

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 is 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, July 14, 1989; May 6, 1999, July 18, 2014; and November 17, 2017.

Section 4. The Missouri Bar is established by Rule 7 of the Supreme Court of Missouri, and its governance is provided for in that rule. To the extent there is any conflict between these by-laws and Rule 7 of the Supreme Court of Missouri, the provisions in Rule 7 shall control.

ARTICLE II
Meetings of The Missouri Bar

Section 1. The Missouri Bar shall meet and convene at least annually as required by Rule 7 of the Supreme Court of Missouri, 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
The Board of Governors

Section 1. The Board of Governors shall be selected as set out in Rule 7 of the Supreme Court of Missouri.

Section 2. The Board of Governors shall have the powers set out in Rule 7 of the Supreme Court of Missouri, including that the Board shall be the representative body of The Missouri Bar, and a majority thereof shall constitute a quorum. A determination by the Board

of Governors of questions of method and of policy relating to the accomplishment of the purposes of The Missouri Bar shall be controlling within the parameters of Rule 7 of the Supreme Court of Missouri.

Section 3. The Board of Governors may provide for the times and places of its regular meetings.

Section 4. Special meetings of the Board of Governors may be called at any time by:

(a) The President or, in the case of his or her resignation, death, inability, or disability, the President-Elect;

(b) The Executive Committee, with a resolution duly adopted by a majority of its members; or

(c) At least ten members of the Board, upon written notice provided to all members of the Board of Governors.

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

The Executive Committee of the Board of Governors

Section 1. The Executive Committee of the Board of Governors shall be selected and have the powers set out in Rule 7 of the Supreme Court of Missouri.

Section 2. 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 3. The Executive Committee may provide for the times and places of its regular meetings.

Section 4. Special meetings of the Executive Committee may be called at any time by:

(a) The President or, in the case of his or her resignation, death, inability, or disability, the President-Elect; or

(b) At least three members of the Executive Committee, upon written notice provided to all members of the Executive 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 Executive Director of The Missouri Bar shall act as Secretary of the Board of Governors. The Clerk of the Supreme Court of Missouri shall act as Treasurer of The Missouri Bar and shall furnish a surety bond in the amount fixed by the Board of Governors at the expense of The Missouri Bar.

Section 3. At the annual election meeting, to be held pursuant to Rule 7 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 more than two 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. For purposes of this section, each Board member shall vote in the caucus of the Court of Appeals district where the county of his or her enrollment is situated.

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
Resignation, Removal, or Vacancy

Section 1. Any member of the Board of Governors may resign his or her seat on the Board, position as an officer, or membership on the Executive Committee at any time by transmitting written notice to the secretary of the Board. Acceptance of any resignation notice is not necessary to make it effective. The resignation shall be effective when the notice is received by the secretary, unless the notice specifies a later effective date and time. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date, if the Board provides that the successor does not take office until the effective date. Any resigning member of the Board who is also an officer or other member of the Executive Committee shall resign such position concurrently with his or her resignation from the Board, causing vacancies to occur in all such positions held.

Section 2. The Board of Governors may remove any member of the Board of Governors, for cause, by a vote of two-thirds of the Board of Governors. The Board of Governors may remove any officer or other member of the Executive Committee from office or the Executive Committee, without cause, by a vote of two-thirds of the Board of Governors.

Section 3. The Board of Governors is authorized to fill for the unexpired term any vacancy which occurs in its membership, in the manner prescribed in Rule 7 of the Supreme Court of Missouri. The Board of Governors is authorized to fill for the unexpired term any vacancy which occurs in any office in The Missouri Bar or the membership of the Executive Committee, according to the election procedures prescribed in these by-laws.

ARTICLE X
Indemnification

Section 1. Members of the Board of Governors and officers of The Missouri Bar shall be indemnified to the maximum extent permitted by law. Expenses incurred by a Board member or officer of The Missouri Bar in defending a civil or criminal action, suit, or proceeding shall be paid by The Missouri Bar in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Board member or officer of The Missouri Bar to repay such amount if it is ultimately determined that the Board member or officer of The Missouri Bar is not entitled to be indemnified by The Missouri Bar as authorized by law. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such Board member or officer of The Missouri Bar may be entitled by bylaw, agreement, vote of disinterested members of the Board of Governors, or otherwise.

Section 2. The Missouri Bar may indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of The Missouri Bar) or is threatened to be made a party to such action, suit or proceeding by reason of the fact that such person is or was or has agreed to become an employee or agent of The Missouri Bar, or is or was serving or has agreed to serve at the request of The Missouri Bar as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, upon a determination of the Board of Governors of The Missouri Bar that such person should be indemnified, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Any and all indemnification provided by The Missouri Bar shall continue as to a person who has ceased to be a member of the Board of Governors, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The Missouri Bar may also from time to time enter into agreements providing for indemnification of any such person upon a vote of a majority of the disinterested members of the Board of Governors, to the fullest extent permitted by law.

