

**2008–2009  
CONSTITUTION AND BYLAWS  
RULES OF PROCEDURE OF THE HOUSE OF DELEGATES  
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# THE CONSTITUTION<sup>1</sup>

## Article 1. Name and Purposes

**§1.1 Name.** The name of this association is the American Bar Association.

**§1.2 Purposes.** The purposes of the Association are to uphold and defend the Constitution of the United States and maintain representative government; to advance the science of jurisprudence; to promote throughout the nation the administration of justice and the uniformity of legislation and of judicial decisions; to uphold the honor of the profession of law; to apply the knowledge and experience of the profession to the promotion of the public good; to encourage cordial intercourse among the members of the American bar; and to correlate and promote the activities of the bar organizations in the nation within these purposes and in the interests of the profession and of the public.

## Article 2. Definitions and General Provisions

**§2.1 Definitions.** In this Constitution, the Bylaws, and any rules of the House of Delegates the term:

- (a) "Adjournment" with respect to an annual meeting means adjournment *sine die* of the House of Delegates.
- (b) "Affiliated organization" means a national organization of the legal profession that is represented in the House of Delegates.
- (c) "Annual meeting" means the yearly convocation of the members of the Association.
- (d) "Association" means the American Bar Association, an Illinois Corporation incorporated on December 7, 1992, or the American Bar Association, an unincorporated association of members of the legal profession founded on August 21, 1878, as the context may require.
- (e) "Association year" means the period beginning with the adjournment of an annual meeting and ending with the adjournment of the next annual meeting.
- (f) "Commission" means a committee of the Association that includes non-members of the Association.
- (g) "District" refers to the following areas with states listed in the rotational order of representation on the Board, which order within a district may be varied by unanimous agreement among the affected states:

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<sup>1</sup>Adopted August 21, 1878; substantially revised effective July 21, 1971.

At the conclusion of the 2004 annual meeting:

- District 1: Rhode Island, Maine, Vermont, New Hampshire
- District 2: Connecticut, Michigan, Massachusetts
- District 3: New Jersey, Pennsylvania
- District 4: Virginia, District of Columbia
- District 5: Kentucky, Alabama, North Carolina
- District 6: Louisiana, Tennessee, Georgia
- District 7: Ohio, Illinois
- District 8: Florida, Texas
- District 9: Missouri, Minnesota, Wisconsin
- District 10: Wyoming, Nebraska, South Dakota, North Dakota
- District 11: Arizona, Colorado, Oklahoma
- District 12: Kansas, Arkansas, Iowa, New Mexico
- District 13: Montana, Alaska, Oregon, Puerto Rico
- District 14: California
- District 15: New York
- District 16: South Carolina, Delaware, Mississippi, West Virginia
- District 17: Utah, Hawaii, Nevada, Idaho
- District 18: Maryland, Washington, Indiana

- (h) "Local bar association" means a bar association that is composed mostly of members of the bar who reside or have an office in a single city, county, or other political subdivision of a state, and the activities of which are not related primarily to social or library activities or to a specialized field of the law.
- (i) "Member" includes law student members.
- (j) "Office," with respect to the Association, means the offices of President, President-Elect, Chair of the House of Delegates, Secretary, and Treasurer.
- (k) "Section" includes the members, council, and committees of the section.
- (l) "Small Firm Practitioner" means a lawyer in *private practice* in a firm of 2-5 lawyers.
- (m) "Sole Practitioner" or "Solo Practitioner" are used interchangeably to mean a lawyer in *private practice* who does not have other lawyer partners or associates.
- (n) "Solo and Small Firm Practitioners" collectively means those lawyers in *private practice* who are in firms of less than six lawyers.

**§2.2 General Provisions.** For the purposes of this Constitution, the Bylaws, and any rules of the House of Delegates:

- (a) The Commonwealth of Puerto Rico and the District of Columbia shall be treated as if they were states.
- (b) Divisions shall be treated as if they were sections unless otherwise specified.
- (c) Notice that is required to be given to members may be given by a special mailing or it may be given in any publication of the Association that is sent to every member. In either case

notice is given upon deposit in the mail or when sent by facsimile transmission or electronic means.

- (d) Nominating petitions may be in parts.
- (e) Except as provided in Section 3.3(a), a resignation must be in writing and submitted to the Secretary and is irrevocable. It is effective on the date stated in the resignation, or the prospective date received if no date is specified in the resignation.
- (f) Minority means African American, Asian, Hispanic, Native American or Pacific Islander.

### **Article 3. Membership**

**§3.1 Members.** Any person of good moral character in good standing at the bar of a state, territory, or possession of the United States is eligible to be a member of the Association in accordance with the Bylaws. The Bylaws may specify classes of members.

**§3.2 Law Student Members.** Any law student is eligible to become a law student member of the Association under such conditions and with such rights, privileges, and limitations as the Bylaws may provide.

**§3.3 Termination of Membership.** (a) A member may resign from the Association at any time effective upon receipt of the member's written resignation at Association headquarters.

(b) A member who is in default in the payment of dues or other monetary obligation to the Association may be dropped from membership. A member who, by a final order or judgment, (1) is convicted of a felony or (2) is disbarred or suspended for a period longer than six months from the practice of law in a state, territory, or possession of the United States, ceases to be a member of the Association. A member who, because of misconduct ceases to be a member of the bar of a state, territory or possession of the United States, also ceases to be a member of the Association. For other good cause, after a hearing at which the member is given reasonable opportunity to be present with counsel and be heard in his or her own defense, a member may be censured, suspended, or dropped from membership by the Board of Governors.

**§3.4 Associates.** Nothing in this Article prevents the establishment by bylaw of classes of associates composed of nonmembers with whom affiliation is considered to be in the interests of the Association.

### **Article 4. Association Meetings**

**§4.1 Annual Meeting.** The annual meeting of the Association shall be held once during each calendar year at a time and place, within or without the State of Illinois, prescribed by the Board of Governors. It

shall include a meeting of the House of Delegates and may include such meetings of the Board, sections and committees as the Board may authorize. Notice of the meeting shall be given to members of the Association at least six months in advance.

**§4.2 Other Meetings.** In addition to the annual meeting, the Association may hold such meetings, including special and regional meetings, as the Board of Governors may prescribe.

## **Article 5. Resolutions by Association Members Who Are Not Delegates**

**§5.1 Presentation, Referral and Distribution of Resolutions.** (a) A member of the Association who is not a delegate may submit one or more resolutions pertinent to the purposes of the Association. A resolution submitted after the deadline established by the Committee on Rules and Calendar may not be considered by the House unless the Committee on Rules and Calendar recommends a waiver of the time limitation and the House approves the recommendation by a two-thirds vote of the delegates present and voting.

(b) Resolutions must be submitted in writing to the Secretary. The Secretary shall refer each resolution to the Committee on Rules and Calendar.

## **Article 6. The House of Delegates**

**§6.1 Powers and Functions.** The House of Delegates, the legislative body of the Association, shall formulate policy for the Association. It may adopt rules consistent with the Constitution and Bylaws. It is the ultimate governing body of the Association. It shall elect the officers of the Association and the members of the Board of Governors. It is the judge of the election and qualifications of its members. It has all the powers necessary or incidental to performing those functions.

**§6.2 Composition.** (a) The House of Delegates, which is designed to be representative of the legal profession of the United States, is composed of the following members of the Association:

- (1) The State Delegates, one for each state, who also serve as chairs of the delegate groups from the respective states.
- (2) The state bar association delegates, at least one for each state.
- (3) The delegates from eligible local bar associations, at least one for each eligible association.
- (4) The Delegates-at-Large, elected by the members of the Association registered at the Annual Meeting.
- (5) The delegates representing the respective sections of the Association, at least two for each section. For divisions, five

for the Young Lawyers Division (including the Young Lawyers Division representative on the Nominating Committee), two for the Government and Public Sector Lawyers Division, two for the Senior Lawyers Division, three for the Law Student Division and three for the General Practice, Solo and Small Firm Division.

- (6) The delegates representing the following conferences of the Judicial Division: one each for the Appellate Judges' Conference, the National Conference of State Trial Judges, the National Conference of Specialized Court Judges, the National Conference of Federal Trial Judges, and the National Conference of the Administrative Law Judiciary.
- (7) The members of the Board of Governors.
- (8) The former presidents of the Association and former chairs of the House of Delegates.
- (9) The former secretaries and former treasurers of the Association who have had three or more years of service as such, except that a former officer first elected to an office that qualifies him or her under this provision after August 15, 1975, may serve for only the five Association years immediately following the end of his or her term, and except that a former officer first elected to an office that qualifies him or her under this provision after August 15, 1989, may serve for only three Association years immediately following the end of his or her term.
- (10) The Attorney General of the United States or, at the Attorney General's option, the Deputy Attorney General, the Associate Attorney General, or the Solicitor General.
- (11) The Director of the Administrative Office of the United States Courts or, at the Director's option, the Assistant Director for Congressional, External and Public Affairs.
- (12) The delegates from affiliated organizations, one for each organization.
- (13) The delegate from the United States Virgin Islands.
- (14) The delegate from Guam and the Commonwealth of the Northern Mariana Islands.

(b) Each year, in accordance with data available as of December 31, the allocation of delegates to state and local bar associations and to sections shall be reviewed to determine whether additional representation should be granted effective at the conclusion of the next annual meeting. In 1995 and every five years thereafter, the annual review shall include a determination of whether representation of these constituencies should be reduced. A delegate certified prior to a reallocation is entitled to serve the full term regardless of a reduction in the number of seats allocated to that constituency.

(c) Beginning in 2005 and once every ten years thereafter, a review of the House of Delegates shall be conducted to examine the size of the House and to ensure that its composition provides appropriate representation of constituencies.

**§6.3 State Delegates.** (a) The members of the Association whose membership is accredited to a state shall elect by a plurality of the votes cast the State Delegate for that state in the House of Delegates. If there is a tie, the Board of Elections shall select the delegate by lot. If only one valid nominating petition is filed, the Board of Elections shall certify to the House of Delegates that the sole nominee is elected. The term of a State Delegate is three Association years, beginning with the adjournment of the annual meeting next following that delegate's election. A State Delegate may not serve for more than three consecutive full terms. A State Delegate elected as an officer or member of the Board of Governors ceases to be a State Delegate at the beginning of the term as officer or governor.

(b) Not less than 150 days before the beginning of each annual meeting, on or before a date prescribed by the Board of Elections, 25 or more members of the Association whose membership is accredited to a state for which a State Delegate is to be elected in that Association year may file with the Board of Elections a signed petition nominating a candidate for State Delegate for that state. For each state in which more than one valid nominating petition is filed, the Board of Elections shall have the name of each nominee and the names of 25 signers of the nominating petition published in the *American Bar Association Journal*.

(c) Not less than 120 days before the beginning of each annual meeting, the Board of Elections shall prepare ballots for each state in which more than one valid nominating petition is filed, bearing the names of the nominees and shall mail a ballot to each member of the Association in the state. Ballots must be completed and returned not later than the date prescribed by the Board of Elections, which may be no later than 60 days before the beginning of the annual meeting. The Board of Elections shall determine the results of the election and certify them to the House.

(d) If a State Delegate fails to sign the House roster on or before the opening day of a meeting of the House, the state bar association delegate present for that state with the longest continuous service in any capacity in the House (or, if there are two or more with equal service, the one selected by lot by the Chair of the House) is interim State Delegate for that meeting. A State Delegate who fails to sign the House roster on or before the opening day of the meeting of the House for two consecutive meetings shall no longer serve as State Delegate unless he/she provides a written statement of good cause for his/her absences to the House Committee of Credentials and Admissions and that Committee determines the absences should be excused. If a State Delegate dies or resigns, the office is vacant and a state bar association delegate, selected in the above manner, is interim successor State Delegate until a successor has been elected.

(e) If the vacancy occurs more than 120 days before the beginning of the midyear meeting of the House in the last year of the term of a State Delegate, a successor shall be elected for the unexpired term. However, no election shall be held if such successor State Delegate's term would expire at the conclusion of the next annual meeting. For this purpose, the Board of Elections shall as soon as practicable notify the

members of the Association in the state of the special election. The notice must provide a deadline, which is not less than 30 days after the date notice is given, for the filing of nominating petitions, each signed by 25 or more members of the Association whose membership is accredited to the state. As soon as practicable after the deadline, the Board of Elections shall prepare and mail to each member of the Association in a state in which more than one nominating petition is filed a ballot bearing the names of the nominees. Ballots must be completed and returned not later than the date prescribed by the Board of Elections, which may not be less than 30 days after the ballots are mailed. The Board of Elections shall determine the results of the special election and certify them to the Chair of the House. If only one nominating petition is filed, the Board of Elections shall certify to the Chair of the House that the sole nominee is elected. The term of a State Delegate elected by a special election begins on the date of certification by the Board of Elections and continues for the unexpired term.

(f) A person serving as interim or interim successor State Delegate does not cease to be a state bar association delegate. A person whose service as a State Delegate so ends reverts to any unexpired term as state bar association delegate or assumes any new term for which that person may have been designated. The state bar association may select and certify during this period an interim state bar association delegate with the privileges of a state bar association delegate, except that the period of service of an interim state bar association delegate may not be counted in computing length of continuous service in the House.

