GENERAL BACKGROUND

History
The ABA is headquartered in Chicago and has an office in Washington, D.C. Founded in 1878, the ABA is committed to supporting the legal profession with practical resources for legal professionals while improving the administration of justice, accrediting law schools, establishing model ethical codes, and more. Membership is open to lawyers, law students, and others interested in the law and the legal profession. The American Bar Association is one of the world’s largest voluntary professional organizations, with nearly 400,000 members and more than 3,500 entities.

The ABA bar year is August to August, however the fiscal year is September 1 to August 31.

Mission
To serve equally our members, our profession and the public by defending liberty and delivering justice as the national representative of the legal profession.

Goals
The ABA achieves its mission through tireless work toward four goals.

Goal I: Serve Our Members.
Objective: 1. Provide benefits, programs and services which promote members’ professional growth and quality of life.

Goal II: Improve Our Profession.
Objectives: 1. Promote the highest quality legal education.
2. Promote competence, ethical conduct and professionalism.
3. Promote pro bono and public service by the legal profession.

Goal III: Eliminate Bias and Enhance Diversity.
Objectives: 1. Promote full and equal participation in the association, our profession, and the justice system by all persons.
2. Eliminate bias in the legal profession and the justice system.
Goal IV: Advance the Rule of Law.

Objectives:
1. Increase public understanding of and respect for the rule of law, the legal process, and the role of the legal profession at home and throughout the world.
2. Hold governments accountable under law.
3. Work for just laws, including human rights, and a fair legal process.
4. Assure meaningful access to justice for all persons.
5. Preserve the independence of the legal profession and the judiciary.

ABA LEADERSHIP & GOVERNANCE

Officers

The ABA is led by its officers, the House of Delegates and the Board of Governors.

The elected officer positions are the president, president-elect, chair of the House of Delegates, secretary and treasurer.

The House of Delegates

The ABA House of Delegates is made of approximately 560 members comprised of delegates elected by Association members in each state, delegates from every state bar association, the larger local bar associations, the sections and divisions, other national legal professional organizations, and delegates at large elected by the members registered at each Annual Meeting. Additionally the U.S. Attorney General and the director of the Administrative Office of the U.S. Courts are members of the House by virtue of their offices. There are 73 Section and Division delegates in the House.

The ABA’s Constitution and Bylaws vest the power of the control and administration of the Association to House. It is the policy-making body of the Association that officers, sections, committees and employees are responsible. The House has the responsibility of establishing policy on professional and public issues. The House is also the body that elects officers of the Association and members of the Board via its Nominations Committee. The House has the sole authority to amend the Association Bylaws and may amend the Constitution by a vote of two-thirds or 150, whichever is greater, of the members present and voting. The House authorizes committees and sections and can discontinue them.

The House has several committees of its own including:

Credentials and Admissions- considers and reports on all questions relating to qualifications, selection or credentials of a delegate.

Rules and Calendar- assists chair in expeditious handling of House business, report to House on proposals to amend Rules of Procedure, prepares and sends to the Secretary the preliminary calendar for each meeting of the House, makes recommendations to the House on the order of business and late reports.
Nominating Committee- makes nominations for the officer and Board of Governors

Policy Formulation
The House adopts policies via resolutions submitted by sections, committees, affiliated organizations, bar associations, delegates to the House and individual members of the Association. Instructions for submitting a resolution and its corresponding report are found on the website and are sent out well in advance of the deadlines.

Board of Governors

Made up of 38-40 members, the Board of Governors has the authority to act for the ABA, consistent with previous action of the House of Delegates, when the House is not in session. Essentially, the Board is the administrative agency of the House oversees the general operation of the association and develops specific plans of action. The Board also administers the facilities and staff of the Association and formulates the Associations’ budget and reimbursement policies.

The Board is made up of 5 officers (except every third year when there is a secretary-elect and a treasurer elect- then it is 7 officers), 1 Immediate Past President, 18 District Representatives, and 14 Members-at-large (2 young lawyers, 1 judicial representative, 6 section representatives, 1 law student, 2 Minority members-at-large and 2 Women members-at-large).

The Board has five regular meetings and in the event there is “no reasonable opportunity” for action at a regular meeting, the board may vote by mail or telephone or Executive Committee. All meetings are open unless a vote is made to exclude non-members of the Board for a specific session.

