

CONSTITUTION AND BYLAWS
of the
NATIONAL BAR ASSOCIATION



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NATIONAL BAR ASSOCIATION CONSTITUTION

ARTICLE I. Name

This Association shall be known as the NATIONAL BAR ASSOCIATION, INC. (hereinafter referred to as the Association.)

ARTICLE II. Objectives

The objectives of the Association shall be to advance the science of jurisprudence, to improve the administration of justice, preserve the independence of the judiciary, to uphold the honor and integrity of the legal profession, to promote professional and social intercourse among the members of the American and the international bars, to promote legislation that will improve the economic condition of all American citizens regardless of race, sex, or creed in their efforts to secure a free and untrammled use of the franchise guaranteed by the Constitution of the United States, and to protect civil and political rights of the citizens and the residents of the United States.

ARTICLE III. National Bar Association's Year and Fiscal Year

The Association's year is the period beginning with the adjournment of an Annual Meeting and ending with the adjournment of the next Annual Meeting. Unless otherwise determined by the Board of Governors (the Board), the fiscal year is January 1 through December 31.

ARTICLE IV. Membership

Section 1. Classification.

There shall be six classifications of membership in the Association: Regular, Associate, Student, Affiliate, Auxiliary, Retired.

Section 2. Regular Members

A person who is authorized and licensed to practice law in any state or territory of the United States or the District of Columbia and who supports the objectives of the Association may become a Regular Member of the Association upon application and payment of the applicable annual membership fee.

Section 3. Associate Members

A person who has graduated from an accredited law school of any state or territory of the United States, the District of Columbia, or any other country, and who supports the objectives of the Association may become an Associate Member of the Association upon application and payment of applicable annual membership fee. A Regular Member who fails to maintain the qualifications for membership under Section 2 of this Article may be eligible for membership as an Associate Member.

Section 4. Student Members

A student matriculating at any accredited law school of any state or territory of the United States, the District of Columbia, or any other country, and who supports the objectives of the Association may become a Student Member of the Association upon application and payment of applicable annual membership fee.

Section 5. Affiliate Members

- A. Affiliate Members are those associations of lawyers which are chartered by the Association.
- B. An association of lawyers that is organized within any state or territory of the United States, the District of Columbia, or any other country outside the United States, and that supports the objectives of the Association may become an Affiliate Member of the Association upon application and payment of applicable annual membership fee.
- C. Any association of lawyers applying for affiliate membership must meet the following additional requirements:
 - 1. Two of the officers of the affiliate must be members of the Association in good standing.
 - 2. A total of ten other members of the affiliates must be members of the Association in good standing.
- D. Effective October 1, 2000, in order for an Affiliate Member to remain in good standing, two of its officers, and a total of five other members of the affiliate must be members of the Association in good standing.
- E. Affiliate letterhead and printed material must indicate that the affiliate is an active member of the National Bar Association.

Section 6. Auxiliary Members

A non-lawyer who is interested in law and supports the objectives of the National Bar Association. This category includes, but is not limited to:

- A. Diversity Director - A professional who is employed by a law firm, corporation or legal agency and whose job responsibilities include the development and promotion of diversity goals and strategies;
- B. Law Firm Administrator - A professional who serves as business manager or administrator for a law firm;
- C. Law Librarian - A professional who is trained to work as a librarian in various legal settings, including law schools, law firms, corporate and governmental law departments;
- D. Legal Recruiter - A professional whose job responsibilities include the search and placement of lawyers for contract, part-time and full-time employment; and
- E. Paralegal - A person qualified by education who is employed by a lawyer, law office corporation or other entity and performs substantive legal work for which a lawyer is responsible, and who is certified by passing a competency examination for paralegals.

Auxiliary Members must be sponsored by a Regular or Life Member of the National Bar Association who is in good standing.

Section 7. Retired Members

A member who is at least sixty-two (62) years of age, has fully retired from the practice of law and who supports the objectives of the Association may become a Retired Member of the Association upon application and payment of the applicable annual membership fee.

Section 8. Termination or Suspension of Membership

- A. A member may resign at any time from the Association by submitting a letter of resignation to the National Office.
- B. A Regular Member whose license to practice law is suspended or terminated and who otherwise is not authorized or licensed to practice law in a state or territory of the United States or the District of Columbia immediately ceases to be a Regular Member of the Association upon such suspension or termination.

- C. For good cause, as determined by resolution of the Board, any member may be censured, suspended, or terminated from membership by a majority vote of the Board.
- D. A person's or association of lawyers' interest in the property of the Association ceases upon termination of membership.

Section 9. Reinstatement of Members

A person or association of lawyers whose membership has been terminated or suspended under Section 6 of this Article may be reinstated upon approval by the Board of a new application and payment of the applicable membership fee.

ARTICLE V. Rights of Members

Section 1. Regular Members

Regular Members are entitled to hold any office in the Association; to chair and serve on committees; to vote on any matter pertaining to the Association's business, including election of Officers and Members-at-Large; and to represent the Association upon direction of the Board or appointment by the President.

Section 2. Associate Members

Associate Members are entitled to serve on committees of the Association; to vote on any matter pertaining to the Association's business, including election of Officers and Members-at-Large; and to represent the Association upon direction of the Board or appointment by the President.

Section 3. Student Members

Student Members are entitled to serve on committees and to elect a student representative to the Board.

Section 4. Affiliate Members

Affiliate Members are entitled to vote in the election of Officers and Members-at-Large, in accordance with the applicable provisions of the Bylaws.

Section 5. Auxiliary Members

Auxiliary Members are not entitled to vote and cannot serve on committees.

Section 6. Retired Members

Retired Members are entitled to serve on committees of the Association; to vote on any matter pertaining to the Association's business, including the election of Officers and Members-at-Large; and to represent the Association upon direction of the Board or appointment by the President.

ARTICLE VI. Membership Meetings

Section 1. The Association shall have an Annual Membership Meeting (Annual Meeting) at which the membership shall elect the officers and members of the Board, formulate overall policy and direction and, if necessary, amend the Bylaws and/or Constitution. The Association shall remain assembled until all business shall have been completed or a motion for adjournment shall have been passed by a majority vote.

Section 2. Membership meetings shall be called as provided in the Bylaws.

Section 3. The Association shall meet on such days and at such places as shall be agreed upon by the Board.

Section 4. During the Annual Meeting, the members have the power to levy dues, collect monies and appropriate funds to pay the debts of the Association and to provide for the general welfare of the Association.

Section 5. Legislative matters to be considered by the Association shall be placed on the agenda for the Annual Meeting.

Section 6. All legislative powers not herein granted to or exercised by the members in plenary session convened shall be vested in the Board during the period between meetings of the members, which powers are necessary for the continued and orderly existence and operation of the Association.

Section 7. A total of fifty (50) members from at least ten (10) states, which may include the District of Columbia, shall constitute a quorum. No member shall vote by proxy.

ARTICLE VII. Officers

Section 1. Officers

The Officers of the Association shall consist of the President, the President-Elect, four (4) Vice-Presidents, the Secretary, and the Treasurer.