**§6.4 State Bar and Local Bar Association Delegates.** (a) A state bar association is entitled to at least one delegate in the House of Delegates, except that if there is more than one state bar association in a state the House shall determine which associations may select delegates. A state bar association in a state that has more than 4,000 lawyers is entitled to an additional delegate for each additional 2,500 lawyers above 4,000 until it is entitled to four delegates. A state bar association in a state that has more than 14,000 lawyers and not more than 20,000 lawyers is entitled to five delegates. If it has more than 20,000 lawyers, it is entitled to six delegates. If the bar associations of a state are entitled to four or more delegates, at least one delegate representing the state bar or a local bar association in that state must be less than 35 years old at the beginning of the term. It is the responsibility of the state bar association to ensure that this requirement is satisfied. However, a state bar association is entitled to at least as many delegates as it was entitled to certify at the 1990 annual meeting.

(b) A state bar association in a state that has more than 6,000 Association members and not more than 12,000 Association members is entitled to one additional delegate. If it has more than 12,000 Association members and not more than 24,000 Association members, it is entitled to two additional delegates. If it has more than 24,000 Association members and not more than 30,000 Association members, it is entitled to four additional delegates. If it has more than 30,000 Association members, it is entitled to five additional delegates. A local bar association

that has more than 3,000 Association members is entitled to one additional delegate. For the purposes of this subsection law student members are not included.

(c) A local bar association that has 2,000 or more members is entitled to one delegate in the House.

(d) State bar association delegates and delegates from local bar associations shall be selected in the manner prescribed by the state or local bar association concerned. The term of such a delegate is two years. If a state or local bar association has only one delegate, the term of such a delegate ends with the adjournment of the annual meeting in an even-numbered year. If a state or local bar association has more than one delegate, the expiration of the terms shall be alternated beginning with an even-numbered year, so that the terms are staggered as equally as possible. If such a delegate resigns, is disqualified, or dies, the association concerned may select and certify a successor to serve for the unexpired term.

(e) A state or local bar association may not be represented in the House if its governing documents discriminate with respect to membership because of race, sex, religion, creed, color, national origin, ethnicity, age, sexual orientation or persons with disabilities.

**§6.5 Delegates-at-Large.** (a) At each annual meeting the members of the Association registered for the annual meeting shall elect by ballot six members of the Association as Delegates-at-Large to the House of Delegates, no two of whom are accredited to the same state, territory or possession. A ballot on which the number of votes cast is more or less than six is void. Election is by a plurality of the votes cast. The Board of Governors shall supervise the election.

(b) The term of a Delegate-at-Large is three Association years, beginning with the adjournment of the meeting during which elected.

(c) If a Delegate-at-Large resigns or dies, the members of the Association registered for the annual meeting shall elect at the next annual meeting a successor for the unexpired term.

(d) A Delegate-at-Large who fails to sign the House roster on or before the opening day of a meeting of the House at two successive sessions, shall no longer serve as delegate-at-large unless he/she provides a written statement of good cause for his/her absences to the House Committee of Credentials and Admissions and that Committee determines the absences should be excused. In the event the office becomes vacant, a successor shall be elected at the next annual meeting for the unexpired term.

**§6.6 Section Delegates.** At the conclusion of the 2005 Annual Meeting, each section shall be entitled to two delegates with staggered terms ending in Association years 2005 and 2006. At the end of those respective terms and in each succeeding third year, each of those positions shall then be elected for a term of three Association years. In 1990 each section with more than 25,000 members and Non-U.S. Lawyer Associates, shall elect from its membership one additional delegate to the House to serve for two years. In 1992 and in each

succeeding third year, a section with more than 25,000 members and Non-U.S. Lawyer Associates, shall elect from its membership one additional delegate to the House. In 1990 and in each succeeding third year, a section with more than 50,000 members and Non-U.S. Lawyer Associates, shall elect from its membership one additional delegate. The term of a Section Delegate is three Association years, beginning with the adjournment of the annual meeting during which elected. A Section Delegate elected as an officer or member of the Board of Governors ceases to be a Section Delegate at the beginning of the term as officer or governor. If a vacancy occurs, the council of the section shall select a successor for the unexpired term. This section does not apply to divisions.

**§6.7 Division or Conference Delegates.** (a) At the annual meeting in 1990 and in each succeeding third year, the Young Lawyers Division shall elect from its membership one delegate to the House of Delegates for a term of three Association years. At the annual meeting in 1991 and in each succeeding third year, it shall elect from its membership one additional delegate to the House for a term of three Association years. At the annual meeting in 1990 it shall elect from its membership one additional delegate to the House for a term of two Association years. At the annual meeting in 1992 and in each succeeding third year, it shall elect from its membership two delegates to the House for a term of three Association years.

(b) Each year the Law Student Division shall elect, in the manner prescribed by its bylaws, three of its members as delegates to the House for one Association year.

(c) At the annual meeting in 1984 and in each succeeding third year, the Judicial Division shall elect one delegate to the House in the manner prescribed by its bylaws for a term of three Association years.

(d) At the annual meeting in 1984 and in each succeeding third year, each judicial conference of the Judicial Division that is entitled to a delegate shall elect from its membership one delegate to the House, in the manner prescribed in the Division's bylaws, for a term of three Association years.

(e) At the annual meeting in 1990, the Senior Lawyers Division shall elect one delegate to the House in the manner prescribed by its bylaws for a term of one Association year. At the annual meeting in 1990 and in each succeeding third year, the Senior Lawyers Division shall elect one delegate to the House in the manner prescribed by its bylaws for a term of three Association years. In 1991 and in each succeeding third year, the Senior Lawyers Division shall elect one delegate to the House for a term of three Association years.

(f) At the annual meeting in 1991, the Government and Public Sector Lawyers Division shall elect one delegate to the House in the manner prescribed by its bylaws for a term of two Association years. At the Annual Meeting in 1993 and in each succeeding third year, the Government and Public Sector Lawyers Division shall elect one delegate to the House in the manner prescribed by its bylaws for a term of three Association years. At the conclusion of the 2005 Annual Meeting, the

Government and Public Sector Lawyers Division shall elect one delegate to serve a one-year term. At the conclusion of the 2006 Annual Meeting and in each succeeding third year, the Government and Public Sector Lawyers Division shall elect one delegate to serve a three-year term.

(g) At the annual meeting in 2005, the General Practice, Solo and Small Firm Division shall elect three delegates to the House of Delegates in the manner prescribed by its bylaws with staggered terms ending in Association years, 2006, 2007 and 2008. At the end of those respective terms and in each succeeding third year, each delegate position shall then be elected for a term of three Association years.

(h) A Division or Conference Delegate elected as an officer or member of the Board of Governors ceases to be a Division or Conference Delegate at the beginning of the term as officer or governor.

(i) If a vacancy occurs, the Division or the Conference shall elect a successor for the unexpired term in the manner prescribed by its bylaws.

**§6.8 Delegates from Affiliated Organizations.** (a) The following organizations are entitled to be represented in the House of Delegates as affiliated organizations: The American Immigration Lawyers Association, The American Judicature Society, the American Law Institute, the Association of American Law Schools, the Association of Life Insurance Counsel, the Conference of Chief Justices, the Energy Bar Association, the Federal Bar Association, the Federal Circuit Bar Association, the Federal Communications Bar Association, the Hispanic National Bar Association, the Judge Advocates Association, the Maritime Law Association of the United States, the National Asian Pacific American Bar Association, the National Association of Attorneys General, the National Association of Bar Executives, the National Association of Criminal Defense Lawyers, the National Association of Women Judges, the National Association of Women Lawyers, the National Bar Association, the National Conference of Bar Examiners, the National Conference of Commissioners on Uniform State Laws, the National Conference of Women's Bar Associations, the National District Attorneys Association, the National Legal Aid and Defender Association, the National Lesbian and Gay Law Association, the National Organization of Bar Counsel and the National Native American Bar Association.

(b) Proposals may be made to amend this section to add any national organization of the legal profession as an affiliated organization. Any proposals seeking representation shall be considered initially by the Committee of the House of Delegates having jurisdiction over credentials and admission, which shall make appropriate recommendations. An applicant for affiliation shall:

- (1) Have no fewer than 2,000 members of which no fewer than 50 percent shall be members of the American Bar Association, unless the provisions of this subsection (b)(1) are waived by a vote of two-thirds or 150, whichever is greater, of the delegates present and voting in the House of Delegates;
- (2) Not duplicate the objectives and activities of entities that are separately represented in the House of Delegates; and

(3) By its affiliation enhance the effectiveness of the House of Delegates or the goals of the Association.

(c) The delegate from an affiliated organization shall be selected as that organization determines and shall be a member of the Association. Each delegate's term shall be two Association years, ending with the adjournment of the annual meeting in an odd-numbered year. If a vacancy occurs, the affiliated organization concerned shall select and certify a successor to serve for the unexpired term. If there is no delegate registered from an affiliated organization for three consecutive meetings of the House, that organization is no longer entitled to be represented in the House of Delegates as an affiliated organization.

**§6.9 Delegate from the United States Virgin Islands.** The delegate from the United States Virgin Islands shall be selected in a manner determined by the Virgin Islands Bar Association. The term is two Association years ending with the adjournment of the annual meeting in an even-numbered year. The Virgin Islands Bar Association shall certify to the House of Delegates the name and address of its delegate. However, the Virgin Islands Bar Association may certify to the Secretary the name and address of an alternate delegate to serve during the absence of its delegate at a meeting of the House. The alternate delegate's service is: (a) limited to that meeting of the House for which certified; (b) not counted in determining length of service in the House; and (c) not considered a lapse in service for the elected delegate. If a vacancy occurs, the Virgin Islands Bar Association shall select and certify a successor to serve for the unexpired term.

**§6.10 Delegate from Guam and the Commonwealth of the Northern Mariana Islands.** The delegate's term shall be shared equally between the two bar associations, alternating annually, as determined by the associations. The delegate shall be selected in a manner determined by the bar association of each jurisdiction. In the year of its representation in the House of Delegates, each bar association shall certify to the House the name and address of its delegate. However, in the year of its representation in the House of Delegates, that bar association may certify to the Secretary the name and address of an alternate delegate to serve during the absence of its delegate at a meeting of the House. The alternate delegate's service is: (a) limited to that meeting of the House for which certified; (b) not counted in determining length of service in the House; and (c) not considered a lapse in service for the elected delegate. If a vacancy occurs, the bar association affected shall select and certify a successor to serve for the unexpired term.

**§6.11 Certification of Delegates.** Each state bar association, local bar association, section, or affiliated organization represented in the House of Delegates shall certify to the House the names and addresses of its delegates. However, any of those entities may certify to the Secretary the name and address of an alternate delegate to serve during

the absence of any of its delegates at a meeting of the House. The alternate delegate's service is: (a) limited to that meeting of the House for which certified; (b) not counted in determining length of service in the House; and (c) not considered a lapse in service for the elected delegate.

**§6.12 Meetings of the House.** The House of Delegates shall meet during the annual meeting of the Association and at such other times and places as the Board of Governors may prescribe. Special meetings of the House shall be called by the President at the written request of a majority of the delegates. Forty days' notice of a meeting of the House shall be given to each delegate and to each section or committee chair. However, if because of unusual urgency two-thirds of the members of the Board eligible to vote authorize a special meeting of the House to be held solely for a limited purpose specified in the notice, 15 days is sufficient. Notice of the annual and regular mid-year meetings of the House shall be deemed given when published in the *American Bar Association Journal*. In addition, notice of special meetings of the House shall be deemed given when sent by United States first class mail, by special messenger, by facsimile transmission or by electronic means. Each delegate has only one vote, which must be cast in person. A quorum is 150 delegates.

**§6.13 Referendum.** On a question relating to the substance of the law, the administration of justice, or the policy of the Association, the House of Delegates, by a majority vote of its entire membership, may direct a referendum by mail ballot of the members of the Association. A majority of the votes cast in the referendum determines the policy of the Association with respect to the question submitted.

**§6.14 Referendum to Change Association Policy by Member Initiative.** (a) A referendum of the Association membership to change a previously established Association policy may be initiated by members of the Association by filing with the Association Secretary a petition signed by at least 8% of the Association's membership, as of seven days after the date the petition is filed, excluding law students. No more than 20% of the required signatures may be of members whose membership is accredited to the same state.

(b) A proposal to initiate a member referendum under this section must include the question to be directed to the membership and must be filed with the Secretary of the Association no less than thirty days before the petition is circulated for signatures. A question that is revised following submission must be on file in revised form no less than ten days before it is circulated for signatures.

(c) The referendum shall be conducted under rules established by the Board of Elections and shall be completed within six months after the petition is filed with the Secretary. The mail ballot may be accompanied by such other material as the Board of Elections may determine. The Board of Elections shall fix the record date for determining members entitled to vote in the referendum.

(d) A majority of the votes cast in a referendum initiated under this provision shall determine Association policy in regard to the question

submitted, so long as ballots are returned by at least 20% of the members entitled to vote. The results of the referendum shall be binding as of the date certified by the Board of Elections. The Secretary shall provide notice of the results of the referendum to the membership of the Association.

(e) Action by the House of Delegates to rescind or otherwise change Association policy established by a referendum under this section requires a vote of 55% of the entire membership of the House.

## **Article 7. The Board of Governors**

**§7.1 Powers and Functions.** The Board of Governors is the administrative agency of the House of Delegates, and as such, shall oversee the management of the Association. The Board shall develop methods and specific plans for making the Association and its activities useful to the members in their professional work. Between meetings of the House of Delegates, the Board of Governors may perform, not inconsistently with any action taken by the House, the functions that the House itself might perform.

**§7.2 Number and Composition.** Except as hereinafter provided, the Board of Governors is composed of 38 members of the Association. The House of Delegates shall elect one member from each of the eighteen districts, six section members-at-large, one judicial member-at-large, two young lawyer members-at-large, one non-voting law student member-at-large, and until the conclusion of the Annual Meeting in 2015, two women members-at-large and two minority members-at-large. The President, the Chair of the House of Delegates, the President-Elect, the immediate past President, the Secretary and the Treasurer shall serve as *ex-officio* members. In every third year, as provided in §8.2(c), the Board of Governors is composed of 40 members of the Association and shall include as additional *ex-officio* members the Secretary-Elect and the Treasurer-Elect.

