

**THE MISSOURI BAR**

**RESTATEMENT OF THE BY-LAWS  
AS AMENDED**

**ARTICLE I**

**Preamble**

Section 1. This Association shall be called and known as "The Missouri Bar".

Section 2. This Restatement of the By-Laws as Amended of The Missouri Bar adopted pursuant to Rule 7, Section 14, of the Supreme Court of Missouri.

Section 3. Incorporated in this Restatement are the By-Laws of The Missouri Bar, as adopted by the Board of Governors on November 9, 1944, together with amendments thereto adopted on: January 26, 1945; September 22, 1945; January 25, 1946; September 28, 1946; October 2, 1948; October 6, 1950; July 24, 1964; July 11, 1975, February 3, 1984, and July 14, 1989; May 6, 1999.

**ARTICLE II**

**Meetings of The Missouri Bar**

Section 1. The Missouri Bar shall meet and convene at least annually at such times and in such places, within or without the State of Missouri, as may be fixed by resolution of the Board of Governors; and the Members shall be notified thereof in such manner as the Board may from time to time deem appropriate.

**ARTICLE III**

**Meetings of the Board of Governors**

Section 1. The Board of Governors may, by resolution, provide for the times and places of its regular meetings.

Section 2. The President or the President-Elect (in the case of the President's resignation, death, inability or disability) may call special meetings of the Board of Governors at any time.

Section 3. The Executive Committee, by a resolution duly adopted by a majority of the members, may call special meetings of the Board of Governors at any time.

Section 4. Special meetings of the Board of Governors may be had at any time, upon a call signed by at least ten members of the Board.

Section 5. Notice to the members of the Board of Governors of the foregoing meetings shall be given in writing at least three days before the date of any such meeting; provided that any member may waive such notice in writing, and his or her presence at such meeting shall be deemed to be a waiver of such notice.

**ARTICLE IV**  
**Meetings of the Executive Committee**

Section 1. Between meetings of the Board of Governors, the Executive Committee shall manage the affairs of The Missouri Bar, with full power and authority of the Board of Governors, subject to these By-Laws.

Section 2. The Executive Committee may, by resolution, provide for the times and places of its regular meetings.

Section 3. The President or the President-Elect (in the case of the President's resignation, death, inability or disability) may call special meetings of the Executive Committee at any time.

Section 4. A special meeting of the Executive Committee shall be had on a call signed by three members of the Committee.

Section 5. Notice to the members of the Executive Committee of the foregoing meetings shall be given in writing at least three days before the date of any such meeting; provided that any member may waive such notice in writing, and his or her presence at such meeting shall be deemed to be a waiver of such notice.

**ARTICLE V**  
**Selection of Young Lawyer Board Member**

Section 1. Rule 7, Section 3(b), of the Missouri Supreme Court mandates membership on the Board of Governors by a member of The Missouri Bar not older than 34 years of age. Pursuant to the provisions of the above Rule, the selection of one member of the Board of Governors is herewith delegated to the Council of the Young Lawyers Section of The Missouri Bar.

Section 2. In even numbered years the Young Lawyers Section Council shall select such a Board member to serve for a two year term, and shall then certify his or her name to the Executive Director prior to the election meeting of the Board of Governors for that year.

**ARTICLE VI**  
**Election of Officers**

Section 1. The elected Officers of The Missouri Bar, who shall be chosen annually by and from the Board of Governors, shall be the President, the President-Elect and the Vice President.

Section 2. The Clerk of the Supreme Court of Missouri shall serve ex officio as the Treasurer of The Missouri Bar; and the Executive Director of The Missouri Bar shall serve ex officio as the Secretary thereof.

Section 3. At the annual election meeting, to be held pursuant to Rule 7, Section 2, of the Supreme Court of Missouri, the then outgoing President of The Missouri Bar shall convene the Board of Governors for the sole purpose of filling any existing vacancies on the Board and electing Officers for the ensuing year.

Section 4. Thereupon nominations and balloting for the office of President shall be had; and the newly elected President shall then assume the Chair, immediately upon election, to conduct the remainder of the meeting.

Section 5. The President shall then call for nominations and balloting for the Offices of President-Elect and Vice President.

Section 6. If there are two or more nominees for the office of President, President-Elect or Vice President and one nominee does not receive a majority of votes cast, then the nominee receiving the lowest number of votes on each ballot shall be eliminated; and the balloting will then continue until one nominee shall receive a majority of the votes cast. In the case of multiple nominees, the nominee receiving the lowest number of votes will continue to be eliminated on each successive ballot.

