provided, however, that should the Delegate attend a special

meeting between the two regular meetings, such attendance at such special meeting shall be in lieu of attendance at the second regular meeting and will be so counted.

Section 7. **Limitation of Terms.** No delegate shall serve more than six (6) consecutive years as an elected member of the House of Delegates.

Section 8. **Law Student Section Delegates.** Each law school located within the State of Arkansas shall have one Law Student Section Delegate. Each Delegate will be elected annually by the Law Student Section members from the respective law schools. All privileges of the floor, including the right to vote, shall be extended to each such Delegate.

Section 9. **Quorum.** A majority of the voting membership of the House of Delegates shall constitute a quorum for the transaction of business, and any fewer number may adjourn the meeting from time to time until a quorum is secured.

Section 10. **Non-Voting Members.** All privileges of the floor, with the exception of the right to vote, shall be extended to all past presidents of the Association, the President of the Arkansas Bar Foundation, the Association Delegates to the American Bar Association, a member of the Arkansas Judicial Council designated by the Council, and any former member of the House of Delegates who has served at least six years as an elected member of the House.

Section 11. **Rules.** The House of Delegates may adopt rules governing the conduct of its meetings, and, unless otherwise provided, Robert's Rules of Order shall control.

Article V. Board of Governors

Section 1. **Membership.** There shall be a Board of Governors of the Association consisting of ex-officio members, eighteen (18) members elected to the Board from Board of Governors Districts, and three appointed members. Each President-Elect, prior to assuming office, shall appoint one member to the Board of Governors. This appointee shall serve a term of three years beginning with the term of the President-Elect. The President, Immediate Past President, President-Elect, Secretary-Treasurer, and Chair of the Young Lawyer's Section shall be ex-

officio members of the Board with the right to vote and to participate in all proceedings. The Chair of the Board of Governors shall be an ex-officio member of the Board of Governors; however, the Chair of the Board of Governors shall vote only if the Board members voting on the question then under consideration are equally divided. Liaison, non-voting members of the Board of Governors may be designated in the By-Laws of the Association.

Section 2. Election of Members. The eighteen (18) elected members shall be nominated and elected from Board of Governors Districts established by the House of Delegates for terms of three years each, beginning at the conclusion of the Association's Annual Meeting. The nomination and election process shall follow the same process for election of House of Delegates members except as provided otherwise in this Constitution. If no eligible member is nominated for a Board of Governors position for which an elected term will begin at the next Annual Meeting, the President-Elect shall appoint an eligible member to serve until an election to fill the remaining portion of the term is conducted at the next regular election.

Section 3. Board of Governors Districts. To the maximum extent possible consistent with the equitable representation of Association members in the Board of Governors, the Districts shall not overlap State Bar District or county boundaries. Until a future redistricting is accomplished as set forth below, the Board Districts are as follows:

A. South and East State Bar District.

- 1-BG. Sharp, Randolph, Lawrence, Clay, Greene & Craighead Counties
- 2-BG. Independence, Jackson, Woodruff, Prairie, Monroe, Lee, St. Francis, Cross, Poinsett, Mississippi & Crittenden Counties.
- 3-BG. Cleburne, White, Lonoke & Jefferson Counties.
- 4-BG. Phillips, Arkansas, Cleveland, Lincoln, Desha, Drew, Calhoun, Bradley, Union, Ashley & Chicot Counties.
- 5-BG. Columbia, Ouachita, Nevada, Clark, Hempstead, Howard, Sevier, Little River, Miller & Lafayette Counties.
- 6-BG. Saline, Garland, Montgomery, Pike, Hot Spring, Dallas & Grant Counties.

B. Northwest State Bar District.

- 7-BG. Benton County;
- 8-BG. Washington County;

- 9-BG. Washington County;
- 10-BG. Carroll, Madison, Boone, Newton, Marion, Searcy, Baxter, Fulton, Izard, Stone, Van Buren, Conway, & Faulkner Counties;
- 11-BG. Crawford, Sebastian, Franklin, Johnson, Pope, Logan, Yell, Perry, Scott & Polk Counties;
- 12-BG. Crawford, Sebastian, Franklin, Johnson, Pope, Logan, Yell, Perry, Scott & Polk Counties;

C. Central State Bar District

- 13-BG. Pulaski County
- 14-BG. Pulaski County
- 15-BG. Pulaski County
- 16-BG. Pulaski County
- 17-BG. Pulaski County
- 18-BG. Pulaski County

At least once every ten (10) years following the 2000 Annual Meeting, the House of Delegates shall review the organization of Board of Governors Districts and shall adopt a new organization of the Board Districts as necessary to achieve more equitable representation of the members of this Association in the Board of Governors. This review and possible reorganization may include revision of the number and composition of the State Bar Districts as necessary to achieve more equitable representation of Association members in the Board of Governors. Provided, that the membership of this Association shall be given notice, through a regular Association publication or individual written communication, of the proposed reorganization at least 30 days prior to the meeting at which the House of Delegates will consider the reorganization plan.

Section 4. **Qualifications.** The House of Delegates shall establish qualifications for the elected and appointed members of the Board of Governors. Provided, that the qualifications must at a minimum require that the member must have served one year in the House of Delegates or must have been an Association member for seven (7) years by the time of joining the Board.

Section 5. **Limitation of Terms.** No person shall serve more than six (6) consecutive years as an elected member of the Board of Governors.

Section 6 . **Vacancies.** A vacancy on the Board of Governors shall be deemed to exist if a member of the Board shall cease to be a member of this Association or shall cease to be a resident of the Board of Governor's District from which elected, shall fail to attend two consecutive meetings of the Board unless excused by the President or Chair of the Board of Governors as provided for in the By-Laws, or shall succeed to an ex-officio membership on the Board.

In the event of a vacancy in the position of any elected member of the Board of Governors due to death, illness, or other disqualification, the President may make an interim appointment for a term lasting until a successor is elected at an election conducted pursuant to Section 2 of this Article.