**§7.3 Eligibility and Term.** To be eligible for election to the Board of Governors from a district, a person must be accredited to the district for which elected. To be eligible for election as a young lawyer member-at-large, a person must be less than 36 years old at the beginning of the term. To be eligible for election as a minority member-at-large, a person must be a minority. To be eligible for election as a woman member-at-large, a person must be a woman. The judicial member-at-large must be an active member of the judiciary. To be eligible for election as a law student member-at-large, a person must be a law student at the time of election. The term of an elected member of the Board is three Association years, with the exception of the law student member-at-large whose term is one Association year, beginning with the adjournment of the annual meeting during which the member is elected. An elected member of the Board may not be elected to a second consecutive full term.

**§7.4 Vacancies.** A vacancy in the position of an elected member of the Board of Governors, other than the members-at-large, shall be filled for the unexpired term by an eligible member of the Association selected by the members of the House of Delegates in the district in which the vacancy exists. This selection shall be made as soon as possible in the manner that the Chair of the House determines. In the case of the members-at-large, the selection shall be made by the Board from among the eligible members of the Association.

**§7.5 Meetings of the Board.** The Board of Governors shall meet immediately before each meeting of the House of Delegates and shall hold at least two more meetings in each Association year. The time between meetings of the Board shall be no longer than four months. Special meetings of the Board may be held on call of the President or at the request of three or more members of the Board eligible to vote. A quorum is a majority of the members of the Board eligible to vote.

**§7.6 Committees of the Board.** The Board of Governors may establish such committees as it considers desirable to carry out its functions.

**§7.7 Board of Elections.** The Board of Governors shall annually select the Board of Elections, consisting of three impartial members of the Association who are not members of the House of Delegates. The Chair of the Board of Elections must be a member of the highest court of a state. The Board of Elections shall conduct: (a) the nominations and elections that are held by mail vote of the members; and (b) all referendums. Such elections must be by secret ballot. The Board of Elections may adopt regulations not inconsistent with the Constitution and the Bylaws.

## **Article 8. The Officers**

**§8.1 Officers.** The elected officers of the Association are the President, the President-Elect, the Chair of the House of Delegates, the Secretary, and the Treasurer. The Board of Governors may appoint and prescribe the duties of a full-time administrative officer, whose title shall be determined by the Board and who serves at the pleasure of the Board. Each officer excluding the administrative officer must be a member of the Association.

**§8.2 Election and Terms.** (a) The President-Elect shall be elected by the House of Delegates at the annual meeting for a term of one Association year beginning with the adjournment of the annual meeting during which elected. The President-Elect becomes the President upon the adjournment of the next annual meeting and is not again eligible for either office.

(b) The Chair of the House of Delegates shall be elected by the House from among its members during the annual meeting in even-numbered years. The Chair's term is two Association years, beginning with the adjournment of the annual meeting at which elected. The Chair may not, while holding that office, hold or seek any other office in the Association. The Chair is not again eligible for that office and during the two Association years following the expiration of the term of office as Chair is not eligible for nomination to the office of President-Elect.

(c) At the annual meeting in 1986 and in each succeeding third year, a Secretary and a Treasurer shall be elected for a term of three years beginning with the adjournment of the next annual meeting following the annual meeting at which they are elected. In the Association year prior to commencement of their terms, they shall serve as Secretary-Elect and Treasurer-Elect, respectively. The Secretary and Treasurer are not again eligible for those respective offices.

**§8.3 Vacancies.** If the office of President becomes vacant, the President-Elect becomes President for the unexpired term and for the next term. If the office of President-Elect becomes vacant, the Nominating Committee shall convene at the call of the Board of Governors and nominate a successor, and the House of Delegates shall elect a successor at its next meeting. If the office of President becomes vacant while the office of President-Elect is vacant, or if any other elective office becomes vacant, the Board shall elect an eligible member to fill the office for the unexpired term. If the Secretary-Elect or Treasurer-Elect dies, becomes disabled, or declines, the Nominating Committee shall convene at the call of the Board of Governors and nominate a successor, and the House of Delegates shall elect a successor at its next meeting. Service in an office for an unexpired term does not make that officer ineligible for nomination or election to an office.

## **Article 9. Nomination of Officers and Governors**

**§9.1 Nominations.** Nominations for elective offices of the Association or for elected members of the Board of Governors may be made only as provided in this article. The Secretary shall promptly certify each nomination to the House of Delegates and give notice of it to the members.

**§9.2 By Nominating Committee of the House of Delegates.** (a) The Nominating Committee shall consist of the State Delegates, seven Section delegates, one Judicial Division Delegate, one Young Lawyers Division member who need not be a delegate when named to the Committee but who becomes a delegate while serving on the Nominating Committee, and, until the conclusion of the Annual Meeting in 2015, six members-at-large who need not be delegates in the House of Delegates when selected, but who become delegates while serving on the

Nominating Committee. The Section Officers Conference shall select the seven Section Delegates. The Judicial Division Council shall select the Judicial Division Delegate, and the Young Lawyers Division Assembly shall select the Young Lawyers Division Delegate. The members-at-large shall be appointed by the President, three from nominations submitted by the Commission on Racial and Ethnic Diversity in the Profession and three from nominations submitted by the Commission on Women in the Profession. No more than five members may be from the same state at any one time.

(b) The term of each member of the Nominating Committee begins with the adjournment of the annual meeting following the member's election or appointment. In the original selection of the Section Delegates, the Section Officers Conference shall designate two members to serve until the adjournment of the first annual meeting following their selection, two to serve until the adjournment of the second annual meeting following their selection, and three to serve until the adjournment of the third annual meeting following their selection. At the conclusion of the 1996 Annual Meeting, the President shall appoint two members-at-large, one woman and one minority, to serve until the adjournment of the first annual meeting following their appointment, two members-at-large, one woman and one minority, to serve until the adjournment of the second annual meeting following their appointment, and two members-at-large, one woman and one minority, to serve until the adjournment of the third annual meeting following their appointment. A member of the Committee may not serve for more than three consecutive three-year terms.

(c) Not later than 120 days before the beginning of each annual meeting, the Nominating Committee shall convene and shall make and immediately announce a nomination for the office of President-Elect, a nomination for each member of the Board of Governors whose term expires upon the adjournment of that annual meeting and, in each even-numbered year, a nomination for the office of Chair of the House of Delegates. In 1998 and in each succeeding third year, the Nominating Committee shall make and immediately announce a nomination for the office of Secretary and a nomination for the office of Treasurer. The nomination for each member of the Board of Governors whose term expires upon the adjournment of that annual meeting shall be made as follows:

- (1) The State Delegates shall nominate each district member.
- (2) The Section Delegates shall nominate each Section member-at-large and law student member-at-large.
- (3) The Judicial Division Delegate shall nominate the judicial member-at-large.
- (4) The Young Lawyers Division Delegate shall nominate each young lawyer member-at-large.
- (5) The members-at-large of the Nominating Committee shall nominate each woman and minority member-at-large.

At least 40 days' notice shall be given to Association members of the time and place of the meeting of the Nominating Committee at which nominations will be considered. The Chair shall preside and the

Secretary shall act as Secretary of the meeting. To be eligible for nomination as a member of the Board of Governors by the Nominating Committee at that meeting, a person must file a petition signed by 25 Association members with the Secretary 30 days prior to the convening of the meeting of the Nominating Committee at which the nomination is considered. If the petition is for nomination to the Board of Governors from a district, it must be signed by 25 Association members from that district.

(d) A member of the Nominating Committee who seeks nomination as an officer of the Association or as a member of the Board of Governors shall recuse himself or herself from service on the Nominating Committee during the meeting at which that nomination would be considered by giving written notice to the Secretary at least 30 days prior to the convening of the meeting of the Nominating Committee at which the nomination is to be considered. A State Delegate who is so recused from service on the Nominating Committee remains as the State Delegate. However, for the meeting at which the recusal occurs, the person who will serve on the Nominating Committee shall be:

- 1) The state bar association delegate from that state with the longest continuous service in any capacity in the House, or if there are two or more with equal service, the one selected by lot by the Chair of the House; or
- 2) Where no state bar association delegate is able to attend, the state bar association shall appoint a temporary state bar delegate to serve on the Nominating Committee during that meeting.

If a Section Delegate is so recused or is unable to participate in a meeting of the Nominating Committee, the Section Officers Conference shall select a section delegate to serve on the Nominating Committee during that meeting. If a Division Delegate is so recused or is unable to participate in a meeting of the Nominating Committee, the Division shall select a delegate from among the existing members of the House to serve on the Nominating Committee during that meeting. If a member-at-large of the Nominating Committee is so recused or is unable to participate in a meeting of the Nominating Committee, the Chair of the Commission that nominated the member-at-large shall designate a member of the House of Delegates to serve on the Nominating Committee during that meeting.

(e) If a nominee dies, becomes disabled, or declines, the Nominating Committee shall convene at the annual meeting and nominate another eligible member for that office. The nominee need not be a person who has filed a nominating petition pursuant to subsection (c).

(f) If the Board of Governors recommends, and the Nominating Committee by mail ballot determines, that because of extraordinary circumstances the nominating meeting should not be held in the current year, the nominations required in that year shall be made by the Nominating Committee acting by mail vote conducted by the Board of Elections.

**§9.3 By Petition to the House of Delegates.** (a) Not earlier than 120 days nor later than 70 days before the beginning of each annual meeting, other nominations for the Board of Governors or for any office to be filled by election at that meeting may be made by filing with the Secretary a petition and the written consent of the nominee.

(b) Nominating petitions for the Board must be signed by at least 50 members of the Association, of whom not more than 25 may be accredited to the same state, except that the 25 requirement does not apply to single-state districts. Nominating petitions for the office of President-Elect, Secretary, or Treasurer and, in even-numbered years, of Chair of the House of Delegates must be signed by at least 100 members of the Association, of whom not more than 50 may be accredited to the same state. Nominating petitions for Chair may, in the alternative, be signed by 15 members of the House.

**§9.4 Petitions for Nominations to the Board of Governors.** Petitions for nomination to the Board of Governors must specify which position the petitioner seeks; no person may petition for more than one position.

## **Article 10. Sections, Divisions, and Committees**

**§10.1 Sections and Divisions.** (a) There are within the Association the following sections and divisions for carrying on its work:

- Criminal Justice Section
- Section of Administrative Law and Regulatory Practice
- Section of Antitrust Law
- Section of Business Law
- Section of Dispute Resolution
- Section of Environment, Energy, and Resources
- Section of Family Law
- Section of Health Law
- Section of Individual Rights and Responsibilities
- Section of Intellectual Property Law
- Section of International Law
- Section of Labor and Employment Law
- Section of Law Practice Management
- Section of Legal Education and Admissions to the Bar
- Section of Litigation
- Section of Public Contract Law
- Section of Public Utility, Communications and Transportation Law
- Section of Real Property, Trust and Estate Law
- Section of Science and Technology Law
- Section of State and Local Government Law
- Section of Taxation
- Tort Trial and Insurance Practice Section
- General Practice, Solo and Small Firm Division
- Government and Public Sector Lawyers Division

Judicial Division  
Law Student Division  
Senior Lawyers Division  
Young Lawyers Division

Changes in this subsection are governed by §13.1(b).

(b) Each section or division shall adopt bylaws not inconsistent with the Constitution and the Bylaws. The jurisdiction of each section shall be described in its bylaws. Section and division bylaws become effective when approved by the House of Delegates.

**§10.2 Committees.** Committees, including commissions, of the Association may be created as provided in the Bylaws to carry on the work of the Association and to promote its purposes.

**§10.3 Forum Committees.** There are within the Association the following forum committees:

Forum Committee on Affordable Housing  
and Community Development Law  
Forum Committee on Air and Space Law  
Forum Committee on Communications Law  
Forum Committee on the Construction Industry  
Forum Committee on Entertainment and Sports Industries  
Forum Committee on Franchising

Changes in this section are governed by §13.1(c).

## **Article 11. Autonomy**

**§11.1 Autonomy of State and Local Bar Associations.** The participation of a state or local bar association in the House of Delegates is voluntary. The Constitution, the Bylaws, and the actions of the Association do not bind a state or local bar association or subject it to a financial or other obligation that it does not voluntarily assume. However, it must comply with the provisions of the Constitution governing its representation in the House.

## **Article 12. The Bylaws**

**§12.1 Adoption and Amendment.** The House of Delegates shall adopt Bylaws not inconsistent with the Constitution to further the administration of the Association. The Bylaws may be amended at any annual meeting by vote of a majority of the delegates present and voting in the House. Not later than six months before an annual meeting, the Secretary shall publish the time by which a member must file a proposed amendment to be considered at that annual meeting. The Secretary shall give at least 30 days' notice of the substance of the proposed amendment to the members of the Association. Unless otherwise provided, an amendment is effective upon the adjournment of the meeting at which it is adopted.

**§12.2 Correction.** Upon the adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Bylaws, if the correction does not change meaning.

### **Article 13. Amendment of the Constitution**

**§13.1 Amendment.** (a) At any annual meeting, the Constitution may be amended upon a vote of two-thirds or 150, whichever is greater, of the delegates present and voting in the House of Delegates. Not later than six months before an annual meeting, the Secretary shall publish the time by which a member must file a proposed amendment to be considered at that annual meeting. The Secretary shall give at least 30 days' notice of the substance of the proposed amendments to the members of the Association. Unless otherwise provided, an amendment becomes effective upon the adjournment of the meeting at which it is adopted or upon certification of adoption by the Board of Elections, as the case may be.

