

CONSTITUTION

THE UNIVERSITY OF MEMPHIS CECIL C. HUMPHREYS SCHOOL OF LAW

STUDENT BAR ASSOCIATION

ARTICLE I

NAME

SECTION 1. The name of this organization shall be The University of Memphis Cecil C. Humphreys Student Bar Association (herein “SBA”).

(Continues with ARTICLE II on Next Page)

ARTICLE II

PURPOSES

SECTION 1. The purposes of this organization are to bring all of the students of The University of Memphis Cecil C. Humphreys School of Law into one body in order to foster a spirit of fellowship and cooperation and to advance the aims and purposes of the School of Law.

SECTION 2. These purposes shall be carried out:

- A. By providing and conducting a forum for the discussion and resolution of student problems.
- B. By providing and conducting a forum for the planning of student activities.
- C. By cooperating with other departments of the University and other organizations for the advancement of common interests.

(Continues with ARTICLE III on Next Page)

ARTICLE III

MEMBERSHIP

SECTION 1. All students enrolled in the University of Memphis School of Law shall be members of the SBA.

SECTION 2. The members of the SBA shall be entitled to all rights and privileges afforded by this Constitution.

SECTION 3. All members of the SBA are invited to attend the regular weekly meetings of the Administrative Council, at a time and place to be published on the SBA bulletin board one week before such meeting. All members are also invited to attend such charitable, social, and educational activities as planned by the Administrative Council.

(Continues with ARTICLE IV on Next Page)

ARTICLE IV

ADMINISTRATIVE COUNCIL

SECTION 1. The Administrative Council.

- A. The Administrative Council shall be comprised of two boards: the Executive Board and the Board of Bar Governors.
- (1) The Administrative Council shall direct the policies, activities, and general business of the SBA in pursuance of the purposes of this organization as set forth in Article II of this Constitution.
 - (2) All members of the Administrative Council shall make a good faith effort to meet weekly, in accordance with Article V, § (4).
 - (3) All decisions of the Administrative Council shall be by a majority of the current members of the Administrative Council.
 - (a) “Governing Exceptions”: An exception to the majority requirement shall be triggered in the following three situations: (1) to enact a By-Law; (2) to propose a Constitutional Amendment; and (3) to recall an elected official according to either Article IV, § (1) (B) (2) or Article V, § (4) (B). In each of those three situations, a two-thirds (2/3) vote of the current members of the Administrative Council shall be required.
 - (b) “Event Committee Exception”: An exception to the majority requirement shall be triggered when the Administrative Council has previously approved a maximum budget for a Student Bar Association event. **Here**, line-item spending by committee responsible for planning said event is not subject to approval by a majority of the Administrative Council. The committee responsible for planning said event assumes the authority to allocate event spending within that event’s previously approved budget, subject first to the approval of the majority of said committee members on line-item spending and then subject to the majority approval of an overall event budget by the majority of the Administrative Council. However, the venue for each event shall still be submit to the approval of the majority of the Administrative Council. The committee for each event shall submit at least one venue option to the full Administrative Board for every event and the use of that venue for any event will be contingent on the approval of the majority of the Administrative Board.
 - (4) Proxy voting **is** allowed on specific issues and must be given in writing to another member of the Administrative Council stating the specific issue. There shall be no general proxies.

- (5) Decisions of the Administrative Council that are handled outside of the scheduled meeting time shall be made by email or within an electronic communications platform chosen by the Administrative Council and require a majority vote of Administrative Council.
- B. The Administrative Council shall have the authority and the responsibility to enact such legislation as is necessary for the best interest of the SBA, **which shall include:**
- (1) The power to adopt and amend By-Laws and to propose Constitutional amendments, **unless such amendments relate to the SGA or its officers which must be pursued according to Article V, §(4) of the SGA By-Laws, as well as pursued in according to Article X, §(3) of this Constitution.**
 - (2) The power to move for the recall of any elected officer.
 - (3) The power to approve or disapprove the maximum budget of any proposed event or program that is not subject to a governing or event exception. If such budget is disapproved, no SBA funds shall be spent until a revised budget is approved.
 - (4) The power to compel the attendance of its own members.
 - (5) The power to conduct hearings and investigations deemed necessary by a majority of the Administrative Council and to form such committees as it deems necessary.