Section 2. Eligibility

A. Each Officer must be a Regular Member in good standing of the Association, must have registered at and attended two of the preceding three Annual Meetings, must have participated in the Association's Leadership Development Institute within the preceding three years and must be registered at and attend the Annual Meeting at which he or she is seeking to be elected. Any candidate for President-Elect must have been a Regular Member in good standing for at least five consecutive years immediately preceding his/her election to that office.

B. Each of the President, President-Elect, and Vice-Presidents shall not reside in the same state or territory of the United States, nor can more than one reside in the District of Columbia.

Section 3. Election and Terms

A. Each of the President and President-Elect shall serve for a period of one Association year and shall not be eligible for a successive term in his or her respective office.

B. Each other Officer shall serve for a period of two Association years and shall be eligible for one or more successive terms in his or her respective office. Two Vice-Presidents and the Treasurer shall be elected in even numbered years and two Vice-Presidents and the Secretary shall be elected in odd numbered years.

C. If an Officer becomes a candidate for another office prior to the expiration of his or her current term, that Officer shall submit a written notice of resignation to the President on or before May 1.

Section 4. Vacancies

If the office of President becomes vacant, the President-Elect shall become President for the unexpired term and for the following Association year. If the office of President-Elect, Vice-President, Secretary or Treasurer becomes vacant, including if such officer ceases to be a Regular Member of the Association, on or before May 1, the Board shall elect an eligible Regular Member to fill the office until the end of the Annual Meeting in that Association year. If the vacancy occurs after May 1, and for those positions vacated prior to May 1 for which the Board elected an eligible Regular Member to fill the vacant office, the Nominations Committee, during the Annual Meeting in that Association year, shall nominate a Regular Member in good standing to be voted upon by the Membership to complete the unexpired term.

Section 5. Duties

- A. The President shall preside at meetings of the Board, the Executive Committee of the Board and membership meetings. He or she shall, with the approval of the Board, appoint the General Counsel. The President shall appoint a Parliamentarian and the chairperson and members of each committee, and may appoint such special assistants and/or consultants, as he or she may deem necessary and appropriate. Special assistants and/or consultants shall serve without compensation. The President shall serve, ex officio, as a member of all committees other than the Nominations Committee and the Elections Committee.

- B. The President-Elect shall perform such duties as the President and Board may assign, and except as otherwise provided, the duties of the President during the President's absence. The President-Elect shall succeed to the office of President at the expiration of the President's term.

- C. The Vice-Presidents shall perform such duties as the President and the Board may assign and as otherwise provided herein. A Vice-President shall be assigned to each of the following areas: Regions and Affiliate Members, Finance, Membership, and Divisions and Sections. They shall be required to perform the following duties:
 - 1. Oversee and coordinate the activities and reports of their designated areas;
 - 2. Assist in the development of programs;
 - 3. Ensure the implementation and consistent application of policies as established by the Board;
 - 4. Maintain a liaison with other organizations that perform related activities;
 - 5. Maintain records and provide reports related to their activities; and
 - 6. Research and make recommendations to the Board regarding future activities, developments and alterations or modifications to existing programs.

- D. The Secretary shall keep the minutes and records of the annual meetings and any other meetings of the Association, the Board, and the Executive Committee of the Board; keep the roster of membership of the Association and issue membership cards; receive and keep as the property of the Association, all papers, addresses and reports to and of the Association; and give all notices required. The Secretary shall serve, ex-officio, as a member of the Constitution and Bylaws Committee.

- E. The Treasurer is authorized to independently access all transactions and records of the Association, and shall review the financial records maintained by the Association to ensure that such records are in accordance with the current financial standards approved by the Board regarding the receipt, expenditure and safekeeping of all funds and investments of the Association. The Treasurer shall be a signatory on all accounts. He or she shall report on the financial condition of the Association at all meetings of the Board and at other times when called upon by the President. The Treasurer shall make the financial books and records of the Association available for examination and audit by independent accountants. The Treasurer shall serve, ex officio, as a member of the Budget Committee, the Fund Development Committee, and the Administration and Facilities Committee.

- F. All Officers shall perform such duties as shall usually devolve upon similar officers. The President, Treasurer, Executive Director and such other officers and employees as determined by the Board shall be bonded.

- G. All Officers, within sixty (60) days of the completion of their term, shall relinquish all records of the Association and other items of the Association in their possession to the Executive Director.

ARTICLE VIII. Board of Governors

Section 1. Powers and Functions

The governing body of the Association shall be known as the Board of Governors (the Board). The Board shall control, formulate policy for, and administer the affairs of the Association during the periods between Annual and Special Meetings of the members. The Board may appoint and define the duties of the Executive Director, one or more assistant secretaries, and one or more assistant treasurers, each of whom shall serve at the pleasure of the Board.

Section 2. Composition

The Board shall be composed of:

- A. The President, the President-Elect, the Vice-Presidents, the Secretary and the Treasurer.

- B. Six (6) elected Members-at-Large.

- C. The twelve (12) Regional Directors.

- D. The Chairpersons of each Division.

- E. Nine (9) Chairpersons elected by, and from among, the Section Chairpersons to represent the Sections. [See Article VIII, Section 3. E., Article XII, and the Bylaws.]
- F. The immediate five (5) past Presidents.
- G. Seven (7) representatives from among the Affiliate Members.
- H. The Chairperson of the National Bar Institute.
- I. The President of the National Black Law Students Association (NBLSA) shall serve as a member of the Board to coincide with his or her term as President.

Section 3. Eligibility and Term

- A. The eligibility and term of the Officers is as delineated in Article VII, Sections 2 and 3.
- B. Members-at-Large of the Board must be Regular Members of the Association in good standing, must have participated in the Association's Leadership Development Institute within the preceding three (3) years, must have registered for and attended one Annual Meeting within the preceding three (3) years and shall be elected to serve for a term of two (2) Association years. Three of the Members-at-Large shall be elected in the even numbered years and three shall be elected in the odd numbered years. Members-at-large may serve successive terms.

If a Member-at-Large becomes a candidate for an office prior to the expiration of his/her current term, that Member-at-Large shall submit a written notice of resignation to the President on or before May 1.

- C. All Regional Directors must be Regular Members in good standing, shall be elected to serve a term of one year, and must have registered for and attended one Annual Meeting within the preceding three (3) years. See Bylaws, Chapter VI.
- D. All Division Chairpersons must be Regular Members of the Association in good standing, shall be elected to serve a term of one Association year, and must have registered at and attended at least one Annual Meeting within the preceding three (3) years. See Bylaws, Chapter V.
- E. Section Chairpersons must be Regular Members of the Association in good standing, shall certify to the Secretary on or before the last day of each Annual Meeting their elected Section representatives for the next Association year, and may serve successive terms. Prior registration and attendance at annual meetings are not required. See Bylaws, Chapters VII and VIII.

