



CONSTITUTION OF THE _____ LAWYER CHAPTER OF THE AMERICAN CONSTITUTION SOCIETY

Article I – Name

This organization shall be known as the “_____ Lawyer Chapter of the American Constitution Society,” or the “ACS _____ Lawyer Chapter,” and is a chapter of the American Constitution Society. The ACS _____ Lawyer Chapter welcomes members from the greater _____ Bay region, including Hernando, Hillsborough, Pasco, and Pinellas counties.

Article II – Mission and Activities

1. The American Constitution Society (“ACS”) is a 501(c)(3) non-profit educational organization. It is a national organization of members who are law students, lawyers, scholars, judges, policymakers, activists, and other concerned individuals working to ensure that the fundamental principles of human dignity, individual rights and liberties, genuine equality, and access to justice are accorded their rightful, central place in American law.

2. ACS and its growing network of members and student and lawyer chapters are working every day to:

- promote a progressive vision of the Constitution, the law, and public policy through speaking programs, an annual convention, a speakers’ bureau of leading scholars and practitioners, media outreach, research, publications, and projects designed to turn the tide of legal debate both locally and nationally;
- educate lawyers, law students, decision-makers, and the public about the legitimacy and vitality of such a vision, and its importance for the lives of real people;
- strengthen the intellectual underpinnings for progressive law and policy in the United States; and
- build a diverse and dynamic national network of students, lawyers, academics, judges, policymakers, and others that can play an important role in debates about the vital issues of law and policy facing America both today and in the future.

3. The ACS _____ Lawyer Chapter shall engage only in activities consistent with ACS’s mission, policies, and 501(c)(3) status. The ACS _____ Lawyer Chapter

shall not lobby, litigate, or take positions on specific legislation or political nominations. The ACS _____ Lawyer Chapter shall engage in absolutely no partisan political activity. ACS and the ACS _____ Lawyer Chapter encourage their members to: express their views; disseminate their work to the legal community, policymakers, the media, and the public; and engage in projects that will bring positive change to the law.

Article III – Membership

1. Any individual may become a member of the ACS _____ Lawyer Chapter. Membership in ACS is a precondition of membership in the ACS _____ Lawyer Chapter.
2. Members shall not be required to belong to any other organization as a condition of their membership in the ACS _____ Lawyer Chapter.
3. To be a member in good standing of the ACS _____ Lawyer Chapter, an individual must be current with applicable dues and any other membership obligations to ACS.

Article IV – Board of Directors

1. Powers. The Board of Directors shall be empowered to transact the business of and to exercise management of the ACS _____ Lawyer Chapter. The Directors shall have the power to perform all appropriate and lawful acts not prohibited by law, by ACS national, or by this Constitution and any Chapter by-laws.
2. Meetings. The Board of Directors shall meet quarterly, in person or otherwise, to manage the activities of the ACS _____ Lawyer Chapter. No business shall be transacted or decisions made other than at a meeting at which a quorum composed of a majority of voting Directors is present. The Board of Directors may make such additional rules and regulations covering its meetings as it may, in its discretion, determine necessary. Decisions at meetings will be made by a majority vote of the present Directors. However, if another provision herein requires a majority or two-thirds majority vote of the total Board, that provision controls.
1. Composition.
 - a. The business of the ACS _____ Lawyer Chapter shall be managed by a Board of Directors consisting of not fewer than 3 and not more than 11 Directors, not including ex officio Directors.
 - b. The Board of Directors shall include a President, an Executive Vice-President, a Vice President of Programming, a Vice President of Diversity, a Vice President of Membership, and a Vice President of Communications. The President and Executive Vice President may simultaneously serve one of the other Vice President roles. So too may Vice Presidents. Any Directors not holding a specific office shall serve as Directors-at-Large.

- c. Additionally, but not included in the count of Directors, the Board may include the following *ex officio*, non-voting members.
 - i. The Immediate-Past President of the ACS _____ Lawyer Chapter.
 - ii. A Delegate from a nearby ACS Student Chapter. If a Law School Delegate is to serve on the Board of Directors, that individual shall be selected by the ACS Student Chapter, not through the election process outlined in this Constitution.

2. Duties. In addition to the specific responsibilities that attach to their offices as detailed below, each member of the Board of Directors shall promote and encourage membership in the ACS _____ Lawyer Chapter and work to ensure that all ACS _____ Lawyer Chapter programs, events, and projects are as successful as possible.

a. President.