(Continues with ARTICLE IV, §(2) on Next Page)

SECTION 2. The Executive Board.

- A. The Executive Board shall share legislative authority with the Board of Bar Governors. The Executive Board shall execute the directives of this Constitution, the By- Laws, and the legislation of the Administrative Council.
- B. The Executive Board shall consist of a President; Vice-President; Secretary; Treasurer; Bar Associations Representative; **the SGA Senator**, and any other office that may be provided through the By-Laws or the exercise of Article IV, § (2) (L) (2).
- C. The President. The President shall preside over all functions of the SBA and shall work with other officers to coordinate the affairs of the SBA. The President shall have the authority to appoint and remove such committees as deemed necessary. The President shall possess all powers granted by this Constitution **and have other duties as follows:**
 - (1) Shall oversee the execution of all Administrative Council policies, activities, and general business.
 - (2) Shall submit, at the first Administrative Council meeting of his term in office, a report of the programs and activities that the SBA should strive to obtain under his leadership. The President shall direct the Secretary to maintain a copy of this report and to make the copy available to any student that wishes to view it.
 - (3) Shall recommend needed legislation and resolutions to the Board.
 - (4) Shall call meetings of the Administrative Council.
 - (5) Shall post and maintain a schedule of regular office hours, which shall not be less than five (5) hours per week.
 - (6) In the event of a permanent vacancy of any elected position, shall appoint a successor, subject to confirmation by a majority vote of the Administrative Council.
 - (7) Shall break all tie votes of the Administrative Council.
 - (8) Shall have the power to veto any vote of the Administrative Council. This veto may be overturned by a two-thirds (2/3) vote of the Administrative Council.
 - (9) Shall have the power to spend no more than one hundred dollars (\$100.00) per month, non-cumulative, without prior Administrative Council approval.
 - (10) Shall have such other powers as are necessary to carry out the duties of the office.
 - (11) **Shall also perform other duties as supplemented by the By-Laws.**

D. The Vice President. There shall be a Vice President who, with the President, shall equitably divide the committee assignments and have other duties as follows:

- (1) In the temporary absence of the President, shall serve in place of the President.
- (2) If the office of President should become permanently vacant, then shall become President and the office of Vice-President shall be elected by a majority vote by the Administrative Council, as provided in Article VI, § (5) of this Constitution.
- (3) Shall act as advisor to the President and ensure the effective operation of the Administrative Council.
- (4) Shall act as the custodian of this Constitution, along with the SGA Senator and Faculty Advisor to the SBA (collectively “Custodians”), and ensure compliance with this Constitution by the Administrative Council and all members of SBA. Each spring semester following an election, the Vice President shall create a Constitutional Review Committee, which must include the SGA Senator, for the purpose of reviewing this Constitution and By-Laws and to propose any changes to the SBA.
 - (a) There must only be three (3) modifiable versions of this Constitution (herein “Modifiable Versions”), electronic or otherwise, one (1) version each to be held by Custodians.
 - (b) Custodians are charged with the following duties:
 - i. Duty to safeguard Modifiable Versions and shall not allow access by any other person. Any failure to maintain this duty may be subject to an Honor Code violation. Only non-modifiable versions of this Constitution may be distributed for review.
 - ii. Duty to maintain the consistency and integrity of the Modifiable Versions, making certain that no unauthorized changes or unauthorized amendments are made, unless such changes or amendments are made pursuant to the amendment process in Article X of this Constitution.
 - (c) The Faculty Advisor to the SBA is charged with the duty to make certain that this provision is followed and abided by when there is any transition of the Vice President and the SGA Senator, whether that transition occurs following an election or otherwise.
- (5) Shall act as an ex-officio member of all non-standing SBA committees and shall be responsible for the effective operation of such committees, ensuring that at least three members exist within each SBA committee.
- (6) Shall also perform other duties as supplemented by the By-Laws.

