

Constitution  
of the  
*Arkansas Bar Association*

as amended through  
March 18, 2021

## *Table of Contents*

Article I. Name and Mission Statement.....	4
Article II. Membership.....	4
Section 1. Regular Membership.....	4
Section 2. Associate Members.....	4
Section 3. Law Student Membership.....	4
Section 4. Affiliate Membership Designations.....	4
Section 5. Termination of Membership.....	4
Article III. Officers.....	5
Section 1. Officers.....	5
Section 2. Terms.....	5
Section 3. Eligibility for Office of President-Elect Designee.....	5
Section 4. Nomination for Office of President-Elect Designee.....	5
Section 5. Eligibility for Office of Secretary.....	5
Section 6. Nomination for Office of Secretary.....	5
Section 7. Election for President-Elect Nominee and Secretary.....	6
Section 8. Succession of President-Elect Nominee to Presidency.....	6
Section 9. Effect of Redistricting.....	6
Section 10. Officers Must Remain Residents of Arkansas.....	6
Section 11. Vacancies.....	6
Article IV. Board of Trustees.....	6
Section 1. Governance of the Association.....	6
Section 2. Duties, Responsibilities and Expectations of the Board of Trustees.....	7
Section 3. Membership.....	7
Section 4. Election of Trustees.....	8
Section 5. Trustee Terms.....	9
Section 6. Vacancies.....	9
Section 7. Limitation of Terms.....	9
Section 8. Quorum.....	9
Section 9. Rules.....	9
Section 10. Executive Committee.....	9
Article V. State and Trustee Bar Districts.....	10
Section 1. State Bar Districts.....	10
Section 2. Trustee Districts.....	10
Article VI. American Bar Association Delegates.....	10
Article VII. Meetings.....	11

Section 1. Annual Meeting of the Association .....	11
Section 2. Board of Trustees Regular Meetings .....	11
Section 3. Board of Trustees Special Meetings .....	11
Section 4. Presiding Officer .....	11
Section 5. Executive Committee Notice of Meetings .....	11
Section 6. Open Meetings .....	11
Article VIII. Notice of Elections.....	11
Article IX. Adoption and Amendment of Bylaws .....	11
Article X. Sections and Committees .....	12
Section 1. Establishment and Purposes.....	12
Section 2. Section Bylaws.....	12
Article XI. Professional and Judicial Ethics .....	12
Article XII. Initiative and Referendum.....	12
Section 1. Initiative .....	12
Section 2. Referendum.....	12
Section 3. Notice and Vote .....	12
Article XIII. Amendment of Constitution.....	13
Article XIV. Proposing, Supporting, or Opposing Amending U. S. or Arkansas Constitution.....	13
Article XV. Miscellaneous Provisions.....	14
Section 1. Calculating Days.....	14
Section 2. Meaning of Residence or Residing .....	14

# **Constitution**

## **of the**

### ***Arkansas Bar Association***

#### ***Article I. Name and Mission Statement***

This Association shall be known as the Arkansas Bar Association, a not-for-profit corporation organized under the laws of the State of Arkansas. Its mission is to support attorneys; advance the practice of law; advocate for the legal profession; foster professionalism, civility, and integrity; and protect the rule of law.

#### ***Article II. Membership***

##### **Section 1. Regular Membership**

All persons licensed to practice before the Supreme Court of Arkansas who pay dues as provided by the Bylaws of the Association are regular members and shall be voting members of the Association. The membership of persons who make an initial dues payment is subject to ratification by the Board of Trustees.

##### **Section 2. Associate Members**

Any person admitted to practice before any court of final jurisdiction in any state of the United States, or the District of Columbia, or a Territory of the United States and who is not admitted to practice law in Arkansas, but who is either a resident of Arkansas or is a full time employee of a business organization which regularly does business within Arkansas may be granted Associate Membership in this Association and may vote in Association elections and participate fully in the activities and committee work of the Association but may not hold office or membership in the Board of Trustees or the Executive Committee.

##### **Section 3. Law Student Membership**

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

##### **Section 4. Affiliate Membership Designations**

The Board of Trustees, in consultation with the Executive Director, may from time to time establish one or more affiliate membership designations for persons and or entities who are not lawyers, but who engage in occupations, businesses, or activities related to, dependent on, or affiliated with the legal profession. Affiliate members may not vote in Association elections or hold elective office, but may be permitted to participate in the activities, designated member benefits, and committee work of the Association.

