



Special Meeting of the Board of Trustees to Consider and Act Upon Proposed Amendments to the Constitution, Bylaws, Policies and Procedure, and Rules of Order of the Arkansas Bar Association

Next ***Wednesday, January 25, 2023***, beginning at 12:00 noon, the President of the Association will convene a Special Meeting of the Board of Trustee to be held via Zoom.

The purpose of the meeting is to consider and act upon proposed amendments to the Association’s Constitution, Bylaws, Policies and Procedures, and Rules of Order to provide for more transparency in elections and legislative advocacy, continuity in operations, and efficiency and effectiveness in governance and management.

The proposed amendments were drafted primarily by the Governance Drafting Committee based upon 6 Charges presented to it by the Executive Committee.

The 6 Charges¹ were:

To propose amendments to the Association’s Constitution, Bylaws, Policies and Procedures, and Rules of Order for consideration and action by the Board of Trustees:

¹ The Charges have been renumbered from the original in order to group proposed constitutional amendments, proposed bylaw amendments, and proposed policy and procedures amendments for ease of action.

CHARGE #1

- (1) *to codify the current practice of not counting for the purpose of establishing a quorum for any meeting of the Board of Trustees a trustee who has requested and obtained from the President an excused absence. (See Constitution Article IV, Section 8)*

CURRENT PROVISION

Constitution, Article IV. Board of Trustees, 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.

PROPOSED AMENDMENT

Constitution, Article IV. Board of Trustees, 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. For the purposes of determining what constitutes a “majority of the voting membership of the Board,” a Trustee who has requested and obtained from the President an excused absence from a meeting shall be excluded from the count of the total voting membership of the Board for that meeting.

CHARGE #2

- (2) *to update provisions relating to the annual election of the President-Elect Designee and Secretary (See Constitution Article III, Section 7), including:*
- (a) *to strike from the Association’s Constitution the last sentence of Article II, Section 1;*

CURRENT PROVISION

Constitution, 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.

PROPOSED AMENDMENT

Constitution, 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.~~

CHARGE #2 (CONTINUED)

(b) to provide that a regular member is entitled to vote in any election in which ballots have not been distributed as of the date the member completes all requirements of regular membership in accordance with the Association's governing documents;

CURRENT PROVISION

No existing provision.

PROPOSED AMENDMENT

Constitution, 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.² A regular member is entitled to vote in any election in which ballots have not been distributed as of the date the member completes all requirements of regular membership in accordance with the Association's governing documents.

CHARGE #2 (CONTINUED)

- (c) *to provide that the deadline for filing a nominating petition for the office of President-Elect Designee shall be the first Monday of October; to provide that ballots for the election of the President-Elect Designee shall be distributed on or before the third Monday in October; to provide that electronic votes for the office of President-Elect Designee will be accepted and counted if received at Association offices at or before 11:59:59 p.m. on the second Monday of November and that paper ballots will be accepted and counted if received at Association offices at or before 5:00:00 p.m. on the second Monday in November;*
- (d) *to provide that timely ballots for President-Elect Designee will be counted and the results of the election certified no later than 5:00 p.m. on the second Wednesday of November; that the Secretary may declare his/her inability to supervise the counting of ballots and certification of the election results in which event the Parliamentarian shall supervise the counting of ballots and certify the election results;*

CURRENT PROVISION

Constitution, Article III. Officers, 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

² The stricken language is subject to action of the Board of Trustees based upon Charge #2(a).

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.

PROPOSED AMENDMENT

Constitution, Article III. Officers, Section 75. 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 5:00:00 p.m. on the first Monday of October. 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 No later than the third Monday in October, 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 the anonymity of voters its secrecy, but to assure that only regular members of the Association members cast votes. Votes cast by electronic ballot will be accepted and counted if received through the electronic voting application at or before 11:59:59 p.m. on the second Monday of November. Votes cast by paper ballot will be accepted and counted if a paper ballot is received at the office of the Association at or before 5:00:00 p.m. on the second Monday of November. 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.

Ballots will be counted and the results of the election certified by the Secretary no later than 5:00 p.m. on the second Wednesday of November.

The Secretary may declare his/her inability to supervise the counting of ballots and certification of the election results, in which event the Parliamentarian shall supervise the counting of ballots and certify the election results.

The candidate for President-Elect Designee receiving the highest number of votes east in the election immediately becomes succeeds to the office of the President-

Elect Designee upon certification of the election results. 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.

