



Election/Selection Handbook

**Last modified: January, 2010
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Introduction

As a service to our members and staff, this handbook attempts to catalog and to categorize all of the election and selection rules and criteria for elected positions within the Tennessee Bar Association and selections which are made through and by Board of Governors action.

Every attempt has been made to assure its accuracy. However, in the event of difference between the handbook and the TBA Bylaws or statute, the bylaws or statute controls.

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TBA Membership Elections Timeline

| | |
|---|---|
| November, Journal Deadline (60 days prior to 2/15 (§40)) | Preparation of Election Notice |
| December Journal | Publication of Election Notice |
| January 15 (§15) | Membership to be notified as to which districts elect Governors (§15) |
| February 15 | Deadline for Officer, Governor, TBA Delegate to ABA House nominating petitions (§41) |
| February 15 | Deadline for “declaration of candidacy” for TBA House of Delegates (§41) |
| March 15 | Officers, Governors, TBA Delegates to ABA House of Delegates, TBA House of Delegates ballots distribution (§43) |
| April 1 | Deadline for ballots to be returned (§44) |
| Adjournment of Annual Meeting of TBA House of Delegates | House member terms commence (§30) |
| Adjournment of Annual Meeting of Members | Officer, Governor terms commence (§15) |

Generally Applicable Membership Election Practices

1. For nominating petitions, “members of association,” means all dues paying members, (not non-voting law students). There are no geographical restrictions of the members’ signing petitions for geographically determined offices.
2. Candidates receive written notification if their petition or declaration is valid. If there is a problem with validation, an opportunity to make corrections is granted but only within the appropriate deadline.
3. Upon request, candidates are told the names of others who “pick up” a petition.
4. When no contest exists, results are certified by memorandum from Executive Director and the Board of Governors ratify at next meeting (§42).
5. When a contest exists, candidates are notified by memorandum of the position contested and a list of all candidates nominated.
6. Candidates are offered an opportunity to include a 600-**character** statement or biography and picture. Candidates may have free use of TBA membership list for mailings. Subject to TBA policy, candidates may be given access to TBALink-Announce.
7. Ballots are prepared with candidates listed alphabetically by last name. Membership is certified by members’ signature on the printed address label card. A separate ballot envelope is used and returned to accounting firm (§43).
8. Replacement ballots are issued with BPR number. If two ballots with same BPR number are received, both are rejected.
9. Ballots returned without certification are rejected. Certifications returned without ballots are rejected.
10. Results are faxed to the President and the Executive Director from the accounting firm.
11. Ballots are retained for one year in the association office and then recycled/destroyed.
12. Refer to Board Resolution for electronic voting.

Board of Governors Resolution on ELECTRONIC VOTING

As authorized by § 42(b) of the Bylaws of the Tennessee Bar Association, the Board of Governors does hereby adopt this revised resolution relative to distribution, registration and voting by electronic means.

1. Not later than March 1 in the year in which there is a contest for a position of Officer, Governor, or Delegate, the Executive Director shall transmit an email to all members, to the extent an email address is available, eligible to vote notifying them that they may register and vote by electronic means by responding to the email, not later than March 1. The email shall contain a unique password identified for each member to be used in lieu in of a signature card. It shall direct the member to a secure, encrypted website at which the member may exercise his or her vote.
2. Any member who registers or votes electronically must agree that casting his or her vote electronically is that member's exclusive method for voting in this election. Members shall also notify the TBA of any change of email address. Use of the individual password to vote will be conclusively deemed to have been the exercise of the member's right to vote.
3. Any member who registers to vote by electronic means but who has not voted shall at the same time that the mail ballots are distributed, receive an email in the form substantially similar to the mail ballot and including all of the information provided to those receiving a mail ballot.
4. The accounting firm selected by the Board of Governors under § 44 of the Bylaws shall test and certify the electronic voting site and procedures to assure that the site and procedures provide substantially the same level of security as the mail ballot method. The firm shall be provided with a list of those who have registered to vote electronically along with the passwords and a separate list of those members to whom ballots are mailed. The accounting firm shall count the ballots and open the website through a secure method to determine the votes cast on the website. In providing certification of election results, the accounting firm shall not distinguish as to individual candidates between electronic and mail ballots received but shall provide a report as to the overall number of electronic ballots cast.

Summary of TBA Elections by Membership

(All § references are to TBA Bylaws which can be found at www.tba.org/bylaws.html or at the end of this handbook.)

| Position | Eligibility | How Nominated | Nomination Deadline |
|---|--|---|----------------------------|
| Vice-President (§36) Or President-Elect (When vacancy occurs in Vice-President) (§48) | Any member (§14). Moves in succession from Grand Division (§36). | Nominating petition signed by 25 or more members (§41). | February 15 (§41). |
| District Governor (§15) | Any member (§14). | Nominating petition signed by 25 or more members (§41). | February 15 (§41). |
| Grand Division Governor (§15) | Any member (§14). | Nominating petition signed by 25 or more members (§41). | February 15 (§41). |
| Delegate – TBA House of Delegates | Any member except association officers (§28). | Declaration of candidacy (§28). | February 15 (§41). |
| TBA Delegate to ABA House of Delegates (§26) | Any member (§49). | Nominating petition signed by 25 or more members (§41, 49). | February 15 (§41). |

VICE-PRESIDENT

Position:

§36. *Vice President.* The Vice President shall be elected annually by the voting members of the Association. The Office of Vice President shall move in succession from the Grand Division of Middle Tennessee to the Grand Division of East Tennessee to the Grand Division of West Tennessee. The Vice President shall automatically succeed to the Office of the President-Elect.