- F. The immediate five (5) past Presidents must be Regular Members in good standing to serve on the Board.
- G. Affiliate representatives must be Regular Members in good standing, shall certify to the Secretary on or before the last day of each Annual Meeting the name of the elected Affiliate representatives for the year, and may serve successive terms. See Bylaws, Chapter IX.

Section 4. Vacancies

- A. If any vacancy occurs in the Board among the Officers of the Association, such vacancy shall be filled in accordance with the provisions of Article VII, Section 4.
- B. If a vacancy occurs in the Board among the Members-at-Large, including if such Member-at-Large ceases to be a Regular Member of the Association, on or before May 1, the Board shall elect an eligible Regular Member to fill the vacancy until the end of the next Annual Meeting. If the vacancy occurs after May 1, and for those positions vacated prior to May 1 for which the Board elected an eligible Regular Member to fill the vacancy, the Nominations Committee, during the Annual Meeting, shall nominate a Regular Member in good standing to be voted upon by the Membership to complete the unexpired term.
- C. If a vacancy occurs in the Board among the Regional Directors, the vacancy shall be filled in accordance with Chapter VI of the Bylaws.
- D. If a vacancy occurs in the Board among the Division chairpersons, the vacancy shall be filled in accordance with Chapter V of the Bylaws.
- E. If a vacancy occurs in the Board among the chairpersons elected from among the Section chairpersons to represent the Sections, the vacancy shall be filled in accordance with Chapter VIII of the Bylaws.
- F. If a vacancy occurs in the Board among the Affiliate representatives, the vacancy shall be filled in accordance with Chapter IX of the Bylaws.

Section 5. Meetings, Quorum and Voting

The Board shall meet at least four times in each Association year at the time and place determined by the President. The Board may act without an in-person meeting if the members may participate in a meeting by means of a telephone conference call or any other means of communication by which all members are able to hear or otherwise communicate effectively with each other.

Nineteen (19) members of the Board shall constitute a quorum. The action of a majority of the members at which a quorum is present shall be the action of the Board.

ARTICLE IX. Regions

Section 1. Each Region shall elect a Regional Director at its annual meeting or in no event later than the Annual Meeting of the Association. The Regions shall be contiguous to and parallel with each of the Circuit Courts of Appeals of the United States. The Regions shall be known as and shall embrace the following states and the District of Columbia:

Region No. 1 - Maine, New Hampshire, Massachusetts, Rhode Island, and Puerto Rico;

Region No. 2 - Vermont, Connecticut, and New York;

Region No. 3 - New Jersey, Pennsylvania, Delaware, and Virgin Islands;

Region No. 4 - Maryland, West Virginia, North Carolina, South Carolina and Virginia;

Region No. 5 - Mississippi, Louisiana, and Texas;

Region No. 6 - Ohio, Michigan, Kentucky, and Tennessee;

Region No. 7 - Indiana, Illinois, and Wisconsin;

Region No. 8 - Minnesota, Iowa, Missouri, Arkansas, Nebraska, North Dakota, and South Dakota;

Region No. 9 - California, Oregon, Nevada, Montana, Washington, Idaho, Arizona, Alaska, Hawaii, Guam, and Northern Mariana Islands;

Region No. 10 - Colorado, Wyoming, Utah, Kansas, Oklahoma and New Mexico;

Region No. 11 - Georgia, Florida, and Alabama;

Region No. 12 - District of Columbia

Section 2. In the event that the federal circuits are increased or decreased in number or geographically rearranged, the Regions shall change accordingly effective at the commencement of the next Association year.

Section 3. There shall be established within each Region a Regional Council. See Chapter VI, Section 7 of the Bylaws.

ARTICLE X. Executive Committee of the Board of Governors

Section 1. There shall be an Executive Committee of the Board (the Executive Committee).

Section 2.

- A. Powers and Functions: Between meetings of the Board, the Executive Committee may perform the functions that the Board itself might perform, except that it may not take any action or position that is inconsistent with any taken by the Board.
- B. Composition: The Executive Committee of the Board shall be composed of the Officers, the Members-At-Large, the immediate past President, the Chairperson of the Judicial Council Division, and two (2) other members of the Board elected from among themselves.
- C. Vacancies: A vacancy of an Officer or Member-at-Large position shall be filled in accordance with Article VII, Section 4., and Article VIII, Section 5.B., respectively.
- D. Meetings, Quorum, Voting: The Executive Committee shall meet at the time and place determined by the President or at the request of three (3) or more of its members. The Executive Committee may act without an in-person meeting if the members may participate in a meeting by means of a telephone conference call or any other means of communication by which all members are able to hear or otherwise communicate effectively with each other. Eight (8) of the members of the Executive Committee shall constitute a quorum, and the action of a majority of the members at which a quorum is present shall be the action of the Executive Committee.

ARTICLE XI. Divisions

The Association shall establish and maintain Divisions whose memberships shall reflect a broad spectrum of common interests.

ARTICLE XII. Sections

The Board shall establish Sections relating to substantive areas of the law.

ARTICLE XIII. Budget

The Board shall approve, not later than the last Board meeting of each fiscal year, a budget for the next fiscal year.

ARTICLE XIV. Bylaws

Bylaws not inconsistent with the provisions of this Constitution may be adopted or amended only at an Annual Meeting or a Special Meeting called in accordance with the Bylaws by a majority of the members in good standing present and voting in plenary session upon the following conditions: All proposed amendments to the Bylaws shall be received by the Secretary at least thirty (30) days before the Annual Meeting, and the proposed amendments shall be mailed or circulated timely to each member of the Association at least fifteen (15) days before the Annual Meeting. In the event that the Secretary shall fail or neglect to mail or circulate to the members of the Association the proposed amendments as herein provided, the proposed amendments may be submitted at the Annual Meeting, provided that a majority of the members present agree to waive the notice requirements and act thereon.

ARTICLE XV. Supreme Law

This Constitution and the Bylaws that shall be adopted pursuant thereto shall be the Supreme law of the Association.

ARTICLE XVI. Amendments

These Articles may be amended only at an Annual Meeting by three-fourths (3/4) of the members present and voting in plenary session upon the following conditions: All proposed amendments to the Constitution shall be received by the Secretary at least sixty (60) days prior to the Annual Meeting, and the proposed amendments shall be mailed or circulated to each member of the Association at least thirty (30) days prior to the Annual Meeting. In the event that the Secretary shall fail or neglect to mail or to circulate timely to the members of the Association the proposed amendments as herein provided, the proposed amendments may be submitted at the Annual Meeting, provided that three-fourths (3/4) of the members present and voting in the plenary session agree to waive the notice requirements and act thereon.

ARTICLE XVII. Corrections

Upon the adoption of an amendment to the Constitution and/or Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in such document(s) if the correction(s) does not change the meaning.

ARTICLE XVIII. Constitutional Revisions

Constitutional amendments shall go into effect and become law immediately upon adoption unless some other time is stated in the amendment.

