ARTICLE I: THE STUDENT BAR ASSOCIATION[1][2]

§ 1—The Student Bar Association. The Student Bar Association ("SBA") is the not-for-profit student government organization of the student body of the University of Houston Law Center ("UHLC") and a member of the American Bar Association ("ABA") Law School Division.

§ 2—Purposes. SBA represents the interests of the UHLC student body before the UHLC administration and the ABA; assists the UHLC administration and faculty in maintaining a proper academic atmosphere; offers Bookswap and other services to the students; fosters a sense of community between the students; maintains open, clear, timely and permanent historical and financial records of SBA activities; and performs any other duties.

§ 3—Membership. Any student enrolled at UHLC who has paid dues to SBA is an active member and all other enrolled students at UHLC are inactive members. Membership may not be denied on the basis of ethnicity, gender, religion or nationality.

ARTICLE II: THE STUDENT BOARD

§ 1—The Student Board.[3] The Student Board ("Board") is the main governing body of SBA, and consists of the President, the Vice-President, the Secretary, the Treasurer, all Representatives, and all other non-constitutional offices.

§ 2—Meetings. The Board must meet on a regular basis during the Fall and Spring semesters. The President or a majority of the Board may call a special meeting, but must give twenty-four hour notice.

(b) *Quorum*. A quorum is a majority of the Board.[4]

(c) *Attendance*. All full-time Board officers must attend all Board meetings, except when their absence is excused. The Board may define an excused absence in the by-laws.

(d) *Voting*. Board officers vote on matters before the Board, but must be present to vote.[5]

(e) *Motions*. The main motion is the basic procedural device by which the Board conducts its business, including passing by-laws. Any Board officer may make motions at Board meetings, except that only the President may move to create a non-constitutional entity. A majority of the votes is required to pass a main motion.

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[1] The format is modeled off of the ABA Constitution. The font is Times New Roman. The article headings are 16 point. All other text is 12 point.

[2] This article is a plain language adaptation of the preamble and Article I of the 1981 SBA Constitution.

[3] The 1981 Constitution creates an "Executive Board" and an "Executive Committee," which commits the fundamental drafting error of using the same terminology ("executive") to describe different things. This draft renames the Executive Board to the Student Board to avoid confusion.

[4] ABA Handbook 19 (2007) (constituting documents should define quorum).

[5] The language requiring presence prohibits proxy votes. *See* ABA Handbook 22 (2007) (saying that this issue should be settled in constituting documents); *see also* Rule of House of Representatives Rule XI, §2(f) (110th Cong.) ("prohibition against proxy voting").

§ 3—Robert's Rules of Order. (a) The most recent edition of Robert's Rules of Order is the procedural law of SBA.[6] This Constitution expresses a preference against unduly formalistic enforcement of the Rules.

(b) Any Board officer may make the incidental motion to "suspend the rules generally"[7] so that the Board can meet informally, except for any provision or procedure related to disciplinary procedures and removal. This incidental motion has all of the standard descriptive characteristics[8] of the "motion to suspend" in Robert's Rules, and a two-thirds vote is required to pass the motion.

(c) Any Board officer may make the incidental motion to bring the Rules out of general suspension. This incidental motion also has all of the standard descriptive characteristics of the "motion to suspend" in Robert's Rules, except that a majority of the votes is required to pass the motion.

(d) The Board must maintain three copies of Robert's Rules: one copy for the President; and two copies for other officers' reference at meetings.

§ 4—Finances. The Board may assess membership dues and charges fees for SBA services. The Board may distinguish between active and inactive members in providing SBA services. The Board must approve an open, clear and timely annual budget. The Board may amend the budget. The distribution of SBA funds requires Board approval, subject to the Executive Committee's narrow expedited decision-making authority. Any funds collected will be handled and accounted for subject to all relevant UHLC and UH accounting procedures.[9] The Board may also establish supplemental accounting and financial control systems.

§ 5—Interpretation and Construction.[10] The Board has the authority to interpret and construe this Constitution, and a majority of the votes is required to resolve any dispute.

§ 6—The Executive Committee. (a) The Executive Committee is the body through which the President coordinates and oversees SBA business. The President is the chairperson, and the other members are the Vice President, the Secretary, and the Treasurer.