##### **Section 5. Termination of Membership**

A member not in default in payment of dues and against whom no complaint or charge by the

Association is pending may at any time file his or her resignation in writing with the Secretary, and it shall become effective as of the date it is filed and accepted by the Board of Trustees. The Board of Trustees may reinstate any member upon written application for reinstatement. The Board of Trustees may censure, suspend, or expel any member for cause after notice and hearing.

### ***Article III. Officers***

#### **Section 1. Officers**

The officers are President, President-Elect, President-Elect Designee, Treasurer, Secretary and Parliamentarian. The President, President-Elect, President-Elect Designee and Secretary shall be elected by all members of the Association who are entitled to vote and in good standing on the date ballots are distributed. The Treasurer shall be elected by the voting members of the Board of Trustees. The President shall appoint the Parliamentarian subject to ratification by the Board of Trustees.

#### **Section 2. Terms**

The term for each officer shall be one (1) year, but the Treasurer and Secretary can serve up to six (6) terms.

#### **Section 3. Eligibility for Office of President-Elect Designee**

The President-Elect Designee shall be elected from different State Bar Districts each year on a rotating basis. Only regular members residing in the currently eligible State Bar District and nominated as provided herein, shall be eligible for nomination and election to the office of President-Elect Designee. In the event there shall be only one nominee for the office of the President-Elect Designee and that nominee should die or otherwise be disqualified before the election, the Executive Committee shall call a new election for the office of President-Elect Designee. Deadlines for nominations and voting shall be fixed as nearly as possible in accordance with the schedule set forth in this Article.

#### **Section 4. Nomination for Office of President-Elect Designee**

Nominations for President-Elect Nominee shall be made by petition signed by at least seventy-five (75) Association members. The petition signers must include at least twenty-five (25) regular Association members residing in each of the State Bar Districts as defined in this Constitution and determined by the Board of Trustees.

#### **Section 5. Eligibility for Office of Secretary**

Only regular members nominated as provided herein shall be eligible for nomination and election to the office of Secretary. In the event there shall be only one nominee for the office of the Secretary and that nominee should die or otherwise be disqualified before the election, the Executive Committee shall call a new election for the office of Secretary. Deadlines for nominations and voting shall be fixed as nearly as possible in accordance with the schedule set forth in this Article.

#### **Section 6. Nomination for Office of Secretary**

Nominations for Secretary shall be made by petition signed by at least three (3) regular members of the Association residing in any State Bar District. The petition shall be signed by the member

seeking election attesting to his or her qualifications for office and desire to serve if elected.

### **Section 7. Election for President-Elect Nominee and Secretary**

Nominating petitions for President-Elect Designee and Secretary shall be filed with the Secretary at the office of the Association no later than January 31. After the close of nominations and in the event of a contest for the office of President-Elect Designee or Secretary, each candidate may provide a one-page statement, which shall be included with the ballot. Not more than fifteen (15) days after January 31, the Secretary shall distribute to each voting member of the Association a ballot on which the names of the candidates are listed in alphabetical order. To be counted, ballots must be received by the Secretary at the office of the Association no later than March 18. The balloting shall be conducted in such a way as to preserve its secrecy, but to assure that only Association members cast votes. Counting of the ballots shall be under the supervision of the Secretary who may be assisted by two (2) to five (5) tellers designated by each of the candidates. The candidate for President-Elect Designee receiving the highest number of votes cast in the election immediately becomes the President-Elect Designee. The candidate for Secretary receiving the highest number of votes cast in the election succeeds to the office of Secretary at the conclusion of the next Annual Meeting of the Association.

### **Section 8. Succession of President-Elect Nominee to Presidency**

The President-Elect Designee shall succeed to the office of President-Elect at the conclusion of the next Annual Meeting of the Association after his or her election without further election. The President-Elect shall succeed to the office of President at the end of his or her term as President-Elect without further election.

### **Section 9. Effect of Redistricting**

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

### **Section 10. Officers Must Remain Residents of Arkansas**

The Secretary, President-Elect Designee, President-Elect and President must remain residents of Arkansas during their terms in office. Should any such officer become a non-resident, the Executive Committee shall declare his or her office vacant.

