

# CONSTITUTION OF THE BIRMINGHAM BAR ASSOCIATION

Revised 1985  
Amended 1991, 1993, 1994, 2006

## ARTICLE I. NAME

The name of the association shall be the Birmingham Bar Association ("Association").

## ARTICLE II. OBJECTS AND PURPOSES

The purposes of the Association are to maintain the honor and dignity of the profession of the law; to increase its usefulness in promoting the due administration of justice; to exercise a constructive influence among members of the legal profession and the life of the community; to promote needed reform in the law; to facilitate the administration of justice; to elevate the standard of integrity, honor and courtesy in the legal profession; and to cultivate a spirit of collegiality and good fellowship among its members, and further their legal education.

## ARTICLE III. MEMBERSHIP

Section 1. **Eligibility.** Any member of the legal profession in good standing may become a member of the Association upon application and approval as prescribed in the by-laws. Membership in this Association shall be a privilege, not a matter of right.

Section 2. **Classes.** The by-laws may provide for classes of membership.

Section 3. **Expulsion.** Any member may be expelled after an opportunity for hearing by a three-fourths (3/4) vote of the Executive Committee of the Association.

## ARTICLE IV. OFFICERS

Section 1. **Officers.** The officers of this Association shall be a President, President-Elect who shall serve as Vice-President, and Secretary-Treasurer.

Section 2. **Terms.** All officers shall be elected for one-year terms at the annual meeting of the Association in the manner provided in the by-laws and shall serve until their successors are duly elected.

## ARTICLE V. GOVERNANCE

Section 1. The Executive Committee shall be the governing body of the Association.

Section 2. The Executive Committee shall consist of the elected officers, the immediate Past President, the President or Chair of each Section of the Association, as defined under Section VII of the Constitution, a representative of the Board of Bar Commissioners of the Alabama State Bar as provided in the by-laws, the representative designated by the Magic City Bar Association, as provided in the by-laws, and such number of elected at-large members as the by-laws shall require.

## ARTICLE VI. COMMITTEES

Section 1. **Standing Committees.** The by-laws of the Association set forth the various standing committees. Members of these committees shall be appointed by the President with the advice and approval of the Executive Committee. Their terms will expire simultaneously with that of the President, except as otherwise provided in the by-laws.

Section 2. **Special Committees.** The President, with the approval of the Executive Committee may appoint special committees. The terms of the members of these committees will expire simultaneously with that of the President.

#### **SECTION VII. SECTIONS**

Section 1. **Young Lawyers Section.** There shall be a Young Lawyers Section of the Association as provided for in the by-laws.

Section 2. **Women Lawyers Section.** There shall be a Women Lawyers Section of the Association as provided for in the by-laws.

Section 3 **Practice and Common Interest Sections.** There shall be such other Practice and Common Interest Group Sections as are approved by the Executive Committee pursuant to the terms and conditions of the by-laws.

#### **SECTION VIII. BY-LAWS**

The Association shall adopt by-laws for the conduct of its affairs in harmony with this Constitution.

#### **SECTION IX. AMENDMENTS**

This Constitution may be amended by a two-thirds (2/3) vote of members present at any annual meeting or at a special meeting called for that purpose. Notice of any special or annual meeting will specify the substance of the amendments which will be voted upon.

**AMENDED AND RESTATED  
BYLAWS  
OF  
Birmingham Bar Association  
("Association")**

The Association is organized under, and in accordance with, the Alabama Unincorporated Nonprofit Association Law (the "Law"). These Amended and Restated Bylaws (the "Bylaws") were duly adopted by the Association membership at a duly called meeting held on the 14th day of December, 2012 (the "Effective Date"). These Bylaws shall serve to aid the Association in carrying out the purposes for which it was formed, and shall become effective as of the Effective Date and remain in full force and effect unless and until its provisions shall have been amended, replaced or superseded, in whole or in part.

**ARTICLE I. PURPOSE**

Section 1. **Generally.** The Association is organized exclusively (i) for one or more of the purposes for which a nonprofit association may be organized under the Alabama Unincorporated Nonprofit Association Law, as amended, and where no part of income or profit may be distributed to its Executive Committee, officers, or members, and (ii) as permitted by Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States revenue law (the "Code"), including making distributions to other organizations that qualify as exempt organizations thereunder.