CHARGE #2 (CONTINUED)

(e) to provide substantially the same procedures and timelines as above for the election of the Secretary and trustees of the Association in a separate election to be conducted in February/March;

CURRENT PROVISION (Secretary)

Constitution, Article III. Officers, 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.

PROPOSED AMENDMENT (Secretary)

Constitution, Article III. Officers, Section 56. Eligibility for Office of Secretary

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Constitution, Article III. Officers, Section 67. Nomination for Office of Secretary

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Constitution, Article III. Officers, Section 78. 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~~ 5:00:00 p.m. on the last Monday of January. 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~~ No later than the second Monday in February, 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 ~~the anonymity of voters its secrecy~~, but to assure that only regular members of the Association members cast votes. Votes cast by electronic ballot will be accepted and counted if received through the electronic voting application at or before 11:59:59 p.m. on the first Monday of March. Votes cast by paper ballot will be accepted and counted if a paper ballot is received at the office of the Association at or before 5:00:00 p.m. on the first Monday of March. Counting of the ballots ~~shall~~ may be under the supervision of the Secretary who may be assisted by two (2) to five (5) tellers designated by each of the candidates.

Ballots will be counted and the results of the election certified by the Secretary no later than 5:00 p.m. on the first Wednesday of March.

The Secretary may declare his/her inability to supervise the counting of ballots and certification of the election results, in which event the Parliamentarian shall supervise the counting of ballots and certify the election results.

~~The candidate for President-Elect Designee receiving the highest number of votes cast in the election immediately becomes succeeds to the office of the President-Elect Designee upon certification of the election results.~~ 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.

Constitution, Article III. Officers, Section 89. Succession of President-Elect Nominee to Presidency

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Constitution, Article III. Officers, Section 910. Effect of Redistricting

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Constitution, Article III. Officers, Section 1011. Officers Must Remain Residents of Arkansas

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Constitution, Article III. Officers, Section 1112. Vacancies

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CURRENT PROVISION (Trustees)

Constitution Article IV. 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.

PROPOSED AMENDMENT (Trustees)

Constitution Article IV. 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 last Monday in January**. 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~~ **No later than the second Monday of February**, 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.~~

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.

The balloting shall be conducted in such a way as to preserve the anonymity of voters its secrecy, but to assure that only regular members of the Association members cast votes. Votes cast by electronic ballot will be accepted and counted if received through the electronic voting application at or before 11:59:59 p.m. on the first Monday of March. Votes cast by paper ballot will be accepted and counted if a paper ballot is received at the office of the Association at or before 5:00:00 p.m. on the first Monday of March. Counting of the ballots shall be under the supervision of the Secretary who ~~shall~~ may be assisted by such persons as the Secretary designates.

Ballots will be counted and the results of the election certified by the Secretary no later than 5:00 p.m. on the first Wednesday of March.

The Secretary may declare his/her inability to supervise the counting of ballots and certification of the election results, in which event the Parliamentarian shall supervise the counting of ballots and certify the election results.

The successful candidate or candidates shall assume office or offices of Trustee at the conclusion of the next Annual Meeting of the Association.

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.

RELATED AMENDMENTS

Constitution, 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 **the last Monday in January 31** and balloting shall be conducted by the Secretary in the manner as provided in Article III, **Section 8**.

CHARGE #2 (CONTINUED)

(f) to provide that the office of a trustee who is elected to the office of President-Elect Designee, Secretary, Treasurer, or Chair of the Young Lawyer Section, or who is appointed to the office of Parliamentarian, shall be deemed vacant effective upon certification of the election results, or appointment, and the vacancy shall be filled pursuant to Constitution Article IV, Section 6;

CURRENT PROVISION

Constitution, Article IV. Board of Trustees, 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.

PROPOSED AMENDMENT

Constitution, Article IV. Board of Trustees, Section 6. Vacancies

A vacancy shall exist in the Board due to lack of a nominee, ~~or to~~ a Trustee's death, resignation, succeeding or succession to at-large membership or 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.

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.

The President shall appoint a regular member who resides in the affected Trustee District to serve until the next election the remaining term of any office deemed vacated hereunder.