Section 7. If, prior to one nominee for any such office receiving a majority of votes cast, two or more candidates shall receive the same number of votes, then up to four additional ballots shall be cast in an effort to break the tie. If the tie is not broken after five successive ballots, nominations for such office will be reopened, and the election process as set forth herein shall be repeated.

Section 8. Thereafter, should a tie vote continue to persist, such tie vote shall then be broken by lot in a manner to be determined by the Chair.

**ARTICLE VII**  
**Election of the Executive Committee**

Section 1. Following the election of officers at the annual election meeting all members of the Board of Governors will caucus, with other members of the Board who are enrolled in the same Missouri Court of Appeals district, for the purpose of selecting that district's nominee for

membership on the Executive Committee.

Section 2. The current Executive Committee member from each Court of Appeals district shall preside over the caucus; or, should he or she not be available, then the caucus members will select their own chairperson.

Section 3. Each caucus shall select and nominate one Board member to serve as that Court of Appeals district's Executive Committee member. The nominees from each district will then be certified to the Board for its consideration and balloting.

Section 4. If a tie vote for representatives from a Court of Appeals district cannot be broken in caucus, then the Board of Governors will accept multiple nominations from that district's caucus, and will select that district's representative by election of the Board. In the event of such multiple nominees the election procedures, as provided herein for the election of Officers, shall govern.

## **ARTICLE VIII**

### **Election Procedures Generally**

Section 1. Contested elections for any office in The Missouri Bar, or for membership on the Executive Committee, shall be conducted by secret written ballot.

Section 2. Voting by proxy ballot, in connection with any such contested election, shall not be permitted.

Section 3. A majority of the members of the Board of Governors, present and voting, shall be required to elect in all contested elections for any office in The Missouri Bar or for membership on the Executive Committee.

## **ARTICLE IX**

### **Committees of the Board of Governors**

Section 1. Committees of the Board of Governors may be appointed by the President at any time, when authorized by the Board or the Executive Committee.

## **ARTICLE X**

### **Sections of The Missouri Bar**

Section 1. The Board of Governors in its discretion may, and upon the petition of one hundred (100) members or more shall, establish special Sections of The Missouri Bar covering particular areas or fields of the law.

Section 2. Such Sections of The Missouri Bar, when established, shall be created by resolution of the Board of Governors, which resolution shall provide for the organization, scope and activities of such Sections.

Section 3. The Board of Governors may, at any meeting, abolish any such Section, with the exception of those Sections established by petition as provided in this Article. Sections established by petition may be abolished by a majority of the members of such Section, present and voting on such action, in any meeting of the Section called for the purpose of considering such abolition.

Section 4. The Chairperson of each such Section, and any other Officers deemed necessary, shall be appointed by the President or his or her designee.

Section 5. Such Sections shall report to the Board of Governors in such manner, and in such form, as the Board may from time to time direct.

Section 6.

- (a) There shall be a Section of The Missouri Bar known as the Law Office Employees Section for law office employees of lawyer members. The purpose of this Section is to advise the Board of Governors on all matters relating to the needs and responsibilities of employees of members of The Missouri Bar.
- (b) Law office employees who join the Law Office Employees Section shall be deemed to be affiliate members of The Missouri Bar entitled to such benefits and responsibilities of membership as may be determined from time to time by the Board of Governors.
- (c) A member of the Board of Governors shall be appointed as liaison to the Law Office Employees Section.
- (d) The Board of Governors may establish appropriate dues or the solicitation of contributions for membership in the Law Office Employees Section.

## **ARTICLE XI**

### **Divisions and Task Forces of The Missouri Bar**

Section 1. The Board of Governors may, in its discretion, establish such special Divisions and Task Forces of The Missouri Bar as it may from time to time deem necessary.

Section 2. Such Divisions and Task Forces shall be established by resolution of the Board of Governors, which resolution shall provide for the organization, scope and activities of such

Divisions and Task Forces.

Section 3. The Board of Governors may, at any meeting, abolish any such Division or Task Force.

Section 4. The Chairperson of each such Division or Task Force, and any other Officers deemed necessary, shall be appointed by the President or his or her designee.

Section 5. Such Divisions and Task Forces shall report to the Board of Governors in such manner, and in such form, as the Board may from time to time direct.

## **ARTICLE XII**

### **Committees of The Missouri Bar**

Section 1. The Board of Governors may, in its discretion, establish such Standing Committees of The Missouri Bar as it may from time to time deem necessary.

Section 2. Such Committees shall be established by resolution of the Board of Governors, which resolution shall provide for the organization, scope and activities of such Committees.

Section 3. The Board of Governors may, at any meeting, abolish any such Committee.