Eligibility:

Any member (§14) is eligible for nomination. Office holder moves in succession from Grand Division (§36).

How nominated:

Nominating petition signed by 25 or more members (§41) nominating member for election to position of Vice-President.

Nomination Deadline:

Executive Director must receive nominating petition by February 15.

Term:

Elected to office of Vice-President for term commencing at conclusion of annual meeting of members. Succeeds to President-Elect and then to President and Immediate Past President at subsequent meetings.

Term limits:

No limit.

Rotation:

Vice-President 2005–2006 East Tennessee–Marcy Eason
 Vice-President 2006–2007 West Tennessee – Buck Lewis
 Vice-President 2007–2008 Middle Tennessee – Gail Vaughn Ashworth
 Vice-President 2008–2009 East Tennessee – Sam Elliott
 Vice-President 2009–2010 West Tennessee – Danny Van Horn
 Vice-President 2010–2011 Middle Tennessee

DISTRICT GOVERNOR

Position:

§15. *Election of Governors.* The nine District governors and the three Grand Division governors shall be elected by the voting members from their respective Districts or Grand Divisions. A vacancy in the office of Governor may be filled by appointment of the Board of Governors, said appointee to serve until the next annual election. The election of District Governors shall be rotated among the nine Districts, with governors to be elected annually from three Districts for three-year terms.

A governor from and representing each of the three Grand Divisions shall be elected annually for a one-year term.

The term of an elected Governor shall commence immediately following the annual membership meeting of the association.

Eligibility:

Any member (§14).

How nominated:

Nominating petition signed by 25 or more members (§41).

Term:

Three-year.

Term limits:

Two (2), consecutive three-year terms.

Rotation:

New terms commencing at conclusion of annual meeting of members:

2005 – Districts 2, 5, 8

2006 – Districts 3, 6, 9

2007 – Districts 1, 4, 7

2008 – Districts 2, 5, 8

2009 – Districts 3, 6, 9

2010 – Districts 1, 4, 7

2011 – Districts 2, 5, 8

GRAND DIVISION GOVERNOR

Position:

15. *Election of Governors.* The nine District governors and the three Grand Division governors shall be elected by the voting members from their respective Districts or Grand Divisions. A vacancy in the office of Governor may be filled by appointment of the Board of Governors, said appointee to serve until the next annual election. The election of District Governors shall be rotated among the nine Districts, with governors to be elected annually from three Districts for three-year terms.

A governor from and representing each of the three Grand Divisions shall be elected annually for a one-year term.

The term of an elected Governor shall commence immediately following the annual membership meeting of the association.

Eligibility:

Any member (§14).

How nominated:

Nominating petition signed by 25 or more members (§41).

Nomination deadline:

Executive Director must receive petition by February 15.

Term:

One-year.

Term limits:

Three (3), one-year terms.

Rotation:

Each Grand Division governor elected every year.

DELEGATE - TBA HOUSE OF DELEGATES

Position:

§26. *Membership of the House.* Every odd year a delegate shall be elected from each Judicial District to serve for a four-year term with the exception of the sixth, eleventh, twentieth, and thirtieth districts which shall elect two delegates in odd years to serve four-year terms.

Counties in Judicial Districts As of June 1985

First Judicial District - Carter, Johnson, Unicoi, Washington
Second Judicial District - Sullivan
Third Judicial District - Greene, Hamblen, Hancock, Hawkins
Fourth Judicial District - Cocke, Grainger, Jefferson, Sevier
Fifth Judicial District - Blount
**Sixth Judicial District* - Knox
Seventh Judicial District - Anderson
Eighth Judicial District - Campbell, Claiborne, Fentress, Scott, Union
Ninth Judicial District - Loudon, Meigs, Morgan, Roane
Tenth Judicial District - Bradley, McMinn, Monroe, Polk
**Eleventh Judicial District* - Hamilton
Twelfth Judicial District - Bledsoe, Franklin, Grundy, Marion, Rhea, Sequatchie
Thirteenth Judicial District - Clay, Cumberland, DeKalb, Overton, Pickett, Putnam, White
Fourteenth Judicial District - Coffee
Fifteenth Judicial District - Jackson, Macon, Smith, Trousdale, Wilson
Sixteenth Judicial District - Cannon, Rutherford
Seventeenth Judicial District - Bedford, Lincoln, Marshall, Moore
Eighteenth Judicial District - Sumner
Nineteenth Judicial District - Montgomery, Robertson
**Twentieth Judicial District* - Davidson
Twenty-First Judicial District - Hickman, Lewis, Perry, Williamson
Twenty-Second Judicial District - Giles, Lawrence, Maury, Wayne
Twenty-Third Judicial District - Cheatham, Dickson, Houston, Humphreys, Stewart
Twenty-Fourth Judicial District - Benton, Carroll, Decatur, Hardin, Henry
Twenty-Fifth Judicial District - Fayette, Hardeman, Lauderdale, McNairy, Tipton
Twenty-Sixth Judicial District - Chester, Henderson, Madison
Twenty-Seventh Judicial District - Obion, Weakley
Twenty-Eighth Judicial District - Crockett, Gibson, Haywood
Twenty-Ninth Judicial District - Dyer, Lake
**Thirtieth Judicial District* - Shelby
Thirty-First Judicial District - Van Buren, Warren
East Tennessee- Young Lawyer
Middle Tennessee- Young Lawyer
West Tennessee- Young Lawyer

Eligibility:

Any member except association officers (§28).

How nominated:

Declaration of candidacy (§41).

Term:

Four-year term.

Term limits:

None.