The Board has several committees:

Executive Committee- handles emergency matters.

Operations and Communications Committee- handles facilities and staff, hires general counsel, monitors meetings and travel programs, proposes nominations to the Board, reviews section, division and forum committee bylaws, oversees membership matters, recommends award recipients, evaluates communication needs, approves co-sponsorship of meetings and projects, recommends staff compensation, oversees various insurance programs, evaluates technology needs.

Program, Evaluation and Planning Committee- Develops recommendation for Association priorities, plans programming to implement long range plan, encourages collaborative and innovative programs between entities, evaluates all programs to ensure they promote the mission.

Finance Committee- Develops recommendations for policies for prudent financial management, recommends the annual budget, approves emergency/supplemental requests, analyzes financial performance, directs development of accounting and financial reporting systems, serves as Finance Committee to Fund for Justice and Education, reviews grant proposal financial adequacy, reviews efforts proposed by Standing Committee on Membership to enhance revenues and reviews cost savings efforts to enhance efficiencies.

Additional ad hoc committees are added as needed.
Each section and committee is assigned a liaison from the Board. They are invited to attend the meetings of the sections or committees assigned and should be kept fully informed of their activities to allow the Board member to be an excellent spokesperson at the meetings.

*A good rule of thumb to remember what the Board and the House do is that the Board typically covers internal policy (governance of the Association) and the House typically covers external policy (how the ABA stands on an issue).

**Other Entities**

The ABA also contains thousands of specialty groups including Sections, Divisions, Forums, Task Forces, Committees, Boards, Conference Groups, and more.

**Sections/Divisions** - most represent a substantive area of law, but some represent law students, young lawyers or other bar or professional activities. The seven Divisions are - Young Lawyers, Law Student, Senior Lawyers, General Practice Solo Small Firm, Judicial, Government and Public Sector Lawyers, and Law Practice. Sections and Divisions have their own bylaws that are consistent with the Association bylaws and leadership is by officers and council members.

**Committees** - are appointed by the President and are either standing or special depending on the likely duration of the work. Standing committees have continuing assignments and are created by the Association Bylaws. A commission is a special committee whose members include non-members of the Association. A special committee or commission is automatically discontinued yearly at the Annual Meeting unless continued by the House.

**Boards** - created to govern any ongoing activity of the association. They are elected by the Board of Governors and responsible to both the Board and the House (Board of Editors of the ABA Journal and the Board of Elections).

**Task Forces** - occasionally created by the Board to perform short term assignments. It reports to the Board and the Board annually reviews each task force to determine if the assignment is completed.

**Conference Groups** - membership is divided between Association members and members of another profession or discipline with which the Association desires close communication.

**Forum Committees** - created by the House to carry out, in a specific field, a responsibility that is principally to educate its members in that field, within the purpose of the Association and not otherwise served within the Association. Each has a governing committee selected by the forum.

**Coordinating Groups** - created by the House to coordinate the activities of all participating entities that have a common interest in a specified area. Typically this consists of one representative from each participating entity appointed by the President. Each participating entity contributes its pro rata share of the operating budget.

**Advisory Committees, Commissions and Councils** - created by the House or Board to advise the standing and special committees, commissions or councils to which they are related and under whose direction and supervision they operate. Members of the advisory councils are appointed by the President and cannot be reimbursed from general revenue.

**ABA Internal Organization**

**Executive Director and Chief Operating Officer** - appointed by and serves at the will of the Board; charged with the overall management responsibility for staff operations, recommends
strategic and tactical goals and objectives, implements the goals and business plans formally adopted by the Board and policies adopted by the House.

**Senior Management Group**- senior members of staff as designated by Executive Director

**Staff Support of Entities**- Board provides some staff support for sections, divisions, standing committees, special committees and other volunteer entities engaged in programs, projects and other Association activities.

