

**BY-LAWS OF THE
ELDER LAW SECTION
ATLANTA BAR ASSOCIATION, INC.**

**ARTICLE I
NAME, PURPOSE, FISCAL YEAR, LIMITATION, DEFINITIONS**

1.1 Name. The name of this Section of the Atlanta Bar Association, Inc., shall be the Elder Law Section, and shall be hereinafter designated as "the Section."

1.2 Purpose. The general purpose of the Section shall be to promote the objectives of the Atlanta Bar Association Inc., within the particular fields designated by the name of this Section.

1.3 Fiscal Year. The fiscal year of the Section shall be from June 1 through May 31.

1.4 Limitations. These By-Laws have been adopted subject to the Articles of Incorporation and By-Laws of the Atlanta Bar Association, Inc. and, in the event of conflict, the Articles of Incorporation and By-Laws of the Atlanta Bar Association, Inc. shall control.

1.5 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**

2.1 Enrollment. Any member of the Atlanta Bar Association, Inc. upon request to the Section or the Atlanta Bar Association, Inc. may 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.

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

2.3 Dues. Dues for membership in the Section shall be in an amount set by the Board of Directors in accordance with Section 5.3 and 8.1 hereof and shall be payable annually at the time of enrollment.

2.4 Delinquency. Any member of the Section who has not paid the annual dues by September 1st of each year shall automatically cease to be a member of the Section. Life members of the Section shall automatically cease to be a member of the Section on May 31 of

each year unless re-enrolled pursuant to Section 2.1 of this Article.

ARTICLE III MEETINGS OF THE MEMBERS

3.1 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.

3.2 Notice. Notice of any Meeting of the membership shall be mailed or faxed at least ten (10) days prior thereto, by mailing or faxing notice of the place and purpose of the meeting to each member of the Section at the address or fax number of such member as shown on the records of the Atlanta Bar Association, Inc.

3.3 Quorum. The members of the Section present at any meeting shall constitute a quorum for the transaction of business; provided, however, at least one third (1/3) of the members of the Board and in no event not less than four (4) members of the Board, are necessary to constitute a quorum.

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

3.5 Voting Eligibility. Any member of the Section, shall be eligible to vote and each such person shall have one (1) vote.

3.6 Voting By Mail. The Board of Directors may direct that a matter be submitted to the membership for vote by mail. In that event, binding action of the Section shall be by a majority of the votes received from members in accordance with the rules fixed by the Board of Directors.

ARTICLE IV OFFICERS

4.1 Number; Election; Term. The officers of the Section shall consist initially of a Chair, a Vice-Chair/Chair-Elect, a Secretary and a Treasurer. The officers of the Section serving as of the adoption of these Bylaws shall be appointed by the Board of Directors of the Section, and shall serve in that capacity until the next election of the officers at the Annual Meeting of the Atlanta Bar Association, Inc. in May 2002. Beginning on the date of the Annual Meeting of the Atlanta Bar Association, Inc. in May 2002, the officers of the Section shall include the Immediate Past Chair only. Every other 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 By-Laws. Only persons who are members of the Section may be nominated in any manner for or serve in any office or position of the Section.

4.2 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 By-Laws. 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 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 with the work 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; 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 with the work 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 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 serve as Chair of the Sponsorship Committee; and shall serve as liaison with any sponsors of the Section; shall advise the officers and Board of Directors about any proposed action by the officers, Board of Directors or Section which in his or her judgment, would have 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.

4.3 Eligibility. All members of the Section shall be eligible to hold office as an officer or as a Member-at-Large of the Board of Directors, and all officers and Members-at-Large of the

Board of Directors 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.

4.4 Vacancies. 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 By-Laws to the contrary notwithstanding. In the event a vacancy occurs in the offices of Vice-Chair/Chair-Elect, Secretary or Treasurer, such vacant post shall be filled by the Board.

4.5 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 constructed to preclude any such officer from serving the Section in any other capacity and receiving compensation therefor.

ARTICLE V BOARD OF DIRECTORS

5.1 Composition; Classification; Term. There shall be a Board of Directors of the Section which, beginning on the date of the Annual Meeting of the Atlanta Bar Association, Inc. in 2002, shall consist of the five officers described in Article IV of these By-laws and a minimum of four (4) Members-at-Large elected pursuant to the procedures set forth in Section 4.1 and Article VI of these By-Laws and shall serve for a one (1) year term, but each Member-at-Large may run for that position each term and may be reelected. Additionally, the designee liaison of the Georgia State Bar Elder Law Section shall be an ex officio member of the Board.

5.2 Eligibility. Any Member of the Section may be nominated for and serve as a Member-at-Large of the Board of Directors.

5.3 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 By-Laws and the Articles of Incorporation and By-Laws 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.

5.5 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 any time upon call by the Chair or a majority of the voting members of the Board of Directors on one (1) day's notice to each Director, either personally or by mail, fax 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. Attendance by Board members at all regularly scheduled meetings is expected. The Board may by majority vote, remove a member of the Board if such member has missed more than three (3) regularly scheduled Board meetings during any fiscal year. For this purpose, the fiscal year shall begin on June 1.

5.5 Quorum and Controlling Vote. At all meetings of the Board of Directors, the presence of one-third of the entire Board of Directors, but not less than four (4) members of the Board of Directors, shall be necessary to constitute a quorum for the transaction of business, and a vote of a majority of the members of the Board of Directors present and voting shall be the act of the Board of Directors.

5.6 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 written consent setting forth the action so taken shall be signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors.