If the vacancy is in an appointed position, said vacancy shall be filled by the President and the appointee shall serve the remainder of the term of office.

Section 7. **Chair.** Each year immediately after taking office, the President shall appoint a member of the Association to serve as chair of the Board of Governors, and the person thus appointed shall so serve until the conclusion of the next Annual Meeting of the Association. It shall be the duty of the chair of the Board of Governors to preside at the meetings of the Board of Governors and to perform such other duties, not inconsistent with this Constitution or with the By-Laws of this Association, that the Board of Governors may prescribe. Whenever during the term for which appointed, there shall be a vacancy in the office of chair of the Board of Governors, the President shall appoint another member of the Association to complete that unexpired term.

Section 8. **Rules.** The Board of Governors may adopt rules governing the conduct of its meetings, and, unless otherwise provided, Robert's Rules of Order shall control.

Section 9. **Quorum.** A majority of the voting membership of the Board of Governors shall constitute a quorum for the transaction of business, and any fewer number may adjourn the meeting from time to time until a quorum is secured.

Section 10. **Minutes and Agenda.** Promptly following each meeting of the Board of Governors, the Secretary-Treasurer of the Association shall prepare and forward a copy of the minutes of that meeting to each member of the Board of Governors, to each member of the House of Delegates, and to each liaison member of the Board of Governors. Prior to each regularly scheduled meeting of the Board

of Governors, the Secretary-Treasurer of the Association shall prepare and forward to those same persons a copy of the tentative agenda for the meeting of the Board of Governors and the date and place at which the meeting will be held.

Section 11. **Executive Committee.** The Board of Governors shall have an Executive Committee composed of the President, President-Elect, Secretary-Treasurer, the Chair of the Young Lawyers Section or his or her designee, and the Chair of the Board of Governors or his or her designee. The President-Elect Designee and the Association's Executive Director shall be non voting ex-officio members of the Committee. The Executive Committee has the authority to make day to day operational and management decisions, subject to modification by the Board of Governors.

Article VI American Bar Association Delegates

The delegates from this Association to the House of Delegates of the American Bar Association shall be nominated by petition signed by at least seventy-five (75) Association members. The petition signers must include at least twenty-five (25) voting Association members from (residing in) each of the three State Bar Districts. Nominating petitions shall be filed with the Secretary-Treasurer at the office of the Association no later than March 31. Each delegate shall be elected for a two year term by the membership at large in the same manner and at the same time as for the election of the House of Delegate Members. In the event of a vacancy in the position of delegate, a successor, shall be appointed by the President, with approval of the House of Delegates, to serve the remainder of the unexpired term.

Article VII Meetings.

Section 1. **Annual Meeting of the Association.** The Association shall hold an Annual Meeting between May 15 and June 30 unless the House of Delegates, at least one year in advance, sets another date.

Section 2. **House of Delegates Regular Meetings.** A regular meeting of the House of Delegates shall be held during the Association's Annual Meeting. The House shall hold one other regular meeting each year.

Section 3. **House of Delegates Special Meetings.** Special meetings of the House of Delegates may be called by the President of the Association, by the Board of Governors, or by written petition of ten (10) members of the House of Delegates filed with the Secretary-Treasurer of the Association.

Section 4. **Board of Governors Meetings.** The Board of Governors shall have at least three (3) regular meetings each bar year. Special meetings may be called by the President, Board Chair, or on the written petition of seven (7) members of the Board.

Section 5. **Notice of Meetings.** All meetings of the House of Delegates and the regular meetings of the Board of Governors shall be announced to the membership of the Association by the Secretary-Treasurer at least fifteen (15) days prior to the first day of such meeting. Special meetings of the Board of Governors shall be so announced to the maximum extent practicable.

Section 6. **Open Meetings.** All meetings of the House of Delegates and of the Board of Governors shall be open to the membership of the Association.

Article VIII Notice of Elections

The Secretary-Treasurer, at least thirty (30) days prior to the closing of any nomination upon petition, shall notify in writing all Association members who are eligible to sign a petition of nomination, specifying the office to be filled, the date of closing of nominations, and the number of signatures required to effect nomination.

Article IX Adoption and Amendment of By-Laws

By-Laws may be adopted, amended or rescinded by the House of Delegates at any meeting by the affirmative vote of a majority of the full number of its elected and ex-officio members, or by the affirmative vote of two-thirds of those present and voting; provided, that written notice of such proposed action is given to each member of the House of Delegates at least thirty (30) days prior to the meeting at which the proposal is to be offered.

Upon such adoption, change, amendment or rescission, notice shall be

promptly given to each member of the Association by the Secretary-Treasurer.

Article X Sections and Committees

Section 1. **Establishment and Purposes.** The House of Delegates or the Board of Governors may establish, abolish or modify Sections and committees of the Association in order to direct and coordinate the program and related activities of the Association.

Section 2. **Section By-Laws.** Each Section shall have by-laws consistent with the Constitution and By-Laws of the Association. The by-laws of any Section shall define the purposes of the Section, and those by-laws or amendments thereto shall become effective when approved by the House of Delegates or the Board of Governors.

Article XI Professional and Judicial Ethics

The Model Rules of Professional Conduct and the Arkansas Code of Judicial Conduct as promulgated by the Arkansas Supreme Court are hereby adopted by this Association.

Article XII Resolutions

Section 1. Any member, committee, or Section of the Association shall be entitled to present Resolutions for consideration by the House of Delegates. Any proposed Resolution shall be in writing and presented to the President of the Association at the offices of the Association at least thirty (30) days prior to a regular or special meeting of the House of Delegates. Notice of the presentation and text of any Resolution to be acted upon by the House of Delegates shall be given by the Secretary-Treasurer to the members of the Association not less than fifteen (15) days prior to the meeting at which such Resolution will be considered.

