

**CONSTITUTION
OF
THE MOBILE BAR ASSOCIATION**

ARTICLE I

Name

This organization shall be called “The Mobile Bar Association,” hereinafter referred to as the “Association.”

ARTICLE II

Objects and Purposes

The Association is a non-profit professional association committed to promoting and maintaining the highest ethical standards of the legal profession; providing professional development and networking opportunities for its members; and, serving the legal needs of the greater Mobile community. As an integral part of its mission, the Association fosters a culture of goodwill and civility among its membership.

ARTICLE III

Membership

3.1 **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 Bylaws. Membership in this Association shall be a privilege, not a matter of right.

3.2 **Classes.** Classes of membership shall be as stated in the Bylaws.

3.3 **Reinstatement.** A former member who has been suspended or expelled may be reinstated pursuant to procedures set forth in the Bylaws of the Association.

ARTICLE IV

Officers and Directors

4.1 **Officers.** The officers of this Association shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer.

4.2 **Directors.** The members of the Executive Committee shall serve as Directors of the Association.

4.3 **Terms.** All officers shall be elected for one-year terms at the November meeting of the Association in the manner provided in the Bylaws. Terms of other members of the Executive Committee shall be as provided in Article V, Section 5.3, (Governance; Terms) of this Constitution.

4.4 **Duties.** The duties of the Officers and Directors shall be as provided in the Bylaws of the Association.

ARTICLE V

Governance

5.1 **Executive Committee.** A standing Committee known as the Executive Committee shall be the governing body of the Association and it shall function as a board of directors and, as such, it may exercise all powers over the Association and do all lawful acts and things as are not by statute or by this Constitution or the Bylaws of the Association directed or required to be exercised or done by the members of the Association. The Executive Committee shall administer the affairs of the Association for the common benefit of all members.

5.2 **Composition.** The Executive Committee shall consist of all of the elected officers of the Association; the Immediate Past President of the Association; the President of the Young Lawyers Section of the Association; one designated representative of the incumbent members of the Board of Bar Commissioners whose offices for the practice of law are located in Mobile County, Alabama; and, six active members of the Association with staggered three-year terms, with one to be appointed each year by the President and one elected each year by the membership, all of whom shall be voting members. Additionally, the President of the South Alabama Volunteer Lawyers Program, the President of the Mobile Bay Area Women Lawyers, the President of the Vernon Z. Crawford Bay Area Bar Association, the President of the Mobile Bar Foundation, and the remaining incumbent members of the Board of Bar Commissioners whose offices are located in Mobile County, Alabama shall be non-voting *ex-officio* members of the Executive Committee.

5.3 **Terms of Executive Committee.** All members of the Executive Committee who serve by reason of their status as the holder of another office shall serve so long as they remain in such office. The three members of the Executive Committee appointed thereto by the President and three elected by the membership shall serve for three years, with staggered terms, each such member's term commencing on the first day of the fiscal year following their appointment or election. The initial appointment or election of members pursuant to this Section may be for terms less than three years. If any appointed or elected member of the Executive Committee is unable to complete their term of office, the President of the Association shall immediately appoint a replacement member to fill the unexpired term of the relinquishing member.

ARTICLE VI

Committees

6.1 **Standing Committees.** In addition to the Executive Committee created pursuant to Article V (Governance) of this Constitution, the Bylaws of the Association shall provide for additional standing committees. Members of the standing committees set forth in the Bylaws shall be appointed by the President, with the advice and approval of the Executive Committee. They shall serve for three years with each such member's term commencing with the beginning of the term of the President who shall have appointed them, except as may be otherwise provided in the Bylaws.

6.2 **Additional Committees.** The President, with the approval of the Executive Committee, may establish additional committees. Such committees shall exist for the duration of a specific project or such longer time as the Executive Committee may direct. Members of additional committees shall be appointed by the President, with the advice and approval of the Executive Committee. They shall serve for one year commencing with the beginning of the term of the President.

ARTICLE VII

Sections

7.1 **Young Lawyers Section.** There shall be a Young Lawyers Section of the Association as provided for in the Bylaws.

7.2 **Practice Sections.** The Association may establish Practice Sections pursuant to the Bylaws. Any member of the Association is eligible for membership in practice sections.