Rotation:

Elected in staggered odd numbered years on following rotation (§26) with terms commencing at the conclusion of the annual meeting of the TBA House of Delegates:

1. Each district shall elect one new House delegate with the exception of the 6th, 11th, 20th & 30th districts which shall elect two new delegates.
2. In addition to the District delegates, every two years, one (1) young lawyer delegate shall be elected from each Grand Division by the young lawyer members from that Grand Division.

TBA DELEGATE TO THE ABA HOUSE OF DELEGATES

Position:

49. *Election of TBA Delegate, ABA House of Delegates.* The TBA Delegates to the ABA House of Delegates shall be elected by a vote of the membership of the TBA. The notice of election, deadline for filing nominating petitions, ballot preparation, mailing and counting of ballots, deadline for receipt of ballots and provisions for contest of elections shall be the same as provided for in sections 40 through 46 for the election of vice president of the TBA. There shall be no requirement as to the grand division from which the candidate shall be nominated or elected.

Numbers shall designate the delegate positions. The delegate positions with terms expiring in the odd numbered years shall be designated positions one and three. The positions with terms expiring in the even number years shall be designated as positions two, four, and five.

Delegate position three shall be held by a young lawyer and must be less than 35 years of age when the term begins.

In the event that a TBA delegate to the American Bar Association's House of Delegates is unable to attend to the business of the ABA House of Delegates at a particular meeting, the TBA President shall serve as the TBA's alternate for that meeting. If the TBA President is unable to serve as said alternate delegate to the ABA House of Delegates for a particular meeting, or in the event a second alternate is needed, the TBA President shall appoint such alternate for that meeting as the President deems appropriate, after considering such factors as 1) experience with the ABA and TBA, and 2) attendance at the ABA meeting for other reasons.

Eligibility:

Any member (§49) except that under ABA Constitution §6.4(a), one person must be 35 or younger when selected.

How nominated:

Nominating petition signed by 25 or more members (§49, 41).

Term:

Two-year term commencing after ABA Annual meeting in the year in which elected. ABA Constitution §6.4(d).

Term limits:

None.

Rotation:

- Position 1: Odd numbered years: 2007, 2009, 2011, etc. – currently Randy Noel
- Position 2: Even numbered years: 2006, 2008, 2010, etc. – currently Lucian Pera
- Position 3: Odd numbered years: 2007, 2009, 2011, etc. (Young Lawyer position) – currently Tasha Blakney
- Position 4: Even numbered years: 2006, 2008, 2010, etc. – currently John Tarpley
- Position 5: Even numbered years: 2006, 2008, 2010, etc. – currently Paul Campbell, III

Summary of Selections By TBA Board of Governors

(All § references are to TBA Bylaws which can be found at www.tba.org/bylaws.html or at the end of this handbook.)

| Position | Eligibility | How Nominated | Deadline |
|---|---|--|---|
| Secretary (§37) | Any member (§14). | Elected by Board of Governors. | Elected by Board of Governors to a one-year term at the first meeting following the annual meeting of members. |
| Treasurer (§38) | Any member (§14). Moves in succession from Assistant Treasurer (§38). | Automatically succeeds from the office of Assistant Treasurer when the incumbent Treasurer's term expires. | Elected by Board of Governors to a three-year term commencing at conclusion of annual meeting of members in 2006, 2009, 2012, 2015, etc. |
| Assistant Treasurer (§38) (Non-officer, non-voting position) | Any member (§14). | Elected by Board of Governors. | Elected by Board of Governors for a one-year term commencing at the beginning of the third year of the Treasurer's term: 2008, 2011, 2014, etc. |

Summary of Selections
By TBA Board of Governors
(Continued)

| Position | Eligibility | How Nominated | Deadline |
|---|--|--|--|
| Nominees for Member, Tennessee Judicial Selection Commission | Tennessee Plan, TCA Title 17, Chapter 4, Part 1. | Selected by Board of Governors per resolution. | Set in <i>Tennessee Bar Journal</i> notice announcing selection. |
| Nominees for Member, Tennessee Judicial Evaluation Commission | Tennessee Plan, TCA Title 17, Chapter 4, Part 2. | Selected by Board of Governors per resolution. | Set in <i>Tennessee Bar Journal</i> notice announcing selection. |
| Judge, Tennessee Court of the Judiciary | Tennessee TCA § 17-5-201(a). | Selected by Board of Governors per resolution. | Set in <i>Tennessee Bar Journal</i> notice announcing selection. |

SECRETARY

Position:

§37. *Secretary.* The Board of Governors at its first meeting following each Annual Convention shall elect the Secretary for a one-year term. The Secretary shall supervise the records of all meetings of the Membership, the Board of Governors and the House of Delegates and shall serve as parliamentarian for meetings of the membership and Board of Governors. The Secretary shall supervise all records and archives of the Association and shall serve as historian while in office.

Eligibility:

Any member (§14).

How nominated:

Elected by Board of Governors.

Term:

One year.

Term limits:

None.

Rotation:

Every year.

TREASURER/ASSISTANT TREASURER

Position:

§38. *Treasurer.* The Treasurer shall be elected by the Board of Governors for a three-year term to commence following the Annual Convention in 1994. The Treasurer shall have general supervision of the financial operations of the Association. At the beginning of the third year of the Treasurer's term, the Board of Governors may elect an Assistant Treasurer who shall not be an officer and who shall have no vote during the year which follows but who shall succeed to the office of Treasurer when the incumbent Treasurer's term expires. Elections shall be held at the Annual Convention every three years thereafter.

Eligibility:

Any member (§14).

How nominated:

At beginning of third year of a three-year term, an Assistant Treasurer is elected for a one-year term and shall automatically succeed to office of Treasurer.

Term:

Three-year.

Term limits:

None.

