



Constitution & By-Laws of the Arkansas Bar Association

**With the Rules of Procedure
of the House of Delegates**

**Constitution as approved by Vote
of the full Membership on May 21, 2012**

**By-Laws as approved by the
House of Delegates on February 17, 2017**

**Procedures of the House of Delegates
as approved by the
House of Delegates on January 28, 2012**

Constitution of the Arkansas Bar Association	5
Article I. Name and Purposes.....	5
Article II. Membership.....	5
Section 1. Regular Membership	5
Section 2. Associate Members	5
Section 3. Law Student Membership	6
Section 4. Termination of Membership	6
Article III. Officers	6
Section 1. Title and Term of Office	6
Section 2. Election of President-Elect	6
Section 3. State Bar Districts	7
Section 4. Eligibility of President-Elect	7
Section 5. Succession to Presidency	8
Section 6. Vacancies	8
Section 7. Secretary and Treasurer	8
Article IV. House of Delegates.....	8
Section 1. Governance of the Association	8
Section 2. Membership	8
Section 3. Election of Delegates	9
Section 4. Delegate Districts	10
Section 5. Terms of Office	10
Section 6. Vacancies	10
Section 7. Limitation of Terms	11
Section 8. Law Student Section Delegates	11
Section 9. Quorum	11
Section 10. Non-Voting Members	11
Section 11. Rules	11
Article V. Board of Governors.....	11
Section 1. Membership	12
Section 2. Election of Members	12
Section 3. Board of Governors Districts	12
Section 4. Qualifications	13
Section 5. Limitation of Terms	13
Section 6. Vacancies	13
Section 7. Chair	13
Section 8. Rules	14
Section 9. Quorum	14
Section 10. Minutes and Agenda	14
Section 11. Executive Committee	14
Article VI. American Bar Association Delegates	14
Article VII. Meetings.....	15
Section 1. Annual Meeting of the Association	15
Section 2. House of Delegates Regular Meetings	15
Section 3. House of Delegates Special Meetings	15

Section 4. Board of Governors Meetings	15
Section 5. Notice of Meetings	15
Section 6. Open Meetings	15
Article VIII. Notice of Elections	16
Article IX . Adoption and Amendment of By-Laws	16
Article X. Sections and Committees	16
Section 1. Establishment and Purposes	16
Section 2. Section By-Laws	16
Article XI. Professional and Judicial Ethics.....	17
Article XII. Initiative and Referendum	17
Section 1. Initiative	17
Section 2. Referendum	17
Section 3. Notice and Vote	17
Article XIII. Amendment of Constitution	18
Article XIV. Proposing, Supporting, or Opposing Amending U. S. or Arkansas Constitution	18
Article XV. Miscellaneous Provisions.....	19
Section 1. Calculating Days	19
Section 2. Meaning of Residence or Residing	19
By-Laws of the Arkansas Bar Association (As amended through January 26, 2013)	21
Article I. Admission to Membership	21
Article II. Association Dues	21
Section 1. Voting Members	21
Section 2. Authority to Set Membership Dues	21
Section 3. Payment, Delinquencies and Reinstatement	22
Article III. Officers	22
Section I. Duties	22
Section 2. Vacancy - President	22
Section 3. Vacancy – President-Elect	23
Section 4. Vacancy – President-Elect Designee	24
Section 5. Miscellaneous Matters	24
Section 6. Notice	24
Section 7. Vacancy – Appointive Offices	24
Section 8. Law Student Members – Terms of Office	24
Article IV. Board of Governors.....	25
Article V. Executive Director	25
Article VI. Annual Budget.....	25
Article VII. Sections	25
Section 1. Sections Defined	25
Section 2. New Sections	26
Section 3. Meetings, Officers and Succession	26
Section 4. Section Policy	27
Article VIII. Committees and Task Forces	28
Section 1. Committees	28
Section 2. Task Forces	32