Section 2. The requirements of this Article as to notice, presentation, and filing of resolutions, may be waived at any meeting of the House of Delegates upon a two-thirds vote of those present and voting; provided, that any resolution approved at a special meeting of the House of Delegates will bind only the House of Delegates unless expressly stated by a two-thirds vote of those present and

voting that it is a resolution binding upon the Association. Regardless of the manner of presentation, proposed resolutions may be amended at the meeting in which they are voted upon by majority vote of those present and voting.

Section 3. The President shall appoint annually a Resolutions Committee consisting of five voting members of the Association. All Resolutions not submitted pursuant to Section 2 of this Article shall be referred by the President on presentation to the Resolutions Committee for consideration and report to the House of Delegates for action. All other resolutions shall be similarly referred to the Resolutions Committee if possible for consideration and report to the House of Delegates for action.

Article XIII Initiative and Referendum

Section 1. **Initiative.** Seventy-five (75) or more members of the Association, including at least twenty-five (25) voting Association members residing in each of the three (3) State Bar Districts, by written and signed petition filed with the Secretary-Treasurer at the office of the Association, at any time may initiate and propose any matter, with the exception of amendment of this Constitution, affecting the administration, organization or policy of the Association. In the event the vote on the initiated proposal shall be against the proposal, or regardless of the outcome if the proposal concerns a proposed amendment to the Constitution of the State of Arkansas or the Constitution of the United States, the same may not be thereafter proposed until after the expiration of 12 months immediately following the vote.

Section 2. **Referendum.** Seventy-five (75) or more voting members of the Association, including at least twenty-five (25) members residing in each of the three (3) State Bar Districts, by written and signed petition filed with the Secretary-Treasurer at the office of the Association at any time within thirty (30) days after the adoption, or a majority of the House of Delegates so voting at the meeting in which the matter is adopted, may refer any action of the House of

Delegates or of the Board of Governors to the members of the Association to approve or reject.

Section 3. **Notice and Vote.** Within thirty (30) days after an initiated or referred proposal shall have been timely filed with the Secretary-Treasurer at the office of the Association, he or she shall give detailed Notice thereof to the voting

membership by mail. Included in such Notice shall be a ballot for each member to cast for or against the initiated or referred matter, and such Notice shall fix a date between fifteen (15) and thirty (30) days from the date such Notice is posted, of the time that all such ballots shall be received by the Secretary-Treasurer in order to be eligible to be counted in the determination thereof. The Secretary-Treasurer or a designee shall keep the returned ballots unopened in a safe container under private lock until the day following the deadline for voting and thereafter together with a committee of three to ten members appointed by the President for this purpose, shall count and tally all votes cast. The committee shall promptly certify the count attested by the Secretary-Treasurer to the President who shall announce the results of such vote to the active members, either by Notice in the next issue of an official Association publication, or by letter. No initiated measure shall be effective unless approved by more than one-half of the votes cast thereon; and no referred measure shall be annulled unless more than one-half of the votes cast thereon vote to annul the same.

Article XIV Amendment of Constitution

This Constitution may be amended by the affirmative vote of a majority of the members of the Association voting on any duly proposed amendment. Notice of any proposed amendment may be filed by seventy-five (75) voting members of the Association. The petition signers must include at least twenty-five (25) voting Association members residing in each of the three State Bar Districts. The petitions shall be filed with the Secretary-Treasurer by March 31 for a spring election or October 31 for a fall election, and balloting shall be conducted by the Secretary-Treasurer in the manner as provided in Article IV in regard to a spring election and Article III in regard to a fall election.

Article XV Proposing, Supporting, or Opposing Amending U. S. or Arkansas Constitution

Before the Arkansas Bar Association may propose, sponsor, or co-sponsor any measure to amend the Arkansas Constitution which may be

considered by the Arkansas General Assembly, which may have been referred by the Arkansas General Assembly for a vote by the people of Arkansas, or which may be the subject of a petition drive to place it on the ballot for a vote by the people of Arkansas, that action must be approved by the House of Delegates by an affirmative vote of three-fourths of those present and voting. Provided, the Association membership must have been sent notice of the potential House action at least 30 days prior to the regular or special meeting. Said notice shall be provided either in one of the Association's regular publications which is received by all members or through a notice sent to all members.

Before the Arkansas Bar Association may support any measure proposed by others to amend the Arkansas Constitution or the United States Constitution, such action must be approved by the House of Delegates by an affirmative vote of three-fourths of those present and voting. Provided, the Association membership must have been sent notice of the potential House action at least 30 days prior to the regular or special meeting. Said notice shall be provided either in one of the Association's regular publications which is received by all members or through a notice sent to all members. If during a legislative session time does not permit consideration by the House of Delegates, a body established by the By-Laws to consider legislative actions may take a position on behalf of the Association by a three-fourths vote of that body. Any such affirmative vote on a position shall be promptly reported to the members of the House of Delegates. The House of Delegates may disaffirm such a vote by a majority vote of those present and voting.

The House of Delegates or the Board of Governors, on behalf of the Association, may oppose any measure proposed by others to amend the Arkansas Constitution or the United States Constitution by a three-fourths vote of those present and voting. During a legislative session when there is not time for the House of Delegates or the Board of Governors to consider opposing such a measure, then a body established by the By-Laws to consider legislative actions may oppose such a measure on behalf of the Association by a three-fourths vote of the membership of that body.

Article XVI

Miscellaneous Provisions

Section 1. **Calculating Days.** For calculating deadlines and number of days between events and whether to include or exclude weekends and holidays where

such calculation is required by this Constitution or by the By-Laws, the Arkansas Bar Association shall follow the provisions of the Arkansas Rules of Civil Procedure.

Section 2. Meaning of Residence or Residing. The term "residence" or "residing" as used in this Constitution for the purposes of voting, signing petitions, and holding office refers to the member's principal place of business, provided that, (a) if the member has no principal place of business or has a principal place of business outside Arkansas, residence or residing shall mean the member's place of abode in Arkansas, or (b) if the member has a place of abode in or has his or her principal place of business in Texarkana, Texas, and the member pays Arkansas in-state membership dues, then the member shall be regarded as having a place of residence in Texarkana, Arkansas.