Rotation:

Treasurer: Three-year term commencing at conclusion of annual meeting of members: 2006, 2009, 2012, 2015, etc.

Assistant Treasurer: One-year term commencing at the beginning of the third year of the Treasurer's term: 2008, 2011, 2014, etc. The Assistant Treasurer shall automatically succeed to the office of Treasurer when the incumbent Treasurer's term expires.

JUDICIAL NOMINATING COMMISSION **RECOMMENDATIONS**

Position:

Tennessee Judicial Nominating Commission member.

Member Recommendations:

Under TCA § 17-4-102 – Interested groups may make recommendations to the speakers who appoint.

Eligibility:

1. Application Process. Under TCA § 17-4-102(d), the Administrative Office of the Courts will develop an application form for citizens who wish to be considered for appointment. The AOC sets deadlines in advance of each scheduled vacancy with a notice on the AOC website and will then post a summary report of all qualified applicants. Interested persons and organizations make comment on applicants in fourteen-day period.

2. Qualifications. Each commission member shall be:

- (a) at least 30 years of age
- (b) a citizen of the United States
- (c) a resident of Grand Division for one year

3. Disqualification. Members of the commission shall not:

- (a) hold any office with any political party or organization
- (b) be a salaried office holder
- (c) be a registered lobbyist or employer of a lobbyist as provided in TCA Title 3, Chapter 6, Part 1.

4. Diversity. The speaker is to make appointments with a conscious intention of selecting a body that reflects diversity with respect to race, gender and representation of rural areas as well as urban centers.

5. Lawyers must be duly licensed.

Process:

All lawyers who submit their names during the application process will be considered. In order for a lawyer to receive recommendation of the TBA, the lawyer must receive a majority of the votes of the Board of Governors or Executive Committee voting at a meeting at which a quorum is present.

The TBA, acting through the Board of Governors, or in the absence of the Board, the Executive Committee, will review the lawyer applicants for the Judicial Nominating Commission. The Board will recommend to each speaker up to two (2) applicants for any position.

As provided in TCA § 17-4-102, at least five (5) of the positions to be filled by each speaker shall be lawyers and up to seven (7) members selected by each speaker may be lawyers.

Since each speaker can appoint up to three (3) lawyers in two Grand Divisions and up to two in the third Grand Division and since there is no specification as to which grand division those lawyers would have to be from in the initial nomination, the TBA will recommend up to twelve (12) lawyers per Grand Division.

If a candidate or candidates receive a majority of the votes cast, they shall be deemed recommended. If one or more candidates do not receive a majority of the votes cast, then the candidate or candidates receiving the fewest number of votes shall be eliminated from consideration. The balloting shall proceed with each Board or Executive Committee member voting for candidates for the number of recommendations which remain and eliminating those receiving the fewest number of votes on each ballot. Balloting will proceed until all candidates have received a majority of the votes cast. General Counsel and Executive Director will count the votes.

Term:

Commences with the selection by the Speaker of the House or Speaker of the Senate.

Term Limits:

The term of a member of the Judicial Nominating Commission is six (6) years. Members are ineligible for reappointment for successive term unless the previous appointment was for a partial term of twenty-four (24) months or less. TCA § 17-4-406(b)

JUDICIAL PERFORMANCE EVALUATION **COMMISSION RECOMMENDATIONS**

Position:

Speaker of the Senate and Speaker of the House each appoint one attorney member.

Eligibility:

Appointing authorities make appointments that approximate the population of the state with respect to race and gender.

How Selected:

The TBA, through its Board of Governors or in its absence the Executive Committee, in selecting lawyers to recommend for a position on the Tennessee Judicial Evaluation Commission, will announce the vacancy in the *Tennessee Bar Journal* or TBA Today as appropriate.

The Board or Executive Committee will vote by secret ballot. Prior to preparation of the ballots, the President will make a determination if any of the candidates is ineligible. This determination will be subject to a challenge as any other ruling from the chair. Except for those determined ineligible, each of those who have offered themselves for selection will have their names placed in the nomination. Balloting will proceed with each board member voting for three (3) candidates. If a candidate or candidates receive a majority of the votes cast, they shall be deemed recommended. If one or more candidates do not receive a majority of the votes cast then those candidate(s) receiving the fewest number of votes shall be eliminated from consideration. The balloting shall proceed with each Board or Executive Committee member voting for candidates for the number of recommendations which remain and eliminating those receiving the fewest number of votes on each ballot. Balloting will proceed until all lawyers recommended have received a majority of the votes cast. The General Counsel, with the assistance of the Executive Director, will count the votes.

Term:

Six (6) year term limited to two (2) terms including any partial terms.

JUDGE, TENNESSEE COURT OF JUDICIARY

Position:

TBA selects three (3) members under TCA, Title 17, Chapter 5.

Eligibility:

One practicing attorney from each Grand Division appointed by the Board of Governors of TBA.
TCA § 17-5-201(a)

How selected:

The TBA Board of Governors, in selecting appointees for a position on the Tennessee Court of the Judiciary will announce the vacancy in the *Tennessee Bar Journal*. Each of those who have offered themselves for selection will have their names placed in nomination.

The TBA Board of Governors in selecting persons for a position on the Tennessee Court of the Judiciary will vote by secret ballot. Each of those who have offered themselves for selection will have their names placed in the nomination. Nominating and seconding speeches will be limited to one minute per Board member. Prior to preparation of the ballots, the President will make a determination if any of the candidates come from a grand division which would make them ineligible. This determination will be subject to a challenge as any other ruling from the chair. Balloting will proceed with each board member voting for one (1) candidate until one candidate per Grand Division receives a majority of the votes cast. If a candidate or candidates receive a majority of the votes cast, they shall be deemed elected. If one or more candidates do not receive a majority of the votes cast then those candidate(s) receiving the fewest number of votes shall be eliminated from consideration and the balloting shall proceed with each board member voting for candidates for the number of nominations which remain. Balloting will proceed until all nominees have received a majority of the votes cast. The General Counsel, with the assistance of the Executive Director, will count the votes.