(b) *Expedited Decision-Making Authority*. After consultation with the Executive Committee, the President may make a decision that would normally require Board approval on an expedited basis when it is impracticable to convene a meeting of the entire Board. This authority supplements, but does not replace, the decision-making authority of the Board. The President must report with specificity any action taken pursuant to this authority at the next

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[6] UHLC SBA Const., art. II, §2(A)(4) (1981).

[7] This motion is an innovation. Robert's Rules allows an officer to make a motion to suspend the rules, but the "motion must state its specific purposes, and its adoption permits nothing else to be done under the suspension." RONR (10th ed.), p. 253, l. 25-27. In theory, the motion for specific suspension could be made repeatedly to effect a *general* suspension. This language makes an end run around that theoretical and allows a motion for general suspension, which recognizes that the Board tends to deliberate informally and that almost no Board officers are familiar with Robert's Rules. The proposed margin to suspend the rules generally is the same margin required to suspend a specific rule.

[8] *See* RONR (10th ed.), p. 252-53.

[9] The UHLC Student Organization Handbook requires that this language be inserted into the constituting documents of all UHLC student organizations. UHLC Handbook 9 (2007).

[10] "It is best to decide early on who will be the ultimate interpreter of ambiguity." ABA Handbook 24 (2007).

meeting.[11]

§ 7—The President. (a) The President is the superior executive officer.[12][13] In addition to chairing the Executive Committee, the President also coordinates and oversees SBA business on a day-to-day basis.

(b) The President is the presiding officer of Board meetings.[14] The President sets an agenda for all Board meetings[15], recognizes quorum[16], and may vote only on matters before the Board if the vote is tied[17]. The President may appoint a parliamentarian to serve at the pleasure of the President.[18]

(c) The President is the SBA spokesperson.[19]

(d) The President is the liaison to the UHLC administration and faculty.[20]

(e) The President appoints all committees.[21]

(f) The President is an *ex officio* member of all non-constitutional SBA committees.[22]

§ 8—The Vice President.[23] (a) The Vice President administers Bookswap. Bookswap is a used textbook trading service that SBA offers to the membership.

(b) The Vice President is the liaison to the ABA Law School Division ("ABA-LSD").

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[11] ABA Handbook 23 (2007) ("emergency decision making authority"); *accord* Georgetown SBA Const., art. 5, §3 ("expedited" decision making authority).

[12] ABA Handbook 25 (2007) (portraying the superior administrative function as fundamental to the office of the President).

[13] This is the first example where a copula is the device used to define an office in this draft. A copula is a word that links a subject with a predicate, typically a verb. It is also called a linking verb. The most famous use of the copula device is the "Commander in Chief" clause. U.S. Const., art. II, sec. 2 ("The President shall be the Commander in Chief…"). The copula is useful because it *describes* the offices as well as granting powers and imposing duties.

[14] UHLC SBA Const., art. II, §3(A)(2) (1981); RONR (10th ed.); ABA Handbook 25 (2007) (portraying presiding officer function as fundamental to office of the President);

[15] *Id.*, §3(A)(10); ABA Handbook 32 (2007) (portraying agenda-setting as fundamental function of presiding officer).

[16] ABA Handbook 19 (2007) (saying that constituting documents should define who recognizes quorum).

[17] *Id.*, §3(A)(5); RONR (10th ed.), p.

[18] *See generally* RONR (10th ed.), p. 449-51.

[19] UHLC SBA Const., art. II, §3(A)(1) (1981); *see also* ABA Handbook 26 (2007).

[20] *Id.*, §3(A)(4).

[21] This language is modified from the 1981 Constitution. *Id.*, §3(A)(8). The 1981 Constitution misuses the term "appointments." Appointments do not require approval. Black's Law Dictionary 109 (8th ed. 2004) (in parliamentary law, "the naming of an officer, the members of a committee, or the holder of any other title in an organization *by means other than the organization's election*") (emphasis added); RONR (10th ed.), p. 478, l. 31-32 ("When the chair appoints a committee, no vote is taken…"). The SBA Constitution, however, subjects appointments to the "advice and consent" of the Board. SBA Const., art. II, sec. 3(A)(8). This is a term of art from the United States Constitution which means that the Board votes on the President's "appointees." Black's Law Dictionary 59 (8th ed. 2004) ("As to public officers, the Senate's advice and consent generally includes the right to vote..."). So, in essence, the Constitution gives the President the power to "nominate." *Id.* at 1075. ("To propose (a person) for election or appointment."). This proposed language uses the term "appointment" correctly.