Section 2. **Specific Purposes.** Subject to the foregoing limitation, the specific purposes and objectives of the Association shall be:

- (a) to maintain the honor and dignity of the profession of the law;
- (b) to increase its usefulness in promoting the due administration of justice;
- (c) to exercise a constructive influence among members of the legal profession and the life of the community;
- (d) to promote needed reform in the law; to facilitate the administration of justice; and
- (e) to elevate the standard of integrity, honor and courtesy in the legal profession; and to cultivate a spirit of collegiality and good fellowship among its members, and further their legal education.

**ARTICLE II. MEMBERSHIP**

Section 1. **Classes of Membership.** There shall be five classes of membership, namely, Regular, Associate, Honorary, Student and Sustaining. The qualifications for such membership shall be as follows:

(a) *Regular Members.* Members of the legal profession in good standing actively engaged in the practice of law in the Metropolitan Birmingham area (Jefferson and contiguous counties) shall be eligible for Regular membership. Those in contiguous counties may elect to either Regular or Associate membership. They may be elected to such membership on recommendation of the Membership Committee and approval of the Executive Committee.

(b) *Associate Members.* Eligible members of the legal profession not qualified for Regular membership in good standing who have been admitted to practice in any state of the United States may become Associate members. They may be approved for Associate membership upon recommendation of the Membership Committee and approval of the Executive Committee. Association members shall have all the privileges of Regular members, except that of voting.

(c) *Honorary Members.* The Judges of all Courts located in the City of Birmingham, and Judges of the United States Court for the Northern District of Alabama by reason of their office shall be Honorary members of the Association. The Regular members of the Association shall have the right to elect as Honorary members any other members of the judiciary or of the legal profession not otherwise eligible for Regular membership. Any Regular or Associate member of the Association who attains age seventy shall be considered for Honorary membership upon application to the Executive Committee. Application for Honorary membership may be filed to become effective on the first day of January nearest to the member's seventieth birthday, but there shall be no refund of dues previously paid. Honorary members may attend any meeting of the Association, except such meetings as may be called for Regular members only, shall be exempt from the payment of dues, shall be entitled to the floor for discussions, but shall not be entitled to vote.

(d) *Student Members.* Any person who is enrolled in an ABA or Alabama State Bar approved law school as a candidate for a Juris Doctor degree at a law school located within the State of Alabama and who resides within the Birmingham Bar's 7-county geographic area shall be eligible for Student membership. Once a law student as described in the preceding sentence receives his or her degree, he or she may qualify for other categories of membership. Should a Student member withdraw or otherwise be dismissed from law school for any reason prior to obtaining a Juris Doctor degree, his or her membership shall cease effective as of the date of such withdrawal or dismissal. Student members may attend any meeting of the Association, except such meetings as may be called for Regular members only, but shall not be entitled to the floor for discussion nor be entitled to vote on any matter before the membership.

(e) *Sustaining Members.* Any Regular, Associate or Honorary member of the Association may become a Sustaining member by meeting such qualifications as from time to time shall be established by the Executive Committee, and by electing to pay the required annual dues. The privileges of a Sustaining member shall be determined by the type of additional membership which is held in the Association.

### ARTICLE III. MEETINGS OF THE MEMBERS

Section 1. **Annual Meeting.** The Regular Annual Meeting of the Association shall be held in December of each year, upon a date selected by the Executive Committee.

Section 2. **Special Meetings.** Special Meetings of the Association may be called at any time by the President, or in his/her absence or inability to act, by the President-Elect, or by the Executive Committee, or on the written request of twenty-five (25) or more members in good standing. No business shall be transacted at any Special Meeting except that specified in the call for that meeting.

Section 3. **Notice of Meetings.** Twenty (20) days notice of the Annual Meeting shall be given to each member of the Association. At least fifteen (15) days notice shall be given of the time, place and purpose of any Special Meeting.

(a) *Electronic Notice.* Any notice required to be given under these Bylaws may be given by means of electronic mail or other electronic communications mechanisms as may be sanctioned by vote of the Executive Committee from time to time, and such notice shall be deemed to be effective in lieu of other written notice provided that: (i) such electronic notice is delivered to the member's last electronic delivery address filed with the Association; (ii) no automatic response, mail delivery subsystem response or other similarly automated reply message is received indicating that such electronic notice was not properly delivered to the intended recipient; and (iii) the member has not affirmatively notified the Association in writing that he or she opts out from receiving Association notices by means of electronic communication.

Section 4. **Place and Hour of Meetings.** All meetings of the Association shall be held in the City of Birmingham and at the place and hour as stated in the notice of such meeting.