Section 3. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by The Missouri Bar in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Governors in the specific case upon receipt of an undertaking by or on behalf of the member of the Board of Governors, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is lawfully entitled to be indemnified by The Missouri Bar.

Section 4. The Missouri Bar may maintain insurance, at its expense, to protect itself and any member of the Board of Governors, officer, employee, or agent of The Missouri Bar or another corporation, partnership, joint venture, trust, or other enterprise against any such expense, liability, or loss, whether or not The Missouri Bar would have the power to indemnify such person against such expense, liability, or loss under the law.

ARTICLE XI
Committees of the Board of Governors

Section 1. The President may appoint committees of the Board of Governors at any time, when authorized by the Board or the Executive Committee.

ARTICLE XII
Sections, Divisions, Task Forces, and Committees of The Missouri Bar

Section 1. At its discretion, the Board of Governors may establish special Sections of The Missouri Bar covering particular areas or fields of law or such special Divisions, Task Forces, or Standing Committees of The Missouri Bar as it may from time to time deem necessary. Upon the petition of one hundred (100) members or more, the Board of Governors shall establish special Sections of The Missouri Bar. The Board of Governors, the Executive Committee, or the President may establish Special Committees of The Missouri Bar at any time and for any purpose.

Section 2. When established, Sections, Divisions, Task Forces, or Standing Committees shall be created by resolution of the Board of Governors, which resolution shall provide for the organization, scope, and activities of such Section, Division, Task Force, or Standing Committee.

Section 3. At any meeting, the Board of Governors may abolish any Section, Division, Task Force, Standing Committee, or Special Committee. Furthermore, the appointing authority responsible for the creation of a Special Committee may abolish such Special Committee at any time. 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 President, or his or her designee, shall appoint the Chair of each such Section, Division, Task Force, Standing Committee, or Special Committee, and any other Officers deemed necessary.

Section 5. Sections, Divisions, Task Forces, or Standing Committees shall report to the Board of Governors in such form and manner as the Board of Governors may request. All Standing Committees shall make reports to the Board of Governors at least annually. Special

Committees shall report to the Board of Governors or other appointing authority as necessary or required. The Board of Governors may take such action as it deems proper on any such report. The Board may announce its action thereon to the membership in any manner the Board may designate, including publication of the report, along with the action of the Board, in the JOURNAL OF THE MISSOURI BAR.

ARTICLE XIII

Procedures

Section 1. The most recent edition of Robert's Rules of Order shall govern the proceedings of all meetings of The Missouri Bar and its policymaking bodies, Sections, Divisions, Task Forces, and Committees, in those situations not covered by the Rules of the Supreme Court of Missouri or these by-laws.

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. The President shall appoint a Resolutions Committee to receive, at the annual meeting of The Missouri Bar, resolutions pertinent to the profession or the objects of The Missouri Bar, or in relation to any report of the Board of Governors, any officer, Section, Division, Task Force, or Committee of The Missouri Bar. Any member of The Missouri Bar in good standing may submit, in writing, such resolutions to a Resolutions Committee.

Section 2. The President may appoint the Resolutions Committee prior to the annual meeting. In such case, the membership thereof and the place where the Committee shall meet to receive such resolutions shall 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, or any officer or member of a Section, Division, Task Force, or Committee 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 any officer or member of a Section, Division, Task Force, or Committee 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. The Board of Governors may delegate such authorization to the Executive Committee.

Section 3. 1. The Missouri Bar may act with respect to issues of public policy or activities intended to influence action by the legislative, executive, or judicial branch only if either (1) at a duly called meeting, the Board of Governors determines by a vote of two-thirds of the Board of Governors present and voting (a) that the issue or activity concerns a proper subject matter and (b) to take action; or (2) the Executive Committee determines by an affirmative vote of four or more of its members (a) that the issue or activity concerns a proper subject matter and (b) to take action. Actions taken by the Executive Committee shall be communicated to the Board of Governors 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. Final determination of what issues or activities concern a proper subject matter, and the priority to be given any action on behalf of The Missouri Bar, is within the jurisdiction of the Board of Governors.

2. With respect to issues of public policy or activities intended to influence action by the legislative, executive, or judicial branch, 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 or the Executive Committee may determine to take no action on any issue or activity that is or may be factional, partisan, narrow in interest, or as to which substantial constituencies of The Missouri Bar may in good faith differ.

ARTICLE XVI
Amendments

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

Section 2. Any member of the Board of Governors who desires to offer an amendment to the By-Laws shall file such amendment with the Executive Director, who shall provide notice

of the proposed amendment, along with a copy of the same, to all members of the Board of Governors 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.