- i. The President shall serve as Chair of the Board of Directors and shall preside at all meetings of the Directors.
- ii. The President shall be responsible for communicating with the national ACS office on a regular basis, making funding requests, and submitting other information needed by the national ACS office, including the identification of and contact information for Chapter members and the Board of Directors.
- iii. The President shall coordinate the Advisory Board.

b. Executive Vice President.

- i. The Executive Vice President shall, in the event of the absence or inability of the President to exercise her/his office, become acting President of the Chapter with all the rights, privileges, and powers as if s/he had been the duly elected President.
- ii. The Executive Vice President shall be responsible for, directly or by appointing another Director, keeping the minutes and records of the Chapter.
- iii. The Executive Vice President shall assist the President with making funding requests to the national ACS office.
- iv. The Executive Vice President shall administer the solicitation and confirmation of nominees to serve on the Board of Directors.

- c. Vice President for Programming. The Vice President for Programming will be primarily responsible for organizing and executing ACS _____ Lawyer Chapter programs and events. The Vice President for Programming will work in coordination with the Board of Directors to develop an agenda of programs. The Vice President for Programming will receive assistance and support from other Directors and, as appropriate, from members of the ACS _____ Lawyer Chapter who are not Directors in organizing and executing programs.
- d. Vice President for Communications. The Vice President for Communications will be responsible for communicating with Chapter members and publicizing Chapter programs and events. The Vice President for Communications will be responsible for disseminating information to the media about developments and projects that will bring positive change to the law. The Vice President for Communications will also coordinate with the ACS national office's communications staff to raise awareness of the ACS _____ Lawyer Chapter's projects and of legal developments in Florida.
- e. Vice President for Diversity. The Vice President for Diversity will lead efforts to promote diversity within the Chapter's membership and to identify other organizations in the _____ area with which the Chapter can co-sponsor events and programs.
- f. Vice President for Membership. The Vice President for Membership will be responsible for maintaining a spreadsheet of Chapter members and attendees at Chapter events. The Vice President for Membership will lead efforts to increase the membership of the ACS _____ Lawyer Chapter. Finally, the Vice President for Membership will be responsible for submitting applications for Chapter programs to be approved for Continuing Legal Education (CLE) credit.
- g. Directors-at-Large. Any Directors-at-Large will participate in the work of the Board of Directors and will assist individual Directors as needed in the performance of their duties.
- h. Immediate-Past President. The Immediate-Past President, if any, shall be a non-voting member of the Board of Directors and shall assist the Board of Directors as needed and appropriate.
- i. Law School Delegate. The Law School Delegate, if any, shall be a non-voting member of the Board of Directors, shall keep the Board of Directors informed of ACS Student Chapter activities, and shall work to facilitate collaborative programs and events among the ACS _____ Lawyer chapter, the ACS Student Chapter, other student organizations at _____ Law School, and student organizations at the University of _____.
- j. Initial Steering Committee. The Initial Steering Committee is comprised of _____. This committee shall be automatically dissolved upon _____.

appointment of the inaugural Board of Directors outlined in paragraph 6.c. below.

3. Qualifications. To serve on the Board of Directors (other than as the Law School Delegate), an individual must be and remain, through their term, a member of the ACS _____ Lawyer Chapter in good standing.

4. Terms.

- a. Length of term. Directors shall serve for a term of one year, beginning January 1 and continuing until December 31 of that year, or until their successors are elected and installed.
- b. Term limits. There is no prohibition against a Director serving for more than one term. The Immediate Past President shall serve only one term as an *ex officio* Director, even if their successor President serves more than one term. The Law School Delegate shall serve a term of one year.
- c. Initial term upon adoption of this Constitution. Upon adoption of this Constitution, the existing Steering Committee of the ACS _____ Lawyer Chapter shall appoint the inaugural Board of Directors.

