

**BYLAWS OF
THE CORPORATE COUNSEL ASSOCIATION
OF GREATER ATLANTA
A SECTION OF THE
ATLANTA BAR ASSOCIATION, INC.
(Amended and Restated February 2, 2009; as further amended and
restated on April 10, 2013)**

ARTICLE I

NAME, PURPOSE, FISCAL YEAR, LIMITATIONS, DEFINITIONS

SECTION 1.01. NAME.

The name of this Section of the Atlanta Bar Association, Inc. shall be “The Corporate Counsel Association of Greater Atlanta” and shall be hereinafter designated as the “Section.”

SECTION 1.02. PURPOSE.

The general purpose of the Section shall be the promotion of the objectives of the Atlanta Bar Association, Inc. within the particular field designated by the name of this Section. To that end, it shall be the purpose of this Section:

- (a) to uphold and defend the Constitution of the United States and Georgia;
- (b) to further the purposes and goals of the Atlanta Bar Association, Inc.;
- (c) to encourage cordial interaction among inhouse counsel and their outside legal advisors;
- (d) to provide a means of informing its members concerning the representation of corporations, partnerships or other business enterprises; and
- (e) to engage in any lawful activities related thereto.

SECTION 1.03. FISCAL YEAR.

The fiscal year of the Section shall be determined from time to time by the Board of Directors.

SECTION 1.04. LIMITATIONS.

These Bylaws have been adopted subject to the Articles of Incorporation and Bylaws of the Atlanta Bar Association, Inc. and in the event of conflict, the Articles of Incorporation and Bylaws of the Atlanta Bar Association, Inc. shall control.

SECTION 1.05. DEFINITIONS.

The terms Membership, Chair, Vice-Chair/Chair Elect, Secretary, Treasurer, Board of Directors and similar terms when used herein shall, unless otherwise designated, refer respectively to the Membership, Chair, Vice-Chair/Chair Elect, Secretary, Treasurer and Board of Directors of this Section.

ARTICLE II

MEMBERSHIP

SECTION 2.01. ENROLLMENT.

Any member or associate member of the Atlanta Bar Association, Inc. shall, upon request to the Atlanta Bar Association, Inc., be enrolled as a member of the Section by the payment of annual Section dues. Life members of the Atlanta Bar Association, Inc. may enroll as a member of the Section at any time without payment of Section dues.

SECTION 2.02. THE MEMBERSHIP

Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the Membership of the Section.

SECTION 2.03. DUES.

The annual dues for membership in the Section shall be in an amount fixed and determined by the Board of Directors from time to time in accordance with Sections 5.02 and 8.01 hereto and shall be payable annually at the time of enrollment.

SECTION 2.04. DELINQUENCY.

Any member of the Section who has not paid the annual dues within ninety (90) days following the beginning of the fiscal year shall automatically cease to be a member of the Section unless re-enrolled pursuant to Section 2.01 of this Article. Life members of the Section shall automatically cease to be a member of the Section on the last day of each fiscal year unless re-enrolled pursuant to Section 2.01 of this Article.

ARTICLE III

MEETINGS OF THE MEMBERS

SECTION 3.01. MEETINGS.

Meetings of the Membership shall be held upon call of the Chair, a majority of the Board of Directors then in office or at the written request of at least twenty-five percent (25%) of the members of the Section.

SECTION 3.02. NOTICE.

Notice of any meeting of the Membership shall be given by personal delivery, electronic transmission (including e-mail and facsimile transmission), courier service, or first-class, certified, or registered mail at least ten (10) days prior thereto, by giving notice of the place, date and time, and purpose of the meeting to each member of the Section at the address, facsimile number, or e-mail address of such member as shown on the records of the Atlanta Bar Association, Inc.

SECTION 3.03. QUORUM.

The members of the Section present at any meeting shall constitute a quorum for the transaction of business; provided, however, for purposes of Section 3.06 hereto, five percent (5%) of the members of the Section shall constitute a quorum for the transaction of business.