Term:

Four–years.

Term limits:

Limited to two (2), four–year terms.

Rotation:

West Tennessee – currently David Cook, first full term expires 06/15/11.

Middle Tennessee – currently Mary Schaffner, second full term expires 06/15/11.

East Tennessee – currently Pamela Reeves, first full term expires 06/15/11.



TENNESSEE BAR
ASSOCIATION

Bylaws

(As amended through January 2010)

Offices

1. The principal office of the corporation shall be located at the Tennessee Bar Center, 221 Fourth Avenue N., Nashville, Tennessee 37219, and the corporation shall have such other offices at such other places as the Board of Governors may from time to time specify or as the business of the corporation may require.

Purpose

2. The purposes of the Association shall be to foster legal education, maintain the honor and dignity of the legal profession, enhance the performance of the legal profession, cultivate professional ethics and fellowship among its members and promote responsible relationships between the legal profession and the public.

Members

3. *Classifications.* The Board of Governors shall determine classifications of the members of the Association.

4. *Qualification.* Any person who is a member in good standing of the legal profession shall be eligible for membership in this Association. *Law Student Members:* As the Board of Governors may determine, a category of non-voting law student membership may be created and established, and any law student is eligible to become a law student member of the

Association. Law students may apply for law student membership by such rules as are established by the Board of Governors.

5. *Termination or Suspension.* Upon disbarment or suspension from the practice of law, a membership is automatically terminated. Also a membership may be terminated for non-payment of dues. A member may be suspended or expelled for other cause by a two-thirds vote of the Board of Governors after 30 days notice to the member, and after an appropriate hearing, if requested, before the Board of Governors.

6. *Non-Discrimination.* No person shall be denied membership in the Association because of race, creed, color, sex or national origin.

7. *Regular Meetings of Members.* The members of the Association shall meet semi-annually at places designated by the President, and approved by the Board of Governors.

8. *Notice.* All Members shall be notified in writing of the place and time of each meeting, and, in case of a special meeting, the purpose or purposes for which it is called. The Notice shall be given no fewer than 10 or more than 60 days before a meeting. Notice may be printed in an issue of a regularly published periodical or journal of the Association, mailed to each member entitled to vote, or it may be mailed separately.

9. *Quorum.* The members present shall constitute a quorum at any meeting.

10. *Amount of Dues.* The amount and time of payment of dues by each classification of membership shall be fixed by the Board of Governors.

Board of Governors

11. *Authority of the Board.* The Board of Governors shall govern the activities of, administer the business of and act for the Association in all matters, subject to the direction of membership and provisions of the Charter and these Bylaws.

12. *Members of the Board.* The Board shall consist of 24 members, as follows:

- President
- President-Elect
- Vice President
- Immediate Past President
- Secretary
- Treasurer
- President, Tennessee Judicial Conference
- President and President-Elect, Young Lawyers Division
- President, District Attorneys General Conference
- President, District Public Defenders Conference
- Speaker, House of Delegates
- One Governor from each of the three Grand Divisions
- One Governor from each of nine Districts as established by the Board of Governors

13. *The Districts are:*

First District

| | | | |
|---------|-----------|------------|---------|
| Johnson | Hancock | Washington | Hamblen |
| Carter | Grainger | Unicoi | Sevier |
| Cocke | Jefferson | Hawkins | |
| Greene | Sullivan | Claiborne | |

Second District

| | | | |
|----------|--------|-------|--------|
| Campbell | Blount | Union | Loudon |
| Anderson | Morgan | Knox | Scott |
| Roane | | | |

Third District

| | | | |
|----------|---------|---------|--------|
| Polk | Bradley | Bledsoe | Rhea |
| Hamilton | Marion | Meigs | McMinn |

| | | | |
|------------|--------|--------|--|
| Sequatchie | Grundy | Monroe | |
|------------|--------|--------|--|

Fourth District

| | | | |
|-----------|------------|------------|----------|
| White | Warren | Franklin | Lincoln |
| Van Buren | Fentress | Moore | Marshall |
| Pickett | Cumberland | Bedford | Cannon |
| Putnam | Smith | Rutherford | DeKalb |
| Overton | Jackson | Wilson | Macon |
| Clay | Coffee | Trousdale | |

Fifth District

Davidson

Sixth District

| | | | |
|------------|----------|------------|---------|
| Giles | Lawrence | Humphreys | Houston |
| Wayne | Perry | Cheatham | Stewart |
| Lewis | Hickman | Montgomery | Sumner |
| Maury | Dickson | Robertson | |
| Williamson | | | |

Seventh District

| | | | |
|-----------|---------|----------|---------|
| Henry | Decatur | Hardeman | McNairy |
| Carroll | Chester | Hardin | Madison |
| Henderson | Fayette | Benton | |

Eighth District

| | | | |
|---------|-------|---------|------------|
| Weakley | Obion | Haywood | Crockett |
| Lake | Dyer | Tipton | Lauderdale |
| Gibson | | | |

Ninth District

Shelby

14. *Eligibility.* Any member of the Association is eligible for election to any office in the Association, provided, however, that no District Governor shall serve more than two consecutive elected terms and no Grand Division Governor shall serve more than three consecutive elected terms.