Section 5. **Quorum.** One hundred (100) members shall be necessary to constitute a quorum at any Annual Meeting of the Association and fifty (50) members at any other meeting. If a quorum is not present, the presiding officer may adjourn the meeting.

### ARTICLE IV. ELECTIONS

Section 1. **Officer and Executive Committee Elections.** The officers and at-large members of the Executive Committee shall be elected at the Annual Meeting. All ballots shall be secret, except that where there is but one (1) nominee for an office, such election, on motion, may be by acclamation. The Executive Committee shall prescribe the method for casting and counting ballots at the Annual Meeting. All elections shall be determined by a majority of the votes cast for each office. In the event of a tie the outcome of the election shall be determined by lot.

Section 2. **Nominations.** At least thirty (30) days prior to the Annual Meeting, the Nominating Committee shall prepare, sign and file with the Executive Committee of the Association a list of nominees for all officers, at-large Executive Committee members and others to be elected at that Annual Meeting. The Secretary-Treasurer shall give at least twenty (20) days

notice to all members of the Association in good standing at their last known addresses of the time and place of the Annual Meeting and of the nominees selected by the Nominating Committee and approved by the Executive Committee. Any twenty-five (25) Regular members of the Association in good standing may make other nominations for any of the officers, Trustees, or at-large members of the Executive Committee to be elected, by preparing, signing and filing with the Secretary-Treasurer of the Association a list of their nominees at least ten (10) days before the Annual Meeting. When such other nominations are made, the Secretary-Treasurer shall give at least five (5) days notice before the date set for election, to all members of the Association in good standing of the names or such other nominees and the officers for which they are nominated.

Section 3.     **Absence of Nominations.**     In the event there is no nominee for any office because of death or withdrawal of the nominee, or for any other reason, nominations for such office any be made from the floor at the Annual Meeting.

Section 4.     **Term of office.**     All officers and members of standing committees, except as otherwise provided, shall hold their respective offices and committee appointments until the next annual Meeting and until their successors shall have been duly elected and installed, or appointed.

#### **ARTICLE V. POWERS AND DUTIES OF ELECTED OFFICIALS**

Section 1.     **President.**     The President shall preside at all meetings of the Association and of the Executive Committee. In the absence of any direction from the Executive Committee to the contrary, the President shall fix the time and place for holding the meetings of the Executive Committee. The President may call Special Meetings of the membership when necessary in his/her judgment and shall call such meetings when requested in writing by the Executive Committee or by twenty-five (25) members of the Association. The President may establish, but may not abolish or otherwise reduce the powers of, various committees of the Association and assign such duties and powers as the President deems necessary; *provided, however,* that such authority shall at all times be subject to review of the Executive Committee in its sole discretion, such that the Executive Committee by duly authorized vote may at any time amend, repeal, or otherwise alter the powers, duties, structure and authority of any committee established pursuant to this paragraph. The President shall have such additional powers and perform such additional duties as are inherent in the exercise of the presidency of this type of organization and as the Executive Committee of the Association may authorize.

Section 2.     **President-elect.**     In the absence or incapacity of the President, the President-Elect shall perform all of the duties of the President.

Section 3.     **Secretary-Treasurer.**     The Secretary-Treasurer shall keep a record of all proceedings of meetings of the Association and the Executive Committee; maintain a roll of the members of the Association; be responsible for the collection and disbursement of funds of the Association as directed by the Executive Committee; and shall perform such other duties as are usually incident to these offices or as may be required by the Executive Committee.

Section 4.     **Executive Board.**     The Executive Board shall be comprised of the President, President-Elect, Secretary-Treasurer and the Immediate Past President. The Executive Board shall meet upon the call of the President or at the request of the Executive Director and shall have the authority to discuss the business of the Association, act in place of the Executive Committee on emergency matters or nominal matters, and shall have such additional authority as may be granted to it by the Executive Committee. The Executive Board shall apprise the Executive Committee of any action taken pursuant to this paragraph not later than the next regularly-scheduled meeting of the Executive Committee.

Section 5.     **Executive Committee.**     The Executive Committee shall make and implement policies for the Association. It will take such action as it considers necessary to provide for the general welfare of the Association.

(a)     *Meeting Minutes.*     The Minutes of the meetings of the Executive Committee shall be considered confidential and, except as otherwise provided by the Executive Committee, may be inspected only by members of that Committee.