ARTICLE VIII

Bylaws

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

ARTICLE IX

Amendments

The Constitution may be amended by a vote of two-thirds of the active members present at any regular meeting, provided that each proposed amendment shall be plainly stated in a notice to the membership of the meeting at which each such amendment is to be considered, said notice to be provided to the membership in the manner prescribed in the Bylaws.

BYLAWS
OF
THE MOBILE BAR ASSOCIATION

Article I. Membership

(a) **Classes of Membership.** There shall be seven classes of membership, namely, Active, Associate, Adjunct, Sustaining, Retired, Emeritus, and Student. The qualifications for such memberships shall be as follows:

(1) **Active Members.** Members of the Alabama State Bar in good standing who are actively engaged in the occupation of a lawyer in Mobile County shall be eligible for active membership.

(2) **Associate Members.** Members of the legal profession in good standing who have been admitted to practice in any jurisdiction of the United States and who are ineligible for membership as active members may become associate members. Associate members shall have all the privileges of active members, except that of voting and holding office.

(3) **Adjunct Members.** Persons who are actively engaged in the occupation of a legal assistant in Mobile County shall be eligible for adjunct membership. A legal assistant is a person qualified through education, training or work experience, who is employed or retained by a lawyer, law office, government agency, or other entity by a lawyer, law office, governmental agency, or other entity in a capacity of function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal work, which work for the most part requires a sufficient knowledge of legal concepts that, absent such assistant, the attorney would perform the task. In addition, persons who are actively engaged in the legal industry and whose primary occupation involves providing services (court reporters, videographers, etc.) to lawyers in the Mobile area shall be eligible for adjunct membership. Adjunct members may attain such membership upon recommendation to the Secretary of the Mobile Bar Association for adjunct membership in the Association by a member thereof in good standing and upon payment of dues as provided in Article VI. Adjunct members may attend any meeting of the Association, except such meetings as may be called for active members only. Adjunct members shall not be entitled to the floor for discussions nor shall they be entitled to vote or hold office in the Association.

(4) **Sustaining Members.** The Executive Committee from time to time may establish such classes of sustaining members as it may deem appropriate. Any member of the Association in good standing may become a sustaining member of any such class upon payment of the dues determined by the Executive Committee for such class of sustaining membership. Any class of membership so established may be abolished by the Executive Committee provided that the abolition of any such class shall not terminate the membership of any member of such class for the period for which they shall have paid the prescribed dues.

(5) **Retired Members.** A member for the last 10 consecutive years who has retired from the practice of law may request classification as a retired member. Retired members shall pay dues in an amount established by the Executive Committee and shall retain all privileges of membership except the right to vote or hold elective office.

(6) **Emeritus Members.** Attorneys who have been licensed to practice law for over 50 years and have been a member of the Mobile Bar Association for five years shall be eligible to apply for Emeritus membership. Emeritus members shall not be required to pay annual dues to the association and shall not be entitled to vote or hold office.

(7) **Student Members.** Any individual regularly enrolled, and in good standing, in a college or law school may become a student member and shall pay dues in accordance with Article VI. Student members may attend any meeting of the Association, except such meetings as may be called for active members only. Student members shall not be entitled to the floor for discussions nor shall they be entitled to vote or hold office in the Association.

(b) **Conversion of Class of Membership.** Any member who ceases to be eligible for the class of membership for which the member was elected shall notify the Secretary and, if appropriate, request that the class be converted to the class for which the member has become eligible. Upon approval of the Executive Committee, the class of membership shall be so converted. A member who ceases to be eligible for the class of membership for which the member was elected and who has failed to notify the Secretary may be required by the Executive Committee to convert to a different class of membership or suffer the consequences of a failure to pay dues as set forth in Article VI (c) (Fiscal; Non- Payment of Dues) of these Bylaws, if additional dues are required as a result of the conversion.

(c) **Election of Members.**

(1) **Proposal of Candidates.** Candidates for membership shall send to the Association a completed, signed Mobile Bar Association Membership Application. By signing the Membership Application the candidate pledges to support the objects and purposes of the Association as set forth in Article II of the Constitution of the Association.