- E. The Secretary. The Secretary shall be chief reporter and correspondent of the SBA. The Secretary shall create the agenda for the meeting, as well as keep the records and minutes of the Administrative Council. These minutes shall be available to any SBA member to view upon request and have other duties as follows:
- (1) Shall take attendance at every meeting of the Administrative Council.
 - (2) Shall make note of which members of the Administrative Council did not notify the President or delegated officer of their absence in advance.
 - (3) Shall also perform of duties as supplemented by the By-Laws.
- F. The Treasurer. The Treasurer shall keep a record of the expenses and the financial condition of the SBA, which shall be submitted to the new Treasurer at the end of the term of office. The Treasurer shall have all financial information pertaining to the SBA for any SBA member to view upon request and have other duties as follows:
- (1) Shall update the Administrative Council on the state of SBA's finances during each weekly meeting and have such other duties as are delegated by the President.
 - (2) Shall also perform of duties as supplemented by the By-Laws.
- G. Bar Associations Representative. The Bar Associations Representative shall represent the SBA at all meetings of local and national bar associations, including the Memphis Bar Association, the Tennessee Bar Association, and the American Bar Association Law Student Division. The Bar Associations Representative shall be one of the University of Memphis' official voting delegates, along with the President, at the Circuit and National ABA-LSD meetings. This officer is responsible for promoting student membership in all bar associations and for distributing information about the bar associations to the student body. The Bar Associations Representative shall act as Election Commissioner as outlined in Article VI, § (1) and have other duties as follows:
- (1) Shall make an oral or written report to the Administrative Council within one week of attendance of any bar association meeting. This report shall include all propositions and the Bar Associations Representative's vote on the issues and other such other duties as are delegated by the President.
 - (2) Shall also perform of duties as supplemented by the By-Laws.

(Continues with ARTICLE IV, §(2)(H) on Next Page)

H. SGA Senator. The SGA Senator shall serve a period of one (1) academic year or until a successor has been has been nominated, elected, and implemented pursuant to Article V, §(4) of the SGA By-Laws, as well as be responsible for acting as The Student Government Association Senator (herein respectively “SGA” and “SGA Senator”) on main campus and member of the SBA Executive Board at the law school, and other duties as follows:

- (1) Shall abide by and enforce the code of conduct for both SGA and SBA, and in the case of misconduct dismissed from his or her position.
- (2) Shall attend all meetings scheduled for both SGA and SBA, as well as abide by attendance policies for both SGA and SBA.
- (3) Shall attend all conferences scheduled for both SGA and SBA, and otherwise serve as the student representative, as such representation pertains to the law school seeking main campus resources.
- (4) Shall oversee all other affairs regarding main campus, as such affairs pertain to the law school including, but not limited to: conceptualizing, drafting, and seeking implementation of legislation through SGA.
- (5) Shall oversee SGA Senator-Elect pursuant to Article V, §(4) of the SGA By-Laws, including: eligibility, Senator-Elect Selection Committee, nominations, declarations, and interviews, duties, and vacancy, as well as duties to be performed by that position, as such pertains to SGA and SBA.
- (6) Shall act as Chair for monthly *Leaders Summit—law school RSOs*.
- (7) Shall act as Chair for monthly *Leaders Summit—law school Administration*.
- (8) Shall assist in publicizing SGA activities and events.
- (9) Shall assist the Vice President in forming the Constitutional Review Committee for annual review of this Constitution and By-Laws.
- (10) Perform other duties as supplemented by By-Laws of both SGA and SBA.

(Continues with ARTICLE IV, §(2)(I) on Next Page)

I. Other Executive Officers and Committees.

- (1) The Administrative Council may create new executive offices and new committees through By-Laws. The name of the office, duties of the officer, term of office, means of assuming office and whether the officer is to have a vote in the business of the Administrative Council shall be specified in the By-Laws and approved by a vote of the Administrative Council. The name of the committee, purpose or goals of the committee, and term of the committee shall be specified in the By-Laws and approved by a vote of the Administrative Council.
- (2) The President shall retain the right to appoint any other member of the SBA to the Executive Board, if a position is deemed necessary for the success of the SBA. Further, any member appointed by the President under this part must be approved by a majority vote of the Administrative Council.

(Continues with ARTICLE IV, §(3) on Next Page)

SECTION 3. Board of Bar Governors.