(b)     *Powers and Duties of the Executive Committee.*     The Executive Committee shall:

- (i)     fill vacancies on the Committee or in any office of the Association;
- (ii)    meet at least once each month;
- (iii)   take such action as it considers appropriate to establish and implement the policies of the Association;
- (iv)    determine whether to cause a referendum to be taken from the Regular membership regarding the qualifications and fitness of all candidates for any judicial office of a court of record in Jefferson County, and make such announcements of the results thereof as it may deem appropriate;
- (v)     employ an Executive Director, Counsel, or other employees as it may deem necessary; and
- (vi)    assign to the various committees of the Association, which it will have the authority to establish, certain duties and responsibilities which may be in addition to those which are specifically mentioned in these by-laws.

## ARTICLE VI. COMMITTEES

### Section 1.     **Executive Committee.**

(a)     *Structure.*     The Executive Committee shall consist of ten (10) at-large members plus the authorized ex-officio members described below. Three (3) at-large members of

the Executive Committee shall be elected at each Annual Meeting to serve for a three (3) year term, except that each third (3rd) year beginning 2013, four (4) members shall be elected.

(b) *Ex-officio Members.* The following persons shall serve as ex-officio of the Executive Committee with full power to vote:

(i) During the terms of their respective offices:

(A) the President;

(B) the President-Elect;

(C) the Secretary-Treasurer; and

(D) the Chair of each duly authorized Section established under Article X;

(ii) the immediate Past President of this Association for one (1) year after his or her term in office as President of this Association expires;

(iii) the Alabama State Bar Board of Bar Commissioner for the Tenth Judicial Circuit, or in the event there be more than one commissioner for the Tenth Judicial Circuit, one of their number as designated by the commissioners representing the Tenth Judicial Circuit; and

(iv) the representative designated by the Magic City Bar Association, provided that said designee be a member in good standing of the Birmingham Bar Association at the time of his or her designation and that only those members of the Magic City Bar Association who are members in good standing of the Birmingham Bar Association shall be entitled to vote for said designee.

(d) *Quorum.* One-half (1/2) of the Executive Committee members then in office plus one (1) member shall constitute a quorum of the Executive Committee for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Executive Committee members, if any action taken is approved by at least a majority of the required quorum for such meeting.

(i) Voting by proxy not allowed. Except as provided in subsection (e) below, no member of the Executive Committee may vote on any issue by proxy. All votes must be cast by the individual member personally; *provided*, that an Executive Committee member through the use of conference telephone, electronic video screen communications, or other communications equipment (participation via such means, "Electronic Participation") may, where a vote is required (whether verbally or by paper ballot), communicate during the meeting his or her vote confidentially or openly to the President, who shall deliver a vote on behalf of such Executive Committee Member.

(e) *Action without a meeting.* Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all



members of the Executive Committee shall consent to such action in writing. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as the unanimous vote of such Executive Committee members.

Section 2.     **Standing Committees.**     The following committees shall be classified as Standing Committees:

- (a)     Administrative Committees;
- (b)     Community Service Committees;
- (c)     Courts and Legislative Committees;
- (d)     Member and Member Services Committees;
- (e)     Special Projects Committees;

Section 3.     **Committee Descriptions and Structure.**

(a)     *Administrative Committees.*     The following committees shall attend to the administration and maintenance of the Association as described below:

(i)     Budget Committee:     The Budget Committee, to be chaired by the Secretary-Treasurer of the Association, in consultation with the Executive Director will, prior to December 1 of each year, submit to the Executive Committee a recommended budget for the following year;

(ii)    Long Range Planning Committee.     The Committee will attend to the future of the Association with recommendation to the Executive Committee as warranted. The terms of the members of the committee shall be staggered and the President-Elect shall be a member of this committee; and

(iii)   Nominating Committee.     The Nominating Committee shall submit to the Executive Committee the names of candidates for election as officers, at-large Executive Committee members and trustees of the Association in a manner not inconsistent with the provisions herein. Three new members shall be elected each year to serve a three (3) year term.

(b)     *Community Services Committees.*     These committees shall attend to the establishment and maintenance of good relations between the public and the Association. Committees to provide community education, crisis relief, elder law, public relations, pro bono, public service and a speaker's bureau may be established. (c)

(c)     *Courts and Legislative Committees.*     These committees will provide liaison with all courts of the federal, state, county, and municipal systems and monitor legislation affecting the administration of justice. They shall include a Judicial Campaign Oversight Committee, and may include civil, family, domestic, and juvenile court procedures committees.