[22] UHLC SBA Const., art. II, §3(A)(9); RONR (10th ed.), p. 440, 480; ABA Handbook 22 (2007).

[23] As you can see, there have been major changes to the offices of Vice President. This draft combines the functions of the ABA Rep, Second Vice President and First Vice President. An alternative would be to have two vice presidential offices: one for Bookswap, and one that combines the functions of the First Vice President and the ABA Rep.

The Vice President attends the annual ABA-LSD meeting, along with the President.

(c) The Vice President assists the faculty with First Year Orientation.

(d) The Vice President acts as the presiding officer when the President is absent.

§ 9—The Secretary. (a) The Secretary is the record-keeper and aide to the President.[24]

(b) As record-keeper, the Secretary maintains a single, authoritative, permanent, written and bound record of the following:[25]

i. This Constitution.
ii. All bylaws and resolutions.
iii. The minutes of all meetings.
iv. All membership rolls of SBA, its offices and committees.
v. All pertinent documentation of UHLC and ABA-LSD credentials.

(c) As aide to the President, the Secretary announces meetings, schedules rooms for meetings, takes and distributes the minutes of meetings, and brings two copies of Robert's Rules to meetings. The minutes must include attendance, and the tally and manner of all votes.

§ 10—The Treasurer. (a) The Treasurer is the accountant of SBA.

(b) The Treasurer administers the collection of dues and the distribution of funds, submits qualifying expenditures for reimbursement, and complies with all UHLC and UH accounting procedures.

(c) The Treasurer must maintain a permanent and bound handbook containing a current copy of all pertinent UHLC and UH accounting procedures. The Treasurer must make this handbook available to all officers upon request and must pass this handbook on to the successor Treasurer.

(d) The Treasurer must maintain open, clear, timely and permanent records of financial transactions, accounts and budgets. Any active member may request financial records, but the request must not be unduly broad.

§ 11—Representatives. (a) Representatives are the Board officers that represent the interests of their constituents in matters before the Board. Representatives may assume other substantial responsibilities because their office has no real executive capacity.

(b) *Offices*.

i. Three (3) first-year representatives per full-time section.
ii. Two (2) first-year part-time representatives.
iii. Two (2) second-year representatives.
iv. Two (2) third-year representatives.
v. Two (2) second-,third-, and fourth-year part-time representatives.

§ 12—Non-constitutional entities. The President may move to create any non-constitutional office to serve the purposes of SBA. The President may also move to eliminate

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[24] ABA Handbook 27 (2007).

[25] "The maintenance of organizational files is an important yet often ignored part of the Secretary's duties. The files should be complete and organized so as to be accessible and useful…Complete records save time in the future and help prevent the 'reinventing the wheel' syndrome that plagues many SBAs." ABA Handbook 27-28 (2007).

any non-constitutional office, which may only take effect after the term of the incumbent. A majority of the votes is required for both motions.

ARTICLE III: ELECTIONS, VACANCY

§ 1—Eligibility.[26][27] (a) *Voting*. Any member may vote for any elected SBA office; except that no member may vote for the representatives of other classes; that no first-year student may vote for the representatives of other first-year sections; and that no part-time student may vote for the representatives of full-time students, and vice versa.

(b) *Candidacy for Office*. Any active member may run for any elected office; except that no member may run for representative of other classes; that no first-year student may run for representative of other first-year sections; and that no part-time student may run for representative of full-time students, and vice versa.

§ 2—Margin of victory. The margin of victory for all elected positions is a majority of the votes. If no candidate receives a majority, the margin of victory is a plurality of the votes.