SECTION 3.04. CONTROLLING VOTE

Action of the Section shall be by majority vote of the voting members present.

SECTION 3.05. VOTING ELIGIBILITY.

Any active, life or associate member of the Atlanta Bar Association, Inc. who is a member of the Section, as reflected on the records of Atlanta Bar Association, Inc., shall be eligible to vote and each such person shall have one (1) vote.

SECTION 3.06. VOTING BY BALLOT.

Any action required or permitted to be taken at any meeting of the members of the Section may be taken without a meeting if the Section delivers a ballot by mail or electronic transmission (including e-mail and facsimile transmission) to every member entitled to vote on the matter. In that event, binding action of the Section shall be by a majority of the votes received from members who cast their votes by ballot in accordance with Section 14-3-708 of the Georgia Nonprofit Corporation Code (together with any successor provision of the laws of the State of Georgia, the "GNCC") and the rules fixed by the Board of Directors.

ARTICLE IV

OFFICERS

SECTION 4.01. OFFICERS.

The officers of the Section shall consist of a Chair, a Vice-Chair/Chair-Elect, a Secretary, a Treasurer and the Immediate Past Chair. The officers shall assume office at the Annual Meeting of the Atlanta Bar Association, Inc. and shall serve for a term of one

(1) year and until the next Annual Meeting of the Atlanta Bar Association, Inc. Only persons who meet the eligibility requirements under Section 4.03 below may be nominated in any manner for or serve in any office of the Section. Each officer shall be elected for a one (1) year term by the voting members of the Section, pursuant to the procedures set forth in Article VI of these Bylaws.

SECTION 4.02. DUTIES AND AUTHORITY.

The officers shall have such duties and authority as generally pertain to their respective offices, as well as such duties and authority as from time to time may be designated by the Board of Directors; provided that such duties and authority are not inconsistent with other provisions of these Bylaws. Without limitation upon any of the foregoing:

(a) The Chair shall be the Chief Executive Officer of the Section and shall be responsible for the administration of the Section, including general supervision of the policies, programs and decisions adopted by the Board of Directors. The Chair shall act as spokesperson for the Section; shall have the right to call and shall preside at all meetings of the Board of Directors and the Membership; shall appoint the chair and members of all committees of the Section who are to hold office during his or her term as Chair; shall plan and superintend the programs of the Section during his or her term, subject to the direction and approval of the Board of Directors; and shall keep the Board of Directors duly informed as to the administration and activities of the Section.

(b) The Vice-Chair/Chair Elect shall automatically become Chair of the Section at the expiration of his or her term as Vice-Chair/Chair Elect. The Vice-Chair/Chair Elect shall, on consultation with the Chair, arrange for the appointment of the chair and members of all committees who are to hold office during his or her coming term as Chair. The Vice-Chair/Chair Elect shall aid the Chair in the performance of his or her responsibilities in such manner and to such extent as the Chair may request and shall, in the absence of the Chair, perform the duties of the Chair.

(c) The Secretary shall consult with and assist all the officers of the Section generally in the manner and to the extent they may request; shall issue, or cause to be issued, notices of all meetings of the Board of Directors and the Membership; shall keep a true record of the proceedings of all meetings of the Board of Directors and of the Membership, whether assembled or acting under submission; shall have charge and custody of all minute books of the Section; and shall serve as a liaison between the Section and the staff of the Atlanta Bar Association, Inc. regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the Atlanta Bar Association, Inc.