Article XVII 1999-2000 Transition Provision

These amendments shall become effective February 1, 2000.

Elected members serving in the House of Delegates or the Executive Council on February 1, 2000, shall continue to serve as members of the House of Delegates or the Board of Governors, respectively. Their terms will expire at the time they would have expired without these Amendments. The size of the House of Delegates and the Board of Governors may thus be exceeded until normal expiration of terms brings the size of the House of Delegates to 81 elected Delegates and the size of the Board of Governors to 18 elected Governors. If a vacancy occurs in a position which does not extend under the amendments or transition provisions it shall not be filled by appointment or special election.

The House of Delegates is authorized to adopt any other transition provisions which may be appropriate and consistent with this Constitution as amended.

By-Laws of the Arkansas Bar Association (As amended through January 21, 2006)

**ARTICLE I
ADMISSION TO MEMBERSHIP**

Individuals who meet the membership qualifications and have paid the required dues shall become members of the Association subject to ratification by the Board of Governors.

**ARTICLE II
ASSOCIATION DUES**

Section 1. **VOTING MEMBERS.** Each member shall pay Association dues for each year from July 1 to June 30 following, payable on July 1 of each year in advance, in the amount of \$210, with the following exceptions:

a. New admittees receive free dues for the balance of the bar year in which they are admitted to the bar, without an application for Association membership, and their dues for the next bar year immediately thereafter are \$45; Provided however, if a new admittee is admitted by motion/reciprocity, the new admittee shall receive free dues for the balance of the bar year in which the new admittee is admitted to the bar, without an application for Association membership, but thereafter the new admittee must pay dues in the applicable amount to remain a member.

b. As provided below in section 4, senior members are exempt from the payment of dues;

c. As an alternative to the standard dues of \$210, members may elect to use the income scale below to determine the amount of their dues in a particular year, by checking the appropriate income range. "Income" for this purpose is law-related salary, wages or income after deducting office overhead and other ordinary and necessary business expenses but before taxes, FICA, insurance and pension contributions, for the current or immediately preceding year. Individual income range checkoffs are confidential except for designated Association staff.

0-\$25,000	\$55 dues
25,001-50,000	\$100
50,001-75,000	\$145
75,001-125,000	\$210
over 125,000	\$275

d. If a member is a non-resident of the State of Arkansas, and has no regular law practice in Arkansas, the dues are \$70.

SUSTAINING MEMBERSHIP. Members admitted to practice are encouraged to become sustaining members by paying an additional \$100 per year. The names of sustaining members shall be published and other appropriate recognition made of these members.

FACULTY GROUP MEMBERSHIP. Law Schools in the State of Arkansas which are accredited by the American Bar Association may purchase, or their faculty may purchase, a group membership in the Arkansas Bar Association. The fee shall be the same amount as is charged for faculty group memberships by the American Bar Association and the other procedures and benefits shall be as similar as practical to those of the American Bar Association. Faculty group members are considered dues paying members for the purpose of determining privileges and benefits. The only section membership which is automatically granted is membership in the Young Lawyers Section for those who are eligible because of age or recent admission to practice.

Section 2. **LAW STUDENT MEMBERS.** Students at law schools in the State of Arkansas which are accredited by the American Bar Association receive a free membership in the Association and

its Law Student Section, provided that they are not voting members of the Association. The benefits to which law student members are entitled, such as specific publications and CLE seminars, shall be determined from time to time by the Board of Governors.

Section 3. **PAYMENT, DELINQUENCIES AND REINSTATEMENT.** Any member, except new admittees under Section 1, admitted to the Association after July 1 of any year shall pay dues in advance on a pro rata basis for the remaining quarters of the year in which admitted. Otherwise, any

member failing to pay annual dues by July 1 shall be notified of such delinquency (if still continuing) no later than August 1. If any member fails to pay the annual dues by September 15, said member shall be dropped from membership in the Association. Provided, a member will be given until October 15 to pay annual dues if said member sends the Association President a letter setting forth a good cause for the delay. A member who has been dropped for non-payment of dues will be reinstated on the payment of current annual dues, but shall not be entitled to exercise the right to vote as a member unless annual dues are paid prior to any polling of the membership as provided by the Constitution of this Association.

Section 4. **SENIOR MEMBERSHIP.** Any member of the Association who shall have attained the age of 75 years and who shall have been a member of this Association in good standing for 10 continuous years immediately before attaining the age of 75, upon written application to the Secretary-Treasurer shall thereafter be exempt from the payment of Association dues.

ARTICLE III OFFICERS

Section 1. **DUTIES.** The officers of the Association shall perform the duties usually performed by such officers and such duties as shall be prescribed by the Constitution and By-Laws or by the Board of Governors.

Section 2. **VACANCY- PRESIDENT.** Should a vacancy occur in the office of President, the current President-Elect shall succeed to the office of President if four months or less remain in the President's term. The President-Elect shall succeed to the office of President if more than four months remain in the President's term and the President-Elect is willing to serve the balance of the unexpired term and a full term as President. In the event the President-Elect declines to fill the vacancy, the President-Elect, as acting President, shall promptly call a special meeting of the House of Delegates. The House of Delegates shall then promptly elect a member of the Association currently residing in the bar district affected by the vacancy, to serve the remainder of the President's term. If the President-Elect has declined to fill the vacancy, the President-Elect shall, nevertheless, serve as acting President until the House of Delegates elects a President.

Section 3. **VACANCY- PRESIDENT-ELECT.**

- a. **When President-Elect Office Will Remain Vacant.** If the President-Elect becomes President by succeeding to the vacant office of President, the office of President-Elect shall remain vacant until the time the President-Elect Designee becomes President-Elect at the next Annual Meeting.
- b. **President-Elect Designee Willing to Become President-Elect Immediately.** Should a vacancy occur in the office of President-Elect (other than by the incumbent's succession to fill the office of President for the unexpired term of a predecessor) if a President-Elect Designee has been elected and is willing to become President-elect immediately and serve as President beginning at the next Annual Meeting, the President-Elect Designee shall become President-Elect. In such event a new President-Elect Designee shall be elected from the District in which the President-Elect who created the vacancy resided. The Board of Governors shall call an election for a new President-Elect Designee and shall determine the schedule and other details for the nomination and election by the Association's members of such new President-Elect Designee. The normal rotation among Districts shall the return with the election of the next President-Elect Designee.