Amended July 31, 1981; July 26, 1985; August 1, 1986; August 9, 1991; August 1, 1992; August 4, 1995; August 9, 1996; July 31, 1998; August 11, 2000; August 3, 2001; August 12, 2010; August 3, 2011; July 18, 2012; and July 23, 2015.

NATIONAL BAR ASSOCIATION BYLAWS

CHAPTER I Official Office

The national headquarters of the National Bar Association (hereafter referred to as the Association) shall be in such place as approved by 80% affirmative vote of the Board of Governors (the Board) at an Annual or Special Meeting of the Membership.

CHAPTER II Membership Dues

Section 1. The Board shall determine the annual membership dues for all classes of members.

Section 2. The Board is authorized to create different categories of Regular Members for the assessment of dues, including, but not limited to, a different dues assessment for Regular Members admitted to practice for less than five (5) years, and for life memberships.

Section 3.

- A. The membership year shall begin July 1 and end June 30 for members joining the Association before September 1, 1986. All dues for such members are payable by July 1 of each year.
- B. The membership year shall be twelve (12) months from the date joined for all members joining the Association after September 1, 1986. All dues for such members are payable annually on the anniversary of the date joined.

Section 4. Any person delinquent in membership dues shall be considered not in good standing and not qualified to exercise any right or privilege of membership.

CHAPTER III Membership Meetings

Section 1. Annual Meeting

Association members shall meet once a year in convention at a time and place designated by the Board. At that meeting, the members shall meet in plenary session to transact the business of the Association.

Section 2. Special Meetings

Special meetings of the members shall be called by the President on written request of at least three hundred (300) or more Regular and Associate Members; provided, however, that no more than 1/4 of the petitioning members shall reside in the same Region, or on written request of two-thirds of the members of the Board. The petitioning members shall state with particularity the item(s) of business to be considered at the special meeting. When a special meeting is thus called, the Secretary shall duly mail proper notice to the last known address of each member of the Association at least twenty (20) days before such special meeting is to be held. The notice shall specify the time and place of the meeting and the item(s) of business to be considered. No other business shall be transacted at the special meeting other than specified in the notice.

Section 3. Mid-Year Meeting and Board Meetings.

The Board shall convene a mid-year meeting of the members. With the advice and consent of the Convention and Meeting Committee, the President-Elect may select the sites for the mid-year meeting and all Board meetings that will be held in the next Association year. The selection of all such sites is subject to final approval by the Board.

Section 4. Alternative Method of Meeting

In cases of acts of God, emergencies or exigent circumstances the Board by a two-thirds vote may determine that any membership meeting may be held by any means of communication by which all members are able to hear or otherwise communicate effectively with each other.

Section 5. Attendance at Board Meetings.

Any officer, or other member of the Board, who fails to attend two consecutive Board meetings within an Association year, without a reasonable excuse, shall be deemed to have resigned, immediately upon expiration of the appeal period and his or her vacancy shall be filled in accordance with the Constitution and Bylaws. The Board shall establish necessary rules and procedures to administer this section.

**CHAPTER IV
Nominations and Elections**

Section 1. Applications for Nomination

The nomination of candidates for Officers and Members at-Large of the Board shall be by application to the Nominations Committee. Each application may propose nominees for one or

more office. The application shall include a biographical resume and a statement prepared by the nominee indicating qualifications for the office sought, including in the latter, the nominee's activities in the Association, the profession, and the community. All Regular Members of the Association in good standing at the time of nomination, who meet the requirements of office as stated in the Constitution, shall be eligible as candidates for election.

Section 2. Nominations

The Nominations Committee may nominate one Regular Member in good standing for the office of President-Elect, two for the offices of Vice-President, and three for Members-at-Large of the Board, one Regular Member for Treasurer in even numbered years; and one Regular Member for Secretary in odd numbered years. The Committee shall not nominate a candidate inconsistent with the geographical requirements of Article VII, Section 2.B. The Committee shall make its report in a plenary session of the members of the Association no later than the second day of the Annual Meeting. Nominations may be offered from the floor for any of the above offices and positions following the report of the Committee. Members may also write-in candidates on the ballot. Floor nominations or write-in candidates will be ruled out of order if inconsistent with the requirements of Article VII, Section 2.B., provided a prior nominee is eligible for that office. See Section 1., above. In addition, when an Officer or Member-at-Large elected to a two-year term resigns or is otherwise unable to continue to serve prior to completion of one year of a two-year term, the Nominations Committee, during the Annual Meeting, shall nominate a member in good standing to complete the second year of the unexpired term.

Section 3. Time of Elections

The election of Officers and Members-at-Large of the Board shall be held on the third day of the Annual Meeting.

Section 4. Right to Vote

Each Regular, Associate and Retired Member registered at the Annual Meeting shall be entitled to one (1) vote. An Affiliate Member shall be entitled to cast one (1) vote for itself and one (1) additional vote for every ten (10) Regular, Associate and Retired Members of that affiliate registered at the Annual Meeting. The total votes of an Affiliate Member in good standing may be cast by any authorized designee of that affiliate registered at the Annual Meeting.

Section 5. Official Election Results

The Elections Committee shall determine the election procedures and make a tally of the votes of each candidate on the ballot, including write-in candidates. The candidates for President-Elect, Secretary, and Treasurer receiving a majority of the votes cast for the respective office shall be elected. The two candidates for the offices of Vice-President receiving the highest number of

votes cast for those offices shall be elected. The three candidates for Members-at-Large to the Board receiving the highest numbers of votes shall be elected.

Section 6. Run-Off Election

If no candidate for the offices of President-Elect, Secretary or Treasurer receives a majority of the votes cast for such office, a run-off election between the two candidates receiving the highest number of votes shall be held.

In the event of a tie vote for the offices of Vice-President or Member-at-Large that affects the filling of the required number of vacancies, the election shall be decided by the toss of a coin.

Section 7. Certification of Election Results

The Chairperson of the Elections Committee shall certify to the Secretary of the Association the elected Officers and Members-at-Large of the Board. The results of the elections shall be announced to the members by the Secretary during the first plenary session immediately following the certification to the Secretary.

Section 8. Installation of Officers and Members-At-Large of the Board of Governors

The elected Officers and Members-at-Large of the Board shall be installed during the Annual Meeting at which they are elected and serve for the next Association year or years, in the case of two-year terms.

**CHAPTER V
Divisions**

Section 1. There shall be Divisions organized within the Association whose structure shall be based upon the nature of their memberships or the broad spectrum of interests they represent, rather than a substantive area of law. The Divisions shall focus their activities upon those aspects of the practice of law that have an impact upon their members. Subject to the limitations set forth in Section 6 of this Chapter, the Divisions shall be:

1. Government Lawyers
2. The Judicial Council
3. Law Professors
4. Law Students
5. Legislative
6. LGBTQ
7. Minority Partners in Majority Firms
8. Small Firms/Solo Practitioners

9. Women Lawyers
10. Young Lawyers

Section 2. New Divisions may be authorized by the Board upon approval of a petition submitted and signed by 75 Regular Members of the Association. Such petition shall be submitted with a set of proposed bylaws.