15. *Election of Governors.* The nine District governors and the three Grand Division governors shall be elected by the voting members from their respective Districts or Grand Divisions. A vacancy in the office of Governor may be filled by appointment of the Board of Governors, said appointee to serve until the next annual election. The election of District Governors shall be rotated among the nine Districts, with governors to be elected annually from three Districts for three-year terms.

A governor from and representing each of the three Grand Divisions shall be elected annually for a one-year term.

The term of an elected Governor shall commence immediately following the annual membership meeting of the association.

16. *Composition of Districts.* The Board of Governors shall have the authority to change composition of the Districts to assure fair and equitable apportionment.

17. *Executive Committee.* The Executive Committee of the Board of Governors shall consist of the President, President-Elect, Vice President, Immediate Past President, Secretary, and the Treasurer. The Executive Director shall serve as secretary to the Executive Committee. The Executive Committee shall exercise the powers and duties of the Board of Governors when the Board is not in session.

18. *Committees.* The Board of Governors may create such other committees as it may determine helpful in discharging its responsibilities. Each such committee shall be for such duration, consist of such persons and shall perform the functions as assigned by the Board of Governors.

19. *Meetings.* The Board of Governors shall meet at least three times each year, at a time and place to be designated by the President. Special meetings may be called by the President or by eight members of the Board. The Board members designated by virtue of being President of the Tennessee Judicial Conference, District Attorneys General Conference and/or the District Public Defenders Conference may designate, in writing, a member of their conference to attend and vote in their absence at any meeting of the Board of Governors, but only for that meeting or portion thereof.

20. *Notice of Meetings.* Each Governor including members of the Executive Committee, shall be given prior notice of a meeting either personally or by mail, telephone, telegram or facsimile transmission.

21. *Quorum.* A majority of the members of the Board shall constitute a quorum.

22. *Removal.* If a member of the Board of Governors shall attend less than 50 percent of the meetings of the Board of Governors within any administrative year of the Association, the President in his or her discretion may notify the Governor that he or she has been suspended until the next regularly scheduled meeting of the

Board when the suspension shall be considered. If the Board shall vote to sustain such a suspension, the Governor shall be notified that membership on the Board is terminated and the Board shall fill the vacancy under the terms of Section 15.

House of Delegates

23. *Purpose.* The purpose of the House of Delegates shall be to consider, debate, and make the policy recommendations on matters of interest and concern to the legal profession. The House shall act on matters brought to its attention by the Board of Governors and shall have the authority to institute consideration of matters on its own initiative.

24. *Authority.* The House of Delegates shall report its findings, studies, and recommendations to the Board of Governors. Copies of all minutes of meetings of the House shall be furnished each member of the Board of Governors.

25. *Board Action on Policy Recommendations of the House.* The Board of Governors may adopt, reject, or amend the policy recommended by the House of Delegates. The Board of Governors may adopt a policy recommended by the House by majority vote of those present and voting. The Board of Governors may reject or amend a policy recommended by the House of Delegates by a vote of a majority of the voting members of the entire Board.

The president or other principal officer of the association shall be present at each meeting of the House of Delegates to report on Association policy, activities, and other matters.

26. *Membership of the House.* Every two years in odd years a District Delegate shall be elected from each Judicial District to serve for a four-year term with the exception of the sixth, eleventh, twentieth and thirtieth Districts which shall elect two delegates every two years in odd years to serve four-year terms.

In addition to the District delegates, every two years, one (1) young lawyer delegate shall be elected from each Grand Division by the young lawyer members from that Grand Division.

Counties in Judicial Districts

First Judicial District

Carter, Johnson, Unicoi, Washington

Second Judicial District

Sullivan

Third Judicial District

Greene, Hamblen, Hancock, Hawkins

Fourth Judicial District

Cocke, Grainger, Jefferson, Sevier

Fifth Judicial District

Blount

**Sixth Judicial District*

Knox

Seventh Judicial District

Anderson

Eighth Judicial District

Campbell, Claiborne, Fentress, Scott,
Union

Ninth Judicial District

Loudon, Meigs, Morgan, Roane

Tenth Judicial District

Bradley, McMinn, Monroe, Polk

**Eleventh Judicial District*

Hamilton

Twelfth Judicial District

Bledsoe, Franklin, Grundy, Marion, Rhea,
Sequatchie

Thirteenth Judicial District

Clay, Cumberland, DeKalb, Overton,
Pickett, Putnam, White

Fourteenth Judicial District

Coffee

Fifteenth Judicial District

Jackson, Macon, Smith, Trousdale, Wilson

Sixteenth Judicial District

Cannon, Rutherford

Seventeenth Judicial District

Bedford, Lincoln, Marshall, Moore

Eighteenth Judicial District

Sumner

Nineteenth Judicial District

Montgomery, Robertson

**Twentieth Judicial District*

Davidson

Twenty-First Judicial District

Hickman, Lewis, Perry, Williamson

Twenty-Second Judicial District

Giles, Lawrence, Maury, Wayne

Twenty-Third Judicial District

Cheatham, Dickson, Houston, Humphreys,
Stewart

Twenty-Fourth Judicial District

Benton, Carroll, Decatur, Hardin, Henry

Twenty-Fifth Judicial District

Fayette, Hardeman, Lauderdale, McNairy,
Tipton

Twenty-Sixth Judicial District

Chester, Henderson, Madison

Twenty-Seventh Judicial District

Obion, Weakley

Twenty-Eighth Judicial District

Crockett, Gibson, Haywood

Twenty-Ninth Judicial District

Dyer, Lake

**Thirtieth Judicial District*

Shelby

Thirty-First Judicial District

Van Buren, Warren

*The sixth, eleventh, twentieth and thirtieth districts shall elect an additional two Delegates, one for a two-year term and the other for a four-year term with the Delegate receiving the highest number of votes to be designated for the

four-year term. Thereafter every two years the additional Delegates from the four said Districts shall be elected for four-year terms.

