By-Laws of the Arkansas Bar Association
As amended through June 12, 2020

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 Trustees.

Article II. Association Dues[1]

Section 1. Voting Members

Each member shall pay Association dues as established by the Board of Trustees 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 Board of Trustees on the 17th day of February, 2017 until amended pursuant to the action of the Board of Trustees 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 Board of Trustees, or by the affirmative vote of two-thirds of Trustees voting, or as established by the Board of Trustees as provided in Section 4 of this Article. The Board of Trustees 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 prepare recommended changes, if any, for membership comment and a vote by the Board of Trustees. Once the Board of Trustees has approved any recommended 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 a final vote by the Board of Trustees for commentary. Once the notice has been given, the Board of Trustees shall take a final action on the recommended changes at its next regularly scheduled meeting.

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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 and the addition of Section 4.

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, or defaults on his or her annual dues payment plan, then said member shall be removed from membership in the Association. A member who has been removed for nonpayment of dues shall 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 dues set by the Board of Trustees for the period after May 1 thru June 30 of the year in which reinstatement is sought.

Section 4. Board of Trustees Authority to Set Membership Dues

Commencing with the Bar year beginning July 1, 2018, the Board of Trustees shall have the authority by a majority vote to raise the regular Association dues by no more than $5.00 per Bar year. The Board of Trustees shall have the authority by a majority vote to raise the income-based dues, by no more than $5.00 for every cumulative $10.00 of regular Association dues increases.

Article III. Officers

Section l. 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 Trustees.

Section 2. Vacancy in the Office of President.

Should a vacancy occur in the office of the President, the President Elect shall serve as Acting President, and except as otherwise provided herein, shall have all the duties and privileges of the office of President until the vacancy is filled as provided herein.

Should such a vacancy occur when there are six months or less remaining in the President's term, the President Elect shall continue to serve as Acting President for the remainder of the unexpired term and shall succeed to the office of the President at the next Annual Meeting.

Should such vacancy occur when there are more than six months remaining in the President's term, the President Elect may choose to continue to serve as Acting President for the remainder of the unexpired term and shall succeed to the office of

the President at the next Annual Meeting.

Should the President Elect not so choose, the President Elect, as Acting President, shall call a special election of the Members to elect as President a Member qualified to be elected President from the same Bar District as the President who vacated the office. The newly elected President shall then serve out the remainder of the term of the President who vacated the office.

Section 3 - Vacancy in the Office of President Elect.

Should a vacancy occur in the office of the President Elect, then:

> If the vacancy occurs when there are less than six months remaining in the President Elect's term, the President Elect Designee shall serve as acting President Elect for the remainder of the President Elect's unexpired term, and except as otherwise provided herein, shall have all the duties and privileges of the office of President Elect and shall succeed to the office of President Elect at the next Annual Meeting; or
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> If the vacancy occurs when there are more than six months remaining in the President Elect's term, the President shall call a special election of the Members to elect as President Elect a Member qualified to be elected President Elect from the same Bar District as the President Elect who vacated the office. The newly elected President Elect shall then serve out the remainder of the term of the President Elect who vacated the office.

Section 4 - Vacancy in the Office of President Elect Designee.

If, after the election of a President Elect Designee in a given bar year, a vacancy occurs in the office of the President Elect Designee, the President shall call a special election of the Members to elect as President Elect Designee a Member qualified to be elected President Elect Designee from the same Bar District as the President Elect Designate who vacated the office.

If, in the judgment of the Secretary - considering the relevant nomination and election provisions of the Association's Constitution - a special election for President Elect Designee cannot be completed and the results certified prior to the next Annual Meeting, the President shall nonetheless call the election as soon as practicable, and if after such Annual Meeting, the election shall be for the office of President Elect who shall be nominated from the same Bar District as the President Elect Designee who vacated the office. The newly elected President Elect Designee shall then serve out the remainder of the term of the President Elect Designee who vacated the office.

Section 5 - Vacancy in the Office of Secretary.