Section 3. Divisions shall elect officers at the Annual Meeting or at the Annual Meeting of the Division. Each Division shall elect a chairperson, vice-chairperson, secretary, and treasurer, and any other officers it deems necessary to effectuate the business of the Division. The elected chairperson of each Division shall serve on the Board. Should a vacancy in the office of chairperson occur during the year, such vacancy shall be filled in the order of vice-chairperson, secretary and treasurer, respectively, except that if a Division elects a chairperson-elect, that person shall be first to fill such vacancy. Election of Division Officers shall be made at the time and place indicated on the Annual Meeting agenda, except for those Divisions that meet annually other than during the Association's Annual Meeting. The Secretary of each Division shall certify the election results to the Secretary of the Association on or before the first Board meeting following the Annual Meeting.

Section 4. Each Division may assess its own dues in amounts not exceeding the annual membership dues for Regular Members admitted to practice more than five years; however, a percentage of the dues, as determined by the Board, shall be allocated to the Association for the purpose of funding a staff person assigned to Division activities.

Section 5. Each Division shall:

- A. Contribute at least one publishable article for the Association Magazine or circulate a Division publication;
- B. Conduct any and all activities appropriate to further the dissemination of information that affects the practice of law or the status of its members;
- C. Report in writing on Division activities at each meeting of the Board;
- D. Present an annual budget to the Budget Committee by September 1 of each year for the next fiscal year;
- E. Report in writing on the Division's financial activities to the Board at each meeting of the Board.

Section 6. For good cause or for failure to carry out the responsibilities set forth in the Constitution and Bylaws, the Board may censure, suspend, or terminate any Division. Censure

of a Division shall extend for the period imposed. Suspension of the Division shall continue until the cause for suspension has been removed or the obligation fulfilled. A Division terminated pursuant to this Section may be reinstated by approval by the Board of a new petition and bylaws.

Section 7. A Division subject to censure, suspension or termination, may not receive monies from the Association during the pendency or duration of such action for payment or reimbursement of Division expenses nor may any Division activities be certified for continuing legal education credits.

CHAPTER VI

Regions

Section 1. There shall be Regional Directors for each Region established under Article IX, Section 1 of the Constitution.

Section 2. Regional Directors shall be elected annually by the Regular and Associate Members within their respective Regions no later than the Annual Meeting of the Association. Each Region shall also elect a Deputy Director, Secretary and Treasurer and any other officers it deems necessary to effectuate the business of the Region. Should a vacancy in the office of Regional Director occur during the year, such vacancy shall be filled in the order of Deputy Director, Secretary, and Treasurer, respectively. Each Regional Director shall certify in writing to the Secretary the election results before the first Board meeting after the Annual Meeting. Regional Directors shall serve on the Board.

Section 3. Regional Directors shall serve a term of one Association year and may be reelected for two additional successive terms.

Section 4. Each Region may assess dues to the Affiliate Members within its respective jurisdiction in amounts of no more than \$50 to Affiliates with less than 25 members, to no more than \$500 to Affiliate Members with more than 300 members.

Section 5. Duties

Each Region shall:

- A. Conduct at least one continuing legal education program within the Region during the Association year.
- B. Conduct an annual regional meeting at least 30 days prior to the Annual Meeting at which time regional Officers may be elected. In the event that such a meeting is not held, the Regional Director shall be elected at the Annual Meeting of the Association.

- C. Through its Regional Director, visit and/or make contact with each Affiliate Member within the Region during the Association year.
- D. Distribute a Regional newsletter to each Affiliate Member within the Region at least twice a year.
- E. Report in writing on activities within the Region at each meeting of the Board.
- F. Present an annual budget to the Budget Committee by September 1 of each year for the next fiscal year.

Section 6. Each Region shall establish a Regional Council composed of the Regional Director, a representative of each Affiliate Member, and a representative from each area where there are no Affiliate Members. The Council shall meet twice annually in concert with the Regional Director to determine programs and policy for the Region. The Regional Council shall be chaired by the Regional Director.

Section 7. The Regional Council may develop bylaws not inconsistent with the Constitution and Bylaws of the Association and elect Officers from among themselves.

Section 8. For good cause or for failure of a Region to carry out the responsibilities set forth in the Constitution and Bylaws, the Board may suspend payment or reimbursement of regional expenses and/or refuse to certify any regional activities for continuing legal education.

CHAPTER VII

Sections

Section 1. There shall be twenty-four (24) substantive law sections organized in the Association. They shall be:

1. Administrative Law
2. Alternative Dispute Resolution
3. Appellate Law
4. Bankruptcy Law
5. Civil Rights Law
6. Civil Trial Advocacy Law
7. Commercial Law
8. Communications Law
9. Corporate Law
10. Criminal and Juvenile Justice Law
11. Entertainment, Sports and Arts Law
12. Environmental, Energy and Public Utilities Law

13. Family Law
14. Government Procurement
15. Health Law
16. Immigration Law
17. Intellectual Property Law
18. International Law
19. Labor and Employment Law
20. Law and Religion
21. Real Property, Trusts and Estates Law Section
22. Small Business Law
23. Tax Law
24. Veterans Affairs and Military Law

Section 2. New sections may be established by the Board upon approval of a petition submitted and signed by 50 Regular Members of the Association. Such petition shall be submitted with a set of proposed bylaws.

Section 3. Sections shall elect Officers at the Annual Meeting. Each Section shall elect a chairperson, vice-chairperson, secretary, and treasurer. Should a vacancy in the office of chairperson occur during the year, such vacancy shall be filled in the order of vice-chairperson, secretary, and treasurer. Elections shall be held at the time and place indicated on the Annual Meeting agenda. Each Section shall certify in writing to the Secretary the name of its chairperson before the first Board meeting after the annual meeting.

Section 4. Each Section may assess dues in an amount not exceeding the annual membership dues for Regular Members admitted to practice more than five years; however, a percentage of the dues, as determined by the Board shall be allocated to the Association for the purpose of funding a staff person assigned to Section activities.

Section 5. Each Section shall:

- A. Conduct a minimum of two substantive seminars during the Association year;
- B. Conduct any and all such activities appropriate to further the dissemination of information in their respective areas of law;
- C. Report in writing on Section activities at each meeting of the Board;
- D. Present an annual budget to the Budget Committee by September 1 of each year for the next fiscal year;

- E. Report in writing on the Section’s financial activities to the Board. This report shall include itemizations of receipts and disbursements of all monies handled by the Section. This report shall be presented at each meeting of the Board.

Section 6. For good cause or for failure of a Section to carry out its responsibilities set forth in the Constitution and Bylaws, the Board may censure, suspend, or terminate any Section. Censure of a Section shall extend for the period imposed. Suspension of the Section shall continue until the cause for suspension has been removed or the obligation fulfilled. A Section terminated under this section may be reinstated by approval of the Board of a new petition and bylaws.

Section 7. A section subject to censure, suspension or termination, may not receive monies from the Association for payment or reimbursement of Section expenses nor may Section activities be certified for continuing legal education credits.