### **Section 11. Vacancies**

The Bylaws shall provide for succession or replacement in the event the office of Secretary, President-Elect Designee, President-Elect, or President becomes vacant through the death, inability to serve, resignation, or other disqualification.

## ***Article IV. Board of Trustees***

### **Section 1. Governance of the Association**

This Association shall be governed by a single body known as the Board of Trustees. The Board of Trustees (Sometimes "Board" herein) shall consist of sixty (60) trustees, four from each of the fifteen (15) Trustee Districts. The Board of Trustees shall be the Association's policy-making

body.

## **Section 2. Duties, Responsibilities and Expectations of the Board of Trustees**

The Board of Trustees of the Arkansas Bar Association reserves unto itself the following authority:

A. To organize, administer, and conduct the business of the Board including the following responsibilities and duties:

- (1) Establish and maintain the Association's mission, goals, and objectives, guide the work of the Association and monitor their implementation.
- (2) Develop, with the Executive Director and staff of the Association, the long-range strategic plan of the Association.
- (3) Develop and monitor policies that ensure effective governance of the Association.
- (4) Serve as an advocate for the Association with members and non-members, the public, and local, state, and federal government officials.
- (5) Evaluate and support the Executive Director of the Association.
- (6) Approve the annual Association operating budget.
- (7) The Board of Trustees will have override authority regarding decisions made by the Legislation Committee. The procedure for exercising that authority will be established in the bylaws.

B. As members of the governing body of the Association, individual Trustees are expected to adhere to the following standards in the performance of their duties:

- (1) Individual trustees have a fiduciary duty to act reasonably, prudently, and in the best interests of the Association.
- (2) Trustees have a duty of loyalty to the Association and must avoid actual or perceived conflicts of interests. Trustees shall not put personal or professional interests above the interests of the Association.
- (3) Trustees shall attend, prepare for, and participate in regular and special meetings of the Board.

## **Section 3. Membership**

A. District Representatives. The Membership of the Board of Trustees shall consist of sixty (60) regular members of the Association proportionately representing the Trustee Districts as determined by the Board of Trustees. The Trustees must be regular members of the Association who have been a member of the Association for at least one (1) year at the time of election.

Trustees shall be elected from that Trustee District within which they reside by the voting members of the Association residing within that Trustee District.

B. At-Large Members. The President, President-Elect, President-Elect Designee, Immediate Past President, Secretary, Treasurer, and Chair of the Young Lawyers' Section shall be At-Large members of the Board of Trustees with the right to vote and to participate in all proceedings.

C. Ex-officio Members. The Parliamentarian, a representative of the Arkansas Judicial Council, a representative of the Arkansas District Judges Council, the President of the Arkansas Bar Foundation, the Deans of the University of Arkansas at Fayetteville Law School and the University of Arkansas at Little Rock School of Law, the Association's Delegates to the American Bar Association; the Executive Director of the Association, and the Association Lobbyist shall be ex-officio members of the Board of Trustees who shall have the right to participate in all proceedings but shall not have the right to vote.

D. Tenured Trustees. A member of the Association who is a Past President or who has served six (6) years as a member of the House of Delegates or Board of Trustees shall be given the status of Tenured Trustee. Tenured Trustees shall have the right to participate in all proceedings but shall not have the right to vote.



#### **Section 4. Election of Trustees**

Three (3) regular members of the Association residing within a Trustee District may nominate an Association member within that District for the office of Trustee by filing a petition in writing with the Secretary at the office of the Association no later than January 31. The petition shall be signed by the member seeking election attesting to his or her qualifications for office and desire to serve if elected and acknowledging an understanding of the duties, responsibilities and expectations of Trustees as set out in Article IV Section 2 above. Not more than fifteen (15) days after January 31, the Secretary shall distribute to each voting member of the Association residing within the Trustee District a ballot on which the names of the candidates are listed in alphabetical order. To be counted, the ballots must be received by the Secretary at the office of the Association no later than March 18.