(b) A new section may be created, existing sections may be combined or discontinued, or the name of a section may be changed, in the manner prescribed by the Bylaws.

(c) A forum committee may be created or discontinued, or the name of a forum committee changed in the manner prescribed by the Bylaws.

**§13.2 Correction.** Upon the adoption of an amendment to the Constitution, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Constitution, if the correction does not change meaning, and may make conforming changes in the Bylaws.

### **Article 14. Transition Provisions**

**§14.1 Members.** Upon the incorporation of the Association, each person who, immediately following the adjournment of the 1992 annual meeting of the unincorporated Association, was a member or associate of the unincorporated Association shall become a member or associate, as the case may be, of the incorporated Association in the same class and with the same rights, privileges, and obligations that such person had as a member or associate of the unincorporated Association; and all periods of membership as an associate in the unincorporated Association shall be deemed to be periods of membership as an associate in the incorporated Association.

**§14.2 Offices and Appointees.** Upon the incorporation of the Association, each person who immediately following the adjournment of the 1992 annual meeting of the unincorporated Association, held any elective or appointive or *ex-officio* office or position in the unincorporated Association, including, without limitation, members of the House of Delegates and the Board of Governors, or in any section, division,

committee, commission or similar body constituted by the unincorporated Association, shall continue to hold the same office or position in the incorporated Association for the remainder of the term for which the person was originally elected or appointed. Similarly, all periods of service in any such elective or appointive or *ex-officio* office or position in the unincorporated Association shall be deemed to be periods of service in the same office or position in the incorporated Association.

**§14.3 Rules and Policies.** The Rules and Policies and other acts and pronouncements of the unincorporated Association shall be deemed to be the Rules and Policies and acts and pronouncements of the incorporated Association.

**§14.4 Construction.** This Constitution and the Bylaws shall be construed as though the incorporated Association were a continuation of the unincorporated Association and not as though the unincorporated Association and the incorporated Association were two separate entities.

## **Article 15. The American Bar Association Fund for Justice and Education**

**§15.1 The Fund.** The ABA Fund for Justice and Education (the "Fund") shall be an integral part of the incorporated association and shall serve as its charitable arm. It shall be organized and operated exclusively for charitable and educational purposes, no part of the net earnings of which inures to the benefit of any individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation (except as authorized by the Internal Revenue Code), and no part of which includes participation in, or intervention in, including the publication or distribution of statements, any political campaign on behalf of, or in opposition to, any candidate for public office.

**§15.2 Board of Governors.** The Fund shall be governed by the Board of Governors of the Association (the "Board"). The officers of the Fund shall be a president, a president-elect, a secretary, and a treasurer, who shall be those persons serving the Association in these capacities.

**§15.3 Assets and Operations of the Fund.** (a) All of the assets of the Fund shall be kept separate and apart from the general and unrestricted assets of the American Bar Association and shall be used exclusively for the charitable and educational purposes of the Fund.

(b) Separate books and records shall be established for the Fund, and such books and records shall at all times be maintained on a basis so that such books and records will be separate and apart from the general books and records of the American Bar Association.

(c) The structure and operation of the Fund shall be as directed by the Board.

(d) The Fund shall continue in perpetuity until the Board terminates the Fund by a three-fourths vote of all members at a meeting of the Board for which due notice of the proposed termination was given, and causes the distribution of all assets of the Fund, after satisfaction of liabilities, exclusively for the purposes of the Fund to organizations or corporations that qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 (or similar statute hereinafter enacted), in such proportions as the Board shall in its discretion determine.

## **Article 16. Decennial Review**

**§16.1 Decennial Review.** Beginning in 2005 and once every ten years thereafter a review shall be conducted of the House of Delegates, the Board of Governors and the Nominating Committee. With respect to each body the review shall include an examination of its size and a consideration of its composition to ensure appropriate representation of constituencies. The review of the Board of Governors and Nominating Committee shall include a consideration of whether at-large representation of women and minorities should be continued, and the review of the Board of Governors shall include a review of the issue of districting in terms of Association membership.

# BYLAWS<sup>1</sup>

## Article 21. Members and Associates

**§21.1 Application for Membership.** Any eligible person may file with the Secretary an application for membership in the Association in the form prescribed by the Board of Governors. The Board may require the applicant to furnish additional information and may otherwise inquire into the applicant's qualifications. A willful and material misstatement by the applicant is cause for rejecting the application or, if the applicant has been admitted to membership, for expulsion.

**§21.2 Admission of Members.** The Board of Governors shall provide for and supervise the admission of members.

**§21.3 Life Members.** A person who has been a member and paid the equivalent of senior dues for at least 10 years may become a life member upon written notice to the Treasurer and payment of the fee for life membership prescribed by the House of Delegates. Such a member has all the privileges of membership. Life membership fees shall be invested by the Treasurer and the income from the money so invested shall be used for the general purposes of the Association.

**§21.4 Sustaining Members.** A member may become a sustaining member upon payment of the annual dues for sustaining membership prescribed by the House of Delegates. If eligible, a sustaining member may revert to another membership classification.

**§21.5 Honorary Members.** A distinguished member of the legal profession of another country who is not admitted to the bar of a state, territory, or possession of the United States may be elected an honorary member by the Board of Governors. Honorary members may not vote and need not pay Association dues.

**§21.6 Special Members.** (a) (1) If a person who has reached age 75 and has been a member of the Association for at least 25 years so requests, that person shall retain the privileges of membership but need only pay 50% of the highest dues rate.

(2) Provided, however, that (i) if a person who has reached age 70 prior to September 1, 2004, and has been a member of the Association for 25 years so requests, that person shall retain the privileges of membership but need not pay any Association dues; or (ii) if a person who has reached age 70 prior to September 1, 2006, but after August 31, 2004, and has been a member of the Association for 25 years so

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<sup>1</sup>Adopted August 20, 1879; substantially revised effective July 21, 1971.

requests, that person shall retain the privileges of membership but need only pay 50% of the highest dues rate.

(b) If requested by the member and approved by the Board of Governors, a member of the Association who has become disabled shall, for the term of the disability, retain the privileges of membership but need not pay Association dues.

**§21.7 Law Student Members.** (a) A law student who is otherwise ineligible for Association membership may apply for law student membership under rules prescribed by the Board of Governors in consultation with the Council of the Section of Legal Education and Admissions to the Bar and the Law Student Division. Dues for law student members must be paid as prescribed by the House of Delegates.

(b) A law student member:

- (1) may not participate in electing a State Delegate or a Delegate-at-Large;
- (2) may not participate in nominating a member of the Board or an officer of the Association, and may not serve as a voting member of the Board or an officer of the Association;
- (3) may not vote in Association elections other than while serving as a delegate in the House;
- (4) may not sign a petition for or vote in an Association referendum; and
- (5) may participate in other activities of the Association as authorized by the House.

(c) A law student member who is admitted to the bar of a state, territory or possession of the United States is entitled to the full privileges of membership in the Association without payment of dues accruing during the twelve-month period beginning with the date of enrollment as a member of the Association.

**§21.8 Scale of Dues.** Except as otherwise provided, a member of the Association must pay dues in the amount prescribed by the House of Delegates and in the manner prescribed by the Board of Governors. Dues include the member's annual subscription to the American Bar Association *Journal* in an amount set by the Board. In special circumstances, the Board may waive payment of a member's dues.

**§21.9 Default in Payment of Dues.** A person whose dues are six months in default ceases to be a member of the Association.

**§21.10 Reinstatement of Members.** A person whose membership has terminated may be reinstated only upon a new application and admission.

**§21.11 Certificate of Membership.** Each member shall be given a certificate of membership in the Association.

**§21.12 Associates.** Persons who are ineligible to be members or Law Student members of the Association may qualify as associates if they are in one of the following classifications, have never been disbarred or suspended from the practice of law in any jurisdiction, are of good moral character, and satisfy such further eligibility requirements as may be approved by the Board:

- (a) General Associates. Individuals who are not admitted to practice law in any jurisdiction, but have an interest in the work of the American Bar Association.
- (b) Non-U.S. Lawyer Associates. Members of the legal profession of another country who are admitted to practice law but are not admitted to the bar of any state, territory, or possession of the United States.
- (c) Student Associates. Individuals enrolled in college or university level post secondary educational studies and have an interest in the work of the American Bar Association.

The privileges and dues of associates shall be prescribed by the Board. However, they have no interest in the property of the Association and they may not vote, except as authorized by the House of Delegates.

## **Article 22. Meetings**

**§22.1 Annual Meeting Program.** The program at the annual meeting shall be supervised by the Board of Governors. Thirty days' notice of the program shall be given to the members.

**§22.2 Flags.** The American flag and the Association flag shall be displayed at each meeting of the House of Delegates.

## **Article 23. The ABA Fund for Justice and Education**

**§23.1 The ABA Fund for Justice and Education.** A separate and exclusively charitable and educational instrumentality within the Association, shall have its own bylaws as prescribed by the Board.

## **Article 24. Reports and Recommendations**

**§24.1 Transmittal and Calendaring.** The Board of Governors may, at its option, send to the House of Delegates, in the manner prescribed by the House, the reports of sections and committees, with any recommendations or comments that the Board may have.

**§24.2 Association Action.** A report or recommendation of a section or committee becomes the action of the Association only so far as it is approved by the House of Delegates.

**§24.3 Distribution of Reports.** A report or recommendation of a section, committee or delegate may not be released to the public before the House of Delegates or Board of Governors considers it, unless the President or a person designated by the President authorizes it for distribution through the Association's public relations department.

**§24.4 Restrictive Statement.** Before approval by the House of Delegates, any material containing a report, recommendation, or proposal must prominently state at the outset that it represents the opinion of the section or committee making the report rather than the policy of the Association.

**§24.5 Action on Legislation.** The House of Delegates may express its opinion on specific legislative proposals. An opinion so expressed applies also to later changes that do not affect the substance of the proposal. The House may also express its opinion on the basic purpose and effect of legislative proposals without acting on specific legislation.

**§24.6 Uniform State Laws.** A section or committee that is considering a matter of state legislation shall consult with the Uniform Law Commissioners.

**§24.7 Complimentary Resolutions and Awards.** A resolution complimentary to an officer or member for services performed, paper read, or address delivered may not be considered by the House of Delegates or a section of the Association. However, a section or committee may make an award or grant a citation to a member or other person for services performed, paper read, or address delivered, if it has been approved in advance by the Board of Governors.

## **Article 25. Representation of the Association**

**§25.1 Representation.** The President or a person designated by the President shall express the policy of the Association as determined by the House of Delegates. No other member or employee of the Association may represent the Association or a section or committee before a legislative body, court, or governmental agency, unless specifically authorized by the House.

**§25.2 Briefs.** If representation of the Association involves the filing of a brief, its submission must be approved by the Board of Governors, and the brief must be reviewed by the Board or its designee before it is submitted.

**§25.3 Personal Views of Members.** A member who, when making a public utterance, permits himself or herself to be identified as having an official connection with the Association or one of its sections or committees shall, if the policy of the Association on the subject matter of

the utterance has been determined by the House of Delegates, fairly state that policy and, if expressing a view at variance with it, clearly identify the variance as the member's personal views only. If there has not been, or the member has no knowledge of, any such policy determination, the member shall nevertheless identify the utterance as personal views.

## **Article 26. Board of Governors**

**§26.1 Terms and Election.** (a) A member of the Board of Governors shall be elected from each district established by the Constitution and, in addition, there shall be 14 members-at-large. The House of Delegates shall elect Board members at its first session at the annual meeting.

(b) In 1985 and each succeeding third year, a member of the Board from each of the third, fifth, ninth, fourteenth, fifteenth, sixteenth, and seventeenth districts shall be elected; in 1986 and each succeeding third year, a member of the Board from each of the seventh, eighth, tenth, eleventh, and thirteenth districts shall be elected; in 1987 and each succeeding third year, a member of the Board from each of the first, second, fourth, sixth, and twelfth districts shall be elected; and in 1989 and each succeeding third year, a member of the Board from the eighteenth district shall be elected.

(c) In 1985 two section members-at-large shall be elected for a one-year term, two section members-at-large shall be elected for a two-year term, and two section members-at-large shall be elected for a three-year term. In 1985 and each succeeding third year a young lawyer member-at-large and the judicial member-at-large shall be elected for a three-year term. In 1986 and each succeeding third year, two section members-at-large shall be elected. In 1987 and each succeeding third year, two section members-at-large and a young lawyer member-at-large shall be elected. In 1988 and each succeeding third year, two section members-at-large, a young lawyer member-at-large, and the judicial member-at-large shall be elected. In 2005 and in each succeeding year, a law student member-at-large shall be elected to serve a non-voting one-year term.

(d) Until the conclusion of the annual meeting in 2015, and beginning in 1996 and in each succeeding third year, two members-at-large shall be elected, one of whom shall be a woman and one of whom shall be a minority. In 1997 and in each succeeding third year, one member-at-large who is a minority shall be elected. In 1998 and in each succeeding third year, one member-at-large who is a woman shall be elected. In 1996 one member-at-large who is a minority shall be elected for a one-year term, and one member-at-large who is a woman shall be elected for a two-year term.

## **Article 27. Scope and Correlation of Work**

**§27.1 Terms and Election.** (a) The Committee on Scope and Correlation of Work consists of five members of the Association, one of

whom is elected in each year by the House of Delegates to serve a five-year term beginning with the adjournment of the annual meeting during which elected. Nominations must be made from the floor at the first session of the House and the election shall be held at the next session of the House. The Committee shall annually designate its chair.