CHAPTER VIII

Election of Section Representatives to the Board of Governors

The chairpersons of each Section shall meet during the Annual Meeting at the time and place specified on the agenda. At the meeting, they shall elect nine (9) representatives from among the Section chairpersons to serve on the Board. They shall also elect a first and second alternate from among the remaining Section chairpersons to serve in the event a vacancy occurs among the nine representatives. The Section chairpersons present and voting shall certify in writing to the Secretary the representatives and alternates chosen on or before the first Board meeting after the Annual Meeting. Each Section representative and the first and second alternate must be a Regular Member of the Association in good standing.

CHAPTER IX

Election of Affiliate Member Representatives to the Board of Governors

The presidents of each Affiliate Member and designated alternates shall meet during the Annual Meeting at the time and place specified on the agenda. At that meeting, seven (7) representatives from among the affiliate presidents in office as of the date of that meeting shall be elected to serve on the Board for the next Association year. A first and second alternate from among the remaining affiliate presidents shall also be elected to serve in the event a vacancy occurs among the seven representatives during the Association year. The presidents and designated alternates present and voting shall certify in writing to the Secretary, the name of the representatives and alternates chosen, on or before the first Board meeting after the Annual Meeting. Each affiliate representative and the first and second alternate must be a Regular Member of the Association in good standing at the time of the election.

CHAPTER X

Standing Committees

Except as otherwise provided in the Bylaws, the President shall appoint members to the following standing committees for the year by the first Board Meeting of the Association year: Administration and Facilities, Audit, Awards, Budget, Constitution and Bylaws, Convention and Meeting, Elections, Ethics and Professional Responsibility, Fund Development, Issues and Resolutions, Judicial Selection, Legal Education, Legislation, Membership, Nominations, Pro Bono and Public Service, and Recognition and Necrology. The President shall appoint members to serve a two-year term to replace the members whose terms have expired and members to fill the unexpired terms of members who have resigned or who are not otherwise eligible to serve out their original terms of appointment. Should the President fail to make any appointments by the designated time(s), the Executive Committee may make all remaining appointments.

A majority of the members of any committee present at any meeting shall constitute a quorum of such committee. All standing committees shall meet on the first day of each Annual Meeting at such time and place as the Chairperson of the committee shall designate and at such other times and places as the Chairperson deems necessary. Any standing committee may act by poll of its members in lieu of a meeting, provided a majority of the committee membership concurs on the issue(s) submitted, or may act without an in-person meeting if the members may participate in a meeting by means of a telephone conference call or any other means of communication by which all members are able to hear or otherwise communicate effectively with each other. If at the Annual Meeting of the Association, any member of a committee is absent, the President may appoint a new member to fill that vacancy.

Each standing committee shall submit funding requests to the Budget Committee by September 1 of each year for the next fiscal year and make a written report of its activities and recommendations as appropriate to the Board at each Board meeting.

The President shall appoint ad hoc committees as may be necessary to carry out the objectives and business of the Association.

CHAPTER XI

Standing Committees Duties and Responsibilities

Section 1. Administration and Facilities Committee

The Administration and Facilities Committee shall consist of seven (7) members, at least two (2) of whom shall be members of the Board and one (1) of whom shall be the Chairperson of the Budget Committee. The Chairperson of the Budget Committee shall serve, ex officio, as a member of the Committee. This Committee shall provide policy regarding and develop funding sources for the furnishing of the national office. The Committee shall also monitor the receipt of

those funds. In conjunction with the Executive Director, it shall assess the equipment, housing, and service needs of the office and shall make recommendations to the Board for enhancement of office operations. The Committee shall meet at least three times a year.

This Committee shall develop policy guidelines for the recruitment, hiring, and termination of employees of the Association; it shall develop guidelines for employees to lodge grievances, including, if necessary, arbitration, hearings, and appeal rights, subject to the approval of the Board. The Committee shall recommend to the Board, minimum qualifications for the positions of Executive Director and Deputy Executive Director of the Association, and such guidelines as may assist the Executive Director and Deputy Executive Director in filling other positions in the Association. The Committee shall also develop criteria for the evaluation of staff performance to be used by the Executive Director and Deputy Executive Director and such other supervisory employees as the Association may employ. The President-Elect and the Treasurer shall serve, ex officio, as members of the Committee.

Section 2. Audit Committee

The Audit Committee shall consist of five (5) members appointed by the President, and no members of the Fund Development Committee shall be eligible to serve on the Committee. This Committee shall be responsible for oversight regarding the annual audit of the Association including, but not limited to, recommending a certified public accounting firm to conduct an audit, and providing oversight of the audit process and assistance to the auditor. The recommendation of an auditor is subject to the approval of the Board. Duties of the Committee include:

- A. Overseeing the integrity of the Association's financial accounting process and systems of internal controls regarding finance, accounting, and use of assets;
- B. Overseeing the independence and performance of the independent auditors and staff with finance responsibilities;
- C. Overseeing the operation of the policies on conflicts of interest and the Association's board-staff communications;
- D. Providing an avenue of communication among the Association's independent auditors, management, staff, and the Board.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditor(s) as well as to anyone in the organization. With the consent of the Board or Executive Committee, the Audit Committee has the authority to retain, at the Association's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

The auditor shall provide its report to the Audit Committee and the Board. The Audit Committee shall present the Final Audit Report for the prior fiscal year ending December 31 to the Board no later than the last Board Meeting prior to commencement of the Annual Meeting. The Final Audit Report for the prior fiscal year ending December 31 shall be presented to the membership at the first plenary session of the Annual Meeting.

Section 3. Awards Committee

The Awards Committee shall consist of five (5) members of the Association, including at least one past President. This Committee shall recommend to the President individuals to receive the following: C. Francis Stradford, Equal Justice, Wiley A. Branton, Gertrude E. Rush, and such other awards that may from time to time be deemed appropriate by the President and Board. Members may submit nominees for these awards to the Committee in writing with sufficient background information to assist the Committee in its deliberations. The names must be submitted at least sixty (60) days before the meeting at which the award(s) will be presented. The Committee shall make its decision at least twenty days preceding the meeting of the presentation.

The Committee may also consider honoring other distinguished persons by presenting certificates, plaques, or other appropriate symbols. Such other recommendations shall be presented to and approved by the Board no later than the last Board meeting preceding the Annual Meeting.

Section 4. Board Governance Committee

The Board Governance Committee shall consist of seven (7) members including at least two (2) past Presidents. This committee shall be responsible for the recruitment, orientation, self-assessment, continuing education and board management. It shall develop a board member and officer recruitment strategy, considering desired skill sets and diverse perspectives and shall continually identify and recruit candidates for the board, committee and officer positions consistent with such strategy. It shall also implement and manage a regular process of evaluating board members individually and collectively to ensure effectiveness. Lastly, the committee shall develop and implement a plan for continually educating the board - including conducting of the Leadership Development Institute - and continually strengthening the bonds among such individuals to encourage independent expression of ideas and collaborative decision-making. The Leadership Development Institute shall be held at least once per year at the mid-year meeting and at such other times and places at the discretion of the Committee to prepare members to hold leadership positions in the Association.