5. Nomination and Election of Directors.

- a. Each year, the Board of Directors shall solicit nominations for those who wish to serve as a Director on the next Board. The Executive Vice President shall oversee the process of soliciting, collecting, and confirming nominations.
- b. Any ACS member in good standing may be nominated to serve as a Director. Members may be nominated by themselves or by another Member.
- c. At least one week prior to the Board of Directors meeting to finalize a slate of candidates, each nominee shall be notified of her/his nomination and asked whether s/he will accept the nomination.
- d. If the number of eligible candidates accepting nominations is equal to or less than the maximum number of Board positions allowable under the Chapter by-laws, the outgoing Board shall, upon motion, immediately approve the nominees as incoming Directors.
- e. If more eligible candidates than available Board positions are on the ballot, an election shall be held. Elections may be conducted at an in-person meeting or through electronic voting mechanisms, as available. Regardless of election mechanism, all members must have at least two weeks' notice of the list of nominees, the deadline for voting, and instructions for how to cast a ballot. Elections must conclude by December 20 of each year. All members in good standing shall be eligible to vote. Members may vote for a number of

candidates equal to the number of available openings on the Board. The candidates receiving the highest number of votes shall be deemed elected.

- f. Once seated, the incoming Board of Directors shall meet to elect officers. The Immediate-Past President shall preside over this meeting.
- g. Any individual elected a Director whose membership has lapsed may cure that lapse by making her/his membership current prior to the new Board assuming office.

6. Removal of Directors. A Director may be asked to resign from the Board if s/he misses three scheduled meetings or for other reason constituting good cause. If the Director declines, s/he may be removed from office by majority vote of the other Directors.

7. Vacancies. In the event of a vacancy on the Board of Directors for any reason, the Directors may by majority vote to appoint a successor to that Director for the balance of the unexpired term from among the current active members.

8. Conflicts of Interest. Directors may have interests in conflict with those of the Chapter or the national ACS. Each Director must endeavor to be conscious of the potential for such conflicts of interest and act with candor and care in dealing with any such situation. To the extent known to the Director, s/he shall disclose any actual or potential conflict of interest to the Board of Directors and, when appropriate, remove herself or himself from discussions and decisions of the Board of Directors regarding a matter. If a Director becomes aware of an actual or potential conflict of interest after the Board of Directors has entered into discussion of, or made a decision regarding, any matter, s/he shall immediately apprise the President of the actual or potential conflict of interest. Following a disclosure of any actual or potential conflict of interest, the Board of Directors shall provide a disinterested review of the matter and, if necessary, revisit any decisions previously made.

Article V – Committees

1. Use of Committees. The Board of Directors may create one or more committees to assist it in the fulfillment of its duties, provided that the Board of Directors shall not designate decision-making authority and functions that are otherwise conferred to itself under this Constitution. Committees may be established and disbanded by the President, subject to the approval of the Board of Directors. The President shall appoint the Chair of any Committee.

2. Powers. Committees shall have only such powers as this Constitution and the Board of Directors shall confer. The Committees shall conduct their affairs in the same manner as provided by this Constitution and any Chapter by-laws.

Article VI – Advisory Board

1. The Board of Directors may authorize the creation of an Advisory Board for the ACS _____ Lawyer Chapter, to be composed of legal luminaries who have a

connection to the _____ legal community and a desire to support the ACS _____ Lawyer Chapter.

2. The President of the Board of Directors shall serve as the liaison to the Advisory Board. The Advisory Board may be consulted for recommendations for program speakers or events; asked to introduce speakers, confer awards, or serve in other ceremonial roles at programs and events; consulted for non-binding strategic advice to strengthen the Chapter's membership and profile; or serve in other advisory roles at the Board's discretion.

3. Members of the Advisory Board shall serve for a term of two years, as long as they remain active members in good standing of ACS, and shall not be compensated. There is no limit to the number of successive terms members of the Advisory Board may serve.

4. Offers of membership on the Advisory Board shall be made in writing after approval by a majority vote of the Board of Directors and approval by the ACS President or a member of the ACS staff authorized to grant approval.

Article VII – Constitution, Amendments, and By-Laws

1. The ACS _____ Lawyer Chapter shall be governed by this Constitution upon its adoption by two-thirds vote of the Steering Committee and approval by the ACS President.

2. This Constitution may be amended by a two-thirds majority vote of the Board of Directors and shall become effective upon approval of the ACS President.

3. The ACS _____ Lawyer Chapter also may be governed by by-laws, which shall be consistent with this Constitution, and may be adopted by a majority vote of the Board of Directors. The by-laws may be amended by a majority vote of the Board of Directors.

Article VIII – Effective Date

This constitution shall become effective upon its acceptance by the national ACS office, as signified by the signature of the ACS President in the space provided below.

ACCEPTED BY:

Effective Date:

Caroline Fredrickson
ACS President