CHARGE #3

- (3) *to clarify the Executive Committee has the authority to conduct the business of the Association between meetings of the Board of Trustees; to require that Executive Committee report its actions to the Board of Trustees; and to provide that in absence of*

*President, the President-Elect shall preside over meetings of the Executive Committee.
(See Constitution Article IV, Section 10)*

CURRENT PROVISION

Constitution, Article IV. Board of Trustees, 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.

PROPOSED AMENDMENT

Constitution, Article IV. Board of Trustees, 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 President shall preside over meetings of the Committee. In the event of the President's absence, the President-Elect shall preside. The Executive Committee ~~has shall have~~ the authority to conduct the business of the Association ~~in the event between meetings of~~ the Board of Trustees ~~cannot act in a timely manner;~~ ~~and to~~ hire, support, and evaluate the Executive Director; ~~;~~ and oversee the annual Board evaluation. The Committee shall timely report its actions to the Board.

CHARGE #4

- (4) *to require that legislation on which the Association may take a position be subject to the process provided for under Bylaws Article VIII, Section 3, and to strike the alternative procedure in Bylaws Article X, Section 4.*

CURRENT PROVISION

Bylaws, Article X. Preparation of the Legislative Package, Section 4. Position on Other Bills

Legislation proposed by committees, sections or members of this Association that does 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.

PROPOSED AMENDMENT

Bylaws, Article X. Preparation of the Legislative Package, Section 4. Position on Other Bills

~~Legislation proposed by committees, sections or members of this Association that does 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.~~

The Board of Trustees may decide the position of the Association on any other rule or regulation proposed and under consideration by a regulatory agency of the State of Arkansas, other legislation which is under consideration or expected to be considered by the Arkansas Legislature or its interim committees, or proposed initiated act, excluding legislation or initiated acts to amend the United States Constitution or Arkansas Constitution, by the affirmative vote of two-thirds (2/3) of the voting members of the Board of Trustees present and voting. Before a vote of Trustees may be taken on any such rule, regulation, legislation, or initiated act, it must be referred to the Legislation Committee for its consideration and recommendation to the Board of Trustee.

CHARGE #5

- (5) *to codify in Bylaws Article X the current practice and time lines related to legislation to be included in the Association's legislative package and to require that the Jurisprudence and Law Reform Committee make a written report of its recommendations to the Board of Trustee which shall include a brief description of all legislation considered by the committee and a brief statement of the reason(s) why the committee did or did not recommend the legislation for inclusion in the bar package.*

CURRENT PROVISION

Bylaws, Article X. Preparation of the Legislative Package

Section 1. Composition of Package

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

Section 2. Adoption of Bills

Before a bill is allowed to become a part of the package it must receive an affirmative vote of two-thirds of the members of the 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 does 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.

PROPOSED AMENDMENT

Bylaws, Article X. Preparation of the Legislative Package

Section 1. Composition of Package

The Jurisprudence and Law Reform Committee shall recommend to the Board of Trustees a Legislative Package of bills to be presented by the Association for passage by the Arkansas legislature at each Regular Session of the legislature. The Legislative Package of Bills to be presented by the Association to the Legislature shall consist of bills relating to jurisprudence and procedure, including reforms of the substantive law and improvement in practice and in administration of the Courts, and such other related matters. The package shall not consist of more than 10 separate bills.

Section 2. Proposals from Members, Committees, and Sections.

Regular members, committees, or sections of the Association may submit to the committee legislation proposed to be included in the Legislative Package. Any such proposed legislation must be in bill form and must be submitted to the committee no later than January 31 in the year preceding the Regular Session of the legislature.

Section 3. Report and Recommendation.

The committee shall report and recommend to the Board of Trustees bills to be included in the Legislative Package no later than the June meeting of the Board of Trustees in the year preceding any Regular Session of the legislature. The report and recommendation of the committee shall be in writing and include a brief description of all legislation considered by the committee and a brief statement of the reason(s) why the committee did or did not recommend the legislation for inclusion in the Legislative Package.

Section 2.4. Adoption of Bills

Before a bill is allowed to become a part of the Legislative Package it must be reviewed and reported out by the committee and 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 meeting of the Board of Trustees or a Special Session meeting called for that purpose.

Section 3.5. 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 and for uniform laws

advanced by the Arkansas Commission on Uniform Laws, may waive the filing and reporting deadlines in this Article.