Section 5. Budget Committee

The Budget Committee shall consist of seven (7) members, including the President-Elect, Vice-President for Finance, and the Chairperson of the Administration and Facilities Committee. This

Committee shall be responsible for the yearly budget of the Association. It shall request and review budget submissions from the Association's Sections, Regions, Divisions, and Committees, and work closely with the Executive Director to determine the financial and administrative needs of the Association and the long-range needs of the members; present a proposed budget to the Board at its fall meeting of the Association year setting forth its recommendations for funding sources, and allocation of those resources for the next fiscal year. The Committee shall also recommend the budget for the Association's Annual Meeting in consultation with the Convention and Meeting Committee. It shall prepare a five (5) year plan to ensure the financial viability of the organization preparing projected financial needs of the Association over this period. It shall review funding from all sources, make recommendations for investments of the Association's funds. It shall conduct a review of the overall finances of the Association on a quarterly basis and make reports to the Board, and where necessary, recommend changes in the budget plan based upon such reviews. It shall also make recommendations to the Board or the membership as it deems appropriate to carry out its responsibilities. The Treasurer shall serve, ex officio, as a member of the Committee.

Section 6. Constitution and Bylaws Committee

The Constitution and Bylaws Committee shall have five (5) members. This Committee shall be responsible for an annual review of the Constitution and Bylaws of the Association and shall make recommendations for additions or amendments thereto. This Committee shall develop and periodically update a handbook of procedures that shall govern the operation of the Association's various Committees, Sections, Divisions, and Regions and the procedures to be followed by the Board and the Executive Committee in their deliberations. Proposed amendments to the Constitution or Bylaws of the Association shall be promptly referred to this Committee by the Secretary, and time permitting, the Committee shall submit a report with its recommendation(s) to the members. The Secretary shall serve, ex-officio, as a member of the Committee.

Section 7. Convention and Meeting Committee

The Convention and Meeting Committee shall have no less than five (5) or more than nine (9) members. The Executive Director shall propose alternative convention and meeting sites to the Committee, including budget, financial analyses and data, with a view toward developing a five-year plan of convention sites. The Committee shall make convention and meeting site recommendations to the Board based on the above-referenced information received from the Executive Director. The Committee shall submit a budget, including all anticipated expenses, to the Budget Committee. All expenses associated with the Committee's work must be pursuant to its budget which has been approved by the Board prior to incurring any expenses for such Committee members for the Association year. The Executive Director and the Committee shall work with the applicable Tourism/Visitors and Convention Bureaus for the recommended convention and other meeting sites, and work with the local affiliate member's convention host

committee and individual affiliate members in planning of the Annual Meeting. The Executive Director and the Committee shall also research and analyze financial data for meeting sites on a rolling three-to-five year basis and the Committee shall make such recommendations to assist the Board in selecting meeting sites that have a positive financial and professional impact on the Association. The Committee shall make periodic reports and recommendations to the Board. The President-Elect and Vice-President for Regions and Affiliate Members shall serve, ex officio, as members of the Committee.

Section 8. Elections Committee

The Elections Committee shall consist of one Regular Member from each of the twelve (12) Regions, appointed by the President on or before March 1 of each year. The Elections Committee shall oversee and supervise procedures for the election of Officers and Members at-Large at the Annual Meeting. The Elections Committee may enact such policies and procedures as are necessary to effectuate its business.

Section 9. Ethics and Professional Responsibility Committee

The Ethics and Professional Responsibility Committee shall consist of nine (9) members, and shall:

- A. By the concurrence of a majority of its members, express its opinion on proper professional or judicial conduct, either on its own initiative or when requested to do so by a member of the bar or by an officer of a committee of a state or local bar or by a court, committee or commission charged with the discipline or removal of judges, except that an opinion may not be issued on a question that is pending before a court;
- B. Periodically publish its issued opinions to the legal profession in summary or complete form and, on request, provide copies of opinions to members of the bar;
- C. On request, advise or otherwise help state or local bar associations or courts, committees or commissions charged with the discipline or removal of judges, in their activities relating to the interpretation of the Code of Professional Responsibility and the Code of Judicial Conduct;
- D. Recommend appropriate amendments to or clarifications of the Code of Professional Responsibility or the Code of Judicial Conduct, if it considers them advisable;
- E. Investigate whenever a member has been reprimanded, suspended or disbarred. After the Committee completes its investigation, the Committee shall recommend to the Board any action(s) it deems appropriate; and

- F. Adopt such rules as it considers appropriate relating to the procedures to execute its responsibilities as outlined above, effective when approved by the Board.

Section 10. Fund Development Committee

The Fund Development Committee shall consist of at least seven (7) members, including the Vice-Presidents for Finance, and Regions and Affiliate Members, and at least five (5) additional members. This Committee shall be responsible for planning and executing fund development activities. It shall also pursue alternative funding sources, including, but not limited to, foundations, corporations, associations, and individuals. The Committee shall submit a proposed budget for the annual fundraiser to the Budget Committee by September 1 of the Association year. This Committee is not authorized to submit, accept, or otherwise commit the Association for funding from local or state governments or the federal government. The Committee shall make periodic reports and recommendations to the Board on its activities and proposed event(s). The Committee shall meet at least once every three months. The President-Elect and the Treasurer shall serve, ex officio, as members of the Committee.

Section 11. Issues and Resolutions Committee

- A. The Issues and Resolutions Committee shall consist of at least three (3) members but no more than seven (7). It shall be responsible for reviewing resolutions submitted by the members and drafting resolutions for presentation at a plenary session at the Annual Meeting. All resolutions shall be submitted to the Committee at least thirty (30) days prior to the Annual Meeting. The Issues and Resolutions Committee shall provide advance notice to members in the Association Bulletin or by such other means as it deems appropriate as to the place and the deadline for submission. In the absence of such notice, resolutions may be sent to the Executive Director at the national office of the Association.
- B. Resolutions may be accepted by the Committee at the Annual Meeting, provided, however, that the subject matter relates to substantive issues discussed in connection with the agenda at that Annual Meeting, including seminar topics, keynote addresses, and panel discussions; but not including items on the agenda of the Board, or business meetings of Divisions, Regions, Sections, or informal caucus gatherings.
- C. The Issues and Resolutions Committee shall conform convention resolutions to a format consistent with that determined by the Committee for pre-convention resolution.
- D. The Issues and Resolutions Committee may not refuse to present a convention resolution if it has met the above criteria. If there is a dispute, a member may seek to have the Committee's decision overruled on the floor at the plenary session at which the Committee's report is presented.