- c. **No President-Elect Designee or President-Elect Designee Not Willing to Become President-Elect Immediately.** Should a vacancy occur in the office of President-Elect (other than by the incumbent's succession to fill the office of President for the unexpired term of a predecessor) and if no President-Elect Designee has been elected, or if the President-Elect Designee declines to immediately become President-Elect and if less than four months remain in the President-Elect's term, the President shall promptly call a special meeting of the House of Delegates. The House of Delegates shall then promptly elect a member of the Association currently residing in the bar district affected by the vacancy, to serve the remainder of

the President-Elect's term and become President at the next Annual Meeting. If more than four months remain in the President-Elect's term, the Board of Governors shall promptly call an election for a new President-Elect from the same district affected by the vacancy and shall determine the schedule and other details for the nomination and election by the Association's members of such new President-Elect.

Section 4. **VACANCY- PRESIDENT-ELECT DESIGNEE.** Should a vacancy occur in the office of President-Elect Designee (other than by operation of Section 3.b. of the Article), the Board of Governors shall call an election for a new President-Elect Designee from the same district affected by the vacancy and shall determine the schedule and other details for the nomination and election by the Association's members of such new President-Elect Designee.

Section 5. **MISCELLANEOUS MATTERS.**

a. Should it be appropriate, the Board of Governors may appoint a member of the Association currently residing, or having a primary place of business, in the bar district affected by the vacancy to be the acting or interim holder of a vacant office; and

b. In determining the schedule and other details for nomination and election pursuant to this Article, the Board of Governors shall follow, as closely as reasonable, the relevant nomination and election provisions of the Association's Constitution.

Section 6. **NOTICE.** Prior to acting upon a vacancy pursuant to this Article, the Board of Governors shall give notice of the date, location and agenda of its meeting to the membership. Such notice shall be given promptly in the most expeditious manner possible but no less than 10 days prior to such Board of Governors meeting.

Section 7. **VACANCY - APPOINTIVE OFFICES.** Vacancies in any appointive office shall be filled by action of the respective appointing authority.

Section 8. **LAW STUDENT MEMBERS - TERM OF OFFICE.** The terms of members elected by the Law Student Section under Section 7 Article IV of the Constitution shall commence at the beginning of the Annual Meeting in June and they shall serve until the close of the Annual Meeting of the following June at the same time the terms of the regularly elected members of the House of Delegates commence and terminate.

The Deans of the Law Schools that have a Law Student Section which is eligible to have a Delegate will certify to the Secretary of the Association, no less than five days before the Annual Meeting, the name of the student to represent the Law School for the ensuing year.

ARTICLE IV BOARD OF GOVERNORS

The following persons shall serve as liaison, non-voting members of the Board of Governors: the President-Elect Designee; the Chair of the Legal Education Committee; the President of the Arkansas Bar Foundation; the Association's Delegate to the American Bar Association; the Executive Director of the Association; a member designated for service on the Board by the Arkansas Judicial Council; a member designated for service on the Board by the Arkansas District Judges Council; and the Association Lobbyist.

ARTICLE V EXECUTIVE DIRECTOR

The Board of Governors may select and may prescribe the duties of an Executive Director and such other personnel as it may deem necessary, who shall hold office at the pleasure of the Board of Governors.

ARTICLE VI ANNUAL BUDGET

The Board of Governors shall approve the annual budget of the Association.

ARTICLE VII SECTIONS

Section 1. **SECTIONS DEFINED.** Sections are groups of Association members, chartered by the Board of Governors. Sections are dedicated to the improvement of the quality and understanding of one or more areas of substantive law, one or more areas of law practice, or both. As such all sections are involved in one or more of the following: continuing legal education; publications; professional networking of members with similar interests and substantive law reform. Section membership is open to any Association member in good standing. Sections are self-governing within the framework of this Article.

Section 2. **EXISTING SECTIONS.** As of June 17, 2000, the Association has the following existing sections which shall continue to exist until merged or terminated by the Board of Governors: Alternative Dispute Resolution Section; Criminal Law Section; Environmental Law Section; Family Law Section; Financial Institutions Law Section; Government Practice Section; Health Law Section; Labor and Employment Law Section; Law Student Section; Natural Resources Law Section; Probate & Trust Section; Real Estate Law Section; Solo & Small Firm Section; Section of Taxation; Workers' Compensation Law Section; Young Lawyers' Section.

Section 3. **NEW SECTIONS.** New sections may be established and existing sections combined or discontinued or their names changed by the Board of Governors after the proponents of the section have filed with the President a statement setting forth:

- (a) The jurisdiction of the section which shall be within the constitutional purposes of the Association and not in conflict with the jurisdiction of any section, committee or task force whose continuance is contemplated after the section is established
- (b) The proposed by-laws of the section, which shall continuously be subject to review and amendment by the Board of Governors; and
- (c) A statement of the need for the proposed section, or combination of sections.

Section 4. **MEETINGS, OFFICERS AND SUCCESSION.**

- A. Each section shall have an annual meeting which shall take place during the annual meeting of the Association unless a different date is specified in its bylaws. Sections may also hold such other meetings as may be appropriate.
- B. Unless its by-laws provide otherwise: (i) each section shall have a chairperson, a vice-chairperson, a secretary and an executive council consisting of six other section members; (ii) section executive council members shall serve staggered terms of three years each with the terms of two executive council members expiring at the end of the annual meeting of the section each year; (iii) the section chairperson, vice-chairperson and secretary shall each serve as such for a one-year term commencing at the end of the annual meeting of the section. Upon petition, the Board of Governors may allow a section officer to serve consecutive terms in the same office.
- C. Unless its by-laws provide otherwise, each section shall elect its secretary, and two executive council members before the conclusion of each annual section meeting. The secretary shall then automatically succeed to the office of vice-

chairperson in the next year and the vice-chairperson shall likewise automatically succeed to the office of chairperson. Vacancies occurring through death, resignation or otherwise shall be filled by majority vote of the section's executive council.