The balloting shall be conducted in such a way as to preserve its secrecy, but to assure that only Association members cast votes. Counting of the ballots shall be under the supervision of the Secretary who shall be assisted by such persons as the Secretary designates. The results of balloting from each Trustee District shall be certified by the Secretary to the Board at the meeting held during the Association's Annual Meeting. If the number of nominees does not exceed the number of Trustees to be elected from a particular Trustee District, such nominee shall be declared elected by the Secretary without the necessity of a ballot. If the number of nominees does exceed the number to be elected, the nominee receiving the highest number of votes from any Trustee District shall be elected to the office of Trustee, and, in the event of a tie, the winner shall be determined by the toss of a coin by the Secretary and witnessed by the Executive Director.

In any election to the Board in which more than one trustee is to be elected from a particular Trustee District, and the number of nominees exceeds the number of Trustees to be elected, the nominees shall be listed alphabetically by the Secretary on a single ballot which shall contain an instruction to



the member voting to designate by appropriate mark those nominees for whom he or she wishes to vote so long as the number of marks does not exceed the number of Trustee positions to be elected from the District; those nominees receiving the highest number of votes shall be elected to the office of Trustee, and, in the event of a tie, the winner shall be determined by the toss of a coin by the Secretary witnessed by the Executive Director.

As long as the Board determines electronic or Internet voting is secure, it may conduct elections electronically under its Bylaws. Such Bylaws must protect the rights of members who choose to vote by mail to cast ballots. The electronic or internet procedures should follow those set out in this Section as closely as practical.

#### **Section 5. Trustee Terms.**

Trustees' terms shall be staggered and at least one (1) Trustee shall be elected from each Trustee District each year. Members elected to the Board shall serve for a term of three (3) years and shall assume office at the end of the Association's Annual Meeting held following their election. The term will end at the conclusion of the Association's Annual Meeting three (3) years later.

#### **Section 6. Vacancies**

A vacancy shall exist in the Board due to lack of a nominee or to a Trustee's death, resignation, succeeding to ex-officio membership, ceasing to be an Association member, or ceasing to reside in the Trustee District from which he or she was elected or other disqualification. The President shall appoint a member who resides in the affected District to serve until the next election.

A vacancy shall exist in the Board whenever a Trustee fails to attend two (2) consecutive regular meetings of the Board of Trustees unless excused by the President of the Association as provided for in the Bylaws; provided, however, that should the Trustee attend a special meeting between the two (2) regular meetings, such attendance at such special meeting shall be in lieu of attendance at the second regular meeting and will be so counted.

#### **Section 7. Limitation of Terms**

No Trustee shall serve more than two (2) full terms as an elected member of the Board.

#### **Section 8. Quorum**

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

#### **Section 9. Rules**

The Board and Executive Committee may adopt rules of order governing the conduct of its meetings, and, unless otherwise provided, Robert's Rules of Order shall control.

#### **Section 10. Executive Committee**

The Board of Trustees shall have an Executive Committee composed of the President, the President-Elect, the Secretary, the Treasurer, the Chair of the Young Lawyers Section, and three (3) Trustees, one (1) from each State Bar District, elected from the governing body at each year's Annual Meeting for a year in which they serve on the Board. The President-Elect Designee and the Association's Executive Director shall be non-voting ex-officio members of the Committee.

The Executive Committee has the authority to conduct the business of the Association in the event the Board of Trustees cannot act in a timely manner; hire, support, and evaluate the Executive Director; and oversee the annual Board evaluation.

## ***Article V. State and Trustee Bar Districts***

### **Section 1. State Bar Districts**

For the purpose of nominating and electing a President-Elect Designee, the state shall be divided into three (3) State Bar Districts. The Board of Trustees shall determine the boundaries and those boundaries shall be reviewed as provided in Section 2 of this Article.

### **Section 2. Trustee Districts**

There shall be fifteen (15)<sup>1</sup> Trustee Districts, with four (4) Trustees elected from each Trustee District. State Bar and Trustee District boundaries will be evaluated and, if necessary, re-established every six (6) years following the 2020 Annual Meeting in order to achieve a more equitable representation of the members of the Board of Trustees. The following criteria shall be applied:

- Each Trustee District will follow county boundaries to the greatest extent possible; however, multiple counties can be in the one Trustee District.
- Multiple trustees can represent a one county Trustee District.
- Boundaries of multi-county local bar associations will be taken into consideration as closely as possible.
- Each trustee represents 1/60 of the membership or its closest approximation.