**Staff Organization**- the Executive Director and senior staff are responsible for implementing operation policies and guidelines for achieving the performance goals established by the Board. They report regularly to the Board

**Key staff groups:**
Administrative Services
ABA Journal
ABA Publishing
ABA Rule of Law Initiative
Division for Bar Services
Division for Communications and Media Relations
Office of the Consultant on Legal Education
D.C. Operations
Financial Services Division
Office of the Fund for Justice and Education
General Counsel
Governmental Affairs Office
Human Resources
Information Systems Department
Internal Audit Department
Division for Legal Services
Meetings and Travel Department
Membership and Marketing Division
Planning Office
Division for Policy Administration
Office of the President
Center for Professional Development
Center for Professional Responsibility
Professional/Specialty Services Group
Division for Public Education

**LEADING YOUR ENTITY**

As a leader you have many responsibilities and want to accomplish many things. Below is a list of things you may want to do and the corresponding policies. Review the Green Book for full comprehension of ABA Policies.
Contracts with an outside entity for sponsorship or partner for a project.
Sections’ Committees and other Association entities do not have separate legal standing to enter into oral or written contracts in their own names. Only the President and Executive Director have the authority to bind the Association contractually unless otherwise authorized by the Board. The contract shall be in writing, must be reviewed and approved by the General Counsel, are made on behalf of the ABA (not a section or committee), and will be registered with the ABA master contract registry.

Awards.
Awards can be provided if approved in advance by the board of Governors. If you wish to seek approval for an award, 90 days in advance must provide the Board’s Operations committee with specific information.

Speaking to a governmental agency on behalf of my entity.
Typically only certain people are authorized to speak on behalf of the ABA. However, to allow for the broadest range of participation by its membership, the ABA has guidelines for speaking on behalf of the ABA. The President or his/her designee may authorize you to speak on behalf of the Association. If there is a conflict of interest, you should disclose it and probably decline to speak. Occasionally the House or Board will authorize an entity to distribute a discussion paper and that paper must have the appropriate disclaimer. The most common practice for presenting a policy statement on matters within a sections primary or special expertise and jurisdiction to a governmental agency is to request Blanket Authority. There must be a clear statement of the policy position. The policy statement must not conflict with Association policy, and must clearly state that the statement is made on behalf of the entity and not the Association. There are specific requirements for the request and filing, including an expedited procedure.

Create or revise a publication.
A publication is all written, electronic, audio or visual material disseminated to specific audiences and to the public by the ABA or any of its entities. All new or revised publications must be approved by the Standing Committee on Publishing Oversight before a contract may be submitted to an author or editor and before ABA staff may enter those publications into production. Approval is not needed for committee newsletters that are distributed to committee members of your entity, supplementing or updating previously approved material unless it is a revised edition, program materials for meetings or CLE, programs such as slide shows for the House or video for a bar association or for administrative purposes, video and audio for limited internal use or productions of the Center for Continuing Legal Education. You should obtain rights necessary from authors or contributors to print and hardcopy and electronic publications. You should secure a grant of copyrights in writing. The ABA shall be the sole copyright holder of all publications issued in the name of the ABA or its entities.

Reports on newsworthy entity activities.
The Division of Communications and Media Relations will help you. You may designate representatives to assist in reporting on your activities to journalists. The representatives may not
speak on behalf of the ABA and must distinguish between their own views and Association policy.

**Updating entity information on the website.**
The ABA Web site and all other material on the website are considered to be publications of the ABA and subject to the policies and procedures. There are three forms of content: content available to only ABA members, content available to only entity members and content available to everyone. Some content should be limited to support the value of membership and other material should be designed to encourage membership.

**ETHICS AS A LEADER**

**Conflicts of Interest**
When conducting ABA business you should be aware of conflicts of interest involving improper personal or financial gain. If you become aware of a family or business relationship that creates a conflict, it should be disclosed the relationship to the Ethics office so that they may determine if recusal from the decision-making process is required or waiver of the conflict is appropriate. You may voluntarily recuse yourself.

You may not personally receive payment for services rendered if rendered on behalf of the ABA or your entity, unless payment is permitted by written contract with the ABA or resolution of the Board. Members may not receive a fee for services rendered as a contractor to the ABA or an entity while on the Board or governing body of a section or entity without regard to whether the services are related to duties arising from their position unless by resolution of the Board. This does not include a member’s firm as long as there is no improper personal or financial gain to the member.