Section 3. Review	33
Section 4. Committee of Past Presidents	33
Article IX . Fiscal Year and Annual Audit	33
Article X. Preparation of the Legislative Package	33
Section 1. Composition of Package	33
Section 2. Adoption of Bills	33
Section 3. Additional Bills	34
Section 4. Position on Other Bills	34
Article XII. Indemnification.....	34
Section 1. Permissible Indemnification	34
Section 2. Procedure for Authorizing Indemnification.	35
Section 3. Advancement of Expenses.	35
Section 4. Insurance.	35
Section 5. Survival; Other Rights	35
Section 6. Definitions.	35
Procedures of the House of Delegates	36
Rule I. Meetings of the House	36
Rule II. Presiding Officer.....	36
Rule III. Certification of Delegates	37
Rule IV. House Record.....	37
Rule V. The Order of Business.....	37
Rule VI. Quorum.....	37
Rule VII. Debate and Reports.....	38
Rule VIII. Voting.....	38
Rule IX. Committee of the House	38
Rule X. Amendment and Suspension of the Rules	39

Constitution of the Arkansas Bar Association As Amended through May 21, 2012

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 pay dues as provided by the By-Laws of the Association are regular members and shall be voting members of the Association. The membership of persons who make an initial dues payment, or who are reinstated after a lapse in membership, is subject to ratification by the Board of Governors or House of Delegates.

Section 2. Associate Members

Any person admitted to practice before any court of final jurisdiction in any state of the United States, or the District of Columbia, or a Territory 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, 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, a 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 State Bar Districts as defined in this Constitution and determined by the House of Delegates. Nominating petitions shall be filed with the Secretary 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 shall distribute 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 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 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.

If the House of Delegates should determine that electronic or Internet voting is feasible and secure, it may replace or partially replace voting by mail by adopting appropriate By-Laws (policies and procedures). Such By-Laws must protect the rights of members who choose to vote by mail to cast ballots. The electronic or internet procedures should follow those set out in the Section as closely as practical.

Section 3. State Bar Districts

For the purpose of nominating and electing a President-Elect, the state shall be divided into State Bar districts. As part of the reorganization provided for in Article IV, Section 4, the House of Delegates may name or rename the State Bar Districts and may change the number of State Bar Districts. Nominations shall be made from the State Bar Districts in rotation as determined by the House of Delegates.

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.

If the county in which the President-Elect Designee, the President-Elect, or the President resides is moved from one State Bar District to another as a result of a reorganization of State Bar Districts as provided for in Article IV, Section 4, after that person has been elected, that person shall be considered as residing in his or her original State Bar District until that person becomes Immediate Past President.

Both the President-Elect and President must remain a 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 and Treasurer

A Secretary and a Treasurer shall each 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 determined by

the House of Delegates pursuant to its reorganization authority 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 at the office of the Association no later than March 31. Not more than fifteen (15) days after March 31, the Secretary shall distribute 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 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 who shall be assisted by such persons as the Secretary designates. The results of balloting from each Delegate District shall be certified by the Secretary 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 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 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.

If the House of Delegates should determine that electronic or Internet voting is feasible and secure, it may replace or partially replace voting by mail by adopting appropriate By-Laws (policies and procedures). Such By-Laws must protect the rights of members who choose to vote by mail to cast ballots. The electronic or internet procedures should follow those set out in the Section as closely as practical.

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 determined by the House of 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, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail, 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.

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, a member of the District Judges Council Designated by the Council, and any former elected Association officer and 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 the office of President, 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. The President, Immediate Past President, President-Elect, Secretary, Treasurer, and Chair of the Young Lawyers 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 spring election. If the House of Delegates should determine that electronic or internet voting is feasible and secure, it may replace or partially replace voting by mail by adopting appropriate By-Laws. Such By-Laws must protect the rights of members who choose to vote by mail to cast ballots. The electronic or internet procedures should follow those set out in this section as closely as practical.

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.

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 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, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail, 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 Governors 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 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 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, the President-Elect, the Secretary, the Treasurer, the Chair of the Young Lawyers Section, and the Chair of the Board of Governors. 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. The Board of Governors or the House of Delegates may delegate approval of additional specified actions to the Executive Committee.