- D. If a section shall fail to elect any officer before the conclusion of its annual meeting, the President of the Association shall appoint that officer or officers subject to ratification by the Board of Governors of the Association.

Section 5. SECTION POLICY.

- A. All sections shall operate in accordance with Constitution and By-laws of the Association.
- B. Each section shall work with the Association's staff to identify and produce appropriate Association CLE programs and shall encourage section members who have the necessary knowledge and expertise to take an active role in providing Association CLE Programs. Each section shall present or co-present a CLE or other educational project at least once every two years unless waived by the Board of Governors.
- C. Each section is encouraged to assist with the identification and production of Association publications, including practice handbooks for members and pamphlets and guides on legal topics for the general public.
- D. Prior to the Annual meeting of the Association, each section shall submit a brief report of the activities of the section during the previous twelve months. This report shall be sent to the Association office which will forward a copy to each section member.
- E. Sections are encouraged to submit legislative proposals for consideration as part of the Association's Legislative Package.
- F. No section may purport to present an official position of the Association without prior approval of the House of Delegates, Board of Governors, or Legislation Committee.
- G. All sections shall have a written policy for the handling of section funds.
 - (1) The officers of each section shall be responsible for preparing an annual budget which shall include annual dues and a payment to the Association for administrative overhead to be determined by the Board of Governors, unless waived by the Board of Governors.
 - (2) Each section's budget shall be based on projected dues income for the upcoming fiscal year. It shall be submitted to the President of the Association at least 20 days prior to the meeting of the Board of Governors at which it considers the section's budget for the next year.
 - (3) All section budgets shall be presented to the Board of Governors.
 - (4) The Board of Governors shall have the right to approve, disapprove or modify all section budgets.
 - (5) Expenditures for any given year shall not exceed the amount of income for that period, except as provided below.
 - (6) If for any reason a section proposes to spend more during a fiscal year than its reasonably expected dues income, a written explanation of the reason for the expenditures shall be attached to its budget. If during the course of the fiscal year, a matter arises which would require expenditures not included within the budget of the section, a written request explaining

the need for such expenditures shall be presented to the president explaining such need. The president may approve a total of \$500 of such expenditures by each section during a fiscal year. Any requests totaling more than \$500 will be referred to the Board of Governors.

ARTICLE VIII COMMITTEES AND TASK FORCES

Section 1. COMMITTEES.

- A. The Board of Governors, at the request of the Association's President, President-Elect, or upon its own motion, is empowered to create other Committees of the Association to assist in the association's governance, its programs, or otherwise.
- B. The Board of Governors shall specify the terms of committee members, any qualifications for committee membership, including, when appropriate, a requirement that committee members be members of the Board of Governors.
- C. Unless the Board of Governors provides otherwise, vacancies on committees shall be filled by the President. The President-elect shall appoint a chairperson of each committee who will serve as such during the succeeding Association year.
- D. When contemplating appointments to committees and task forces, consideration should be given to the Association's goal of seeking participation which is broadly representative of its membership, geographic and otherwise.
- E. The Legislation Committee shall consist of the following nine voting members:
 - (1) The President and the President-Elect of the Association,
 - (2) The chair of the Jurisprudence and Law Reform Committee, and
 - (3) The chair of the Legislation Committee,
all of whom shall serve for the term of the office held;
 - (4) Two individuals appointed jointly by the President-Elect and President-Elect designee for four year, staggered terms commencing at the close of Annual Meetings in even numbered years, provided that of the two initial appointments in the spring of 2000, one shall be for two years; and
 - (5) One representative from each of the state Bar Districts who shall be elected by majority vote of all members of the House of Delegates from that District and who shall serve as District Vice-Chair of the legislative action network for the District from which that member is elected. Such elected representatives from state Bar Districts may, but need not be members of the House of Delegates, and in even numbered years such representatives shall be elected at the Annual Meeting of the Association for a term of two years.
 - (6) The chair of the Legislation Committee shall be appointed by the President-Elect, prior to assuming the office of President at the close of each annual meeting, and shall serve from the adjournment of that meeting until the adjournment of the next annual meeting following appointment. The Committee may meet in person or by conference telephone call. The vote of a majority of the full Committee shall be necessary in order for the Committee to act upon any proposition. The Chair shall be eligible to vote. The Committee may otherwise make such rules and regulations as it deems appropriate for its own governance.

- F. The Legislation Committee's responsibilities are to:
- (1) support the Association's Lobbyist in promoting the enactment of bills included in the Legislative Package approved under Article X of these By-Laws;
 - (2) support the position of the Association on legislation pending before the Arkansas General Assembly; and
 - (3) consider and decide the position of the Association on legislation which the House of Delegates has not taken official position on and is under consideration or expected to be considered by the Congress of the United States or by the Arkansas Legislature or its interim committees, or on proposed initiated acts. In fulfilling these responsibilities, the Legislation Committee shall:
 - a. establish and maintain a statewide legislative action network of lawyers who will serve as legislative contacts to advocate the Association's position to legislators, and recruit lawyers to be legislative witnesses in support of the Association's position on legislative proposals; attend committee meetings and legislative sessions when the Lobbyist cannot be present, and perform such other tasks as are reasonably calculated to achieve the Association's Legislative goals.
 - b. not support any legislation which the House of Delegates has rejected within the immediate past 24 months nor oppose any legislation which the House of Delegates has approved within the past 24 months. It shall have authority to make changes in proposed legislation of the Association which do not materially change the intent or the purpose of such legislation and may take a position for the Association on other legislation and proposed legislation under consideration or expected to be considered by the Congress of the United States or by the Arkansas Legislature or its interim committees. During special sessions, the Committee may sponsor technical corrections to existing law and poll the House of Delegates on substantive matters which have not previously been voted on by the House.
 - c. not take a position on any legislation unless it would have a direct effect on the practice of law or a significant impact on the administration of justice.
 - (4) The President of the Arkansas Bar Association, at his or her discretion or upon the request of the Chair of the Legislation Committee, may appoint one or more subject matter experts to assist the Legislation Committee.
 - (5) Notwithstanding the voting requirements in Article VIII, Section 1, E, (6), the Chair of the Legislation Committee may exercise the authority of the Legislation Committee granted in Article VIII, Section 1, F, (3), when

the need for prompt action does not allow the convening of the Legislation Committee or polling it by telephone, e-mail, FAX, or other means of communication.