**Business Conduct Standards**
The Business Conduct Standards outline the ethical and legal responsibilities that ABA members, employees and contractors are expected to follow when conducting ABA business. Copies are available from the Division of Policy Administration or on the website at the following link.

http://www.americanbar.org/content/dam/aba/administrative/healthlaw/leadership_portal/C14_business_conduct_standards.authcheckdam.pdf

**Reporting Unethical Behavior**
While conducting ABA business if you become aware of conduct or contemplated conduct that raises or appears to raise legal or ethical issues of violates ABA policy, a report should be made to the Ethics Office or Ethics Hotline. You may also contact the hotline for questions. The report is confidential.
ABA FINANCES

ABA Fiscal Year
The ABA fiscal year is September 1 to August 31. Dues are credited as revenue on a fiscal year basis. Expenses are charged to the fiscal year in which they are incurred. The ABA develops a budget of revenues and expenses beginning midway through the preceding year. The Finance Committee of the Board approves the budget. Entities then prepare their General Revenue budgets and their capital budget requests for the next fiscal year.

ABA Funds
You may hear about different ABA funds that are designated by the Board for specific purposes: (1) Permanent Reserve, (2) Operating Fund, (3) Program Support Funds, (4) FJE Endowment Funds, and (5) General Funds. The Permanent Reserves is for the purpose of providing funding for unforeseen third party liabilities that cannot be paid from the operating budget without significantly impacting programs and operations. This is for capital related items not programing. The Operating Funds are assets accumulated over time from a variety of sources including: depreciation, pension fund expenses in excess of pension funding and operating surpluses. Program Support Funds are approved by the Board to support specific programs. It is maintained as a separate line of business and the balance carries over yearly. The revenues come from specific program activities and external contributions. The FJE Endowment Funds are separately maintained accounts that are invested in the long-term investment pool and the income is used only for 501(c)(3) purposes pursuant to the FJE bylaws. The General Fund is a collective investment of the assets of the Operating Fund, the Program Support Fund, and individual endowment funds of less than $100,000. These funds are invested in either the long-term investment pools, short-term investments or held in cash.

Entity Reserve Funds
Entities are allowed to establish and maintain unspent balances in separate Reserve Funds in order to accumulate surplus revenue in years when revenues exceed expenses. Entities must adopt a written policy governing Reserve Fund management.

Reimbursement
Entities are expected to cover their own expenses including the reimbursement of member volunteers. You may limit the amount of reimbursement less than stipulated maximums. If your entity incurs liabilities greater than your funds, the entity is obligated to repay the Association for the overdraft.

An entity may reimburse for transportation, lodging and meals, office expenses and expenses of speakers and guests. Transportation and travel is interpreted as point to point. All reimbursements must be submitted in writing on an approved ABA reimbursement form. Requests must be submitted promptly and under no circumstances will reimbursements be made if not submitted within six months after the end of the fiscal year.
Midyear Meeting Reimbursement
Normal reimbursement guidelines are in affect for committee, section or council meetings during Midyear Meeting.

Annual Meeting Reimbursement
No reimbursement is allowed for the Annual Meeting (or the seven days on either side of the meeting), except a per diem for attendance at a section or committee business meeting or House meeting. Chairs should not schedule meetings at some intermediate point outside of the Annual Meeting site, but during the surrounding seven days, unless it is understood that transportation will not be reimbursed.

PROGRAM DEVELOPMENT AND FUNDING

There are several ways for entities to finance their programs and help develop programs. The ABA Fund for Justice and Education (“FJE”) and the American Bar Foundation (“ABF”) are part of the ABA grant and funding alphabet soup!

ABA Fund for Justice and Education
The FJE was created to allow the ABA to solicit and accept tax-exempt gifts and grants in support of law-related public service and educational programs of the ABA. Support comes from the ABA, the ABE, individual lawyers and law firms, corporations, foundations and government agencies. The FJE is a 501(c)(3) organization that can only perform certain activities and gifts and contributions are tax deductible. The FJE operates under its own bylaws and its board is composed of members of the Board. Its assets are kept separate from the general assets of the ABA and not to be used for the general purposes of the ABA.

The American Bar Foundation
The ABF is the premier research institute for the empirical study of law, legal institutions, and legal processes in the United States. The ABF was founded in response to the need for continuous and thorough examination of important problems confronting the law and legal institutions. It is supported primarily by the ABE and the Fellows of the American Bar Foundation. The Fellows is an honorary organization of practitioners, judges and legal educators whose professional, public and private careers have demonstrated outstanding dedication to the welfare of their communities and to the highest principals of the legal profession. Membership is limited to the one-third of one percent of the attorney population in each U.S. jurisdiction. Grant funding for specific research efforts is also sought from government agencies and private foundations.