(2) **Admission of Members.** Upon the recommendation of the Secretary and approval by the Executive Committee, such candidate shall be admitted to the Association; provided, however, that the new member's continued membership is conditioned upon the new member attending at least one regular Association meeting within one year of admission to the Association. A new member may be excused from attending a regular Association meeting under this provision, or be granted an extension to attend a regular Association meeting under this provision, only upon approval by the Executive Committee.

(3) **Dues of New Member.** Dues for the first year shall be prorated as of the date the candidate is accepted for membership. If any person elected does not within one month after notice of election pay annual dues that person shall be deemed to have declined to become a member and that person's name shall not again be considered by the Association except upon a subsequent proposal for membership accompanied by a deposit of one year's dues with the Treasurer.

(d) **Expulsion, Suspension and Censure.**

(1) **Upon Suspension or Disbarment from Practice.**

- i. A member's membership in the Association will be automatically suspended upon the member's suspension by the Alabama State Bar, or any similar tribunal or entity which has previously permitted the member to engage in the practice of law.
- ii. A member will be automatically expelled upon the member's disbarment by the Alabama State Bar, or any similar tribunal or entity which has previously permitted the member to engage in the practice of law.

(2) **For Conduct Inconsistent with the Objects and Purposes of the Association.** A member may be expelled from the Association, have his or her membership suspended, or be censured by the Association for conduct inconsistent with the objects and purposes of the Association. Such a charge must first be submitted to the Executive Committee, which shall notify the member. The member charged shall have the opportunity to

respond. Upon a vote of two-thirds of the Executive Committee or the petition of fifty voting members, a vote for or against expulsion, suspension, or censure of the member charged shall be put up to the membership of the Association. The membership must have 30 days notice of the charge and the form of ballot. At the meeting of the membership, the charge shall be read and the member charged shall be given an opportunity to respond. Expulsion, suspension, or reprimand shall be by majority secret ballot of the members present and, in the event that alternative actions are set forth on the ballot, the action taken shall be the alternative receiving the greatest number of votes so long as a majority favor taking action.

(3) **For Non-Payment of Dues.** The membership of a member may be suspended for non-payment of dues as provided in Article VI (c) (Fiscal; Non- Payment of Dues) of these Bylaws.

(e) **Reinstatement.**

(1) A member whose membership has been automatically suspended pursuant to section (d)(1)(i) above may apply for reinstatement upon such member's reinstatement to the Alabama State Bar or other applicable tribunal.

(2) A former member who has been automatically expelled pursuant to section (d)(1)(ii) above may apply for reinstatement when the former member (1) is reinstated to the Alabama State Bar or other relevant tribunal, and (2) meets the requirements for membership. The former member's application shall be treated in the same manner as an application for membership of a new member as provided in subdivision (c) of this Article I (Membership; Election of Active and Associate Members) of these Bylaws.

(3) A former member whose membership has been suspended by vote of the membership of the Association may apply for reinstatement upon the expiration of the suspension, and the former member's application shall be treated in the same manner as an application for membership of a new member as provided in subdivision (c) of this Article I (Membership; Election of Active and Associate Members) of these Bylaws.

(4) A former member who has been expelled by vote of the membership of the Association may apply for reinstatement at such time all of the following requirements have been met: (1) five years have expired since such member was expelled; (2) the member is a member of the Alabama State Bar or other relevant tribunal; and (3) the former member's application is accepted. Such former member's application shall be treated in the same manner as an application for membership of a new member as provided in subdivisions (c) of this Article I (Membership; Election of Active and Associate Members) of these Bylaws.

(5) A former member who has been suspended for non-payment of dues may be reinstated to membership as provided in Article VI (d) (Fiscal; Reinstatement) of these Bylaws.

(f) **Resignation.** Any member upon written request to the Association may resign from the Association as a member in good standing, provided said member is not in arrears as to fees and dues at that time.

Article II. Meetings

(a) **Membership.**

(1) **Regular.** Regular meetings of the Association shall be held from time to time throughout the year as determined by the Executive Committee.

(2) **Special.** Special meetings of the membership of the Association may be held at the call of the President, or in the President's absence and inability to act, at the call of the President-Elect, or at the call of the

Executive Committee, or, on the written request of twenty-five or more voting members in good standing, or, at the call of the Secretary, provided that notice is given to all members of the time and place of such special meeting and the nature of the business to be taken up at such special meeting. The business at such special meeting shall be limited to that business specified in the notice of the meeting. Where necessary, such special meetings may be conducted by telephone, video-conferencing or other electronic means.