- G. The Jurisprudence and Law Reform Committee shall consist of seventeen to eighteen members. The President-Elect, prior to assuming the office of President at the close of each annual meeting, shall appoint one voting member from each State Bar District, who shall serve from the adjournment of that meeting until the adjournment of the third annual meeting following appointment. The President-Elect shall also appoint two additional members for three year terms, regardless of the State Bar District in which said members reside, and appoint a chair of the committee who may or may not be one of the other members of the committee. The Chair of the Legislation Committee and the Association's Lobbyist shall be non-voting, ex-officio members of the committee.
- H. The Jurisprudence and Law Reform Committee's responsibilities are to consider and report concerning all matters of jurisprudence and procedure including reforms of the substantive law and improvement in practice and in administration of the Courts, and such other related matters as may be referred to it by the House of Delegates.
- I. Committees, including those in existence as of the adoption of this bylaw, shall continue to exist, from year to year, until terminated by the Board of Governors, except that any change in the Jurisprudence and Law Reform Committee and the Legislation Committee shall require amendment of these By-Laws.

Section 2. TASK FORCES.

- A. The Board of Governors, at the request of the Association's President, President-Elect or upon its own motion, is also empowered to create one or more task forces to accomplish specific tasks.
- B. Unless the Board of Governors provides otherwise, members of task forces and their chairpersons shall likewise be appointed by the President or President-Elect upon the terms and under the conditions set forth by the Board of Governors.
- C. A task force shall cease to exist when the Board of Governors determines that the task for which it was formed has been completed or should be abandoned, or otherwise that the task force is no longer needed.

Section 3. REVIEW. No action or recommended action of any committee or task force shall be considered the official act of the Association until such action or recommendation shall first have been presented to and approved by the Board of Governors. The Board of Governors may refer such matters to the House of Delegates for final action. The reports of all committees and task forces shall be made at least annually to the Board of Governors.

Section 4. COMMITTEE OF PAST PRESIDENTS. There shall also be a committee of past presidents consisting of those who have served as President of the Association. This Committee shall serve as an advisory committee, and shall make such investigation, studies, recommendations and reports and render such advisory opinions as may be requested of the Committee by the Board of Governors or by the President.

**ARTICLE IX
FISCAL YEAR AND ANNUAL AUDIT**

The fiscal year of the Association shall be January 1 to December 31, effective January 1, 1999. The books of the Association shall be audited annually by an independent certified public accountant hired by the Finance Committee. The Secretary-Treasurer shall present the annual audit to the

Finance Committee for its review and report the actions required of the Association as a result of the audit to both the Board of Governors and House of Delegates at their next meetings.

ARTICLE X PREPARATION OF THE LEGISLATIVE PACKAGE

Section 1. The Legislative package of Bills to be presented by the Association to the Legislature shall not consist of more than 10 separate bills.

Section 2. Before a bill is allowed to become a part of the package it must receive an affirmative vote of two-thirds of the members of the House of Delegates present and voting on the proposed legislation, either at a regular session of the House or a Special Session called for that purpose.

Section 3. If the exigency of the circumstances require it, an affirmative vote of three-fourths of the members of the House of Delegates present and voting may add not more than three additional bills to the 10 bill package.

Section 4. Legislation proposed by committees, sections or members of this Association that do not receive a two-thirds vote allowing it to be a part of the Legislative package to be sponsored by the Association but that does receive approving vote of 51% of those present and voting, may be reported by the Lobbyist as approved by the Association and the Legislation Committee cannot reverse that approval.

ARTICLE XI VOTE ON RESOLUTIONS

Any Resolution that has been filed thirty days before an annual or semi-annual meeting and referred to the Resolution Committee in accordance with Article XII of the Constitution shall not be subject to a Motion to Table until:

- A. The report of the Resolutions Committee has been received, and
- B. The author of the Resolution has been given an opportunity to speak to the House, (Resolutions submitted by Sections, committees, etc. of the Association will designate the official spokesperson) and
- C. A second to the Report of the Resolutions Committee has been received.

Rules of Procedure of the House of Delegates

As of October 1999

Rule I. Meetings of the House.

1. The Executive Council or the President of the Arkansas Bar Association shall determine the times and places of any meeting of the House. Any special meeting of the House must be held within 60 days of the call, and notice of such meeting shall include the purposes of the call. The Arkansas Bar Association is referred to as "the Association" for purposes of these Rules.

2. Notice of any meeting of the House shall be announced to the membership of the Association by mail by the Secretary-Treasurer (Secretary) at least 15 days prior to the first day of such meeting. The Secretary shall include with the notice of any meeting a calendar of the business of the meeting, if the same has been furnished to him. If such calendar is not available when the notice of the meeting is sent, the Secretary shall send the same to the members of the House as soon as it is made available.

3. Meetings of the House shall be open to attendance by members of the Association. Representatives of the news media may attend sessions of the House.

4. At all meetings of the House, members of the House may be seated by State Bar Districts and by Delegate Districts within each such Bar District. Members of the Association who are not members of the House shall be seated separately from the House members, but shall have the privileges of the floor by consent of the House, given by majority vote.

Rule II. Presiding Officer.

1. The President of the Association shall preside at meetings of the House. In his absence, the President-Elect of the Association shall preside.