(b) The Chair of the House shall appoint a liaison member from the sections, who serves without vote, from among three nominations submitted by the Section Officers Conference. The liaison member from the sections shall serve for a term of three years, and may be reappointed only in the manner hereinabove provided, and may not serve for more than two consecutive full three-year terms. The chairs of the Program and Finance Committees of the Board of Governors each designate a member to serve as an *ex-officio* liaison representative to Scope, without vote.

**§27.2 Jurisdiction.** The Committee on Scope and Correlation of work shall study the structure, functions, and work of the sections, committees, and other agencies of the Association. It shall make such recommendations to the House or the Board of Governors as it considers appropriate to correlating the work of the Association as a whole and providing better use of the Association's resources. The Committee is responsible to the House and it has no powers or duties other than those prescribed by this paragraph.

## Article 28. Finances

**§28.1 Authority to Incur Expense.** The Board shall formulate and administer Association policy respecting authorized expenditures and procedures for reimbursement. If a proposal requiring the expenditure of funds originates in the House of Delegates, it may be acted on only after the Board reports on its feasibility.

**§28.2 Payment of Authorized Expenses.** (a) The Treasurer may pay only authorized expenses that are within budget appropriations.

(b) Expenditures from section funds, whether current or accumulated, may be made only if authorized by the section or section council or, in the case of the Law Student Division, by its officers. The Treasurer shall pay from those funds only such amounts as the chair of the section or the treasurer of the Law Student Division, as the case may be, certifies as having been so authorized.

**§28.3 Advisory Committee Expenses.** An appropriation may not be made for a meeting of an advisory committee, and a member of an advisory committee may not be reimbursed from Association funds for traveling or other expenses incurred in attending such a meeting. However, under conditions prescribed by the Board of Governors, reimbursement may be made to advisory committee members in individual cases for expenses incurred in carrying out special assignments for their related committees.

**§28.4 Expenses at Annual Meeting.** A member of the Association who is not a staff member or a law student member may not be reimbursed from Association funds for travel expenses incurred in attending an annual meeting, nor may a member of the Association who is not a staff member, law student member or a member of the Board of Governors be reimbursed for other expenses incurred in attending an annual meeting, or a meeting held at the site or in the area of an annual meeting, within seven days immediately before or after the annual meeting. However, a *per diem* allowance may be provided for attending a meeting of:

- (a) a committee of the House of Delegates;
- (b) a committee of the Association; or
- (c) a section council or committee, including the equivalent component of the Law Student Division,

held at any time before or after the annual meeting. Payment of travel expenses and *per diem* allowances to special guests or speakers who would not otherwise attend the meeting, whether or not members of the Association, may be authorized under conditions prescribed by the Board.

**§28.5 Financial Liability.** The financial liability of the Association to any section, committee, fund, or organization is limited to the funds credited to it on the financial record of the Association and the liability ceases upon the Treasurer's payment of that amount. If a section, committee, fund, or organization, or one of its members, incurs a liability that is greater than the funds so credited, it is the obligation of each person responsible for incurring or authorizing the liability.

**§28.6 Contracting Authority.** Only the President or the administrative officer has the authority to bind the Association, or any of its entities, contractually, except that: (a) the Board of Governors may specifically authorize another person to execute a contract on behalf of the Association; and (b) the President or the administrative officer may, in writing, specifically delegate to other persons the authority to bind the Association contractually under conditions set forth in the written authorization. Only contracts made pursuant to this section are valid.

## **Article 29. Duties of Officers**

**§29.1 General Duties.** The President, the President-Elect, the Chair of the House of Delegates, the Secretary, and the Treasurer are *ex-officio* members of the House of Delegates and the Board of Governors. They have the duties normally incident to their respective offices.

**§29.2 President.** The President shall preside at meetings of the Board of Governors and is the principal spokesperson of the Association. Unless otherwise provided, the President shall appoint the chair and members of each committee of the Association and of the Board.

**§29.3 President-Elect.** The President-Elect shall perform such duties as the President may assign and, except as otherwise provided, the duties of the President when the President is disabled from performing the duties of that office or absent from any meeting of the House of Delegates.

**§29.4 Chair of the House of Delegates.** The Chair of the House of Delegates shall:

- (a) preside at meetings of the House and the Nominating Committee;
- (b) preside, in the absence of the President, at meetings of the Board of Governors;
- (c) preside, in the absence of the President and the President-Elect, at other events at which the President would preside if present;
- (d) appoint committees of the House, as provided by the Rules of the House;
- (e) effectuate the filling of vacancies in the case of elected members of the Board, other than the members-at-large; and
- (f) transmit promptly to each state and participating local bar association and affiliated organization reports and information as to action taken by the House.

**§29.5 Secretary.** The Secretary shall:

- (a) keep the respective minutes and records of the House of Delegates, the Board of Governors, and the Nominating Committee;
- (b) keep the roster of the delegates in the House;
- (c) receive, certify, and publish nominations of officers and governors;
- (d) receive, certify, and publish the results of mail ballots of the Nominating Committee and the results of the election of Delegates-at-Large;
- (e) receive and keep as the property of the Association all papers, addresses, and reports to the House; and
- (f) give notice, when notice is required to be given, to the House, Board, or the members of the Association.

**§29.6 Treasurer.** The Treasurer shall supervise the safekeeping of the funds and investments of the Association, and shall report periodically on the financial condition of the Association to the House of Delegates and Board of Governors. The Treasurer's annual report shall be submitted for examination and audit by a certified public accountant designated by the Board of Governors upon recommendation of the Audit Committee.

**§29.7 Administrative Officer.** The administrative officer appointed by the Board of Governors shall administer the staff and facilities of the Association subject to the direction of the President and the Board.

**§29.8 Secretary-Elect and Treasurer-Elect.** The Secretary-Elect and Treasurer-Elect shall perform such duties as the Board of Governors and the Secretary or Treasurer, respectively, may prescribe.

### **Article 30. Sections**

**§30.1 Creation or Combination.** (a) The House of Delegates, by a two-thirds vote of the members present and voting, may create a new section or combine existing sections after a report by the Board of Governors on the proposal stating the views of the Board and showing compliance with subsection (b).

(b) At least six months before the meeting of the House at which action on the proposal is taken, the proponents must file with the Secretary a statement setting forth:

- (1) the need for the proposed section;
- (2) the contemplated jurisdiction of the section, which must be within the purposes of the Association and must not substantially conflict with the jurisdiction of any section or committee whose continuance is contemplated;
- (3) the proposed bylaws of the section, including a description of its jurisdiction;
- (4) the proposed committees of the section;
- (5) the proposed budget for the section for the first two years of its operation;
- (6) a list of present or prospective members of the Association who have signed statements that they will apply for membership in the section; and
- (7) in the case of a combination of sections any jurisdiction of the constituent sections that would not be included in that of the new.

**§30.2 Discontinuance and Change of Name.** The House of Delegates, by a two-thirds vote of the members present and voting, may discontinue or change the name of any section after a report by the Board of Governors.

**§30.3 Notice.** Notice must be given to the members of the Association at least 30 days before the meeting of the House of Delegates at which a proposal to establish, combine, discontinue, or change the name of a section is to be considered. However, for a proposal to establish a section, notice may be given instead to the proponents and members of the House and, for a proposal to combine sections, it may be given to the members of their councils and members of the House.

**§30.4 General Membership.** Members of sections must be members of the Association and must meet the requirements of the bylaws of the respective sections. This limitation does not prevent

cooperation or affiliation that the Board of Governors has approved between sections and non-member groups.

**§30.5 Officers and Council.** A section shall have a chair. It may also have a chair-elect and such other officers as its bylaws may provide. It shall also have a council consisting of the officers and such other members as its bylaws may provide. Notwithstanding any provisions of this section, non-members may serve on the Council of the Section of Legal Education and Admissions to the Bar as its bylaws may provide, non-U.S. lawyer associate members may serve on the Council and in its leadership of the Section of International Law as its bylaws may provide and non-U.S. lawyer associate members may serve on the Council of the Section of Law Practice Management as its bylaws may provide.

**§30.6 Dues.** With the approval of the House of Delegates, section members may be required to pay dues.

**§30.7 Meetings.** A section shall meet immediately before or during the annual meeting, as provided by the Board of Governors. The times and places of other meetings must be approved by the Board.

**§30.8 Section Officers Conference.** The Section Officers Conference is composed of the officers of each section and forum committee with such voting rights as determined by the Conference. The Conference shall meet at least once a year.

**§30.9 Law Student Division.** This Article does not apply to the Law Student Division.

## **Article 31. Committees**

**§31.1 General Duties.** A committee shall carry out its recommendations to the extent and in the manner authorized by the House of Delegates.

**§31.2 Appointment.** Unless the resolution creating the committee provides otherwise:

- (a) Appointments to a committee, including the annual appointment of its chair, shall be made by the President.
- (b) If a member resigns, dies, or becomes ineligible, the President shall appoint a successor for the unexpired term.
- (c) If a member does not participate in the work of the committee, the President may appoint a successor for the unexpired term.

**§31.3 Standing Committees.** (a) Standing Committees shall investigate and study continuing or recurring matters related to the purposes or business of the Association.

(b) Unless §31.7 provides otherwise, a standing committee consists of seven Association members each of whose term expires upon the adjournment of the third annual meeting following appointment and from among whom the President shall annually designate a chair. In the original appointment of a seven-member committee, the President shall designate two members to serve until the adjournment of the first annual meeting following their appointment, two to serve until the adjournment of the second annual meeting following their appointment, and three to serve until the adjournment of the third annual meeting following their appointment. In the original appointment of committees having other than seven members, the President shall designate for each of the one, two, and three-year terms as nearly an equal number of members as possible.

**§31.4 Special Committees.** (a) Special committees, which may be created by resolution of the House of Delegates defining their powers and duties, shall investigate and study immediate or nonrecurring matters relating to the purposes or business of the Association. Unless it is continued by the House, a special committee terminates upon the adjournment of the first annual meeting after its creation.

(b) A special committee consists of five Association members unless the resolution creating it provides for a different number. Each member shall be appointed for a term of one Association year.

**§31.5 Advisory Committees or Commissions.** (a) Advisory committees or commissions, which may be created by resolution of the House of Delegates, shall advise the standing or special committees or commissions to which they are respectively related and under whose direction and supervision they operate. The term of an advisory committee or commission coincides with that of its related committee or commission, unless it is sooner terminated by resolution of the House.

(b) The number of members of an advisory committee shall be designated by the resolution creating it. Each member shall be appointed for a term of one Association year.

**§31.6 Commissions.** (a) Commissions, which may be created by resolution of the House of Delegates defining their powers and duties, shall investigate and study specific matters relating to the purposes or business of the Association. Unless it is continued by the House, a commission terminates upon the adjournment of the first annual meeting after its creation.

(b) The number of members of a commission shall be designated by the resolution creating it. Each member shall be appointed for a term of one Association year. A majority of the members, including the chair, must be members of the Association.

**§31.7 Designation, Jurisdiction, and Special Tenures of Standing Committees.** The designation, jurisdiction, and special tenures of standing committees are as follows:

**Amicus Curiae Briefs.** The Standing Committee on Amicus Curiae Briefs shall review and make appropriate recommendations on all proposed amicus curiae briefs, including whether the proposed brief is a fair representation of the policy position of the Association and whether the brief is of high professional quality.

**Armed Forces Law.** The Standing Committee on Armed Forces Law shall consist of seven members. The Committee shall have jurisdiction over matters relating to law in the Armed Forces. It shall study and make recommendations on:

- (a) the administration of laws, regulations and practices in the Armed Forces and the court-martial system;
- (b) the protection of the legal rights and constitutional guarantees of personnel in the Armed Forces; and
- (c) the ability of lawyers and judges in the Armed Forces to practice in conformity with all applicable Association standards.

**Audit.** (a) The Standing Committee on Audit consists of seven members including the Treasurer, who is a member *ex-officio* with a vote. Three members of the Committee shall be Association members who are not members of the Board of Governors. Three members of the committee, other than the Treasurer, shall be members of the Board of Governors representing each of the three Association years of the term on the Board. At the Annual Meeting in 2005 and each succeeding third year, one of these members shall be appointed. At the Annual Meeting in 2006 and each succeeding third year, one of these members shall be appointed. At the annual meeting in 2007 and each succeeding third year, one of these members shall be appointed. Members other than the Treasurer shall be appointed by the Board of Governors upon recommendation of the President. The President shall annually designate a chair. All members should be financially knowledgeable and have no relationship that may interfere with the exercise of their independence with respect to the Association and its management.

- (b) The Audit Committee shall:
  - (1) recommend the selection, retention, and compensation of the Association's independent auditors for approval by the Board of Governors;
  - (2) ascertain that the Association's auditors are independent from the Association and its management and are ultimately accountable to the Board of Governors;
  - (3) review for the Association and all organizations required to be consolidated with the Association under generally accepted accounting principles (a) the results of the annual external audits of all financial statements and records; (b) the reports of independent auditors on the applicable financial statements; (c) any matters required to be communicated to the Committee by the independent auditors under generally accepted auditing

- standards and the disclosure requirements of the Independence Standards Board; (d) the system of internal controls; (e) the independent auditors' letter of recommendations; and (f) the Association management's responses to the letter of recommendations;
- (4) review the internal audit function of the Association including (a) the independence and authority of its reporting obligations; (b) the proposed internal audit plan for each fiscal year; and (c) all reports issued by the internal audit department; and
  - (5) receive, investigate when necessary, and cause response to be made to inquiries or complaints by any member or employee of the Association concerning financial operations of the Association.