- A. The Board of Governors shall share Legislative authority of the SBA with the Executive Board. The Board of Bar Governors shall resolve questions of interpreting this Constitution and its By-Laws, **unless interpretation regards the SGA—here, the SGA Executive Board must be included.**
- B. The Board of Bar Governors shall be comprised of **two (2)** representatives from the 3L class and **two (2)** representatives from the 2L class, along with two (2) representatives each from Section 11 and Section 12 of the 1L class.

SECTION 4. Other Officers.

- A. SGA Senator-Elect. The SGA Senator-Elect shall be a voting member in the SBA. The SGA Senator-Elect shall be an honorary, or otherwise non-voting, member of the SGA—as governed by the SGA Constitution and SGA Senate. Additionally, prior to taking office, the SGA Senator-Elect shall be responsible for acting as a “shadow” of the SGA Senator with good faith intention and commitment to learn and understand the SGA process for not less than one (1) academic year, as such pertains to serving in the SGA Senator role, and other duties as follows:
 - (1) Abide by and help enforce the code of conduct for both SGA and SBA, and in the case of misconduct dismissed from his or her position;
 - (2) Attend all meetings scheduled for both SGA and SBA, as well as abide by attendance policies for both SGA and SBA;
 - (3) Complete the process to nominate, elect, and implement a successor Senator-Elect pursuant to Article V, §(4) of the SGA By-Laws;
 - (4) Commit entire 2L year to serve as an honorary, or otherwise non-voting, counterpart to SGA Senator, and a voting member of SBA;
 - (5) Commit entire 3L year to serving as SGA Senator, after not less than one (1) academic year serving as SGA Senator-Elect;
 - (6) Act as Secretary for monthly *Leaders Summit—law RSOs*;
 - (7) Act as Secretary for monthly *Leaders Summit—law Administration*;
 - (8) Assist in publicizing SGA activities and events;
 - (9) Perform other duties as delegated by SGA Senator or SBA President;
 - (10) Perform other duties as supplemented by the By-Laws of either SGA or SBA.

(Continues with ARTICLE V on Next Page)

ARTICLE V

QUALIFICATION OF OFFICERS

SECTION 1. Administrative Council General Requirements. No person shall serve in any office of the Executive Board of Bar Governors unless qualified as follows:

- A. Every candidate must have a minimum of a 2.0 grade point average on a 4.0 scale at the time of election for a position.
- B. Nomination by filing a petition with the required number of signatures at the proper time and place with the Bar Associations Representative, acting as Election Commissioner, as specified by the election rules.
- C. Every candidate shall certify to the Bar Associations Representative, acting as Election Commissioner, a good faith pledge which indicates that in the event of being elected to office, the candidate will continue to be enrolled as a student of the Law School during the entire term of the office. Application for early graduation will result in the immediate termination of the officer's term.

SECTION 2. Qualification for Executive Board Officers. In addition to the general qualifications for all other Administrative Council officers, the Executive Board officers shall also meet these additional qualifications where applicable:

- A. The SBA President. Each candidate for SBA President must be a rising 3L.
- B. The ABA/LSD Representative. Each candidate for ABA Representative shall meet the requirements of said office by complying with the applicable rules of the ABA, which rules are incorporated herein by reference.
- C. Other Executive Offices Created Through the By-Laws. Other executive officers may be created through the By-Laws, which shall enumerate the qualifications for each office.

(Continues with ARTICLE V, §(3) on Next Page)

SECTION 3. Qualifications for Board of Bar Governors. In addition, to the general qualifications for all other Administrative Council officers, the Board of Bar Governors shall also meet these additional qualifications where applicable:

- A. The Candidates for 3rd Year Bar Governors shall be students who have successfully completed thirty-six (36) hours.
- B. The Candidates for 2nd Year Bar Governors shall be students who have successfully completed twelve (12) hours.
- C. The Candidates for 1st Year Bar Governors shall be newly enrolled students who have completed zero (0) hours.

SECTION 4. Attendance Requirements of Executive Board Officers and Bar Governors.