(d) The Treasurer shall consult with and assist all the officers of the Section generally in the manner and to the extent they may request; shall keep, or cause to be kept, an accurate record of all monies received or expended by the Section; shall monitor all accounts, reports and other documents prepared as to Section funds, revenues and expenditures, and seek to make certain that all such accounts, reports and other

documents are, at all times, accurate and correct; shall periodically report to the Chair and the Board of Directors on the Section's present and projected financial condition; shall advise the officers and Board of Directors about the financial impact of any proposed action by the officers, Board of Directors or Section which, in his or her judgment, would have a significant impact on the financial condition of the Section; shall, at least once each year, prepare a projected budget to be submitted to the Board of Directors; and shall prepare such other recommendations and reports on the financial affairs of the Section as may be requested by the Chair or the Board of Directors.

SECTION 4.03. ELIGIBILITY.

Any active, life or associate member of the Atlanta Bar Association, Inc. who is a member of the Section shall be eligible to hold office as an officer, and all officers must maintain their eligibility throughout their term. The Chair may not succeed himself or herself in that office, but automatically upon the termination of the term which such person is serving as Chair, such person shall commence serving a one-year term as Immediate Past Chair.

SECTION 4.04. VACANCIES.

Any officer may resign at any time by delivering his or her resignation to the Chair or Secretary, to take effect at the time specified in the resignation; the acceptance of the resignation, unless required by its terms, shall not be necessary to make it effective. In the event a vacancy occurs in the office of Chair as a result of death, resignation or otherwise, the Vice-Chair/Chair Elect shall perform the duties and functions of that office for the remainder of the term in which such vacancy occurs. The fact that such vacancy is filled by the Vice-Chair/Chair Elect shall not affect such person's succession to the office of Chair at the expiration of the term for which he or she was chosen to serve as Vice-Chair/Chair Elect, any provision in these Bylaws to the contrary notwithstanding. Vacancies in the offices of Vice-Chair/Chair Elect, Secretary or Treasurer shall be filled for the remainder of the term in which such vacancy occurs by action of the Board of Directors.

SECTION 4.05. REMOVAL.

Any officer may be removed from office with or without cause by the affirmative vote of a Seventy-Five Percent (75%) majority of the members of the Board of Directors then in office (not including the subject officer). Removal action may be taken at any meeting of the Board of Directors with respect to which notice of such purpose has been given, and a removed officer's successor may be elected pursuant to Section 4.04 hereto at the same meeting to serve the unexpired term.

SECTION 4.06. COMPENSATION.

Officers of the Section shall not receive any compensation for their services as officers, but they may be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as officers, provided that nothing herein contained

shall be construed to preclude any such officer from serving the Section in any other capacity and receiving compensation therefor.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.01 COMPOSITION.

There shall be a Board of Directors of the Section which shall consist of the five (5) officers described in Article IV of these Bylaws and six (6) Members-at-Large. The number of directors constituting Members-at-Large may be fixed from time to time by resolution of the Board of Directors, but no decrease may shorten the term of any incumbent director. The members of the Board of Directors shall assume office at the Annual Meeting of the Atlanta Bar Association, Inc. and shall serve until the next Annual Meeting of the Atlanta Bar Association, Inc., save and except for Members-at-Large who are serving two (2)-year terms on the Board of Directors who shall be allowed to serve through the second (2nd) year of their terms.

SECTION 5.02. DUTIES AND AUTHORITY.

The Board of Directors shall be responsible for the affairs and business of the Section; shall formulate the general policies of the Section subject to these Bylaws and the Articles of Incorporation and the Bylaws of the Atlanta Bar Association, Inc.; and shall be empowered to fix and prorate annual Section dues, provided that such dues shall be fixed and determined and an annual proposed budget prepared by not later than sixty (60) days prior to the first day of the fiscal year. It shall be the affirmative duty of the Board of Directors and each member thereof to assure that the Section makes no financial or other commitments during any fiscal year, which exceed the sum of funds on hand at the beginning of the fiscal year and revenues or other appropriations to be received by the Section during that fiscal year, without prior written approval of the Executive Committee of the Atlanta Bar Association, Inc. Any member of the Board of Directors shall be available for appointment as a project or committee chair.

SECTION 5.03. ELIGIBILITY, ELECTION AND TERM OF MEMBERS-AT-LARGE.