(3) **Annual.** There shall be an annual meeting of the general membership during the month of December in each year on a date selected by the Executive Committee, which meeting shall count as a regular meeting.

(4) **Conduct of Meetings.** Where necessary to conduct the business of the Association, the Executive Committee, in its discretion by simple majority vote of the Committee members, may convene any regular, special, or annual meeting of the Association by telephone, video-conferencing, or other electronic means. If a meeting is conducted in this manner, members may participate in the meeting by means of teleconference, video-conference, or other real-time electronic communication technology that allows all persons participating to hear each other simultaneously. Participation by such electronic means shall constitute presence in person at the meeting for all purposes, including quorum, debate, making motions, and voting. The Association shall implement reasonable measures to verify the identity of participants and to ensure that members have a reasonable opportunity to participate, be heard, and vote on matters at the meeting. Any action taken at a meeting conducted, in whole or in part, by remote communication shall have the same force and effect as action taken at a meeting held in person.

(5) **Notice of Meetings.** Notice of any Regular, Annual, or Special Meeting shall be given to each member not less than seven days prior to said meeting and shall include the time, place and purpose of the meeting. The notice shall include a statement of matters to be voted upon at the meeting. Where practicable, notice may be published in the Mobile Bar Association publications. Notice of any meeting of the members may be given by regular U.S. mail or by electronic transmission, including by email, to any member who has provided the Association with an email address or other electronic contact information for the purpose of receiving notices. Notice delivered by electronic transmission shall be deemed given when transmitted to the member's designated electronic address, and such electronic delivery shall constitute effective notice for all purposes under these Bylaws and applicable law. Where a regular or special meeting is to be convened by some manner other than in-person, the notice shall specifically state the method of conducting such meeting.

(6) **Quorum.** At all meetings of the Association, a quorum shall consist of not less than 25 active members of the Association.

(7) **Voting.** Voting at any meeting of the Association shall be conducted in a manner consistent with the format of the meeting, including by electronic means. All actions requiring a vote of the members shall be decided by the affirmative vote of a majority of the members present at a meeting at which a quorum is established, unless a greater vote is required by law or these Bylaws. Each member must be physically present or participating through an authorized form of remote communication to vote. Proxy voting is not permitted.

(b) **Executive Committee.**

(1) **Regular.** The Executive Committee shall meet not less than six times per year at a time and place to be determined by the Committee. Notice shall be sent to each member of the Executive Committee by e-mail or other electronic means at least seven days prior to such meeting.

(2) **Special.** A special meeting of the Executive Committee may be called at any time by the President, or, in the President's absence, by the President-Elect, or by any three members of the Executive Committee, provided that notice shall be sent to each member of the Executive Committee by e-mail or other electronic means at least three hours prior to such meeting.

(3) **Quorum.** At all meetings of the Executive Committee a quorum shall consist of not less than six voting members of the Executive Committee.

(4) **Teleconferences/Videoconferences.** At the option of the President of the Association, or, in the President's absence, by the President-Elect, any one or more Regular and Special Meetings of the Executive Committee may be held by telephone, video-conferencing, or other electronic means. If a meeting is conducted in this manner, members of the Executive Committee may participate in the meeting by means of real-time electronic communication technology that allows all persons participating to hear each other simultaneously. Participation by such electronic means shall constitute presence in person at the meeting for all purposes, including quorum, debate, making motions, and voting. The Executive Committee shall implement reasonable measures to verify the identity of participants and to ensure that members of the Committee have a reasonable opportunity to participate, be heard, and vote on matters at the meeting. Any action taken at a meeting conducted, in whole or in part, by remote communication shall have the same force and effect as action taken at a meeting held in person.

(5) **Voting.** All actions requiring a vote of the Executive Committee shall be decided by the affirmative vote of a majority of the voting members of the Committee present at a meeting at which a quorum is established, unless a greater vote is required by law or these Bylaws. Each voting member of the Committee must be physically present or participating through an authorized form of remote communication to vote. Proxy voting is not permitted.

(6) **Resignation.** Any member of the Executive Committee may resign at any time by giving notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Executive Committee.