Should a vacancy occur in the office of Secretary, then:

> If the vacancy occurs when there are less than six months remaining in the Secretary's term, the President shall call a special election of the Board of Trustee to elect as Acting Secretary a member of the Board of Trustees qualified to be elected Secretary who shall so serve for the remainder of the unexpired term and, except as otherwise provided herein, shall have all the duties and privileges of the office of Secretary; or
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> If the vacancy occurs when there are more than six months remaining in the Secretary's term, the President shall call a special election of the Members to elect as Secretary a Member qualified to be elected Secretary to serve for the remainder of the unexpired term.

A member of the Board of Trustees who is elected by the Board of Trustees to fill a vacancy in the office of the Secretary may not run for election as Secretary in the next election for Secretary.

A Member who is elected by the Members to fill a vacancy in the office of the Secretary may run for election as Secretary in the next election for Secretary.

Section 6 - Acting Officer Retains Duties and Privileges of Elected Office; One Vote.

Except as provided herein, an officer who, by these Bylaws, holds another office as an acting officer shall retain the duties and privileges afforded his/her elected office for the duration of his/her elected term.

Notwithstanding the forgoing, such an officer shall be entitled to cast only one vote on any matter which comes before the Board of Trustees or a committee of the Board of Trustees and on which the officer's elected office and acting office would otherwise both be entitled to a vote.

Under such circumstances, the quorum requirements and number of votes necessary to take action on a particular matter shall be reduced by the number of acting officers entitle to attend and, as the case may be, cast a vote on any such matter brought before the Board of Trustees or committee of the Board of Trustees.

Section 7 – Nomination and Election Process to Fill a Vacancy.

In determining the details, including a schedule, for nomination and election pursuant to this Article, the Board of Trustees shall follow, as closely as reasonable, the

relevant nomination and election provisions of the Association's Constitution.

Section 8. Vacancy – Appointive Offices

Vacancies in any appointive office shall be filled by action of the respective appointing authority.

Section 9. 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 Board of Trustees 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 ensuring year.

Article IV. Board of Trustees

The following persons shall serve as liaison, non-voting members of the Board of Trustees: the President of the Arkansas Bar Foundation; the Association's Delegates 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 Trustees 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 Trustees. The Executive Director shall be the principal executive officer of the Association, and subject to the control of the Board of Trustees, 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 Trustees 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 Trustees 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 Trustees from time to time.

Article VI. Annual Budget

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

Section 2. New Sections

New sections may be established and existing sections combined or discontinued or their names changed by the Board of Trustees 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 Trustees; 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 may 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 Trustees may allow a section officer to serve consecutive terms in the same office.

C. Unless its by-laws provide otherwise, each section shall use its best effort to 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 Trustees.

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 Trustees.
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 Board of Trustees.
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 Trustees, unless waived by the Board of Trustees.

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 Trustees at which it considers the section's budget for the next year.
3. All section budgets shall be presented to the Board of Trustees.
4. The Board of Trustees 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 Trustees.

Article VIII. Committees and Task Forces

Section 1. Committees

A. The Board of Trustees, 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 Trustees 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 Trustees.

C. Unless the Board of Trustees provides otherwise, vacancies on committees shall be filled by the President. The President-elect shall appoint a chair 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 members[4]:

1. The President, the President-Elect, and the President-Elect Designee of the Association; the chair of the Jurisprudence and Law Reform Committee; and the chair of the Legislation Committee, all of whom shall serve for the term of the office held;
2. Three individuals appointed jointly by the President-Elect and President-Elect Designee for three-year, staggered terms commencing at the close of Annual Meetings;
3. One representative from each of the State Bar Districts who shall be elected by majority vote of all members of the Board of Trustees 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 Board of Trustees. Such representatives shall be elected in even numbered years at the Annual Meeting of the Association for a term of two years: and
4. One not voting liaison member of the Young Lawyer's Section.
5. The Chair of the Legislation Committee shall be appointed jointly by the President-Elect and the President-Elect Designee in odd numbered years, prior to the President-Elect assuming the office of President at the close of that annual meeting. The Chair shall serve from the adjournment of that meeting until the adjournment of the second annual meeting following appointment.
6. 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 appointee will serve until the next Board of Trustees 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

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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.

committee. [5]Where 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 Board of Trustees has not taken official position on and is under consideration or expected to be considered by Agencies of the State of Arkansas or by the Arkansas Legislature or its interim committees, or on proposed initiated acts.