27. *Elections.* Election for the position of Delegate shall be as provided for in sections 40 through 46 of the Bylaws.

28. *Eligibility.* Any member of the Association (except Association Officers), in good standing, shall be eligible to serve as a District Delegate. Any member eligible to be a member of the Young Lawyers Division at the time of their nomination shall be eligible to serve as a Young Lawyer Delegate. The domicile of any candidate for the position of Delegate shall be deemed to be the county in which his/her principal law office is located at the time of the election.

29. *Vacancy of Delegate.* If no candidate files a declaration of candidacy for District Delegate in a district or if there is no District Delegate by reason of death, declination or other cause, the officers of the House of Delegates may fill the vacancy. If no candidate files a declaration of candidacy for Young Lawyer Delegate or if there is no Young Lawyer Delegate by reason of death, declination or other cause, the Board of Governors of the Young Lawyers Division may fill the vacancy.

30. *Term of Office.* The term of an elected Delegate shall commence immediately following the adjournment of the annual meeting of the House next following the certification of the election results.

31. *Officers.* The House of Delegates shall elect from its membership a Speaker, who shall preside over the House, a Deputy Speaker, and a Secretary. Each shall serve a two-year term, even if the officer's term as a Delegate expires in the interim.

32. *Meetings.* The annual meeting and additional meetings of the House of Delegates shall be held at times and places, as the House shall determine.

33. *Bylaws.* The House of Delegates shall establish its own rules of procedure, not inconsistent with these Bylaws.

Officers

34. *President.* The President shall be the principal executive officer of the Association. He or she shall supervise and direct the activities of the Association and shall preside at all the

meetings of the Association and of the Board of Governors.

35. *President-Elect.* The President-Elect shall succeed to the Office of the President. The President-Elect shall discharge the duties of the President upon the death, disability or absence of the President, or upon delegation of that authority by the President.

36. *Vice President.* The Vice President shall be elected annually by the voting members of the Association. The Office of Vice President shall move in succession from the Grand Division of Middle Tennessee to the Grand Division of East Tennessee to the Grand Division of West Tennessee. The Vice President shall automatically succeed to the Office of the President-Elect.

37. *Secretary.* The Secretary shall be elected for a one-year term by the Board of Governors at its first meeting following each Annual Convention. The Secretary shall supervise the records of all meetings of the Membership, the Board of Governors and the House of Delegates and shall serve as parliamentarian for meetings of the membership and Board of Governors. The Secretary shall supervise all records and archives of the Association and shall serve as historian while in office.

38. *Treasurer.* The Treasurer shall be elected by the Board of Governors for a three-year term to commence following the Annual Convention in 1994. The Treasurer shall have general supervision of the financial operations of the Association. At the beginning of the third year of the Treasurer's term, the Board of Governors may elect an Assistant Treasurer who shall not be an officer and who shall have no vote during the year which follows but who shall succeed to the office of Treasurer when the incumbent Treasurer's term expires. Elections shall be held at the Annual Convention every three years thereafter.

39. *Executive Director.* The Executive Director shall be appointed by the Board and shall serve at its pleasure with such compensation as set from time to time by the Board. The Executive Director shall be in charge of the Association headquarters, shall be responsible for hiring and termination of staff members with the concurrence of the Board, and shall perform other duties as the Board may direct.

**Elections of Officers, Governors
and American Bar Association
Delegates**

40. *Notice of Election.* A notice indicating the officers, governors and delegates to be elected under these Bylaws shall be contained in general membership publication to be disseminated to the membership at least sixty (60) days prior to February 15 of each year. The Board of Governors may also direct that a separate notice of election be disseminated to the membership, said notice to be received not less than 30 days prior to February 15.

41. *Nominations.* Nominations for Officers (other than the Secretary and Treasurer and those who automatically succeed to an office) TBA delegate to the ABA House of Delegates and Governors shall be by petition signed by 25 or more members of the Association. Nominating petitions shall be filed with the Executive Director by February 15 preceding the election. Nominations for Delegates to the TBA House of Delegates shall be by a declaration of candidacy filed with the Executive Director by February 15 preceding the election. In addition to the signed petition or declaration of candidacy, each candidate shall on or before the February 15 deadline submit a photograph and brief biographical sketch in a form specified by the Board of Governors.

42. *Ballots.*

(a) Whenever a contest for a position of Officer, Governor or Delegate exists, the Executive Director shall cause ballots to be printed substantially in the form required by the ballot law of the State. Each ballot shall list the candidates alphabetically under each office. Whenever there is no contest for an office for which a candidate qualifies, the Board of Governors (in the case of officers, governors, or TBA delegate to the ABA House of Delegates) and the House of Delegates (in the case of delegate to the TBA House of Delegates) shall have the authority to declare that any duly qualified candidate who is unopposed shall be automatically elected and a report of the election disseminated to the membership.

(b) The Board of Governors may by resolution establish an optional method for

members to cast their vote by a secure electronic method.

43. *Distribution of Ballots for Voting.*

(a) By March 15, the Executive Director shall distribute to every member of the Association eligible to vote in an Officer, Governor or Delegate election an appropriate ballot or ballots. A signature card, a ballot envelope and a return envelope shall be included with the ballot. The return mail envelopes with the ballots shall bear thereon the address of the accountant or accounting firm tabulating the results of the election.

(b) If the Board of Governors authorizes an optional method as provided in § 42 (b), the distribution of ballots, the use of passwords and the return of the vote to a secure third-party website may be substituted for distribution and return of the ballot and ballot envelope addressed to the accountant or accounting firm.