(7) **Removal.** Any member of the Executive Committee may be removed from such office, with or without cause, by a two-thirds vote of the Executive Committee at any regular meeting or at a special meeting of the Executive Committee called expressly for that purpose.

(8) **Emergency Powers.** In times of global, national, regional, state or local emergencies or disasters, war, pandemic(s), riots, hurricanes, or other extraordinary events which disrupt the ability of the Executive Committee to conduct ordinary and customary business on behalf of the Association for a period of time during or following such event(s), the Executive Committee, in Regular or Special meeting, as described in these Bylaws, upon motion duly made and seconded and approved by vote of three-fourths of the voting members, may suspend the application and operation of a provision of these Bylaws for a period of time not exceeding 30 days as is necessary and proper based on the circumstance. Any extension of the initial suspension time period decided upon by the Executive Committee shall be approved by the Executive Committee by vote of three-fourths of the voting members at a regular or special meeting for a period of time not to exceed 30 days. Notice of the intent to vote on suspension of any or all parts of the Bylaws due to any such emergency or disaster shall be made in accordance with the notice requirements for Special meetings set forth in Article II, Section (b)(2), above.

Article III. Elections

(a) **Time for and Taking of Office.** Regular elections of officers and other Executive Committee members, as required, shall be held at the regular membership meeting of the Association held during the month of November of each year. Those elected shall take office on the first day of the fiscal year following the election.

(b) **Vacancies.** For vacancies in all elected positions other than the office of the President, a special election for the remainder of the term shall be held at the first regular membership meeting following 10 days after the occurrence of such vacancy. A vacancy in the office of the President shall automatically be filled by the President-Elect who shall complete that term and also remain in the office of President for the following fiscal year. An elected position holder shall be deemed to vacate his or her position when he or she is elected or appointed to a different position.

(c) **Nominations and Ballot.** The Nominating Committee shall nominate not less than one active member for each office or position to be filled and shall present its report to the Executive Committee not less than seven days prior to the regular membership meeting of the Association to be held during the month of October of each year. A copy of the Nominating Committee's Report should be made available to the membership in accordance with the notice provision in Article II (a)(5), or as soon as practicable after same is presented to the Executive Committee. Additional nominations may be made from the floor at the regular membership meeting of the Association held during the month of November of each year.

(d) **Voting.** In the election of officers and in the decisions on all other matters, a majority vote of those active members present and voting shall be necessary, except as otherwise specified in these Bylaws.

(e) **Ballot.** When reasonably necessary, in the discretion of the Executive Committee, voting in contested elections may be by either written or electronic ballot. In all elections, the Association shall utilize reasonable and appropriate safeguards to ensure ballot integrity, confidentiality, and eligibility verification, and shall provide for a defined voting period.

Article IV. Powers and Duties

(a) **President.** The President shall be the chief executive officer of the Association and shall preside at all meetings at which said officer is present and shall perform such other duties as are by general usage performed by the chief executive officer of such an association, including serving as the official spokesperson.

(b) **President-Elect.** The President-Elect shall automatically assume the office of the President the year after having served as such President-Elect and shall assume the office of President during tenure as President-Elect if a vacancy occurs in the office of the President in accordance with Article III (b); and the President-Elect shall, in the absence of the President, perform the duties otherwise incumbent upon the President. The President-Elect shall serve as a liaison and non-voting ex-officio member to all Additional Committees and Sections of the Association.

(c) **Vice President.** The Vice President shall, in the absence of the President and the President Elect, perform the duties otherwise incumbent upon the President.

(d) **Secretary.** The Secretary shall oversee and monitor the keeping of a record of the proceedings of all meetings of the Association, and of all other matters of which a record shall be ordered by the Association, and shall oversee and monitor the keeping of a complete roll of the Association members. The Secretary shall oversee and monitor the receipt of all applications for admission to the Association. The Secretary shall be the keeper of the seal of the Association.

(e) **Treasurer.** The Treasurer shall oversee and monitor the financial accounts of the Association, the accounts and books of which shall be open to the inspection of any member of the Association at all reasonable times. At the annual meeting and at such other times as requested by the Executive Committee, the Treasurer shall make available a full report of the receipts and disbursements of the past year, properly classified, and of all outstanding obligations of the Association, with an estimate of the resources and probable expenses of the coming year, and any suggestions which the Treasurer may deem proper to make.