Any active, life or associate member of the Atlanta Bar Association, Inc. who is a member of the Section may be nominated in any manner for and serve as a Member-at-Large of the Board of Directors, and all Members-at-Large of the Board of Directors must maintain their eligibility throughout their term. Six (6) Members-at-Large (unless such number shall be amended by further resolution of the Board of Directors) shall be elected for one (1) or two (2) year terms by the voting members of the Section in a manner reasonably calculated to ensure that approximately one half (1/2) of the Board rotates each year, pursuant to the procedures set forth in Article VI of these Bylaws. No person shall be eligible for election as a Member-at-Large of the Board of Directors who has served in such capacity for the two preceding consecutive years.

SECTION 5.04. MEETINGS.

The Board of Directors shall meet as frequently as necessary for the conducting of Section business at such place as may from time to time be fixed by resolution of the Board of Directors or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by resolution of the Board of Directors and special meetings may be held at such times upon call of the Chair or a majority of the voting members of the Board of Directors on at least 48 hours' notice to each Director, either personally or by mail, electronic transmission (including e-mail and facsimile transmission), or telephone. Notice need not be given of regular meetings held at times fixed by resolution of the Board of Directors. No notice of any meeting need be given any member of the Board of Directors who at any time before or after the meeting waives notice of the meeting in writing or who attends such meeting, unless at the beginning of such meeting he or she states an objection to the place or time of the meeting, or to the manner in which it has been called.

SECTION 5.05. QUORUM AND CONTROLLING VOTE; TELEPHONIC MEETINGS.

(a) At all meetings of the Board of Directors, a majority of the Board of Directors then in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, then the affirmative vote of a majority of the members of the Board of Directors present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the members of the Board of Directors present may adjourn the meeting from time to time until a quorum is present.

(b) Members of the Board of Directors may participate in a meeting thereof by means of telephone, or any other communication equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

SECTION 5.06. ACTION WITHOUT MEETING.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is evidenced by one or more written consents setting forth the action so taken, signed by a majority of the Board of Directors then in office. Such written consent(s) shall be filed with the minutes of the proceedings of the Board of Directors. Action taken under this Section 5.06 is effective when the last of those members of the Board of Directors required to approve such action signs the written consent(s), unless the consent(s) specify(ies) a different effective date. The record date for determining those members of the Board of Directors entitled to take action without a meeting shall be the date the first member of the Board of Directors signs a written consent.

SECTION 5.07. VACANCIES.

Any Member-at-Large may resign at any time by delivering his or her resignation to the Chair or Secretary, to take effect at the time specified in the resignation; the acceptance of the resignation, unless required by its terms, shall not be necessary to make it effective. Any vacancy in a Member-at-Large position on the Board of Directors, including one created by an increase in the number of directors, shall be filled for the unexpired term by a majority vote of the members of the Board of Directors then in office, whether or not there is a quorum. The appointee to fill such vacancy shall be a member of the Section eligible to hold office. In the event that the Immediate Past Chair shall be unable to serve by reason of death, resignation or otherwise, the Board of Directors shall, by a majority vote of the members of the Board of Directors then in office, elect an additional director who shall be a member of the Section eligible to hold office. The appointee shall serve until the next Annual Meeting of the Atlanta Bar Association, Inc. In the event of a tie vote with respect to any vacancies to be filled pursuant to this Section 5.07, the Chair shall fill such vacancy by the appointment of a member of the Section eligible to hold office. Such person shall serve until the next Annual Meeting of the Atlanta Bar Association, Inc.

SECTION 5.08. REMOVAL.

Any Member-at-Large may be removed from office with or without cause by the affirmative vote of a Seventy-Five Percent (75%) majority of the members of the Board of Directors then in office (not including the subject member). Removal action may be taken at any meeting of the Board of Directors with respect to which notice of such purpose has been given, and a removed Member-at-Large's successor may be elected pursuant to Section 5.07 hereto at the same meeting to serve the unexpired term.