H. In fulfilling these responsibilities, the Legislation Committee shall:
   1. 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.
   2. not support any legislation or Agency rules or regulations which the Board of Trustees has rejected within the immediate past 12 months nor oppose any legislation or Agency rules or regulations which the 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 Board of Trustees on substantive matters which have not previously been voted on by the Board.
   3. 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

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

impact on the administration of justice.

I. In the event the Legislation Committee takes a position in support or in opposition to a proposed amendment to the Arkansas Constitution or the United States Constitution, the Association Lobbyist shall, at the conclusion of the meeting at which the position was taken, report the position to the Board of Trustees. If any member of the Board of Trustees disagrees with the position taken by the Legislative Committee, that member may make a Motion to Override the position taken by the Legislative Committee. The motion and all further discussion and voting shall be made electronically via the Board of Trustees ACE account. Said Motion to Override must be made within three (3) business days of the Lobbyist's communication to the Board of Trustees. If the Motion to Override receives a second within one (1) day of the Motion to Override being made, there will be a period of discussion for three (3) business days. At the conclusion of the discussion period, the President will call for a vote. Votes will be accepted for the next two (2) business days. The Association Secretary shall count the votes, certify the results, and report the same to the Board of Trustees within one (1) business day of the conclusion of the voting window. If a majority of those voting vote in favor of the Motion to Override, the Board of Trustees will then consider what the Association's position will be relative to the proposed amendment. If a majority of those voting vote in opposition to the Motion to Override, the position taken by the Legislative Committee shall be the position of the Association.

J. Within three (3) business days of the Secretary certifying the vote to approve a Motion to Override, any member of the Board of Trustees may make a Motion to Support or Oppose the proposed amendment to the Arkansas Constitution or the United States Constitution. The Motion to Support or Oppose and all further discussion and voting shall be made electronically via the Board of Trustees ACE account unless a regularly scheduled meeting of the Board of Trustees is scheduled within the next two (2) weeks or the President calls for a Special Meeting of the Board of Trustees. If discussion and voting is conducted electronically via the Board of Trustees ACE account, the Motion to Support or Oppose must receive a second within one (1) day of the Motion to Support or Oppose being made. There will then be a period of discussion for five (5) business days. At the conclusion of the discussion period, the President will call for a vote. Votes will be accepted for the next two (2) business days. The Association Secretary shall count the votes, certify the results, and report the same to the Board of Trustees within one (1) business day of the conclusion of the voting window. The Motion to Support or Oppose must receive a three-fourths (3/4) vote of the membership of the Board of Trustees in order for the Motion to Support or Oppose to pass. If said Motion to Support or Oppose passes by a three-fourths majority of the members of the Board of Trustees that will be the position of the Association. If the Motion to Support or Oppose does not pass by a three-fourths majority of the members of the Board of Trustees, the Association will not take a position on the proposed amendment.

K. 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.

L. Notwithstanding the voting requirements in Article VIII, Section1, F, (5), 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.

M. 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.

N. 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 Board of Trustees.

O. 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 Trustee, except that any change in the Jurisprudence and Law Reform Committee and the Legislation Committee shall require amendment of these By-Laws.

Section 2. Task Forces

A. The Board of Trustees, 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 Trustees 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 Trustees. A task force shall cease to exist when the Board of Trustees 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 Trustees, unless otherwise provided

for by these By-Laws. The reports of all committees and task forces shall be made at least annually to the Board of Trustees.

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 Trustees 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 or a Member of the Audit Committee shall present in person or in writing 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 Trustees 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 Trustees as needed based on the audit. [6]

Article X. Preparation of the Legislative Package

Section l. 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 Board of Trustees present and voting on the proposed legislation, either at a regular session of the Board of Trustees or a Special Session called for that purpose.

Section 3. Additional Bills

If the exigency of the circumstances requires it, an affirmative vote of three-fourths of the members of the Board of Trustees 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 Board of Trustees 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.

Section 4. Procedures for electronic voting at regular or special meetings of the Board of Trustees shall be as provided in the Procedures of the Board of Trustees.