Provided that the membership of this Association shall be given notice, through a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail, of the proposed reorganization at least thirty (30) days prior to the meeting at which the Board of Trustees will consider the reorganization plan.

## ***Article VI. American Bar Association Delegates***

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

The Young Lawyer Delegate to the American Bar Association must also satisfy the requirements established by the Young Lawyers Section to be eligible to serve as delegate from the Young Lawyers Section.

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<sup>1</sup> Full membership vote adopting 15 Trustee Districts rather than 5.

## ***Article VII. Meetings***

### **Section 1. Annual Meeting of the Association**

The Association shall hold an Annual Meeting between May 15 and June 30 unless the Board, at least one (1) year in advance, sets another date.

### **Section 2. Board of Trustees Regular Meetings**

A regular meeting of the Board shall be held during the Association's Annual Meeting. The Board shall hold three other regular meetings each year.

### **Section 3. Board of Trustees Special Meetings**

Special meetings of the Board may be called by the President, by the Executive Committee, or by written petition of ten (10) members of the Board filed with the Secretary. Members may participate and vote in special meetings by electronic means as may be determined by such body.

### **Section 4. Presiding Officer**

The President of the Association or, in his or her absence, the President-Elect, shall preside over all meetings of the Board of Trustees.

### **Section 5. Executive Committee Notice of Meetings**

All meetings of the Executive Committee shall be announced by posting on the Association web site and individual written communication by e-mail to the members of the Executive Committee.

### **Section 6. Open Meetings**

All meetings of the Board or Executive Committee shall be open to the membership of the Association except when such bodies vote to go into executive session.

## ***Article VIII. Notice of Elections***

The Secretary at least thirty (30) days prior to the closing of any nomination upon petition, shall notify in writing through a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail all Association members who are eligible to sign a petition of nomination, specifying the office to be filled, the date of closing of nominations, and the number of signatures required to effect nomination.

## ***Article IX. Adoption and Amendment of Bylaws***

Bylaws may be adopted, amended or rescinded by the Board by the affirmative vote of a majority of the full number of its voting members, or by the affirmative vote of two-thirds (2/3) of those present and voting; provided, that written notice through a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail of such proposed action is given to each member of the Board at least thirty (30) days prior to the meeting at which the proposal is to be offered. Upon such adoption, change, amendment or rescission, notice shall be promptly given to each member of the Association by the Secretary.

## ***Article X. Sections and Committees***

### **Section 1. Establishment and Purposes**

The Board of Trustees may establish, abolish or modify Sections and Committees of the Association in order to direct and coordinate the program and related activities of the Association.

### **Section 2. Section Bylaws**

Each Section shall have bylaws consistent with the Constitution and Bylaws of the Association. The bylaws of any Section shall define the purposes of the Section, and those bylaws or amendments thereto shall become effective when approved by the Board of Trustees.

## ***Article XI. Professional and Judicial Ethics***

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

## ***Article XII. Initiative and Referendum***

### **Section 1. Initiative**

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

### **Section 2. Referendum**

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

### **Section 3. Notice and Vote**

Within thirty (30) days after an initiated or referred proposal shall have been timely filed with the Secretary at the office of the Association, he or she shall give detailed Notice thereof to the voting membership through a regular Association publication, including posting on the Association website, or individual written communication by U.S. mail, by fax, or by e-mail. Included in such Notice shall be a ballot for each member to cast for or against the initiated or referred matter, and such Notice shall fix a date between fifteen (15) and thirty (30) days from the date such Notice is posted, of the time that all such ballots shall be received by the Secretary in order to be eligible to be counted in the determination thereof. The Secretary or a designee shall keep the returned ballots unopened in a safe

container under private lock until the day following the deadline for voting and thereafter together with a committee of three to ten members appointed by the President for this purpose, shall count and tally all votes cast. The committee shall promptly certify the count attested by the Secretary to the President who shall announce the results of such vote to the active members, either by Notice in the next issue of a regular Association publication, including posting on the Association web site, or individual written communication by U.S. mail, by fax, or by e-mail. No initiated measure shall be effective unless approved by more than one-half (1/2) of the votes cast thereon; and no referred measure shall be annulled unless more than one-half (1/2) of the votes cast thereon vote to annul the same.