5.7 Vacancies. Any vacancy in a Member-at-Large position on the Board of Directors shall be filled by interim appointment, by a majority vote of the members of the Board of Directors then in office, of a member of the Section eligible to hold office. The appointee shall serve for the unexpired term of the Director whose place has become vacant. 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 5.7, the Chair shall fill such vacancy by the appointment of a member of the Section eligible to hold office.

5.8 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

6.1 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.

6.2 Nominating Committee. The Nominating Committee shall consist of three (3) members, one of who shall be the Immediate Past Chair of the Section. The Immediate Past Chair shall serve as Chair of the Nominating Committee. The Chair of the Section shall appoint the remaining two (2) members of the nominating Committee. The selection of the Nominating Committee shall occur no later than the date set by the Atlanta Bar Association. 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.

6.3 Duties of Nominating Committee.

(a) The Nominating Committee shall solicit self-nominations from the Board members and the Chair shall make nominations to fill any vacancies so that there shall be nominated at least one but not more than three Active or Life members of the Section for each of the offices of Vice-Chair/Chair Elect, Secretary and Treasurer. Only persons who have served during the current year on the Board of Directors of the Section shall be eligible for nomination for the position of Vice-Chair/Chair Elect, whether such persons are nominated by the Nominating Committee or by petition under Section 6.5.

(b) The Nominating Committee shall nominate at least one, but not more than three Active or Life members of the Section for as many 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, on such date set by the Atlanta Bar Association, Inc. for such report, which report must indicate that all persons nominated have agreed in writing to serve if elected.

6.4 Notification to Members of Nominations. The Secretary of the Atlanta Bar Association, Inc. shall, on such date set by the Atlanta Bar Association, Inc., provide every member whose name was submitted for consideration by the Nominating Committee a copy of the Nominating Committee's report and information on how to petition for nomination according to Section 6.5 of the Bylaws.

6.5 Other Nominations. Nominations for any position may be made in writing over the signatures of not less than ten (10) Active or Life members of the Section, by filing such nominations with the Executive Director and the Secretary of the Atlanta Bar Association, Inc. not later than such date set by the Atlanta Bar Association, Inc.

6.6 Voting. Voting shall be by mail. 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 will be considered elected notwithstanding any other provision of these By-laws to the contrary. The entire ballot may be dispensed with if all nominees thereon are unopposed. Such ballots shall be mailed on such date set by the Atlanta Bar Association, Inc. Such ballots shall be accompanied by voting instructions and notification of the time at which such ballots may be returned. To be eligible for counting, such ballots must be returned to the principle office of the Atlanta Bar Association, Inc. no later than such time as shall be determined by the Board of Directors of the Atlanta Bar Association, Inc.

6.7 Required Votes.

(a) Officers. Persons to be elected as officer of the Section must be elected by a plurality of the votes cast by the voting members of the Section. The candidate for an office receiving the highest number of votes for such office shall be elected to such office.

(b) Members-at-Large. The number of persons who equal the number of vacancies to be filled and receive a plurality of the votes cast by the voting members of the Section for Members-at-Large of the Board of Directors shall be deemed elected Members-at-Large.

6.8 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 By-Laws; and (b) such procedures are submitted to and approved by the Board of Directors of the Atlanta Bar Association, Inc.

6.9 Tie Vote. In the event of a tie vote under Sections 6.7(a) or (b) the election shall be determined under such arrangements as the Board of Directors of the Section deems appropriate.

ARTICLE VII PROJECTS AND COMMITTEES

7.1 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 shall serve until the next Annual Meeting of the Atlanta Bar Association, Inc., unless appointed for a shorter period.

7.2 Establishment by Chair or Board of Directors. The Chair of 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 the chair and members thereof, the chair and members of any such projects and committees shall 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.

8.1 Financial Matters of Section. The Section shall submit its dues proposal to the Board of Directors, the Executive Committee, the President, the Vice-President/President-Elect and the Executive Director of the Atlanta Bar Association, Inc. at least ninety (90) days prior to the Annual Meeting of the corporation and shall send a copy of its proposed budget to the Board of Directors, the Executive Committee, the President, the Vice-President/President-Elect and the Executive Director of the Atlanta Bar Association, Inc. for information at such time. 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.

8.2 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 bills of the Section which have been approved for payment by the Chair or Treasurer of the Section.

8.3 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 to reimburse the Atlanta Bar Association, Inc. for any expenses incurred by the Atlanta Bar Association, Inc. for or on behalf of the Section.

8.4 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.

8.5 Legislation. The Section is authorized and empowered to study and review proposed legislation; provided, however, 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.

8.6 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 Corporation, a report of the activities of the Section for the immediately preceding year and projected goals for the next ensuing fiscal year.

8.7 Notice of Amendment to By-Laws. Written notice of any proposed amendment to these By-Laws, including a copy of the proposed amendment, shall be delivered to the President, Vice-President/President Elect and Executive Director of the Atlanta Bar Association, Inc. at

least ten (10) days prior to the date it is presented to the membership or Board of Directors for action thereon.

8.8 Filing of By-Laws and Amendments. These By-Laws 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 By-Laws or any amendments thereto are filed with the Secretary of the Atlanta Bar Association, Inc.

**ARTICLE IX
AMENDMENT**

Subject to the provisions of Section 8.7 hereof, the By-Laws of the Section shall be subject to alteration, amendment or repeal and new By-Laws not inconsistent with the Articles of Incorporation and By-Laws 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 By-Laws be included in the notice of any such meeting of the members; or (b) by the affirmative vote of a majority of all voting members of the Board of Directors then holding office at any regular or special meeting of the Board of Directors; provided, however, the members of the Board of Directors shall not be entitled to alter, amend or repeal any By-Laws adopted by the members, which the members prescribe shall not be altered, amended or repealed by the Board of Directors.

This day of _____, 2001.

Secretary