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 State Bar Districts. Nominating petitions shall be filed with the Secretary 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 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 through a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail to the membership of the Association by the Secretary 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 at least thirty (30) days prior to the closing of any nomination upon petition, shall notify in writing through a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail 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 through a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail 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.

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. 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 State Bar Districts, by written and signed petition filed with the Secretary 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 State Bar Districts, by written and signed petition filed with the Secretary 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 at the office of the Association, he or she shall give detailed Notice thereof to the voting membership through a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-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 in order to be eligible to be counted in the determination thereof. The Secretary 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 to the President who shall announce the results of such vote to the active members, either by Notice in the next issue of a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail. 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.

If the House of Delegates should determine that electronic or Internet voting is feasible and secure, it may replace or partially replace voting by mail by adopting appropriate By-Laws. Such By-Laws must protect the rights of members who choose to vote by mail to cast ballots. The electronic or internet procedures should follow those set out in the Section as closely as practical.

Article XIII. 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. The House of Delegates, by an affirmative two-thirds vote of those present and voting, or members of the Association by petition signed by seventy-five (75) voting members of the Association which signers must include an equal number of voting members of the Association residing in each of the State Bar Districts, may also give notice of any proposed Amendment to this Constitution. Any proposed amendment shall be filed with the Secretary of the Association by March 31 for a spring election or October 31 for a fall election, and balloting shall be conducted by the Secretary in the manner as provided in Article IV in regard to a spring election and Article III in regard to a fall election.

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

Before the Arkansas Bar Association may propose, sponsor, or cosponsor 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 by U.S. mail, fax or e-mail.

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 by U.S. mail, fax or e-mail. 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 XV. 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 instate membership dues, then the member shall be regarded as having a place of residence in Texarkana, Arkansas.

By-Laws of the Arkansas Bar Association

As amended through June 17, 2016

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 Dues¹

Section 1. Voting Members

Each member shall pay Association dues as established by the House of Delegates or the Board of Governors as provided in Section 4 of this Article for each year from July 1 to June 30 following, payable in advance on July 1 of each year. Membership designations and dues and fees shall remain as set forth by action of the House of Delegates on the 17th day of February, 2017 until amended pursuant to the action of the House of Delegates as authorized herein.

Section 2. Authority to Set Membership Dues

From and after June 1st, 2012, membership designations and all dues and fees to be charged by the Association shall be established by the affirmative vote of a majority of the full number of the elected and ex-officio members of the House of Delegate or by the affirmative vote of two-thirds of Delegates voting or as established by the Board of Governors as provided I n Section 4 of this Article. The Board of Governors shall conduct a review of the dues charged by the Association and membership designation at least each five (5) years commencing with the Bar year beginning July 1, 2021 and submit its recommendations to the House of Delegates. Once the Board of Governors has approved any changes to the dues to be charged its members or member designations, the Association shall provide Notice to the entire membership of the proposals at least 30 days in advance of consideration by the House of Delegates. Once the notice has been given, the House of Delegates shall take action on the proposals submitted at its next regularly scheduled meeting.

¹ Article II Association Dues was updated by the House of Delegates at their February 17, 2017 meeting by approval of the report of the Task Force on Dues which included changes to every section of this article.

Section 3. Payment, Delinquencies and Reinstatement

Any member admitted to the Association after July 1 and before May 1 of any year shall pay the full annual dues. If any member fails to pay the annual dues by August 15th said member shall be dropped from membership in the Association. A member who has been dropped for nonpayment 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. Any party seeking membership must pay the full year's dues between July 1 and May 1 of the current Bar year. If reinstatement for failure to timely pay dues is sought after May 1 of the current Bar year, the member must pay the full dues to be owed for the following Bar year plus any fee or due set by the House of Delegates for the period after May 1 thru June 30 of the year in which reinstatement is sought.