- A. All members of the Administrative Council, including all Executive Board officers and all Bar Governors, are required to make a good faith effort to attend all meetings of the Administrative Council and to make a good faith effort to participate in all SBA events and activities. Failure to do so can result in the recall of the Executive Board officer or the Bar Governor per Article IV, § (1) (B) (2). Such a good faith effort includes notifying the President or delegated officer of any absence prior to an Administrative Council meeting or SBA event.
- B. A strike shall be automatically dispensed by the President to any Executive Board officer or Bar Governor that fails to attend an Administrative Council meeting(s) or an SBA event(s) and does not provide a valid reason for his or her failure to attend the meeting(s) or SBA event(s) prior to the meeting(s) or SBA event(s).
- C. If any member accumulates three (3) strikes, the Administrative Council must hold a recall vote in accordance with Article IV, § (1) (A) (4) (a).

SECTION 5. Qualifications for SGA Officers. As otherwise stated in Article V, § (4) of the SGA By-Laws, no person shall serve as SGA Senator or SGA Senator-Elect office unless qualified with a strong academic record and high integrity as follows:

- A. Be a full-time, first-year law student.
- B. Have a 2.00 minimum grade point average.
- C. Be in good academic and conduct standing.
- D. Cannot be the president of SGA, SBA, or Graduate Student Association (herein “GSA”).

SECTION 6. Nomination and Election of SGA Officers. The SGA Senator-Elect shall be elected, not less than three (3) semesters (e.g. an academic year) prior to serving as SGA Senator and shall serve as SGA Senator-Elect immediately upon successful completion of nomination, vetting, and confirmation processes pursuant to Article V, § (4) of the SGA By-Laws.

(Continues with ARTICLE VI on Next Page)

ARTICLE VI

ELECTIONS

SECTION 1. Election Commissioner. The Bar Associations Representative shall be responsible for scheduling and conducting all SBA elections and referenda. The determination of any and all matters and rules pertaining to such election shall be within the jurisdiction of the Bar Associations Representative and its decision, subject to the approval of the SBA President, shall be final.

SECTION 2. Election of Executive Board Officers. Executive Board officers shall be elected for a period of one (1) year and shall take office upon graduation day. Executive Board officers, with the exception of appointed officers, shall be elected as follows:

- A. Election of Executive Board officers shall be held in the Spring General Election, using Tiger Zone.
- B. Executive Board officers shall be elected by the general membership of the SBA.
- C. The candidate for each Executive Board office who receives a simple majority of votes cast shall be elected.
- D. In the absence of one candidate receiving a majority of the votes cast, a run-off election shall be held between the two candidates who have received the most votes. The candidate receiving a simple majority of the votes in the run-off election shall be elected.
- E. In the case of a run-off tie, the position will be determined by a vote of the present Administrative Council.

(Continues with ARTICLE VI, §(3) on Next Page)

SECTION 3. Election of the Board of Bar Governors. The Governors of the Board of Bar Governors shall be elected for a period of one (1) year and shall take office at graduation with the exception of First Year Bar Governors who shall serve from fall until the following year's graduation. The Governors of the Board of Bar Governors shall be elected as follows:

- A. The election of the Board of Bar Governors shall be held in the Spring General Election, except that First Year Bar Governors shall be elected within the first three (3) weeks of the Fall Semester. Elections shall be conducted online using Tiger Zone.
- B. Each member of the SBA shall be entitled to vote for the Bar Governors representing **their** division.
- C. Each voter shall be entitled to cast one vote for each of the Bar Governor seats for **their** division, but no voter shall cast more than one vote for any candidate.
- D. For each division, the candidates receiving the most votes shall be elected.
- E. In the case of a tie, a run-off election shall be held between the tied candidates.
- F. In the case of a run-off tie, the position will be determined by a vote of the present Administrative Council.

SECTION 5. Uncompleted Terms of Office.

- A. If the office of President should become permanently vacant, then the Vice-President shall become President and the office of Vice-President shall be elected by a majority vote by the Administrative Council.
- B. In the event of permanent vacancy in any other office, besides the President, in the Administrative Council, the President shall appoint a successor, subject to a majority vote of the Administrative Council's approval.

(Continues with ARTICLE VII on Next Page)

ARTICLE VII

FINANCES

SECTION 1. Funds for the organization shall be raised through donations, fundraisers, support of the Law School, or other means adopted by the Administrative Council.

SECTION 2. Upon dissolution of the SBA, any remaining funds shall be donated to the University of Memphis Foundation for use by the Law School at the Dean's discretion.