Section 46. Position on Other Bills

[DRAFTER'S NOTE – See Charge #4. If the amendments under Charge #4 are adopted, the text of this Section will be as amended in under Charge #4. If the amendments under Charge #4 are not adopted, the text of this Section will remain in its current form.]

CHARGE #6

- (6) *to require only the Association's Executive Director, Director of Government Relations, President, and Treasurer be authorized signers on the Association's accounts under Procedure 2.*

CURRENT PROVISION

Procedures 2. Establishment of Bank Accounts/ Initiating Transfer of Funds

Establishment of Bank Accounts

In order to comply with the Investment Policy while maintaining appropriate internal controls, the Executive Committee shall be authorized to open bank accounts and appoint appropriate persons to execute all documents as may be required by the financial institutions including establishing signature authority.

Accounts are to be opened in the name of the Arkansas Bar Association. The Association's Executive Director, Associate Director, President, President Elect, Board of Governors Chair, Secretary, and Treasurer shall be the authorized signers on all accounts.

The signers are authorized to endorse checks and orders for the payment of money and withdrawal of funds on deposit as well as enter into a written lease for the purpose of renting and maintaining a safe deposit box.

Initiating Transfer of Funds

Transfer of funds from one financial institution to another financial institution in any manner (check, wire transfer, or otherwise) of an amount of \$25,000 or more shall require two signatures. One signature shall be of a staff member, either the Executive Director or Associate Director and the other signature shall be that of an officer, the President, President Elect, Chair of the Board of Governors, Secretary or Treasurer.

Written documentation shall be required (fax is acceptable) to make any transfer. Transfers shall not be made based on a telephone call or other oral instruction.

Transfers of amounts of \$100,000 or less from an Association deposit account into an Association checking account within the same financial institution shall be exempt from the two-signature requirement.

The Association's Executive Director and Accountant are authorized to obtain information about the Association's accounts by telephone, mail, electronic means, or in person.

PROPOSED AMENDMENT

Procedures 2. Establishment of Bank Accounts/ Initiating Transfer of Funds

Establishment of Bank Accounts

In order to comply with the Investment Policy while maintaining appropriate internal controls, the Executive Committee shall be authorized to open bank accounts and appoint appropriate persons to execute all documents as may be required by the financial institutions including establishing signature authority.

Accounts are to be opened in the name of the Arkansas Bar Association. The Association's Executive Director, ~~Associate Director, Director of Government Relations,~~ President, ~~President Elect, Board of Governors Chair, Secretary,~~ and Treasurer shall be the authorized signers on all accounts.

The signers are authorized to endorse checks and orders for the payment of money and withdrawal of funds on deposit as well as enter into a written lease for the purpose of renting and maintaining a safe deposit box.

Initiating Transfer of Funds

Transfer of funds from one financial institution to another financial institution in any manner (check, wire transfer, or otherwise) of an amount of \$25,000 or more shall require two signatures. One signature shall be of a staff member, either the Executive Director or ~~Associate Director, Director of Government Relations,~~ and

the other signature shall be that of an officer, the President, ~~President Elect, Chair of the Board of Governors, Secretary~~ or Treasurer.

Written documentation shall be required (fax is acceptable) to make any transfer. Transfers shall not be made based on a telephone call or other oral instruction.

Transfers of amounts of \$100,000 or less from an Association deposit account into an Association checking account within the same financial institution shall be exempt from the two-signature requirement.

The Association's Executive Director and ~~internal finance manager Accountant~~ are authorized to obtain information about the Association's accounts by telephone, mail, electronic means, or in person.

Proposed amendments to the Constitution under Charges #1, #2, & #3 require the affirmative vote of two-thirds of the Board of Trustees present and voting at a meeting called to consider a Constitutional amendment and the affirmative vote of a majority of the members of the Association voting on any duly proposed amendment.³ All proposed Constitutional amendments adopted by the Board of Trustees will be placed on the ballot for consideration of the members in the February election.

Proposed amendments to the Bylaws under Charges #4 and #5 require the affirmative vote of majority of the full number of the voting members of the Board of Trustees, or by the affirmative vote of two-thirds (2/3) of those present and voting⁴

Proposed amendments to Policies and Procedures under Charge # 6 require the affirmative vote of two-thirds of those members of the Board of Trustees present at any session ⁵

³ *Constitution 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.

⁴ *Constitution 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.

⁵ *Rules of Order Rule VII. Amendment of the Rules*

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 shall be required to amend the Rules.