Section 12. Judicial Selection Committee

The Judicial Selection Committee shall be composed of at least one (1) Regular Member from each Region and one (1) additional member chosen without regard to geographical location. This committee shall be responsible for evaluating the qualifications of candidates for the federal bench; shall make recommendations to the Justice Department with respect to candidates for the federal bench; may cooperate with other bar associations or groups in seeking suitable candidates for recommendation for appointment. When appropriate, and where approved by the Board or the Executive Committee, the chairperson or designated Regular Member of the Association may testify in favor of or against the confirmation of specific nominees to the federal bench. The Committee shall consult with local members or Affiliate Members in the judicial circuit or district in which a candidate seeks appointment and give due consideration to any comments submitted therefrom. No candidate shall receive the endorsement of the Association unless there has been an opportunity to conduct an investigation and submit a report to the Board, the Executive Committee, or the membership. All requests for endorsement should be promptly referred to this committee.

Section 13. Legal Education Committee

The Legal Education Committee shall have seven (7) members. This Committee shall ensure that the quality, diversity, and timeliness of seminar subject matter are reflected in each scheduled Association program. The chairperson shall report the topics and participants of each legal education program, as received from the seminar forum sponsor, one hundred twenty (120) days prior to the Annual Meeting and sixty (60) days prior to the other scheduled meetings. It shall develop a handbook delineating by state the requirements for continuing legal education credits. This Committee shall provide guidance to the Sections, Divisions, Regions, and other Committees seeking to structure continuing legal education seminars and programs. It shall also review and monitor national developments in legal education and make recommendations to the Board or the members as appropriate.

Section 14. Legislation Committee

The Legislation Committee shall have seven (7) members. It shall develop a congressional relations program on behalf of the Association. Congressional contacts shall include relations with individual members of the United States House of Representatives, the United States Senate, and appropriate committees, with specific emphasis on the Judiciary Committees of both the House and Senate on behalf of the Association. The Committee shall also monitor and review current legislation pending before each legislative body and provide recommendations for oral and/or written testimony before appropriate committees. Additionally, the Committee may assist the legislative process by presenting resolutions passed at the Annual Meeting or other proposals to congressional representatives regarding issues the Association deems appropriate. This Committee shall draft a list of issues that it anticipates will be proposed, discussed, or voted upon

in the current legislative session and present it to the Board for its review at its second meeting after the Annual Meeting. Upon approval of the issue/topics presented by the Committee, the Secretary shall transmit a copy of the list to each Division, Regional Director, and Section of the Association and any other Committee that may have an interest in any of the subjects therein. Divisions, Regional Directors, Sections and Committees are encouraged to send comments, position papers, proposals, and suggestions to the Committee. Additions to or changes in the legislative agenda shall be presented to the Executive Committee or the Board, as appropriate, time permitting. If there is no time available for the presentation of such issues to the Executive Committee of the Board before the Association needs to act, the Chair of the Committee shall consult with the Officers of the Association for approval to proceed. The Vice-President for Divisions and Sections shall serve, ex officio, as a member of the Committee.

Section 15. Membership Committee

The Membership Committee shall consist of one (1) member from each Region and the Vice-President for Membership who shall chair this Committee. This Committee shall be responsible for increasing the membership of the Association through membership campaigns directed at the law schools throughout the country; innovative and attractive advertising to promote the Association and its advantages to the minority members of the law profession; and designing special appeals for life or other special membership categories to increase our membership level to provide financial stability and income to the Association. The Committee shall prepare its material in consultation with the Executive Director or other staff members assigned to membership and see that at least two mass appeals for members are made each year.

Section 16. Nominations Committee

The Nominations Committee shall consist of one (1) Regular Member from each of the twelve (12) Regions, appointed by the President on or before January 1 of each year. The Nominations Committee shall be responsible for the procedures for the nominations of Officers and Members-at-Large at the Annual Meeting and shall certify the eligibility of all candidates for Officers and Members-at-Large. The Nominations Committee may enact such procedures as necessary to effectuate its business.

Section 17. Pro Bono and Public Service Committee

The Pro Bono and Public Service Committee shall consist of five (5) members, including the Association's liaison to the American Bar Association's Pro Bono and Public Service Committee. This Committee shall foster the development of pro bono activities by its members within the framework of the delivery of legal services by the profession, establish and develop liaisons with other associations and groups interested in pro bono programs, propose and review legislation that impacts on the ability of lawyers to provide pro bono service, and undertake any other activities as may be necessary to further the objectives of this Committee.

Section 18. Recognition and Necrology Committee

The Recognition and Necrology Committee shall consist of five (5) persons. It shall timely prepare and recommend resolutions, letters, and other forms of recognition to the Board for notable achievements of members of the Association.

**CHAPTER XII
Executive Director**

There shall be an Executive Director of the Association who shall be the Chief Administrative Officer and is responsible for the Association's administrative staff, the operation of the Association office and the retention and maintenance of its records, property, and equipment. The Executive Director shall be hired by the Board under terms of employment and compensation fixed by the Board and shall devote full time to the affairs of the Association. Subject to the general direction of the Board and the officers, as appropriate, and consistent with the requirements of the Constitution and the Bylaws, the Executive Director shall:

- A. Attend meetings of the Executive Committee, Board and all membership meetings and disseminate the minutes of such meetings;
- B. Collect, deposit, and disburse the Association's funds pursuant to the budget in consultation with the Treasurer and in accordance with the Constitution and Bylaws;
- C. Maintain membership lists;
- D. Advise and assist the Officers, Board, Divisions, Regions, Sections, and Committees;
- E. Make the arrangements for Association meetings;
- F. Hire all personnel of the Association, subject to approval by the Board; and
- G. Maintain a file on all minutes and reports of the Association and its components at the national office.

CHAPTER XIII
Appropriations and Audits

The Board shall appropriate funds to pay all necessary expenses of the Association. The Board shall procure a certified public accountant to conduct an annual audit of the financial books and records of the Association.

CHAPTER XIV
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

CHAPTER XV
Annual Meeting Report

Section 1. The proceedings of the Annual Meeting of the Association shall be published by the Secretary within sixty (60) days after the close of the Annual Meeting.

The Secretary may send one (1) copy of the report of the Association or portions thereof to such persons as the Board, President, or members in plenary session convened may direct or as requested by individual members.

Section 2. At the conclusion of the first meeting of the Board, the Secretary shall mail the schedule of the meeting dates of the Board and the Executive Committee to each Board member and the president of each Affiliate Member.

CHAPTER XVI
Official Seal

The Association shall have an official seal that shall be in the care, keeping and custody of the Secretary of the Association and the Secretary shall impress it upon such official documents or papers that should properly bear the seal of the Association.

CHAPTER XVII
Amendments of Bylaws

These Bylaws may be amended as provided in Article XIV of the Constitution. Bylaw amendments shall go into effect and become law immediately upon adoption unless some other time is stated in the amendment.

Amended July 31, 1981; July 26, 1985; August 1, 1986; August 9, 1991; August 1, 1992; August 4, 1995; August 9, 1996; July 31, 1998; August 11, 2000; August 3, 2001; August 3, 2007; August 12, 2010; August 3, 2011; July 18, 2012; July 23, 2015; July 21, 2016; August 3, 2017; July 25, 2019, and July 29, 2020.