(d) *Member and Member Benefits Committees.* These committees shall include the Bulletin, Computer & Technology, Continuing Legal Education, Entertainment, Fee Arbitration, Grievance, and Membership.

(e) *Special Projects Committees.* These committees may include History and Archives, Medical Liaison, Scholarship, Unauthorized Practice of Law, Mentoring, and Future Leaders Forum.

Section 4. **Authority.** No committee shall have the authority or power to act on behalf of the Association without express approval of the Executive Committee.

## ARTICLE VII. ANNUAL DUES

Section 1. **Amount of dues.** The Executive Committee shall fix the amount and time of payment of dues of Regular, Associate, Student and Sustaining members of the Association. Dues shall not be increased without the approval of members of the Association at an Annual or Special meeting. Dues may be decreased or remitted completely by the Executive Committee for any member of the Association in case of hardship.

Section 2. **Failure to pay dues.** No member shall be entitled to vote at any meeting of the Association unless he or she has paid all dues prior to the date of the meeting or has been excused from the payment of such dues by the Executive Committee.

## ARTICLE VIII. RESIGNATION, SUSPENSION AND REINSTATEMENT OF MEMBERSHIP

Section 1. **Resignation.** A member of the Association may cease to be a member by submitting a letter of resignation to the Secretary-Treasurer. No member shall have the right to resign until the final disposition of any charges which may be pending and until the member has satisfied all of his obligations to the Association.

Section 2. **Suspension.** Any member of the Association who becomes as much as five (5) months in arrears in the payment of dues shall be suspended automatically from membership in the Association. A member may apply for reinstatement during the Bar year in which the suspension occurred or during the immediately succeeding Bar year upon payment of all delinquent dues. Any member who has been suspended for nonpayment of dues for more than one (1) full calendar Bar year may thereafter apply for membership as a new member.

Section 3. **Reinstatement.** In accordance with Article III of the Constitution, the Executive Committee may suspend, expel or exclude from the Association any member whose conduct is inimical to the policies, purposes or general welfare of the Association.

## ARTICLE IX. TRUSTEES

The Trustees of the Birmingham Bar Association Aid Trust and Trustees of the Legal Aid Society of Birmingham shall be elected at the Annual Meeting of the Association, under such terms and conditions as shall be specified by the Executive Committee. These Trustees shall perform the duties as provided by the respective instruments creating these organizations.

## ARTICLE X. SECTIONS

### Section 1      **Young Lawyers Section.**

(a) *Membership.* All members of the Association who are thirty-six (36) years of age and under, or who have been admitted to the bar for three (3) years or less at the beginning of the calendar year automatically shall be members of the Young Lawyers Section of the Association upon payment of section dues. Any new bar admittee over thirty-six (36) years of age who desires to become a member of the Young Lawyers Section of the Association must exercise their eligibility during their first three (3) years of practice.

(b) *Officers.* The officers of this Section shall be a Chair, a Vice-Chair, a Secretary-Treasurer, and such other officers as may be determined by its by-laws. The terms of such officers shall run concurrently with the terms of the officers of the Association.

(c) *Committees.* This Section may authorize such committees as it considers appropriate. All such committees shall work in cooperation with similar committees of the Association. They shall take no action contrary to the policies of these committees or the Association.

(d) *Function and Authority.* This Section is considered part of the Association. It shall operate only in conjunction and cooperation with the Association, its officers and committees. This Section, its officers and committees shall have no authority to bind the Association without first obtaining specific approval of the Executive Committee of the Association.

(e) *Bylaws.* This Section may adopt such by-laws as it considers appropriate for its efficient operation subject to the approval of the Executive Committee of the Association.

(f) *Reporting.* The Chair of this Section shall prepare and submit a report of its activities to the Association prior to the Annual Meeting of the Association. The Secretary-Treasurer of the Young Lawyers Section shall file with the President and Secretary-Treasurer of the Association a yearly financial accounting of the monies collected and expended by the Section and shall file with the President and Secretary-Treasurer of the Association copies of all by-laws and resolutions adopted by the Young Lawyers Section immediately after such adoption.

Section 2.     **Women Lawyers Section.**

(a)     *Membership.*     Any Regular or Associate member of the Association, upon payment of the dues established by the Women Lawyers Section for the current year, shall be enrolled as a member of the Women Lawyers Section.

(b)     *Officers.*         The officers of this Section shall be a Chair, a Vice-Chair, a Secretary-Treasurer, and such other officers as may be determined by its by-laws. The terms of such officers shall run concurrently with the terms of the officers of the Association.