Section 4. Board of Governors Authority to Set Membership Dues

Commencing with the Bar year beginning July 1, 2018, the Board of Governors shall have the authority by vote of a majority of the Governors voting to raise the regular Association dues by no more than \$5.00 per Bar year. The Board of Governors shall have the authority by vote of a majority of the Governors voting to raise the income-based dues, as such categories are established by the House of Delegates, by no more than \$5.00 for every cumulative \$10.00 of regular Association dues increases approved by the Board of Governors.

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 – Terms 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. 2The Executive Director shall be the principal executive officer of the Association, and subject to the control of the Board of Governors, shall in general supervise and control all of the business and affairs of the Association. The Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Governors has authorized to be executed or as provided in the budget, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by these By-laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed, and the Executive Director shall in general perform all duties as may be prescribed by the Board of Governors from time to time.

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

2 Amendment to Article V adopted by the House of Delegates February 20, 2015

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. 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 3. 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 4. 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; to establish the administrative fee to be charged the Section by the Association for providing staffing and programming services to the Sections; and to establish guidelines concerning the accumulation and use of fund Reserves by Sections.
 - 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. Committee meetings may be done telephonically or through electronic media. Votes on committee matters may be done electronically through email, survey or any other procedure that is deemed appropriate by the Committee chair.³
- F. The Legislation Committee shall consist of the following eleven voting members⁴:
 - 1. The President, the President-Elect, and the President-Elect Designee 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. Three individuals appointed jointly by the President-Elect and President-Elect Designee for three year, staggered terms commencing at the close of Annual Meetings provided that of the two initial appointments in the spring of 2014, one shall be appointed by the President-Elect Designee

3 Addition of section E allowing committees to meet and vote electronically. Approved by the House of Delegates January 24, 2014.

4 Composition of Legislation Committee increased from 9 to 11. Approved by House of Delegates June 13, 2014.

for one year and the remaining shall be appointed by the President-Elect for three 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, electronically or by telephone conference call. The vote, in person, electronically or telephonically, 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.
 7. In the event of a vacancy the President shall make an appointment to serve for the remainder of the term. If the vacancy is one of the three seats elected by the delegate districts the President's appointment will serve until the next House of Delegates meeting when the vacancy will be filled by the applicable bar district to serve the remainder of the term.
 8. A non-participating member may be removed by a 2/3 vote of the entire committee. ⁵Where any member of the legislation committee discloses a potential conflict of interest under the Association's conflict policy, the legislation committee may, by majority vote, ask the committee member not to participate in any vote or discussion regarding that matter. Upon a majority vote, the committee member will be excluded for further participation on the issue.
- G. 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 rules and regulations proposed and under consideration by the regulatory agencies of the State of Arkansas and legislation which the House of Delegates has not taken official position on and is under consideration or expected to be considered by Agencies of the State of Arkansas or by

⁵ Recusal language approved by the House of Delegates June 2016.

the Arkansas Legislature or its interim committees, or on proposed initiated acts. In fulfilling these responsibilities, the Legislation Committee shall:

- i. 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 State agency rules and regulations and 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.
 - ii. not support any legislation or Agency rules or regulations which the House of Delegates has rejected within the immediate past 12 months nor oppose any legislation or Agency rules or regulations which the House of Delegates has approved within the past 12 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 Agency rules or regulations and legislation and proposed legislation under consideration or expected to be considered by the Arkansas Legislature or its interim committees or rules or regulations under consideration by State agencies. 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.
 - iii. not take a position on any legislation or any Agency rules or regulations 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, F, (6), the Chair of the Legislation Committee may exercise the authority of the Legislation Committee granted in Article VIII, Section 1, G, (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.
- H. 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.