**Bar Activities and Services.** The Standing Committee on Bar Activities and Services consists of nine members and shall:

- (a) with the assistance of the Division for Bar Services, promote and coordinate Association programs involving state or local bar associations;
- (b) oversee the operations of the Division;
- (c) maintain effective liaison and, where appropriate, collaborate with state and local bar associations; and
- (d) inform the officers, Board of Governors, and House of Delegates of the Association about relevant problems and programs of state and local bar associations and inform state and local bar associations about relevant Association programs.

**Client Protection.** The Standing Committee on Client Protection, which consists of seven members, shall:

- (a) promote and enhance client protection mechanisms, including programs to reimburse financial loss caused by lawyers' misappropriation of client funds and other causes of client loss, as deemed appropriate;
- (b) promote and enhance mechanisms for the arbitration of client-lawyer fee disputes;
- (c) promote and enhance mechanisms for the mediation of client-lawyer disputes;
- (d) identify and comment on emerging issues in the regulation of the unlicensed practice of law in conjunction with other ABA entities and, where advisable, refer appropriate matters to other Association entities; and
- (e) identify and comment on emerging issues in the regulation of the practice of law, including the multijurisdictional practice of law, in coordination with other ABA entities and, where advisable, refer appropriate matters to other Association entities and the House of Delegates.

**Constitution and Bylaws.** The Standing Committee on Constitution and Bylaws shall:

- (a) study and make appropriate recommendations on all proposals to amend the Constitution or the Bylaws, other than on the substantive merit of proposals submitted by the Committee on Scope and Correlation of Work to discontinue or alter the jurisdiction of Association entities, and
- (b) upon request of the Committee on Rules and Calendar of the House of Delegates, study and make appropriate recommendations, other than on substantive merit, on all proposals to amend the Rules of Procedure of the House.

**Continuing Legal Education.** (a) The Standing Committee on Continuing Legal Education consists of ten members, three of whom shall be appointed from persons nominated under paragraph (b).

(b) The Chair of each section shall, not later than March 1 of each year, submit in writing to the President two nominations for appointment to the Committee. The President shall appoint three members from nominations made under this paragraph. If a vacancy occurs during the term of a member appointed from nominations under this paragraph, the President shall appoint a replacement from the most recent group of nominees. Persons nominated from the same section may not serve concurrently.

(c) The Committee shall organize, coordinate, conduct, and implement continuing legal education activities sponsored or co-sponsored by the Association or any of its entities. It shall cooperate with state or local bar associations, law schools, and other organizations concerned with continuing legal education.

**Delivery of Legal Services.** The Standing Committee on the Delivery of Legal Services, which consists of nine members, has jurisdiction over innovative methods designed to enhance access to legal services and improve the delivery of civil justice to moderate income persons. In carrying out its function, the Committee shall:

- (a) Encourage the ABA, other bar associations and other legal groups to actively respond to the unmet legal needs of moderate income persons;
- (b) Identify the unmet legal needs of moderate income persons and develop mechanisms that better enable moderate income persons with legal needs to be served by practicing lawyers who are capable of meeting those needs in affordable ways;
- (c) Encourage, identify and promote exemplary methods, both traditional and innovative, of meeting the unmet legal needs of moderate income persons; and
- (d) Develop and support practices, policies, rules and laws that reduce or obviate unnecessary requirements for representation by lawyers.

**Election Law.** The Standing Committee on Election Law shall examine and develop ways for improving election law and voter participation.

**Environmental Law.** The Standing Committee on Environmental Law, which consists of not more than 11 members, shall facilitate liaison among the several committees, sections and agencies of the Association concerned with environmental matters, and shall undertake special projects in the field of environmental law.

**Ethics and Professional Responsibility.** The Standing Committee on Ethics and Professional Responsibility, which consists of ten members, may:

- (a) by the concurrence of a majority of its members, express its opinion on proper professional or judicial conduct, either on its own initiative or when requested to do so by a member of the bar or the judiciary;
- (b) periodically publish its opinions to the profession in summary or complete form and, on request, provide copies of opinions to members of the bar, the judiciary, and the public;
- (c) provide under its supervision informal responses to ethics inquiries the answers to which are substantially governed by applicable ethical codes and existing written opinions;
- (d) on request, advise or otherwise assist professional organizations and courts in their activities relating to the development, modification and interpretation of statements of the ethical standards of the profession such as the Model Rules of Professional Conduct, the predecessor Model Code of Professional Responsibility and the Model Code of Judicial Conduct;
- (e) recommend amendments to, or clarifications of, the Model Rules of Professional Conduct or the Model Code of Judicial Conduct; and
- (f) adopt rules relating to the procedures to be used in issuing opinions, effective when approved by the Board of Governors.

**Federal Judicial Improvements.** The Standing Committee on Federal Judicial Improvements, which consists of not more than nine members, shall:

- (a) coordinate activities within the Association relating to improvements in the federal judicial system;
- (b) maintain effective liaison with other institutions working on judicial reform and with the federal judiciary and other appropriate government officials; and
- (c) study and make recommendations for improving the federal judicial system.

**Federal Judiciary.** The Standing Committee on the Federal Judiciary consists of 15 members, two from the ninth federal judicial circuit, one from each other federal judicial circuit, one representing the

Federal Circuit, and one at-large who serves for one year. The Committee may, on behalf of the Association, promote the nomination and confirmation of competent persons for appointment as judges of courts of the United States. It may also oppose the nomination and confirmation of persons who it considers insufficiently qualified. It may also report to the House of Delegates on questions relating to the behavior of federal judges and on matters relating to the sufficiency of the number of federal judges.

**Gavel Awards.** The Standing Committee on Gavel Awards consists of 18 members. The Committee shall supervise the Association's awards for noteworthy published articles, radio and television broadcasts, books, and films that:

- (a) foster greater public understanding of the inherent values of the American legal and judicial system;
- (b) inform and educate citizens as to the roles in society of the law, the courts, law enforcement agencies, and the legal profession;
- (c) disclose practices or procedures needing correction or improvement so as to encourage and promote local, state, and federal efforts to improve and modernize the nation's laws, courts, and law enforcement agencies; or
- (d) help the legal profession and the judiciary to attain the goals set by the Model Rules of Professional Conduct and the Model Code of Judicial Conduct.

To assist in judging entries, the chair may enlist the help of non-committee members.

**Governmental Affairs.** The Standing Committee on Governmental Affairs consists of not more than 11 members. The Committee has jurisdiction over matters relating to the Association's governmental affairs program. In carrying out its functions, the Committee shall:

- (a) Make recommendations to the Board of Governors regarding the governmental affairs program;
- (b) Provide assistance to the Governmental Affairs Office;
- (c) Review the legislative and governmental priorities recommendations of the Governmental Affairs Office;
- (d) Make Committee recommendations to the Board of Governors on legislative and governmental priorities as it deems appropriate; and
- (e) Select the members of Congress to receive recognition at ABA Day in Washington.

**Group and Prepaid Legal Services.** The Standing Committee on Group and Prepaid Legal Services has jurisdiction over matters relating to prepaid and group legal services. In carrying out its functions, the Committee shall:

- (a) Monitor the growth of the group and prepaid legal services industry and recommend to the House of Delegates action to be taken in removing various regulatory and other barriers

- which may prevent the free market development of prepaid and group legal services;
- (b) Encourage state and local bar associations to foster lawyer and public interest in prepaid and group legal services as an effective means of assuring that legal services are more widely available to moderate income persons at reasonable cost in their jurisdictions;
  - (c) Provide a forum for discussion of statutory and overly restrictive ethical barriers which may prevent the participation of lawyers as providers of legal services for prepaid and group legal service plans in their jurisdictions; and
  - (d) Provide oversight of and support to the American Prepaid Legal Services Institute and assist it in developing educational programs, publications and legislative activities aimed at carrying out Association policy in this area.

**Gun Violence.** The Standing Committee on Gun Violence consists of not more than nine members. The Committee's responsibilities shall be:

- (a) To review pending and future proposals relating to prevention and reduction of gun violence in light of existing ABA policies;
- (b) To identify policy areas, if any, as to which new policy is needed; and
- (c) To serve as a focal point for activity within the ABA on issues relating to gun violence.

**Judicial Independence.** The Standing Committee on Judicial Independence shall have eleven members and shall:

- (a) assist courts, administrative judiciaries and state, local and territorial bar associations in considering and effectuating responses to infringement of judicial independence;
- (b) encourage public awareness and appreciation of the importance of judicial independence and merit selection to the American judicial system and the rule of law;
- (c) make recommendations on ways to improve and enhance the institutional independence and efficiency of state, territorial and local judiciaries and encourage appropriate accountability to enhance judicial independence and the efficient administration of justice; and
- (d) act as a clearinghouse for the Association's activities dealing with the judicial independence of state, local and administrative judiciaries.

**Law and National Security.** The Standing Committee on Law and National Security consists of 11 members. It shall conduct studies, sponsor programs and conferences, and administer working groups on law and national security and related issues. The Committee's activities are designed to assist policymakers, to educate lawyers, the media, and the public, and to enable the Committee to make recommendations, where appropriate, to the American Bar Association.

**Law Library of Congress.** The Standing Committee on the Law Library of Congress shall cooperate in maintaining and expanding the facilities of the Law Library of Congress.

**Lawyer Referral and Information Service.** (a) The Standing Committee on Lawyer Referral and Information Service, which consists of not more than ten members, has jurisdiction over matters relating to lawyer referral and information services for the purpose of assisting them in making affordable legal services more readily available to the public.

(b) In carrying out its functions, the Committee shall:

- (1) support and seek to improve existing services and, as appropriate, develop new ones;
- (2) seek to develop and improve materials and model standards;
- (3) disseminate appropriate information;
- (4) encourage the implementation of existing standards; and
- (5) encourage and otherwise help state or local bar associations and other interested organizations.

**Lawyers' Professional Liability.** The Standing Committee on Lawyers' Professional Liability shall:

- (a) study and keep the Association and state and local bar associations informed about (1) developments in the professional liability of lawyers and (2) the availability, coverage, and cost of liability insurance and the feasibility of self-insurance;
- (b) work with such bar associations and the insurance industry to develop programs to assist lawyers in avoiding or dealing with professional liability claims; and
- (c) make appropriate recommendations concerning Association sponsorship of lawyers' professional liability programs.

**Legal Aid and Indigent Defendants.** The Standing Committee on Legal Aid and Indigent Defendants, which consists of not more than eleven members, has jurisdiction over matters relating to legal aid and defender services respecting:

- (a) the administration of justice as it affects the poor;
- (b) remedial measures intended to help the poor protect their legal rights; and
- (c) the establishment and efficient maintenance of legal aid and defender organizations and cooperation with other interested agencies, whether public or private.

**Legal Assistance for Military Personnel.** The Standing Committee on Legal Assistance for Military Personnel has jurisdiction over matters relating to legal assistance for military personnel and their dependents. It shall foster the continued growth of the military legal assistance programs. It shall promote the delivery of legal services to

military personnel and their dependents and to persons accompanying the armed forces outside the United States, on their personal legal affairs (except those involving proceedings under the Uniform Code of Military Justice). It shall maintain close liaison with the Department of Defense, the Department of Transportation with respect to the U.S. Coast Guard, the military services, bar associations and appropriate committees of the Association to enhance the scope, quality and delivery of free or affordable legal services to eligible legal assistance clients.

**Medical Professional Liability.** The Standing Committee on Medical Professional Liability consists of not more than nine members. The Committee's responsibilities shall be:

- (a) To review pending and future proposals relating to medical professional liability in light of existing ABA policies;
- (b) To identify policy areas, if any, as to which new policy is needed; and
- (c) To serve as a focal point for activity within the ABA on issues relating to medical professional liability.

**Meetings and Travel.** The Standing Committee on Meetings and Travel shall develop plans for the maintenance, improvement and integration of meeting and travel programs and procedures.

**Membership.** (a) The Standing Committee on Membership, which consists of ten members, shall encourage applications for membership in the Association and formulate plans for maintaining and increasing membership.

(b) In making appointments to the Committee, the President shall consider diversity in geographical area.

(c) The President shall also appoint one Association member in each state as state chair of membership to conduct the membership program of the Association in that state. The term of each person so appointed ends with the adjournment of the third annual meeting after appointment, except that the term of an appointment of a person to fill a vacancy ends with the end of the term in which the vacancy occurred. A state chair may serve for two successive three-year terms and no longer, except that earlier service under an appointment to fill a vacancy may not be counted.

(d) The Committee may invite the chair or co-chair for membership of the Young Lawyers Division and the national chair for membership of the Law Student Division to attend any of its meetings, and reimburse their incurred expenses as if they were members of the Committee.

**Paralegals.** The Standing Committee on Paralegals has jurisdiction over matters relating to the education, employment, training, and effective use of paralegals.

**Pro Bono and Public Service.** The Standing Committee on Pro Bono and Public Service, which consists of ten members, has jurisdiction over matters enabling and encouraging lawyers to fulfill their

responsibility to provide *pro bono* public service without fee or at a substantially reduced fee. In carrying out its functions, the Committee shall:

- (a) review, evaluate and foster the development of *pro bono publico* programs and activities by law firms, bar associations, corporate law departments, and other legal practitioners within the framework of delivery of legal services by the profession;
- (b) analyze and define the appropriate scope, function and objectives of *pro bono publico* programs;
- (c) establish and develop liaison with state and local bar associations and other groups interested in such programs;
- (d) propose and review legislation which impacts on the ability of lawyers to provide *pro bono publico* service; and
- (e) undertake such further activities as may be necessary and proper for the fulfillment of these responsibilities.