(c)     *Committees.*     This Section may authorize such committees as it considers appropriate. All such committees shall work in cooperation with similar committees of the Association and shall take no action contrary to the policies of those committees or the Association.

(d)     *Function and Authority.*     This Section is considered a part of the Association. It shall operate only in conjunction and cooperation with the Association, its officers and committees. This Section, its officers and committees, shall have no authority to bind the Association without first obtaining specific approval of the Executive Committee.

(e)     *Bylaws.*         This Section may adopt such by-laws as it considers appropriate for its efficient operation subject to the approval of the Executive Committee of the Association.

(f)     *Reporting.*        The Chair of this Section shall prepare and submit a report of its activities to the Association prior to the Annual Meeting of the Association. The Secretary-Treasurer of the Women Lawyers Section shall file with the President and Secretary-Treasurer of the Association a yearly financial accounting of the monies collected and expended by the Section and shall file with the President and Secretary-Treasurer of the Association copies of all by-laws and resolutions adopted by the Women Lawyers Section immediately after such adoption.

Section 3.     **Practice and Common Interest Group Sections.**

(a)     *Establishment.*

(i)     Practice Group Sections.     Upon petition to the Executive Committee by twenty or more Regular or Associate members in good standing of the Association, the Executive Committee may authorize, without limitation, the establishment of one or more Practice Group Sections and may assign to it such duties as it deems appropriate.

(ii)    Common Interest Group Sections.     Upon petition to the Executive Committee by fifty or more Regular or Associate members in good standing of the Association, the Executive Committee may, upon a finding by it that the best interests of the Association will be served, authorize the establishment of one or more Common Interest Group Sections pertaining to the legal profession and may assign to it such duties as it deems appropriate.

(b) *Membership.* Any Regular or Associate member of the Association, upon request of the Secretary-Treasurer of the relevant Section and where applicable, upon payment of Section dues for the current year, shall be enrolled as a member of the Section.

(c) *Officers.* Each Section shall select a Chair, Vice-Chair, Secretary-Treasurer and such other officers as the members of the Section deem desirable.

(d) *Function and Authority.* Each Section is considered a part of the Association. Each Section shall function in conjunction and cooperation with the Association, its officers and committees. Each Section shall promote the objects and purposes of the Association within its respective practice or common interest group, and shall assist members of the profession in keeping abreast of developments which affect the practice of law in its respect practice or common interest area. No Section shall have no authority to bind or obligate the Association or to represent that it is acting officially as an agency or section of the Association, without the written consent of the Executive Committee of the Association. No Section shall take any action inconsistent with the policies of the Association or its committees.

(e) *Bylaws.* Each Section may adopt such by-laws as it considers appropriate for its efficient operation subject to the approval of the Executive Committee of the Association.

(f) *Reporting.* The Chair of each Section shall report all activities of the Section to the President of the Association not later than thirty (30) days prior to the Annual Meeting of the Association. The Secretary-Treasurer of each Section shall file with the President and Secretary-Treasurer of the Association a yearly financial accounting of the monies collected and expended by the Section and shall file with the President and the Secretary-Treasurer of the Association copies of all by-laws and resolutions adopted by that Section immediately after such adoption.

Section 4. **Termination.** The Executive Committee of the Association shall have the power to terminate and discontinue the existence of any Section established under Section 3 of this Article X.

## ARTICLE XI. AMENDMENTS

The By-Laws may be amended at any Annual or Special meeting of the Association by a two-thirds (2/3) vote of the members present, provided that notice of the proposed amendment shall have been given at least fifteen (15) days in advance to all members of the Association at their respective last known address.

## ARTICLE XII. LIABILITY

Pursuant to Section 10A-17-1.07 of the Law, no officer, executive committee member, member, or other person authorized to participate in the management of the affairs of the Association shall be liable in any way for any debt, liability, obligation, act or omission of the Association merely because of their status as an officer, executive committee member, member, or other such person.

## ARTICLE XIII. MISCELLANEOUS

Section 1.     **Governing Law.**     These Bylaws shall be governed by, and construed in accordance with, the laws of the State of Alabama.

Section 2.     **Captions.**     The captions and section headings contained herein are used solely for convenience and shall not be deemed to define or limit the provisions of these Bylaws.

Section 3.     **Severability.**     Should any of the provisions of these Bylaws be held, in whole or in part, unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such determination.