(f) **Assistant Treasurer.** The Assistant Treasurer shall automatically assume the Office of the Treasurer the year after having served as such Assistant Treasurer and shall assume the Office of the Treasurer during the tenure as Assistant Treasurer if a vacancy occurs in the Office of the Treasurer. The Assistant Treasurer shall work with the Treasurer and shall learn the duties of the Office of Treasurer during his term as Assistant Treasurer; and the Assistant Treasurer shall, in the absence of the Treasurer, perform the duties otherwise incumbent upon the Treasurer.

(g) **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. The powers of the Executive Committee shall include, but are not limited to, the following: fill vacancies on the Committee or in any office of the Association unless otherwise specified in these Bylaws; approve an annual budget for the Association; take such action as it considers appropriate to establish and implement the policies of the Association; and, employ an Executive Director, counsel, or other employees as it may deem necessary.

(h) **Executive Director.** The Executive Director shall serve as the Association's chief administrative officer and shall manage the day-to-day operations, programs, and staff of the Association subject to the supervision and direction of the Executive Committee. The Executive Director shall be an employee of the Association and shall perform duties set forth in a job description approved by the Executive Committee.

(1) **Hiring, Evaluation, and Termination.** The Executive Committee shall have exclusive authority to recruit, hire, set compensation for, evaluate, and terminate the Executive Director of the Association. The Executive Director shall serve at the pleasure of the Executive Committee and may be terminated, with or without cause, by a majority vote of the Committee.

(2) **Reporting Relationship.** The Executive Director shall report directly to the Executive Committee and shall keep them informed of the Association's operations, finances, and programs.

(3) **Contract and Operational Authority.** The Executive Director may execute contracts, agreements, and other instruments on behalf of the Association only to the extent authorized by the Executive Committee and consistent with the approved budget and policies of the Association.

Article V. Standing Committees, Additional Committees and Sections of Practice

(a) **Standing Committees.** Unless otherwise indicated, the President shall appoint the Chair and other members of the following standing committees, the powers and duties of which shall be as set out herein. The President shall receive notice of all standing committee meetings.

(1) **Fee Dispute Committee.** The Fee Dispute Committee shall be available to assist clients, lawyers and other parties having disputes pertaining to lawyers' fees with a view toward resolving or minimizing the disputes. The Fee Dispute Committee shall be composed of a chair and not more than 12 additional members,

all appointed by the President. Each year, the President will appoint up to four new members to the committee, all of whom must have practiced law for five or more years, and each member shall serve for three years. The President will name one member of the Committee to serve as Chair thereof for one year. Files of the Committee shall be maintained for at least seven years after the relevant matter has closed, and all business of the committee shall remain confidential.

(2) **Finance Committee.** The Finance Committee shall have responsibility for overseeing the budget process and for developing and periodically reviewing policies related to investments, operating reserves, and internal financial controls, with recommendations brought to the Executive Committee for approval. The Treasurer shall be the chair of the Committee and other members shall include the President, President-Elect, Vice President, and Assistant Treasurer. The President may appoint up to two additional members who shall serve for three years. The Finance Committee shall meet as often as deemed necessary to carry out its duties, but in any event shall recommend a proposed budget to the Executive Committee no later than October 1 for the fiscal year beginning the following January 1.

(3) **Grievance Committee.** At such times as a committee of this Association has been approved by the Office of General Counsel of the Alabama State Bar for investigating and making recommendations concerning an allegation or complaint of misconduct of a member of the Association, there shall be a Grievance Committee composed of a chair and not more than 14 additional members, all appointed by the President. Each year, the President will appoint up to five new members to the committee, all of whom must have practiced law for five or more years, and each member shall serve for three years. The President will name one member of the Committee to serve as Chair thereof for one year. Files of the Committee shall be maintained for at least seven years after the relevant matter has closed. All business of the Committee shall remain confidential. The duties of such Committee are as set forth in the Alabama Rules of Disciplinary Procedure and, in addition thereto, the Chair shall have the authority to create a subcommittee for the purpose of intervening to assist any attorneys practicing in Mobile County whose conduct has given rise to an immediate concern that without intervention, such member may well become the object of an allegation or complaint of misconduct.