2. The presiding officer shall preserve order and shall have the power to designate members of the House to aid him in so doing. He shall require observance of the Rules of the House and shall decide questions of order and procedure, subject to majority vote of the members present. On an appeal by a member from a ruling by the presiding officer, no member shall speak more than once except by unanimous consent.

3. The President shall sign every resolution and attest every report adopted by the House and the report of proceedings in the House Record, after approving its accuracy.

4. Proceedings of the House shall be governed by the Constitution and By-Laws of the Association and by the rules of this House and, where not in conflict therewith, Robert's Rules of Order.

Rule III. Certification of Delegates.

The Secretary shall certify at each annual meeting the election of members to the House of Delegates and shall maintain a roster of the membership of the House. This roster shall be open to examination by any member of the Association.

Rule IV. House Record.

1. The proceedings of the House shall be stated in its Record kept by the Secretary. After the adjournment of a meeting, the tape recorded and recorded minutes taken by the Secretary shall be kept on file in the office of the Association.

2. Each member shall report the substance of the proceedings of each House session to the respective Delegate District. If any Delegate District is represented by more than one Delegate, the majority of such Delegates may designate one of their number to make that report.

Rule V. The Order of Business.

1. The order of business of the House each day shall include the following:

- (a) The presiding officer and the Secretary of the House shall verify the presence of a quorum based on a review of the attendance roster submitted to each House member at the initiation of the House session;
- (b) Unfinished business from the preceding day session;
- (c) The special orders of business for the day;
- (d) New business.

Any subject may, by a vote of two-thirds of the members present, be made a special order.

- 2. The agenda for each meeting of the House shall include any matters which any Section or Standing or Special Committee of the Association wishes to bring before the House.
- 3. Questions relating to the priority of business shall be decided by the presiding officer, subject to appeal to the House. Any such appeals shall be decided by majority vote of the members present.

Rule VI. Quorum.

- 1. A quorum of the House shall consist of a majority of the voting membership of the House. The presiding officer shall determine that a quorum is present.
- 2. If at any time during a session of the House, any member shall question the presence of a quorum, the presiding officer shall resolve said question by a call of the roll or otherwise. If it shall thus be determined that a quorum is not present, the presiding officer may direct the Secretary to request the attendance of absent members. During the time when it has been determined that a quorum is not present, no debate or motion, except to recess or to adjourn, shall be in order.

Rule VII. Debate and Reports.

- 1. When a member of the House desires to speak, he shall rise and address the presiding officer. The member who made the motion under discussion shall have the right to close the debate upon it.
- 2. No person shall speak more than ten minutes at one time without unanimous consent of the House, unless he be then engaged in making the report of a Section of the Association or of a Committee of the Association or of the House. A Chair of a Section or Standing or Special Committee of the Association may have the privileges of the floor, without vote, and may speak, or make a motion, only concerning any report of his or her Section or Committee or any matter within the jurisdiction of his or her Section or Committee. When a minority report has been filed in connection with a Committee or Section report, one representative of the minority, selected by the minority for that purpose, shall have the privileges of the Floor, without vote, to speak once, not to exceed ten minutes, upon the question.
- 3. At the request of the presiding officer or of any member, any resolution or motion shall be reduced to writing. Such a resolution or motion shall be read before it may be debated. The House or presiding officer may require that copies of any resolution shall be made available to members of the House, before a vote is taken thereon.
- 4. Wherever practicable, copies of each report by a Committee of the Association or of the House shall be made available to each member of the House, before or at the time of the presentation of such report. Unless otherwise ordered by the vote of the House or directed by the presiding officer, reports of Sections and Committees of the Association that are distributed in advance, or of which copies are available at the meeting, shall not be read orally in presentation. When the reading is called for and objected to, the reading shall be determined by a vote of the House, without debate.
- 5. The Executive Council may approve expenditures not included within the approved annual budget subject to the following limitation: Any proposal which requires the expenditure of money not authorized by the approved annual budget must be reviewed by the Finance Committee and a recommendation from the Finance Committee concerning the proposal mailed, faxed or e-mailed to the Executive Council at least ten days before the Council acts on

the proposal, provided that the Council may waive this requirement by a 3/4th vote of the Council members present and voting at the meeting.

Rule VIII. Voting.

1. Except where a roll call is ordered, voting shall be by voice, unless the presiding officer is in doubt of the result or a division is requested.

2. When a question has been decided by the House, any member with the prevailing side, may, on the same day, move for a reconsideration. If the House shall refuse to reconsider or upon reconsideration shall affirm its first decision, no further motion to reconsider shall be in order unless by unanimous consent.

Rule IX. Committee of the House.

1. The House may from time to time create and have such Committees of the House as it may deem desirable for the furtherance of its business.

2. For the purpose of furthering the consideration of a subject at any meeting of the House, the President may, in his discretion and in advance of such meeting, appoint a special Committee of not more than five members, to consider such subject and report to the House concerning it. Unless otherwise voted by the House, any Committee so appointed shall not continue beyond the adjournment of that meeting of the House.

3. Unless otherwise directed by the House as to a particular committee, the President shall appoint the Committees of the House and shall fill vacancies arising in any Committee of the House.

4. Except where otherwise provided by the House, each Committee of the House shall serve until adjournment of the next meeting of the House after appointment, and thereafter until their successors have been appointed.

Rule X. Amendment and Suspension of the Rules.

1. No motion to amend any Rule or any part thereof shall be in order, unless notice of such motion shall have been filed with the Secretary in writing, specifying the Rule or part thereof proposed to be amended and the purpose of the amendment, and unless 15 days notice of such motion shall have been given by the Secretary to each member of the House. A vote of two-thirds of those members present at any session and not less than a majority of those who have signed the attendance roster and are actually present at the House meeting for which notice of the amendment was given, shall be required to amend the Rules.

2. By a two-thirds vote of the members voting at a session of the House, Rule V, or any part thereof, may be suspended during such session of the House, without advance notice.