Section 4. The Chairperson of each such Committee, and any other Officers deemed necessary, shall be appointed by the President or his or her designee.

Section 5. Special Committees of The Missouri Bar may be established at any time and for any purpose when deemed necessary or advisable by the Board of Governors, the Executive Committee or the President. Such Special Committees may be abolished, at any time, at the pleasure of the Board.

Section 6. Reports of all Standing Committees shall be made to the Board of Governors at least annually; and reports of Special Committees shall be made to the Board as necessary or required. The Board of Governors may take such action as it deems proper on any such report. The Board's action thereon may be announced to the membership by publication of the report, and the Board's action in regard thereto, in the JOURNAL OF THE MISSOURI BAR or in any other manner the Board may designate.

## **ARTICLE XIII**

### **Procedures**

Section 1. Robert's Rules of Order, to the extent not inconsistent with these by-laws, shall govern the proceedings of all meetings of The Missouri Bar and its policy making bodies, Sections, Committees, Divisions and Task Forces.

Section 2. Participation in a meeting by conference telephone or similar communication equipment shall constitute the presence of such person or persons at a meeting, provided that all participating in the meeting can hear each other.

#### **ARTICLE XIV** **Resolutions**

Section 1. Resolutions pertinent to the profession, or to the objects of The Missouri Bar, or in relation to any report of the Board of Governors, or any Officer, Section or Division or Task Force or Committee of The Missouri Bar, may be submitted in writing by any member of The Missouri Bar in good standing to a Resolutions Committee, which shall be appointed by the President to receive such resolutions at the annual meeting of The Missouri Bar.

Section 2. The Resolutions Committee may be appointed prior to the annual meeting, and the membership thereof and the place where the Committee shall meet to receive such resolutions shall, in such case, be published prior to the annual meeting.

Section 3. Opportunity for hearings on any resolution so offered shall be provided in a manner to be determined by the Resolutions Committee; and both proponents and opponents of any resolution shall be afforded an opportunity to be heard.

Section 4. The Resolutions Committee shall thereafter report its recommendations to a business session of the annual meeting. The Resolutions Committee's report shall be open to debate. The action of the annual meeting on the report of the Resolutions Committee shall thereupon be referred to the Board of Governors which may approve, disapprove or modify the resolution.

#### **ARTICLE XV** **Representation on Behalf of The Missouri Bar**

Section 1. No member of The Missouri Bar, Committee, Task Force, Division or Section thereof shall represent The Missouri Bar, unless authorized to do so by the Board of Governors; or, in case of an emergency, by the Executive Committee of the Board of Governors.

Section 2. No member of The Missouri Bar, or Committee or Section or Task Force or Division thereof, or any officer or member thereof, shall have the power to incur liability on behalf of The Missouri Bar for any debt or other obligation whatsoever; except upon the authorization of the Board of Governors. Such authorization may be delegated by the Board of Governors to the Executive Committee.

Section 3. The Missouri Bar may take a position or action concerning proposed legislation only if either (1) at a duly called meeting, the Board of Governors determines (a) by a

vote of two-thirds of the Board of Governors present and voting that the proposed legislation concerns a proper subject matter, and (b) by a vote of two-thirds of the Board of Governors present and voting to take a position or action, or both; or (2) the Executive Committee determines (a) by an affirmative vote of at least four of its members, that the proposed legislation concerns a proper subject matter, and (b) by an affirmative vote of at least four of its members to take a position or action, or both. Proper subject matter shall be only that which concerns the administration of justice, the integrity of the judiciary, improvement of the law or the dignity of the profession of law. The Board of Governors may determine to take no position on proposed legislation that is or may be factional, partisan or narrow in interest. Actions taken by the Executive Committee shall be published on the Board of Governors' listserv as soon as possible or if a meeting of the Board is scheduled to be held shortly thereafter, the report may be given at such meeting.

## **ARTICLE XVI** **Amendments**

Section 1. These By-Laws, as restated and amended, may be further amended by a two-thirds vote of a meeting of the Board of Governors.

Section 2. If any member of the Board of Governors desires to offer an amendment to the By-Laws, he or she shall file such amendment with the Executive Director who shall mail to all members of the Board of Governors notice of the proposed amendment at least ten days before the next meeting of the Board of Governors, at which the proposed amendment is to be considered; provided, however, that such filing and notice requirements may be waived at any meeting of the Board of Governors by the unanimous consent of those members present and voting on such proposed waiver.

## **ARTICLE XVII** **Effective Date**

Section 1. These By-Laws, as restated and amended, are to be known hereafter as "The By-Laws of The Missouri Bar," and shall take effect immediately upon their adoption by the Board of Governors.