- I. 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.
- J. 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.
- K. House Advisory Committee to President: The President, with the consent of the House Advisory Committee to the President, shall have full power and authority to consider and decide the position of the Association on legislation or federal regulatory matters on which the House of Delegates has not taken official position and is under consideration or expected to be considered by the Congress of the United States. Further, the President, with the consent of the House Advisory Committee to the President, shall have full power and authority to state the policy position of the Association when it is impractical to convene a meeting of the House of Delegates in time to consider and decide the position of the Association in a time sensitive matter having a direct effect on the practice of law or a significant impact on the administration of justice.
 - 1. Neither the President nor the House Advisory Committee to the President shall support any legislation or federal regulatory matter which the House of Delegates has rejected within the immediate past 12 months nor oppose any legislation which the House of Delegates has approved within the past 12 months.
 - 2. Neither the President nor the House Advisory Committee to the President shall take a position on any legislation or federal regulatory matter unless it would have a direct effect on the practice of law or a significant impact on the administration of justice.
 - 3. The President and the House Advisory Committee to the President may meet in person, by conference telephone call, email, or other electronic means as is most practicable under the circumstances. The vote of a majority of the full Committee shall be necessary in order for the Committee to act upon any proposition. The President shall be eligible to vote.
 - 4. The House Advisory Committee to the President shall consist of the following ten (10) voting members:
 - i. The President, President-Elect and Immediate Past President;
 - ii. The Chair of the Board of Governors

- iii. Six members selected by the House of Delegates.
- 5. The House Advisory Committee to the President shall also consist of four (4) non-voting ex-officio members:
 - i. The President-Elect Designee;
 - ii. The chair of the Young Lawyers Section;
 - iii. The Secretary of the Association; and
 - iv. The Executive Director.
- 6. The House of Delegates shall elect its first six member representatives at the Annual meeting in June 2010.
 - i. Each bar district shall elect two members. The term of service, except for the Bar Year 2010-2011 shall be two years.
 - ii. At the 2010 Annual meeting, the Bar Districts shall elect two members, one to serve one year and one to serve a two year term. Commencing with the 2011 Annual meeting and annually thereafter the Bar Districts shall elect one member who will serve a two year term.
 - iii. To be eligible for election the member must be a sitting or tenured Delegate.
- 7. The President of the Association shall serve as chair of the House Advisory Committee to the President and decide on each occasion the structure of the meeting, whether by telephone conference, in person, or by any practical electronic means. If feasible the President may give the House of Delegates advance notice of a meeting and include the current composition of the committee and their email addresses.
- 8. The President of the Association shall notify the full House of Delegates as soon as possible of the substance of all meetings of the committee, regardless of whether any action was taken. Any action taken by the House Advisory Committee to the President shall be subject to affirmation, repeal, or modification by the House of Delegates unless the passage of time makes repeal or modification inequitable, inappropriate, or impracticable.

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. 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. 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 July 1 through June 30, effective January 1, 2010. The books of the Association shall be audited annually by an independent certified public accountant hired by the Audit Committee. The Chair of the Audit Committee shall present the annual audit to the Audit Committee for its review and report the actions required of the Association as a result of the audit to both the Board of Governors at their next meeting. The Audit Committee, a committee established in accordance with Article VIII, Subsection 1.A., is responsible for selecting the company which audits the Association and for reviewing said audits and making recommendations to the Board of Governors as needed based on the audit. ⁶

Article X. Preparation of the Legislative Package

Section 1. Composition of Package

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. Adoption of Bills

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.

⁶ Oversight of the audit transferred to the Audit Committee. Approved by the House of Delegates January 24, 2014.

Section 3. Additional Bills

If the exigency of the circumstances requires 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. Position on Other Bills

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 voting, may be reported by the Lobbyist as approved by the Association and the Legislation Committee cannot reverse that approval.

Article XI. Electronic or Internet Voting

Section 1. In as much as the House of Delegates has determined that electronic or Internet voting is feasible and secure for elections under Article III Section 2, Article IV Section 3, Article V Section 2, and Article XII Section 3 of the Association's Constitution, for such elections the Secretary has the option to conduct elections via electronic or Internet voting if the Secretary determines that for the election involved electronic or internet voting is more economical than voting by mail.

Section 2. For an election in which electronic or internet voting is employed, a ballot shall be transmitted electronically to each member of the Association in good standing who has an electronic address. Those members without an electronic address shall be mailed a ballot. Any member receiving an electronic ballot shall have the right to have it replaced with a mailed ballot.