44. *Return and Counting of Ballots.* (a) Not later than the distribution of the ballot, the Board of Governors or its Executive Committee shall select a certified public accountant or a certified public accounting firm to tally the ballots. Ballots must be returned to the designated accountant or accounting firm. The accounting firm shall be provided by the Executive Director a list of the active members eligible to vote in the Association. The accounting firm shall, at the close of business on the 1st of April, or, if that day be on a Saturday or Sunday, on the following Monday, count the ballots.

45. *Certification of Election Results.* After the tabulation has been made by the accountant or accounting firm, a report of the count shall be delivered by the accounting firm to the President. If two or more candidates receive an equal number of votes, the winner shall be determined by lot under the supervision of the Board of Governors or House of Delegates respectively. The ballots shall be retained for a period of one-year following any election.

46. *Death of a Candidate.* Whenever a duly nominated candidate in a contested election for an officer, Governor or Delegate dies after February 15, his or her name shall, nevertheless, be printed on the contested ballot. If he or she receives a plurality of the votes cast, a vacancy shall exist.

47. *Vacancies of Board Membership.* If no candidate is nominated for Governor or if there is no candidate by reason of death, declination or

other cause, the Board may fill the vacancy at its next meeting. The Board's action in filling vacancies shall be effective only until the next annual election of the Association.

48. *Vacancy of Officers.* If a vacancy occurs in the Office of the President, the President-Elect shall perform the duties of the President, without vacating his/her own Office. If a vacancy occurs in the Office of President-Elect, the Board of Governors shall fill that vacancy from the members of the Board of Governors from the Grand Division entitled to be represented in that Office and that appointee shall succeed to the Presidency of the Association. If a vacancy occurs in the Office of Vice President, the Board shall fill that vacancy until the next election at which time the Office of President-Elect shall be open for the nomination and election of a candidate from the Grand Division from which the deceased Vice President came.

49. *Election of TBA Delegate, ABA House of Delegates.* The TBA Delegates to the ABA House of Delegates shall be elected by a vote of the membership of the TBA. The notice of election, deadline for filing nominating petitions, ballot preparation, distribution and counting of ballots, deadline for receipt of ballots and provisions for contest of elections shall be the same as provided for in sections 40 through 46 for the election of vice president of the TBA. There shall be no requirement as to the grand division from which the candidate shall be nominated or elected.

The delegate positions shall be designated by numbers. The delegate positions with terms expiring in 2005 and each subsequent two-year period shall be designated seats one and three. The positions with terms expiring in 2006 and each subsequent two-year period shall be designated as positions two, four, and five. The position to be held by a young lawyer delegate shall be designated position three. A vacancy in the position of delegate shall be filled in the same manner and under the same terms as a vacancy in member of the Board of Governors under section 47.

Sections

50. *Creation or Discontinuance.* The Board of Governors may establish Sections for Members interested in particular areas of practice, as it deems necessary or advantageous.

The Board of Governors may terminate any Section if its function is considered unnecessary in carrying out the objectives of the Association, or may consolidate the functions of Sections to better accomplish such objectives.

51. *Function.* The function of a Section shall be to investigate, discuss and evaluate trends and activities in its specialized areas and make appropriate recommendations to the Board of Governors regarding legislation, continuing legal education or other needed action in regard to the specialized areas of law.

52. *Bylaws of Sections.* A Section shall submit its proposed Bylaws and all amendments thereto to the Board of Governors for approval.

53. *Funds.* Each year a Section shall submit its proposed budget to the Board of Governors for approval. Any funds generated by Section dues unspent or unauthorized for Section projects at the close of a fiscal year shall revert to the general operating fund of the Association.

Fiscal Matters

54. *Fiscal Year.* The fiscal year of the Association shall be July 1 through June 30.

55. *Fiscal Authority.* The Executive Director, Treasurer and other members of the Board or staff members delegated by the Board of Governors to sign checks, handle Association funds, or open and close accounts, shall operate under a surety bond in an amount determined by the Board of Governors.

Indemnity

56. *Indemnification.* The Association shall indemnify each present and future Governor, Delegate, Officer, Employee, or Agent of the Association, or any person who may have served at its request as a Director, Officer or Agent of another company or business entity (and, in either case, their heirs, executors and administrators) to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted.

57. *Insurance.* The Board of Governors shall have power to purchase and maintain liability insurance on behalf of any person who is or was a Governor, Delegate, Officer, Employee or Agent of the Association, or is or was serving at the request of the Association as a Governor, Delegate, Officer, Director, Employee or Agent of another enterprise against any liability asserted against him or her and

incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under applicable law.

Dissolution

58. The Association shall use its assets only to accomplish the objectives and purposes as specified in its Charter and these Bylaws. Upon dissolution of the Association, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Code Section 501(c)(3), to be selected by the Board of Governors.

Amendment

59. *Amendment to the Bylaws.* These bylaws may be amended and new provisions may be adopted by any one of the three following methods:

1. By an affirmative vote of two-thirds (2/3) of the entire Board of Governors occurring

at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendments; or,

2. By the affirmative vote of two-thirds (2/3) of the members present and voting at any regular or special meeting of the members at which a quorum is present and occurring at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendment; or

3. By an affirmative vote of two-thirds (2/3) of the members of the Association who cast votes by mailed ballot with that number of the members voting which would constitute a quorum of a meeting of the members, and the voting deadline for which shall be at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendment, and occurring at least twenty-one (21) days after notice has been given to Board of Governors as to the facts and contents of the proposed amendment.



PETITION

We, the undersigned, do hereby certify that we are members in good standing of the Tennessee Bar Association and do hereby nominate:

for the office of

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