**Professional Discipline.** The Standing Committee on Professional Discipline consists of 9 members. The Committee is responsible for developing, promoting, coordinating, and strengthening professional disciplinary and regulatory programs and procedures throughout the nation, including developing and promoting Association activities relating to professional discipline, model rules for disciplinary enforcement and standards for the imposition of sanctions. The Committee is also responsible for maintaining the ABA National Lawyer Regulatory Data Bank.

**Professionalism.** The Standing Committee on Professionalism consisting of nine members shall preserve and promote within the entire legal community principles of professionalism, including integrity, competence, fairness, independence, courage, respect for the legal system and a devotion to public service. It shall initiate and encourage professionalism programs, be responsible for the coordination of efforts in this area within the Association, and provide a central clearinghouse for the collection and dissemination of information on professionalism and lawyer advertising within the legal community. To accomplish these goals, the Committee shall:

- (a) Encourage, make recommendations and provide assistance to ABA entities in the development and coordination of professionalism initiatives;
- (b) Encourage and provide assistance to state and local bar associations, the judiciary, the law schools and the legal community in their efforts to improve lawyer professionalism and competence;
- (c) Educate members of the legal profession, the judiciary, the law school community and the public about professionalism, competence and advertising issues; and
- (d) Evaluate and report on trends and developments impacting lawyer professionalism, competence and advertising and recommend initiatives and policies to address them.

**Public Education.** The Standing Committee on Public Education shall consist of fifteen members, one of whom shall be a designated national Law Day chair, appointed annually by the President, and the chair of the Standing Committee on Gavel Awards, who shall serve *ex officio*. The Standing Committee shall:

- (a) Provide policy direction and oversight for the Division for Public Education and coordinate the activities of its component entities;
- (b) Assist Association activities designed to improve public understanding about the law;
- (c) Promote activities of, and assist, state and local bar associations, other legal groups, and nonlegal organizations in educating the public about the law; and
- (d) Foster and promote comprehensive, multifaceted school and community-based public education programs, including the development and implementation of model public education programs for youth, college and adult audiences.

**Publishing Oversight.** The Standing Committee on Publishing Oversight is composed of twelve members: 8 representatives from among those recommended by the Section Officers Conference to the ABA President from Sections, Divisions and Forum Committees with existing publishing programs, and four at-large members. Members will serve three-year staggered terms and be eligible for reappointment to a second three-year term. The Committee shall:

- (a) Study and recommend publishing policies and strategies to the Board of Governors and House of Delegates;
- (b) Provide policy oversight, supervision and direction to ABA publishing, exclusive of the *ABA Journal*; and
- (c) Work closely with the Director of ABA Publishing, who will be responsible for implementing the Association's publication policies and developing publishing and marketing initiatives designed to meet changing needs of members, produce new/increased revenues, or support other Association goals.

**Specialization.** The Standing Committee on Specialization has jurisdiction over matters relating to specialization in the practice of law.

**Strategic Communications.** The Standing Committee on Strategic Communications consists of nine members, five of whom shall be members-at-large, one of whom shall represent the Section Officers Conference and three of whom shall be communication professionals, who need not be lawyers. The Committee's responsibilities shall be:

- (a) To develop and recommend Association communication priorities and goals;
- (b) To develop and evaluate integrated communication messages, plans and strategies; and
- (c) To coordinate and assist the Association and its entities with respect to their communication plans and activities.

**Substance Abuse.** The Standing Committee on Substance Abuse shall collaborate with other American Bar Association entities; federal, state and local public/private organizations; and state and local bars to address issues of substance abuse. In carrying out its function, the Committee shall:

- (a) Encourage state and local bar associations to actively develop and foster lawyer and public participation in community anti-drug coalitions as an effective means of addressing substance abuse;
- (b) Encourage, support, and initiate discussion and examination by ABA entities of exemplary methods that address substance abuse;
- (c) Develop, after consultation with other appropriate ABA entities, and then implement a communications strategy to inform and educate lawyers and the public on exemplary programs which address substance abuse; and
- (d) Make appropriate recommendations to develop and promote practices and policies that support prevention, education, and treatment of substance abuse.

**Technology and Information Systems.** The Standing Committee on Technology and Information Systems consists of eleven members. The Committee shall:

- (a) Provide volunteer oversight for the Association's use of technology and information resources, the Legal Technology Resource Center, Information Systems, and the Association's technology plan;
- (b) Coordinate and monitor the technological aspects of the Lawyers Communication Network's programming;
- (c) Identify, develop and promote technology-related member benefits;
- (d) Identify strategies by which technology can be applied to improve the efficiency and quality of legal services and the activities of the Association;
- (e) Provide member coordination for the implementation of structural improvements to the Association's technological and information systems;
- (f) Promote member and public awareness of the Association's internal and external technology and information projects and programs; and
- (g) Establish liaisons with Association entities and state, territorial and local bar associations to further coordination and communication in this area.

**§31.8 Coordinating Groups.** (a) The House of Delegates may create a coordinating group to coordinate the activities of all participating ABA entities having a common interest in a specified area relating to the purposes or business of the Association.

(b) Unless the resolution creating it provides otherwise, (1) a coordinating group consists of one representative of each participating ABA entity appointed to the group by the President, and (2) additional "at-large" members may be appointed at the discretion of the President, the number of which may not exceed one less than the number of participating ABA entities. The President shall annually designate a chair from the at-large members. In the original appointment, the President shall designate members to serve one, two, and three-year terms in as nearly an equal number as possible.

(c) As a condition to representation on the coordinating group, each participating entity shall contribute its pro rata share of the group's total operating budget, based on the total number of group members.

## **Article 32. Forum Committees**

**§32.1 Forum Committees.** (a) The House of Delegates may, by a majority vote, create a forum committee to carry out, in a specified field, a responsibility that is principally to educate its members in that field, is within the purposes of the Association, and is not otherwise served within the Association. The forum committee shall also investigate and study the matters within its responsibilities.

(b) During each Association year, a forum committee shall hold one or more educational meetings, open to any member of the Association.

(c) A forum committee is unlimited in number and indefinite in duration. Any member of a section of the Association may be a member. Each forum committee shall adopt bylaws not inconsistent with the Constitution and Bylaws. The bylaws become effective when approved by the House.

(d) Each forum committee shall have a governing committee selected in accordance with that committee's bylaws.

(e) In carrying out its responsibilities under this section, a forum committee shall coordinate its activities with those of each section or other committee of the Association that is concerned with a matter that is also within the committee's responsibilities.

(f) To cover its expenses, a forum committee may impose such dues as the Board of Governors approves.

(g) The House may discontinue or change the name of a forum committee. The House shall discontinue a forum committee if, for any Association year, its expenditures exceed the dues received and advance provision has not been made to cover the excess.

## **Article 33. Publications**

**§33.1 American Bar Association *Journal*.** (a) The American Bar Association *Journal* shall be published by a Board of Editors consisting of the President, the President-Elect, the Chair of the House of Delegates, and the Treasurer, who are members *ex-officio*, and nine Association members elected by the Board of Governors as vacancies occur.

(b) The Board of Editors shall elect one of its members as Chair. The Chair shall act as liaison with the Board of Governors and, on the invitation of the President, shall report to it and attend its meetings.

(c) Members of the Board elected by the Board of Governors serve for three-year terms and are ineligible to serve more than two terms. However, a member who is serving as Chair when his or her second term expires is eligible to serve a third term.

**§33.2 Authority of Board of Editors.** The Board of Editors shall manage the *Journal* and its financial affairs. It may employ an editor and such other employees as it considers necessary. It may create an advisory board. The proceedings of the Board of Editors shall be reported to the Board of Governors which, by a majority vote of its entire membership, may disapprove, change, or rescind any action or appointment of the Board of Editors.

**§33.3 Revenues.** The revenues of the *Journal* are a part of the general funds of the Association.

**§33.4 Annual Reports.** A printed report of the Association's proceedings, the reports of committees and sections and the action taken with respect to them by the House of Delegates for the preceding Association year, and such other information as the Board of Governors determines to be useful to the members, shall be published annually under the supervision of the Secretary. The report shall be made available at a reasonable charge to each member who, upon notice, requests a copy in the manner prescribed by the House.

**§33.5 Other Publications.** Other publications of the Association or its sections or committees shall be issued and distributed on such terms as the House of Delegates prescribes.

# RULES OF PROCEDURE OF THE HOUSE OF DELEGATES<sup>1</sup>

## Article 41. Credentials and Admissions

**§41.1 Delegates.** (a) The credentials of delegates to the House of Delegates must be filed with the Chair of the Committee on Credentials and Admissions at the headquarters office of the Association in such form as the Committee may prescribe.

(b) The Committee, without delay, shall send to the Secretary the names of those it finds are entitled to be delegates and the Secretary shall prepare a provisional roster of delegates. It also shall submit to the House the provisional roster, together with any report that the Committee considers appropriate. After the House has acted on the recommendation of the Committee, the Secretary shall prepare the permanent roster of delegates for that meeting.

(c) To be considered present at a meeting, a delegate must have signed the permanent roster for that meeting.

(d) Any member of the Association may examine a provisional or permanent roster.

**§41.2 Membership Lists.** If the Committee on Credentials and Admissions so requests, a state or local bar association or affiliated organization shall file with the Chair of the Committee, at the headquarters office of the Association, the most recent certified list of its members in good standing.

## Article 42. Meetings of the House

**§42.1 Attendance.** Meetings of the House of Delegates are open to all members of the Association, except that the House may vote to sit in executive session. Representatives of the news media may attend sessions of the House, except when it sits in executive session.

**§42.2 Seating.** A delegate shall be seated with the state or territory to which his or her Association membership is accredited. Nondelegates may not be seated in areas of the House of Delegates that are reserved for delegates except that (a) in each even numbered year the representative of the Northern Mariana Islands Bar Association may be seated without a voice or vote, next to the delegate from the Guam Bar Association; (b) in each odd numbered year the representative from the Guam Bar Association may be seated without voice or vote next to the delegate from the Northern Mariana Islands Bar Association. Separate space on the floor may be provided for the chairs of sections or committees.

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<sup>1</sup>Adopted January 5, 1937; substantially revised August 11, 1969, July 21, 1971, August 11, 1982, and August 10, 1994.

**§42.3 Presiding Officer.** The Chair of the House of Delegates shall preside at meetings of the House. If the Chair is present but is unable or declines to preside, and if there is no objection from the House, the Chair may appoint a temporary chair. If the Chair is not present, or if a temporary chair is not so appointed, the Secretary or the Secretary's designee shall preside until the House by voice vote selects a temporary chair. The temporary chair shall cease to preside when the Chair resumes presiding.

**§42.4 Duties of the Presiding Officer.** The presiding officer shall:

- (a) preserve order (the Chair may designate delegates to help do so);
- (b) require that these Rules of Procedure be followed;
- (c) decide questions of order and procedure; and
- (d) provide generally for the expeditious handling of the business of the House of Delegates.

**§42.5 Absence of Quorum.** Unless a quorum is present, no motion, other than a motion to recess, adjourn, or direct the Secretary to request the attendance of absent delegates, may be made or considered.

**§42.6 Parliamentary Authority.** *Robert's Rules of Order Newly Revised* (10<sup>th</sup> edition) shall govern the House in parliamentary situations that are not covered by the Constitution, the Bylaws, or these Rules of Procedure, unless the House otherwise directs.

**§42.7 Distribution of Material.** No material may be distributed in the House of Delegates without prior authorization of the Committee on Rules and Calendar.

## **Article 43. Order of Business**

**§43.1 Calendar.** (a) The business at a meeting of the House of Delegates shall be conducted according to the calendar for that meeting. The Secretary shall distribute to the delegates a preliminary calendar for the meeting at least 15 days before the meeting. The Committee on Rules and Calendar shall present the preliminary calendar during the opening session of the meeting with such revisions as it considers appropriate. The final calendar for the meeting must be adopted by the delegates.

- (b) At each meeting of the House, the calendar must include:
- (1) approval of the summary of action of the previous meeting;
  - (2) presentation of any recommendation properly submitted by a state or local bar association or affiliated organization;
  - (3) presentation of any recommendation properly submitted by a section or committee of the Association; and

- (4) presentation of any recommendation properly submitted by a member of the House of Delegates or a member of the Association.

(c) At each meeting of the House held at the annual meeting of the Association, the calendar must also include presentation of any recommendation to continue a special committee or commission.

(d) At each meeting of the House held at the midyear meeting of the Association, the calendar must include an informational report on the legislative priorities, to be presented as directed by the Chair of the House of Delegates.

**§43.2 Special Orders.** At any time during the meeting, any matter may be made a special order upon recommendation of the Committee on Rules and Calendar and by vote of two-thirds of the delegates present and voting.

**§43.3 Consent Calendar.** Reports with recommendations that the Committee on Rules and Calendar finds will not be substantially opposed may be included on the consent calendar. Consideration of the consent calendar must be made a special order and all items on it shall be moved for approval without debate. By written request of a delegate to the Committee within the time prescribed by the House of Delegates, an item on the consent calendar shall be removed and made the subject of debate.

## **Article 44. Privileges of the Floor**

**§44.1 Privileges of the Floor.** The privileges of the floor of the House of Delegates, without vote, are extended to nondelegates as follows:

- (a) the chair of a section or committee, who may make a motion and who may speak relating to a report of that section or committee or any other matter within the jurisdiction of that section or committee;
- (b) if a minority report is filed in connection with a report with recommendations, a representative selected by the minority, who may speak on the recommendation to present the view set forth in the minority report;
- (c) any member of the Association, who may speak relating to a resolution filed by an Association member who is not a delegate;
- (d) if the Chair approves, the administrative officer appointed by the Board of Governors may speak; and
- (e) any person for whom the privilege is requested by a member of the House that is approved by two-thirds of the delegates voting may speak.