Section 3. The ballot shall list the names of all eligible nominees under the respective office for which each has been nominated and/or shall clearly list any issue being decided by said vote. The ballot shall contain voting instructions, including instructions for replacing the electronic ballot with a mailed ballot.

⁷Article XII. Indemnification

Section 1. Permissible Indemnification. Pursuant to Ark. Code Ann. § 4-28-627, the Association may indemnify any Manager, Member, employee, officer or agent made a party to a proceeding by virtue of his or her status as a Manager, Member, employee, officer or agent, against Liability incurred in the Proceeding if the conduct of the Manager, Member, employee, officer or agent was consistent with the

⁷ Article XII adopted by the House of Delegates February 20, 2015.

Constitution and Bylaws of the Association and his or her obligation of good faith and fair dealing.

Section 2. Procedure for Authorizing Indemnification. Before the Association may indemnify any Manager, Member, employee, officer or agent pursuant to Section 1 above, a determination must be made that indemnification of the Manager, Member, employee, officer or agent is permissible because he or she has met the standards of conduct set forth in Section 1 of this Article. The Board of Governors shall make that determination by a vote in accordance with these By-laws.

Section 3. Advancement of Expenses. The Association may pay for or reimburse the reasonable expenses incurred by a Manager, Member, employee, agent or officer who is a party to a proceeding in advance of final disposition of the proceeding upon authorization by the Board of Governors by a vote in accordance with these By-laws and upon satisfaction of all the conditions prescribed in Ark. Code Ann. § 4-28-627.

Section 4. Insurance. The Association may purchase and maintain insurance on behalf of its Managers, Members, employees, officers or agents to insure against Liabilities asserted against or incurred by any of the Association's Managers, Members, employees, officers or agents in that capacity or arising from their status as a Manager, Member, employee, officer or agent, whether or not the Association would have the power to indemnify them against the same liability under the preceding sections of this Article.

Section 5. Survival; Other Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Manager, Member, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The rights to indemnification and rights to advancements provided by this Article shall not be deemed exclusive of any other or further rights to which a person seeking indemnification or advancements may be entitled under any law (common or statutory), agreement, vote of the members or Board of Governors, or otherwise

Section 6. Definitions. The following definitions apply to the indemnification provisions of this Article V:

(a) "Proceeding(s)" means any threatened, pending or completed civil action, suit or proceeding, whether judicial, administrative, or investigative, and whether formal or informal.

(b) "Liability(ies)" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.

(c) “Expenses” means reasonable expenses, including attorneys’ fees, incurred in connection with a Proceeding.

(d) “Manager” means any member of the Board of Governors.

(e) “Member” means any member of the Association.

Procedures of the House of Delegates

As of January 2012

Rule I. Meetings of the House

1. The Board of Governors, the House of Delegates 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 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 recorded meeting and 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.

Rule VIII. Voting

The House of Delegates may adopt any method of voting that the House determines is most effective for the Delegates. Electronic or internet voting, when feasible and secure, may replace or partially replace voting by mail; however, in establishing voting methods and procedures the rights of members who choose to vote by U.S. mail or appear in person to cast ballots are to be protected.

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.

Board of Governors	12
Districts	13
Election of Members	12
Membership	12
Governance	
Board of Governors	8
House of Delegates	8
House of Delegates	
Delegate Districts	10
Election of Delegates	9
Governance of the Association	8
Law Student Section	11
Membership	8
Non-Voting Members	12
Quorum	11
Term Limits	11
Terms of Office	10
Officers	
Chair of the Board of Governors	6
President	6
President-Elect	6
Election of	6
Eligibility	7
Succession to Presidency	6
Vacancy	6
Secretary	6
Titles and Terms	6
Treasurer	6
President-Elect Designee	7
Procedures of the House of Delegates	33
Purposes	17
Residence or Residing	20
State Bar Districts	7
Treasurer	9, 12, 15, 32
Vacancies	
Delegates	10
President-Elect	8