(Continues with ARTICLE VIII on Next Page)

ARTICLE VIII

REFERENDUM

SECTION 1. There is reserved in the general membership of the SBA the right to petition the Administrative Council for a referendum election. The referendum shall be to recall an official, change the Constitution, or change the By-Laws.

SECTION 2. The procedure to be followed is hereinafter set forth.

- A. The petition calling for a referendum election is to be initiated and signed by ten percent (10%) of the general membership.
- B. The petition should be submitted to the Administrative Council at a regular or specified special meeting.

SECTION 3. Upon submission to and verification of said petition by the Administrative Council, the President of the SBA shall direct the Bar Associations Representative, as Election Commissioner, to hold an immediate general election.

SECTION 4. A two-thirds (2/3) affirmative vote by the voting membership of the SBA is required to pass and adopt the said proposal.

(Continues with ARTICLE IX on Next Page)

ARTICLE IX

BY-LAWS

SECTION 1. The Administrative Council shall adopt such By-Laws as it deems necessary to carry out the purpose of the SBA.

SECTION 2. By-Laws of the SBA shall be adopted by the Administrative Council by a two-thirds (2/3) vote of the entire Council membership. **Adopted By-Laws shall take effect for not more than one (1) year, after proposal by the Constitutional Review Committee. By-Laws must be reviewed annually and adopted or re-adopted pursuant to this provision.** In adopting the By-Laws, the following procedure shall be followed:

- A. The proposed By-Law shall be submitted to the Secretary and posted in a conspicuous place by the Secretary at least forty-eight (48) hours prior to the first reading.
- B. The proposed By-Law shall be submitted to the Administrative Council and if it receives a two-thirds (2/3) vote of the entire Administrative Council membership, it shall be tabled to be read a second time at the next meeting.
- C. The Secretary shall publish the proposed By-Law subsequent to its passage at the first reading.
- D. After the second reading, there shall be requires a two-thirds (2/3) affirmative vote of the Administrative Council membership to approve and enact a By-Law.

SECTION 3. To amend a By-Law, the same procedure established in Section 2 of this Article shall be followed.

(Continues with ARTICLE X on Next Page)

ARTICLE X

AMENDING THE CONSTITUTION

SECTION 1. Amendments to **this** Constitution must be proposed **a** member of the Administrative Council or by petition signed by ten percent (10%) of the general SBA membership.

SECTION 2. The Constitution shall be amended **only after each of the following occurs:**

- A. The proposed amendment is passed by two-thirds (2/3) of the entire Administrative Council, or signed by the percent (10%) of the general SBA membership, and,
- B. The proposed amendment has been posted conspicuously for at least (2) weeks prior to the ratification vote, and,
- C. The proposed amendment is ratified by a two-thirds (2/3) of those voting in the election in which the proposed amendment appears. **To protect the minority vote, the required two-thirds (2/3) must meet quorum of those voting or the proposed amendment fails. A non-vote is an abstention and is not to be included in the two-thirds (2/3) necessary for passage.**

SECTION 3. **To maintain the consistency between the respective constitutions and By-Laws of both SGA and SBA, an amendment to any language herein pertaining to the SGA or SGA Officers, requires voting of both SGA and SBA. To take effect, any amendment to language herein regarding the Senator or Senator-Elect, shall be done according to the following, in order:**

- A. **Amendment shall be proposed by incumbent SGA Senator to Administrative Council.**
- B. **Proposed Amendment receives a two-thirds (2/3) vote of Administrative Council.**
- C. **Once carried, proposed Amendment shall be proposed by the incumbent SGA Senator to:**
 - (1) **SGA Senate for vote; and,**
 - (2) **SGA Executive Board for feedback and to maintain transparency.**
- D. **Proposed Amendment receives a two-thirds (2/3) vote of the SGA Senate.**
- E. **Once carried in both Administrative Council and SGA Senate, proposed Amendment shall take effect in the respective constitutions and By-Laws of both SGA and SBA. The required two-thirds (2/3) stated in this section must meet quorum of those voting in both Administrative Council and SGA Senate or the proposed amendment fails.**

(Continues with ARTICLE X on Next Page)

ARTICLE XI

IMPLICATION

SECTION 1. This Constitution shall take effect **immediately following the Spring 2018 election.**