As long as the Board determines electronic or Internet voting is secure, it may conduct elections electronically under its bylaw rules for same. Such Bylaws must protect the rights of members who choose to vote by mail to cast ballots. The electronic or internet procedures should follow those set out in this Section as closely as practical.

### ***Article XIII. Amendment of Constitution***

This Constitution may be amended by the affirmative vote of a majority of the members of the Association voting on any duly proposed amendment. The Board, by an affirmative two-thirds (2/3) vote of those present and voting, or members of the Association by petition signed by seventy-five (75) voting members of the Association which signers must include an equal number of voting members of the Association residing in each of the State Bar Districts, may give notice of any proposed Amendment to this Constitution. Any proposed amendment shall be filed with the Secretary of the Association by January 31 and balloting shall be conducted by the Secretary in the manner as provided in Article III.

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

Before the Arkansas Bar Association may propose, sponsor, or cosponsor any measure to amend the Arkansas Constitution which may be considered by the Arkansas General Assembly, which may have been referred by the Arkansas General Assembly for a vote by the people of Arkansas, or which may be the subject of a petition drive to place it on the ballot for a vote by the people of Arkansas, that action must be approved by the Board of Trustees by an affirmative vote of three-fourths (3/4) of those present and voting. Provided, the Association membership must have been sent notice of the potential Board action at least thirty (30) days prior to the regular or special meeting. Said notice shall be provided either in one of the Association's regular publications, which is received by all members, or through a notice sent to all members by U.S. mail, fax or e-mail.

Before the Arkansas Bar Association may support any measure proposed by others to amend the Arkansas Constitution or the United States Constitution, such action must be approved by the Board of Trustees by an affirmative vote of three-fourths (3/4) of those present and voting. Provided, the Association membership must have been sent notice of the potential Board action at least thirty (30) days prior to the regular or special meeting. Said notice shall be provided either in one of the Association's regular publications which is received by all members or through a

notice sent to all members by U.S. mail, fax or e-mail. If during a legislative session time does not permit consideration by the Board of Trustees, the Legislation Committee, a body established by the By- Laws to consider legislative actions may take a position on behalf of the Association by a three- fourths (3/4) vote of that body with concurrence by the Executive Committee. Any such affirmative vote on a position shall be promptly reported to the members of the Board Trustees. The Board of Trustees will have override authority regarding decisions made by the Legislation Committee. The procedure for exercising that authority will be established in the bylaws.

The Board, on behalf of the Association, may oppose any measure proposed by others to amend the Arkansas Constitution or the United States Constitution by a three-fourths (3/4) vote of those present and voting. During a legislative session when there is not time for the Board of Trustees to consider opposing such a measure, then the Legislation Committee, a body established by the bylaws to consider legislative actions may oppose such a measure on behalf of the Association by a three- fourths (3/4) vote of the membership of that body with concurrence by the Executive Committee. Any such affirmative vote on a position shall be promptly reported to the members of the Board of Trustees. The Board of Trustees will have override authority regarding decisions made by the Legislation Committee. The procedure for exercising that authority will be established in the bylaws.

## ***Article XV. Miscellaneous Provisions<sup>2</sup>***

### **Section 1. Calculating Days**

For calculating deadlines and number of days between events and whether to include or exclude weekends and holidays where such calculation is required by this Constitution or by the Bylaws, the Arkansas Bar Association shall follow the provisions of the Arkansas Rules of Civil Procedure.

### **Section 2. Meaning of Residence or Residing**

The term “residence” or “residing” as used in this Constitution for the purposes of voting, signing petitions, and holding office refers to the member’s principal place of business or primary residence. However, that person must have designated his or her choice on his or her membership registration with the Arkansas Bar Association prior to the deadline for filing for the position that he or she is seeking.

As Adopted: \_\_\_\_\_

\_\_\_\_\_  
Secretary of the Association

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<sup>2</sup> Until the first Board of Trustees meeting following the adoption of this Constitution the current Constitution, governance and governance structure shall remain in place. All elections, however, for Trustees and President-Elect Designee shall proceed under the new Constitution but use the timing under the replaced Constitution until the first election cycle following the Association’s next annual meeting. So that the President- Elect Designee election will be in November 2019 and then next in March 2021, and the Board of Trustees will be elected in April of 2020 and next in March 2021.