SECTION 5.09. COMPENSATION.

Members of the Board of Directors of the Section shall not receive any compensation for their services as Directors, but they may be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as members of the Board of Directors, provided that nothing herein contained shall be construed to preclude any such member from serving the Section in any other capacity and receiving compensation therefor. The compensation of employees, agents and consultants of the Section shall be fixed by the Board of Directors.

ARTICLE VI

NOMINATING PROCEDURES; ELECTIONS

SECTION 6.01. SCOPE.

This Article shall govern the procedures for nomination of candidates for the positions of officers of the Section and the positions of Members-at-Large of the Board of Directors of the Section.

SECTION 6.02. NOMINATING COMMITTEE.

The Nominating Committee shall consist of three (3) members, two (2) of whom shall be the Chair and the Vice-Chair/Chair-Elect of the Section. The Chair shall serve as Chair of the Nominating Committee. The remaining member of the Nominating Committee shall be appointed by the Chair and shall be a member of the Board of Directors then in office. The selection of the Nominating Committee shall occur no later than January 1st of each calendar year. With the exception of the Chair, the members of the Nominating Committee shall be eligible for nomination for any position under consideration by the Nominating Committee. At all meetings of the Nominating Committee, a majority of the committee members shall be necessary to constitute a quorum for the transaction of business, and a vote of a majority of the Committee members shall be the act of the Nominating Committee. In the absence of a quorum, the Committee member present may adjourn the meeting from time to time until a quorum is present.

SECTION 6.03. DUTIES OF NOMINATING COMMITTEE.

(a) The Nominating Committee shall nominate at least one (1) and not more than three (3) active, life or associate members of the Atlanta Bar Association, Inc. who are members of the Section for each of the offices of Vice-Chair/Chair Elect, Secretary and Treasurer as are to be filled at the ensuing election.

(b) The Nominating Committee shall nominate at least one (1) and not more than three (3) active, life or associate members of the Atlanta Bar Association, Inc. who are members of the Section for each of the vacancies among the Members-at-Large of the Board of Directors as are to be filled at the ensuing election.

(c) The Nominating Committee shall submit its report to the Secretary and the Executive Director of the Atlanta Bar Association, Inc., by no later than January 20th of each year, or the first business day subsequent thereafter in the event such day occurs on a weekend or holiday, which report must indicate that all persons nominated have agreed in writing to serve if elected.

SECTION 6.04. NOTIFICATION TO MEMBERS OF NOMINATIONS.

The Secretary of the Atlanta Bar Association, Inc. shall, not later than February 7th of each year or the first business day subsequent thereafter in the event such day occurs on a weekend or holiday, mail a list of the nominations from the Nominating Committee to each active, life or associate member of the Atlanta Bar Association, Inc. who is a member of the Section.

SECTION 6.05. OTHER NOMINATIONS.

Nominations for any position may be made in writing over the signatures of not less than twenty-five (25) active, life or associate members of the Atlanta Bar Association, Inc. who are members of the Section, by filing such nominations with the

Executive Director and the Secretary of the Atlanta Bar Association, Inc. not later than February 21st of each year or the first business day subsequent thereafter in the event such day occurs on a weekend or holiday.

SECTION 6.06. VOTING.

Voting shall be by mail or electronic transmission (including e-mail and facsimile transmission). The Secretary of the Atlanta Bar Association, Inc. shall prepare a formal ballot containing the names of all nominees, listed in alphabetical order, for the respective positions and indicating the number of persons to be voted for, unless such nominees are unopposed, in which event the respective position or positions will not be listed on the ballot and the sole nominee for such position or positions will be considered elected notwithstanding any provision of these Bylaws to the contrary. The entire ballot may be dispensed with if all nominees thereon are unopposed. For contested elections, ballots shall be mailed or electronically transmitted not later than the last day of February of each year unless such day occurs on a weekend or a holiday, in which such event ballots shall be mailed or electronically transmitted not later than the first business day thereafter. Ballots shall be accompanied by voting instructions (including notification of the time and form in which such ballots shall be returned). To be eligible for counting, ballots must be returned to the Atlanta Bar Association, Inc. in accordance with the voting instructions and not later than such time as shall be determined by the Board of Directors of the Atlanta Bar Association, Inc.