Corporate Support/Sponsorship
Entities are encouraged to search out and consider corporate partnerships to increase revenues and reduce costs of public service and other activities. Sponsorship can include financial or in-kind support for one or more specific events or activities. A continuing sponsorship is a sponsorship over an extended period of time and may be for a specific activity or as general underwriting of all activities.
Entities should refer to Term Sheets from the General Counsel’s Office to help identify activities, assets, or other affiliations that may be sponsored. There are categories of policies to follow for sponsorships.

**Procedures for Sponsorship**

**Submission of Request:** A request of solicitation and acceptance of sponsorship must be submitted to the Executive Director. Before approval, the Entity should refrain from signing letter agreements, memoranda of understanding or any written summary of terms unless it includes the following language: “These terms are in the process of discussion and negotiation and do not reflect a binding agreement between the parties.”

**Review of Request:** The Executive Director will notify the Entity of approval, disapproval or referral of the request to the Board within 21 days of the receipt of the request. If request is disapproved, the Entity may appeal to the Board.

**Approval of Communications:** Before use, announcements, news releases, member communications or public statements, including the use of the ABA or Entity name or logo, pertaining to sponsorship shall be reviewed by Associate Executive Director, Communication Group.

**CLE**

ABA Center for Professional Development provides programming services to entities wishing to produce CLE and other professional development programs and products. Entities are not required to sponsor CLE and professional development, but most do for a variety of reasons. The Center produces live, in-person and distance-learning programs and derivative products.

- National Institutes are single or multi-day, in-person seminars held throughout the country to provide high-quality legal education by nationally-known experts.
- Webinars and teleconferences are accessible from any location and can cover hot topics.
- Live programs can be converted into audio CD-ROMs, online courses and audio/video downloads.

**Procedure for CLE Programs**

**Notice and Approval**

Each entity must file with the Standing Committee on Continuing Legal Education a written notice or request for approval of any proposed CLE to be sponsored or cosponsored by it. Notice is not required for CLE for judges and court personnel, programs held in conjunction with the Annual Meeting or Section membership meetings approved by the Board or informal, invitational seminars, conferences or workshops for section members or a limited invited group, or publication of materials in section or committee journals or periodicals.

Entities can use the services of the Center, but it is not required. If working with the Center, they will provide the Standing Committee with the appropriate notice and request program approval.
If the CLE will be administered by ABA staff not with the Center, during the initial planning, the Entity shall file a CLE Program Notice Form with the Standing Committee. The Standing Committee will notify an Entity within two weeks if the program is not in the best interest of the ABA along with the reasons. Entities may choose to cosponsor programs with Non-ABA entities. During the initial planning stages, a Request for Approval Form must be filed with the Standing Committee and a copy shall be sent to the Board. The Standing Committee will make a determination within two weeks of the request. If the Standing Committee does not approve the request, the Entity can appeal to the Board.

State Mandatory Requirements
All programs, whether by the Center or a Non-ABA entity, must be registered with the Center’s MCLE unit. The MCLE unit will provide the states with the necessary information to expedite the approval of the program. The Center charges a fee for these required services.

Diversity
The House of Delegates adopted a resolution in 1992 that all Entities offering CLE will “conduct appropriate and ongoing outreach to identify and include qualified presenters . . . who reflect a wide and rich diversity of the legal profession.” It was also resolved that each entity provide an annual report to the Standing Committee showing its efforts to reach out to a diverse roster of faculty.

Fees at Midyear and Annual
Any Entity seeking to charge a registration fee for CLE at Midyear or Annual Meeting must get preauthorization from the Board.

MEETINGS

Annual Meeting
The Board has adopted polices for the selection of Annual Meeting sites. The meetings rotate among Chicago, San Francisco and one open city. The opening of the Annual Meeting is the date of the Opening Assembly and the closing date is the probable day of adjournment sin die of the House.

Midyear Meetings
The Midyear Meeting consists of meetings of the Board, section councils and committees and the House of Delegates. It is held in January or February of each year at a site selected by the Board.

Master Calendar
The ABA’s website has a master calendar listing all known meetings of sections and committees and other legal organizations.

Negotiation of Booking of Meetings by Entities
Negotiation of travel contracts is a management function in the discretion of the Executive Director.