The Committee on Rules and Calendar shall make a recommendation on each such request.

**§44.2 Time Limits.** (a) A person may not speak more than once on the same question without the unanimous consent of the House of Delegates, except that the person who presented the report with recommendation under discussion may close the debate on it.

(b) A person presenting a report with recommendations (either as a main motion or as a motion to substitute) or a minority report may speak for not more than ten minutes in making such presentation, in addition to any right such person may have to close debate. A person may not otherwise speak for more than five minutes on the same question. No person may speak for more than five minutes in closing debate. If there is no opposition to a recommendation, at the discretion of the Chair of the House of Delegates, the presenter will have three minutes to present; each subsequent speaker will have a maximum of two minutes; and the presenter may have two minutes to close. On recommendation of the Committee on Rules and Calendar, the House may, by a vote of two-thirds of the delegates voting, extend or reduce the time limitations provided for in this Section.

(c) Following adoption of a motion to cut off debate, the person who presented the report with recommendation under discussion may speak for two minutes to close debate.

(d) Oral informational reports may only be made on the recommendation of the Committee on Rules and Calendar, which must also recommend time limitations for such reports.

## **Article 45. Reports and Resolutions**

**§45.1 Reports Generally.** A report must be concise, in writing and submitted to the Secretary not later than the date prescribed by the Committee on Rules and Calendar. A report may contain one or more recommendations to be considered by the House or it may be an informational report. Unless authorized by the Committee on Rules and Calendar, a report and recommendations may not exceed 15 pages in length. The Secretary shall have the material in the body of the report printed and shall distribute reports at least 15 days before the meeting of the House at which they are to be considered. Appendices need not be printed.

**§45.2 Reports with Recommendations.** (a) A report of a delegate, section, committee, state or local bar association, affiliated organization or member that contains a recommendation to be considered by the House of Delegates may be considered only if:

- (1) the recommendation proposes new policy or a change of policy, or reaffirms existing Association policy that has not been approved within the last ten years;
- (2) the recommendation is accompanied by a written report;
- (3) the report contains a statement of the reasons for the recommendation;
- (4) the recommendation is set forth at the beginning of the report so as to distinguish the recommendation clearly from the

body of the report, is in a style that facilitates consideration without confusion, and contains no recitals or supporting arguments;

- (5) the report contains no language that commits the Association to a policy not set forth in the recommendation;
- (6) the report shows that it has been approved by the governing body of the sponsoring entity;
- (7) in the case of a recommendation proposing or opposing specific legislation, the report includes a complete summary of the phase of legislation under consideration together with relevant excerpts from the proposed bill, and five copies of the bill have been provided for the use of the Chair; and
- (8) in the case of a recommendation calling for action that may result in expenditures, the amount needed is shown.

(b) Reports which do not comply with subsection (a) may be referred back to the sponsor by the Committee on Rules and Calendar without calendaring, with a written statement of the reasons for the referral. The sponsor must be given an opportunity to make any necessary corrections within the time constraints required by the Committee on Rules and Calendar. An appeal may be made to the House if the Committee refuses to calendar the report.

(c) Once a report with recommendations has been calendared, it cannot be withdrawn without concurrence of the Committee on Rules and Calendar or a vote of the House. If the Committee concurs, the proponent of the report being withdrawn shall state the reasons for withdrawal to the House.

(d) Only the recommendation approved by the House of Delegates becomes policy of the Association.

**§45.3 Informational Reports.** Although such reports are not approved or adopted by the House, each section or committee may make a written informational report to the House of Delegates. The House may authorize its distribution to the public.

**§45.4 Minority Reports.** A minority report timely submitted in writing to the Secretary must be printed and attached to the majority report if:

- (a) its proponents so request;
- (b) it contains the signatures of the proponents; and
- (c) the views in the minority report were presented by the time the majority report was adopted, unless the sponsor failed to notify its members in advance that the matter to which the minority report relates would be considered.

**§45.5 Late Reports.** (a) A report with recommendations that is submitted after the date prescribed for receipt may not be considered unless the Committee on Rules and Calendar recommends waiver of the time requirement and the recommendation is approved by a two-thirds vote of the delegates voting. A request to submit a late report must be presented to the Committee on Rules and Calendar prior to the

conclusion of the last scheduled meeting of that Committee before the meeting of the House of Delegates at which it is to be considered. The Committee may recommend a waiver if it finds that action at the meeting is desirable because of pending legislation or for another reason important enough to justify its consideration at the meeting.

(b) An informational report that is submitted late shall not be calendared.

**§45.6 State and Local Bar Association Reports with Recommendations.** A report with recommendations that a state or local bar association proposes to submit to the House of Delegates must be presented to the Committee on Rules and Calendar prior to the conclusion of the last scheduled meeting of that Committee before the meeting of the House at which it is to be considered.

**§45.7 Reference to Other Entities.** (a) Before a delegate or sponsoring entity considers proposing a recommendation to the House of Delegates that relates to a subject which may be within the jurisdiction of any entity, the proponent shall promptly notify that group, inviting its comments and suggestions. Lack of such notice does not prevent the House from acting on the recommendation.

(b) An executive summary of reports with recommendations shall be sent to each delegate following the filing deadline and shall constitute notice that the matters are filed for consideration by the House of Delegates.

(c) No motion to postpone indefinitely House consideration of a recommendation to permit further study is in order unless the party seeking postponement has notified the sponsor of the recommendation and the Committee on Rules and Calendar of its intention to postpone prior to the conclusion of the last scheduled meeting of that Committee before the meeting of the House at which the recommendation is to be considered. This subsection does not apply to a recommendation in a late report.

(d) A pending recommendation, resolution, or motion may be referred by the House or the Chair to the Committee on Drafting Policies and Procedures for consideration and report as to scope, substance, or phraseology.

**§45.8 Motions to Amend Recommendations.** A motion to amend a recommendation must be in writing, unless the amendment contains six or fewer words. The Chair of the House may require that a copy be made available to each House member before a vote is taken.

**§45.9 Law School Accreditation** (a) The Council of the Section of Legal Education and Admissions to the Bar shall advise the House of an action granting or denying provisional or full approval to a law school, or withdrawing the approval of a law school. No action of the House is required unless the law school appeals a denial or withdrawal of approval pursuant to Section 45.9(b). A decision of the Council to grant provisional or full approval is effective upon the action of the Council. A decision of

the Council to deny or withdraw approval is effective upon expiration of the period provided for filing a notice of appeal under Section 45.9(b)(1) if the law school fails to file a timely notice of appeal, or, if a timely notice of appeal is filed, upon concurrence by the House in the decision of the Council.

(b) An appeal to the House from an action of the Council of the Section of Legal Education and Admissions to the Bar denying provisional or full approval to a law school, or withdrawing approval of a law school, shall be considered in accordance with the following procedures:

- (1) Notice of the appeal must be delivered to the Secretary of the Association at the ABA offices within 30 days after receipt by the law school of notification of the action of the Council;
- (2) The Council shall deliver to the Secretary a report with recommendations, including the record on which the Council based its decision, stating its action and the reasons therefor, within 15 days of the date notice of the appeal is delivered to the Secretary;
- (3) The school shall be provided with a copy of the Council's report and may file a response, provided that such response is delivered to the Secretary within 30 days after receipt of the report;
- (4) The matter shall be included on the calendar at the meeting of the House following filing, or the expiration of the time for filing, the response provided for in subparagraph (3);
- (5) The materials described in subsections (2) and (3) above shall be made available to the delegates prior to the meeting at which the appeal will be considered;
- (6) If the law school withdraws its appeal before the meeting of the House for which the matter has been calendared, no action of the House is required and the decision of the Council becomes final; and
- (7) During any consideration of such a matter by the House, a representative of the school shall have the privilege of the floor with time limitations equal to those of the representative of the Section but without a vote. The House shall vote either to agree with the action or refer it back to the Council for reconsideration based on reasons specified by the House. An action denying provisional or full approval may be referred back to the Council a maximum of two times. The action of the Council following the second referral shall be final. An action withdrawing approval may be referred back to the Council only one time. The action of the Council following the referral shall be final.

(c) The Council of the Section of Legal Education and Admissions to the Bar shall file a Report with Recommendations to the House seeking concurrence of the House in any actions of the Council to adopt, revise or repeal the Standards, Interpretations, or Rules of Procedure for Approval of Law Schools.

- (1) Once the action of the Council is placed on the calendar of a meeting of the House, the House shall at that meeting either concur with the Council's decision or refer the decision back to the Council for further consideration. If the House refers a decision back to the Council, the House shall provide the Council with a statement setting forth the reasons for its referral.
- (2) A decision by the Council to adopt, revise or repeal the Standards, Interpretations, or Rules of Procedure for Approval of Law Schools is subject to a maximum of two referrals back to the Council by the House. The decision of the Council following the second referral shall be final.

## **Article 46. Voting**

**§46.1 Voting.** (a) Voting shall be by voice or electronic vote, unless a written ballot or a roll call vote is required. If voting is by voice, the delegates shall stand and be counted when a division is called.

(b) When voting electronically delegates must be in their seats or in the well of the House. If a division is called, it must be called before an electronic vote is taken. The Chair will ask delegates casting affirmative votes to stand while casting their votes and will then ask delegates casting negative votes to stand while casting their votes. No proxy voting is permitted.

**§46.2 Roll Call Vote.** At the request of 100 delegates, present and voting, a roll call vote shall be taken.

**§46.3 Written Ballot.** If there is more than one nomination for an office of the Association, for membership on the Board of Governors, or for membership on the Committee on Scope and Correlation of Work, the election by the House of Delegates must be by written ballot. The Chair of the House shall appoint five delegates to act as tellers. The tellers shall prepare, distribute, collect, and count the ballots. Balloting for a contested position shall be continued until a candidate has received a majority of the votes cast.

## **Article 47. House Record and Summary**

**§47.1 House Record and Summary.** The proceedings of the House of Delegates shall be recorded and a summary of action taken shall be prepared by the Secretary. As soon as practicable after a meeting is adjourned, the summary of action shall be sent to each delegate, the president and executive officer of each association and organization represented in the House, each section chair, and the chair of each committee of the Association. A delegate who believes that a correction should be made in the summary must notify the Secretary

within ten days after receiving the summary. Action on the proposed correction must be taken at the next session of the House.

## **Article 48. Board of Governors**

**§48.1 Function.** The Board of Governors is the administrative agency of the House of Delegates.

**§48.2 Reports.** The Board of Governors shall report its actions to the House of Delegates by such written means as the Board considers appropriate.

**§48.3 Members.** Any delegate, other than a state or local bar association delegate, who is elected to the Board of Governors serves in the House of Delegates only in the delegate's capacity as a member of the Board.

## **Article 49. Committees of the House**

**§49.1 Appointment and Terms.** The Chair of the House of Delegates shall appoint the chair and members of each Committee of the House, unless the House directs otherwise in the case of a particular Committee. Except as otherwise provided by the House, the term of a Committee chair or member is one Association year and until a successor is appointed. The Chair and the Secretary are members *ex-officio*. The representatives of the Northern Mariana Islands Bar Association and the Guam Bar Association may each serve as members of House Committees during their shared two-year term of office.

**§49.2 Standing Committees.** The designation, functions, and size of the standing committees of the House of Delegates are as follows:

**Credentials and Admissions.** The Committee on Credentials and Admissions, consisting of seven delegates, shall consider and report on all questions relating to qualifications, selection, or credentials of delegates or relating to the compliance of an organization with the requirements for representation in the House.

**Drafting Policies and Procedures.** The Committee on Drafting Policies and Procedures, consisting of five delegates, shall be knowledgeable about format, language and style of reports with recommendations and serve as a resource for all members who are interested in bringing reports with recommendations to the House for consideration. Drafters are encouraged to seek the Committee's assistance prior to the deadline for submission of reports. In addition, the Committee shall report to the House on any resolution, report, recommendation, or other matter referred to it by the House or the Chair for revision as to scope, substance, or phraseology.

**Rules and Calendar.** In addition to duties otherwise required, the Committee on Rules and Calendar, consisting of five delegates, shall:

- (a) assist the Chair in the expeditious handling of the business of the House;
- (b) report to the House on proposals to amend these Rules of Procedure;
- (c) prepare and send to the Secretary the preliminary calendar for each meeting of the House in time for the required distribution; and
- (d) make recommendations to the House on the order of business and late reports.

**Scope Nominating Committee.** The Scope Nominating Committee consists of the following *ex-officio* members: the Chair of the House of Delegates, as chair, the chair of the Board's Program Committee, the chair of Scope, the member of Scope with the longest continuous service on the Committee who is not the chair, and the chair of the Section Officers Conference. The Committee shall make nominations for membership on the Committee on Scope and Correlation of Work.

**§49.3 Other Committees.** The House of Delegates may create such other committees of the House as it considers necessary to conduct its business. To further the consideration of a subject by the House, the Chair of the House may create a special committee to consider the subject and report to the House.

## **Article 50. Amendment of Rules**

**§50.1 Procedure.** These Rules of Procedure may be amended by vote of two-thirds of the delegates present and voting in the House of Delegates. Twenty days' notice of a proposed amendment stating the purpose of the amendment must be given to all delegates. Unless otherwise provided, an amendment is effective upon the adjournment of the meeting at which it is adopted.

**§50.2 Correction.** Upon the adoption of an amendment to these Rules of Procedure, the Secretary may correct punctuation, grammar, or numbering where appropriate, if the correction does not change meaning.