SECTION 6.07. REQUIRED VOTES.

(a) Officers. Persons to be elected as officers of the Section must be elected by a majority of the votes cast. In the event no candidate for an office receives a majority of the votes cast in the first ballot, a vote between the two persons receiving the highest number of votes for such office in the first ballot shall be had at a run-off election to be held at such time as determined by the Board of Directors of the Atlanta Bar Association, Inc., which run-off election shall be held in accordance with the procedures set forth in Section 6.06.

(b) Members-at-Large. The candidate or candidates for the positions of Members-at-Large with the highest number of votes will be considered elected to fill the authorized vacancy or vacancies. In the event there is a tie vote between or among candidates who would otherwise be elected in the absence of such a tie, the persons to be elected shall be determined in the run-off election described in Section 6.07(a) hereto. Candidates receiving a plurality of votes in the run-off election shall be deemed elected to the authorized vacancy or vacancies in descending order of votes received.

SECTION 6.08. OTHER PROCEDURES FIXED BY BOARD OF DIRECTORS.

The Board of Directors may by resolution prescribe such other procedures as may be necessary or appropriate to the conducting of elections, provided that: (a) such procedures are not inconsistent or in conflict with any other provisions of these Bylaws;

and (b) such procedures are submitted to and approved by the Board of Directors of the Atlanta Bar Association, Inc. by no later than February 1st of each year.

SECTION 6.09. TIE VOTE.

In the event of a tie vote after the second balloting, the election shall be determined under such arrangements as the Board of Directors of the Section deems appropriate.

ARTICLE VII

PROJECTS AND COMMITTEES

SECTION 7.01. ESTABLISHMENT BY MEMBERS.

At any meeting of the Membership, any voting member may move for the establishment of a project or a committee for a specific purpose, and upon establishment of such project or committee by majority vote of those voting members present, the Chair shall appoint a chair thereof, the chair and members of any such projects and committees to serve until the next Annual Meeting of the Atlanta Bar Association, Inc. unless appointed for a shorter period.

SECTION 7.02. ESTABLISHMENT BY CHAIR OR BOARD OF DIRECTORS

The Chair or the Board of Directors of the Section may establish such projects and committees as may from time to time be deemed necessary or appropriate, and the Chair shall appoint chairs and members thereof, the chair and members of any such projects and committees to serve until the next Annual Meeting of the Atlanta Bar Association, Inc. unless appointed for a shorter period.

ARTICLE VIII

COORDINATION WITH THE ATLANTA BAR ASSOCIATION, INC.

SECTION 8.01. FINANCIAL MATTERS OF SECTION.

The Section shall submit its dues proposal to the Executive Director of the Atlanta Bar Association, Inc. at least ninety (90) days prior to the Annual Meeting of the Atlanta Bar Association, Inc., and shall send a copy of its proposed budget to the Executive Director of the Atlanta Bar Association, Inc. for information at such time. The Executive Director of the Atlanta Bar Association, Inc. shall submit such dues proposal and budget to the Board of Directors of the Atlanta Bar Association, Inc. in accordance with established procedures of the Atlanta Bar Association, Inc. The Section shall be authorized to collect dues from its members and otherwise collect and disburse monies subject to such rules and regulations as may be set forth by the Board of Directors of the Atlanta Bar Association, Inc. from time to time.

SECTION 8.02. DEPOSIT AND HANDLING OF SECTION MONIES.