[7]Article XII. Indemnification

Section 1. Permissible Indemnification. Pursuant to Ark. Code Ann. § 4-33-851, 852, & 856 , 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 Trustee, employee, officer or agent, against Liability incurred in the Proceeding if the conduct of the Trustee, employee, officer or agent was consistent with the 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 Trustee, employee, officer or agent pursuant to Section 1 above, a determination must be made that indemnification of the Trustee, 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 Trustees 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 Trustee, 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 Trustees 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 Trustees, employees, officers or agents to insure against Liabilities asserted against or incurred by any of the Association's , Trustees, employees, officers or agents in that capacity or arising from their status as a Trustee, 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 Trustee, 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 Trustees, or otherwise

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

(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.

Procedures of the Board of Trustees

Rule I. Meetings of the House

1. The Board of Trustees or the President of the Arkansas Bar Association shall determine the times and places of any meeting of the Board. Any special meeting of the Board 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 Board 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 Board as soon as it is made available.

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

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

Rule II. Presiding Officer

1. The President of the Association shall preside at meetings of the Board. In his or her 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 Board to aid him in so doing. He or she shall require observance of the Rules of the Board 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 Board and the report of proceedings in the Board Record, after approving its accuracy.

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

Rule III. Certification of Trustees

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

Rule IV. Board Record

1. The proceedings of the Board 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 Board session to the respective Trustee District. If any Trustee District is represented by more than one Trustee, the majority of such Trustees may designate one of their number to make that report.

3. To the extent possible, meeting minutes shall be submitted by the Secretary within twenty days of the meeting.

Rule V. The Order of Business

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

(a) The presiding officer and the Secretary of the Board shall verify the presence of a quorum based on a review of the attendance roster submitted to each Board member at the initiation of the Board 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 Board shall include any matters which any Section or Standing or Special Committee of the Association wishes to bring before the Board.

3. Questions relating to the priority of business shall be decided by the presiding officer, subject to appeal to the Board. Any such appeals shall be decided by majority vote of the members present.

Rule VI. Quorum

1. A quorum of the Board shall consist of a majority of the total number of trustees, excluding those trustees with excused absences. The presiding officer shall determine that a quorum is present.

2. If at any time during a session of the Board, 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 Board desires to speak, he or she shall rise and address the presiding officer after being recognized. 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 ¾ consent of the Board, unless he or she be then engaged in making the report of a Section of the Association or of a Committee of the Association or of the Board. 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 Board or presiding officer may require that copies of any resolution shall be made available to members of the Board, before a vote is taken thereon.

4. Wherever practicable, copies of each report by a Committee of the Association or of the Board shall be made available to each member of the Board, before or at the time of the presentation of such report. Unless otherwise ordered by the vote of the Board 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 Board, without debate.

Rule VIII. Voting

The Board of Trustees may adopt any method of voting that the Board determines is most effective for the Trustees. 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 Board

1. The Board may from time to time create and have such Committees of the Board 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 Board, the President may, in his or her 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 Board concerning it. Unless otherwise voted by the Board, any Committee so appointed shall not continue beyond the adjournment of that meeting of the Board.

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

4. Except where otherwise provided by the Board, each Committee of the Board shall serve until adjournment of the next meeting of the Board 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 Board. 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 Board 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 Board, Rule V, or any part thereof, may be suspended during such session of the Board, without advance notice.

Rule XI Virtual meetings

1. Trustees are expected to register and attend annual and mid-year meetings. Trustees may attend up to two (2) regular meetings a year electronically other than annual and mid-year meetings. Currently, for regular meetings where a trustee's residence is more than 150 miles from a meeting site (other than annual meeting or mid-year), up to 18 qualifying trustees who sign up for electronic seats by registering with assigned Association staff by email shall be allowed to attend electronically. *

2. Special meetings may be held electronically to the extent the Executive Committee establishes criteria for same as approved by the Board of Trustees. To participate electronically, a Trustee must have and utilize throughout the meeting the capability to view documents and materials on display and under consideration at the meeting and to simultaneously hear and speak to those persons attending the meeting in person.

*In the event more than 18 so sign up at least 15 days before a meeting, then a lottery conducted by Association staff and overseen by the Association Secretary shall decide who may attend electronically.