§ 3—Election Commission. [28] (a) The Election Commission executes all SBA elections according to the election by-laws that the Board enacts, and consists of three commissioners. The President must nominate all commissioners no later than September 30, and a majority of the Board is required for confirmation. No Board member may sit on the Election Commission.

(b) *Elections*. The Election Commission must hold Fall elections on the last Thursday of October to elect first-year representatives. The Election Commission must hold Spring elections on the last Thursday of April to elect every other elected office.

§ 4—Installation, Term, and Administrative Capacities. (a) *Installation.* The Board must install all newly elected first-year representatives at the first regularly scheduled Board meeting following the Fall elections. The Board must install all other newly elected Board members in the Spring at the final regularly scheduled Board meeting of the school year.

(b) *Term*. All officers hold their office from the date of installation until the next Spring installation, unless the officer is removed, recalled, or resigns.

(c) *Administrative Capacities*. At the request of the President, any officer may continue to execute their former office after the end of their term on a temporary basis if that office has not been filled at election.

§ 5—Vacancy. (a) *Office of the President.* The order of succession to the office of the President in case of a vacancy is Vice-President, Secretary and Treasurer.

(b) *All Other Offices*. The President makes nominations for all vacancies. The President must make an urgent effort to find an eligible member to fill any vacant constitutional office

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[26] This section corrects the fundamental drafting error of contradiction in the 1981 Constitution, which in essence gave two different sets of eligibility requirements for running for office.

[27] This language also provides the most accurate and complete definition of eligibility.

[28] One issue that the Constitution Committee should consider is whether the SBA actually needs an Election Commission. Instead, these duties could be handled by a single officer, perhaps a Vice President.

that sits on the Executive Committee. A majority of the votes is required to confirm the nominee.

ARTICLE IV: REMOVAL, FORFEITURE, RECALL

§ 1—Removal.[29] (a) Any Board officer may impeach any officer or election commissioner at any time after the installation of the officer or commissioner and only during the academic semester.

(b) *The Petition*. The charging officer ("petitioner") must draft a written petition containing the name of the officer or commissioner charged ("respondent"), the charges, the specifications, and the written names and dated signatures of the primary petitioner and three or more other petitioners, who must also be Board officers. A charge is an offense. A specification is the respondent's conduct and the attendant circumstances that, if true, constitute an instance of the offense, or in other words, the fact pattern that, if true, sustains the legal theory of the offense.[30]

(c) *Service*. The petitioners must serve the respondent with a copy of the petition in person or by email. The respondent must sign any certificate of service that the petitioners present. The respondent is suspended immediately upon service until the disposition of the issues raised in the petition.[31]

(d) *Notice*. The service of the petition gives notice to the respondent. The petitioners must notify the entire Board of the impeachment after service by email. The presiding officer must notify the respondent, the petitioners and the rest of the Board of the date and time of trial.

(e) *Timing of the Trial*. In order to dispose of the issues raised in the petition, the President must set a trial to occur no less one week and no more than two weeks after service. If the UHLC administration intervenes and imposes a mediation, the President must postpone the trial. If the mediation concludes with a consensus to proceed to trial, the President must reset the trial to occur one week after the conclusion of the mediation. This subsection is subject to the restriction that the trial may not take place at any time within one week of the respondent's first final to the respondent's last final. The respondent may be tried in absentia.[32]

(f) *Discovery*. The only form of discovery that the presiding officer may compel is a request for SBA financial records.

(g) *The Presiding Officer*. No petitioner, respondent, witness[33] or other officer who provides evidence to either side may preside at the trial. If the President is unable to preside at the trial, the President may appoint a presiding officer *pro tempore*.

(h) *The Role of the Board*. After deliberating, the Board decides the two issues of whether

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[29] This section is based on the 1981 Constitution, but incorporates language from Robert's Rules as well as ideas gleaned from experience. The changes are substantial.

[30] RONR (10th ed.), p. 636, l. 1-6.

[31] "In any event, from the time the accused has been thus notified, all of his rights as a member of the society (except as relate to the trial) as suspended pending disposition of the case." RONR (10th ed.), p. 673, l. 32-35.

[32] "If the accused fails to appear for trial at the appointed time as directed, the trial proceeds without him." RONR (10th ed.), p. 638, l. 18-19.