Funds of the Section shall be deposited in the treasury of the Atlanta Bar Association, Inc. and shall be disbursed by the Treasurer of the Atlanta Bar Association, Inc. to pay expenses of the Section which have been approved for payment by the Chair or Treasurer of the Section.

SECTION 8.03. EXPENDITURE OF SECTION MONIES.

Funds of the Section shall be expended for such purposes related to the activities of the Section in such manner as may be determined by the Board of Directors. Further, the Chair or Treasurer is authorized and empowered to pay to the Atlanta Bar Association, Inc. any fees or charges for services rendered by the Atlanta Bar Association, Inc. and reimburse the Atlanta Bar Association, Inc. for any expenses incurred by the Atlanta Bar Association, Inc. for or on behalf of the Section.

SECTION 8.04. SECTION CONTINUING LEGAL EDUCATION.

The Section shall from time to time conduct programs for the continuing education of its members, but shall coordinate its efforts in this regard with the Atlanta Bar Association, Inc.

SECTION 8.05. LEGISLATION.

The Section is authorized and empowered to study and review proposed legislation; provided, however, that neither the Section nor any member thereof shall be authorized to make any public statements, to sponsor or to express approval or disapproval of any legislation, or to take any other action in the name of the Atlanta Bar Association, Inc. or the Section without the prior written approval of the Executive Committee of the Atlanta Bar Association, Inc.

SECTION 8.06. REVIEW OF SECTION ACTIVITIES.

The Section shall submit annually to the Board of Directors of the Atlanta Bar Association, Inc., but no later than forty-five (45) days prior to the Annual Meeting of the Atlanta Bar Association, Inc., a report of the activities of the Section for the immediately preceding year and projected goals for the next ensuing fiscal year.

SECTION 8.07. NOTICE OF AMENDMENT TO BYLAWS.

Written notice of any proposed amendment to these Bylaws, including a copy of the proposed amendment, shall be delivered to the Executive Director of the Atlanta Bar Association, Inc. at least ten (10) days prior to the date it is presented to the Membership or the Board of Directors for action thereon.

SECTION 8.08. FILING OF BYLAWS AND AMENDMENTS.

These Bylaws and any amendments thereto shall be filed with the Secretary of the Atlanta Bar Association, Inc. within ten (10) days following the effective date thereof and a copy thereof shall be delivered to the President and Executive Director of the Atlanta Bar Association, Inc. at the time that the Bylaws or any amendments thereto are filed with the Secretary of the Atlanta Bar Association, Inc.

ARTICLE IX

EFFECTIVE DATE AND TRANSITION PROVISIONS; AMENDMENTS.

SECTION 9.01. EFFECTIVE DATE AND TRANSITION PROVISIONS.

These Bylaws shall become effective on February 2, 2009; provided, however, that the positions of officers and directors in existence prior to the adoption of these Bylaws shall continue until the next Annual Meeting of the Atlanta Bar Association, Inc. and the persons holding such positions of officers and directors in existence prior to the adoption of these Bylaws shall continue in such positions until the next Annual Meeting of the Atlanta Bar Association, Inc.

SECTION 9.02. AMENDMENT.

Subject to the provisions of Section 8.07 hereto, the Bylaws of the Section shall be subject to alteration, amendment or repeal and new Bylaws not inconsistent with the Articles of Incorporation and Bylaws of the Atlanta Bar Association, Inc. may be made either: (a) by the affirmative vote of at least a majority of the voting members of the Section at any meeting of the Membership at which a quorum is present, provided that notice of the proposal to make, alter, amend or repeal such Bylaws be included in the notice of any such meeting of the Membership; or (b) by the affirmative vote of a majority of all members of the Board of Directors then holding office at any regular or special meeting of the Board of Directors. Notwithstanding the foregoing, the members of the Board of Directors shall not be entitled to alter, amend or repeal any Bylaws adopted by the members, which the members prescribe shall not be altered, amended or repealed by the Board of Directors.