[33] "The judge presiding at the trial may not testify in that trial as a witness. No objection need be made in order to preserve this point." Fed. R. Evid. 605 (2004).

the specifications are true and whether the specifications are instances of the charges. A two-thirds majority of the votes on all three issues is required for conviction, and conviction results in removal from office.

(i) *Charges*. The only charges for impeachment are willful financial misconduct and gross obstructionism. Obstructionism describes a broad range of conduct that has the effect of injuring the good name of SBA, hampering the Board and its officers in SBA business, and disturbing the well being of SBA. The Board must come to conclusion that

§ 2—Forfeiture for Excessive Unexcused Absences. An officer forfeits their office if that officer has three unexcused absences.[34] Any Board officer may make a main motion to reinstate the forfeiting officer. The Board may consider only two motions to reinstate a particular forfeiting officer. The Board must consider at least one motion to reinstate, if such a motion is timely made, before considering the President's nominee for the vacant position.[35] A majority of the votes is required for reinstatement.

§ 3—Recall by the Membership. (a) Any active member may seek to recall any officer or election commissioner.

(b) The member must submit a written recall petition to the Secretary that contains the name of the officer or representative to be removed, the reasons for the removal, and the written names and dated signatures of at least ten percent of the membership.

(c) The member must submit the recall petition at any time from the installation of the officer or commissioner until no later than the first Thursday of March and only during the academic semester.

(d) The Secretary must determine whether the recall petition contains the written names and dated signatures of at least ten percent of the active membership. The Secretary must submit all proper recall petitions to the Election Commission for a special ballot to occur within two (2) weeks for consideration by the entire membership.

(e) A two-thirds majority of the votes is required for recall.

ARTICLE V: REFERENDUM

§ 1—Referendum.[36] (a) Any active member may propose a referendum in the form of an addition, revision or deletion of SBA by-laws.

(b) The member must submit a written proposal to the Secretary that contains the full text of the addition, revision or deletion, and the written names and dated signatures of at least ten percent of the active membership.

(c) The proponent must submit the proposal at any time from the first Monday of October until no later than the third Thursday of March and only during the academic semester.

(d) The Secretary must determine whether the proposal contains the written names and dated signatures of at least ten percent of the active membership. The Secretary must submit

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[34] ABA Handbook 23 (2007) ("summary dismissal from office" for absences); *accord* Harvard SBA Const, art. V, §2.

[35] This language is intended to "prevent abuse." ABA Handbook 23 (2007).

[36] The language on referenda, or student legislation, is different from the 1981 Constitution because it directs the Secretary to certify the proposal, it imposes a deadline to give the Secretary time to perform the certification process and it requires that referenda be considered on the Spring ballot.

all proper membership referenda to the Election Commission no later than the third Thursday of April for inclusion on the Spring ballot.

(e) A two-thirds majority of the votes is required to ratify a member's proposal.

ARTICLE VI: AMENDMENT

§ 1—By the Board. (a) Any Board officer may make a main motion to submit an amendment to this Constitution to the membership. A two-thirds majority of the Board is required to send an amendment to the student body.

(b) The Secretary must submit all Board amendments to the Election Commission no later than the third Thursday of April for inclusion on the Spring ballot.

(c) A majority of the votes is required to ratify a Board proposal.

§ 2—By the Membership.[37] (a) Any active member may propose an amendment in the form of an addition, revision, deletion or reconstitution of this Constitution.

(b) The member must submit a written proposal to the Secretary that contains the entire text of the amendment, and the written names and dated signatures of at least ten percent of the active membership.

(c) The proponent must submit the proposal at any time from the first Monday of October until no later than the third Thursday of March and only during the academic semester.

(d) The Secretary must determine whether the proposal contains the written names and dated signatures of at least ten percent of the active membership. The Secretary must submit all proper membership amendments to the Election Commission no later than the third Thursday of April for inclusion on the Spring ballot.

(e) A two-thirds majority of the votes is required to ratify a member's proposal.

END OF DOCUMENT

[37] This language on student amendments, like the language on referenda, directs the Secretary to certify the proposal, imposes a deadline for the certification process, and requires that student amendments be considered on the Spring ballot.