(4) **Law Library Committee.** The Law Library Committee shall serve as an advisory committee for the presiding judge of the Circuit Court of Mobile County, who is *ex officio* manager of the Mobile County Public Law Library, in order to promote the efficient operation of the library pursuant to the objects and purposes provided by the law creating the same. The Committee shall also consider and recommend to the Association any matter that it may deem advisable in order to improve or extend the law library facilities that may be available to the courts, the legal profession, and the public generally in Mobile County.

(5) **Nominating Committee.** There shall be a Nominating Committee composed of a chair and not more than 15 additional members. Each year, the President will appoint up to five members to the committee, and each member shall serve for three years. The President shall not appoint to the Committee a lawyer belonging to a firm which already has a lawyer on the Committee. The immediate past president of the Mobile Bar Association shall be the chair of the Committee in the year following his or her presidency. Members of the Nominating Committee shall not be eligible to be nominated for any office. The duties of the Nominating Committee in regard to elections are specifically set out in Article III of these Bylaws. The Nominating Committee shall seek to maintain diversity in leadership through its nominations and through the identification of potential future leaders.

(b) **Additional Committees.** The President, with the approval of the Executive Committee, may from time to time establish or eliminate additional committees. The purpose and duties of each additional committee shall appear in the minutes of the Executive Committee meeting at which its establishment is approved. The President shall appoint the Chair and other members of any committee so established.

(c) **Sections of Practice.** Any member of the Association shall be eligible for enrollment in one or more sections of practice. A membership roll of each section shall be maintained. The President, with the

approval of the Executive Committee, may from time to time establish or eliminate sections in accordance with current needs. The President shall appoint the chair of the section who shall serve for one year commencing with the beginning of the President's term.

Article VI. Fiscal

(a) **Fiscal Year.** The fiscal year of the Association shall be from January 1 to December 31 of each year.

(b) **Dues.** The annual dues of the classes of members as set forth in Article I shall be set by the Executive Committee and shall be published to the membership. All dues, for each year, shall be payable at the beginning of that fiscal year and shall be paid not later than 90 days after the start of the fiscal year.

(c) **Non-Payment of Dues.** Upon failure to pay dues within 30 days after written demand of nonpayment, a member is thereby suspended from membership until said dues are paid.

(d) **Reinstatement.** Any member suspended from membership under the provisions of subparagraph (c) above shall be reinstated to membership upon the payment of all dues due the Association from such member at the time of the member's suspension from membership.

(e) **Exemption from Dues for Absent Members.** Any Active or Adjunct member who is not delinquent in the payment of any past dues, and who may be absent from the County of Mobile for the period of one year, continuously, shall be exempt from the payment of annual dues during the period of such member's absence.

(f) **Waiver of Dues.** For good cause and with the approval of the Executive Committee the dues of any member may be waived.

Article VII. Young Lawyers Section

(a) **Membership.** All members of the Association (1) who are 35 years or under, or (2) who have graduated from law school within the past 10 years, or (3) whose time since graduation from law school, less military service since graduation, is 10 years or less shall be automatically members of the Young Lawyers Section of the Mobile Bar Association.

(b) **Officers.** The officers of the Young Lawyers Section of the Mobile Bar Association shall be a President, Vice-President, Secretary, and Treasurer. The terms of office of the officers of the Young Lawyers Section shall be concurrent with the terms of office of the officers of the Mobile Bar Association. There shall be an Executive Committee of the Young Lawyers Section which shall consist of the elected officers of the Young Lawyers Section, the immediate Past President of the Young Lawyers Section, and members to be appointed by the President of the Young Lawyers Section, and its duties shall be to advise with and assist the President in the management of the affairs of the Young Lawyers Section, and such other duties as may be specified herein.

(c) **Elections.** Regular election of officers shall be held at a meeting of the Executive Committee of the Young Lawyers Section each year. The officers elected shall take office immediately following their election, and shall hold office until their successors are elected or appointed. When vacancies occur in any of the offices they shall be filled by appointment of the Executive Committee of the Young Lawyers Section until the next annual election, except in case of a vacancy in the office of President which shall be filled by

election of the Young Lawyers Section at its first meeting occurring more than 10 days after the occurrence of the vacancy.

(d) **Committees.** There may be a committee corresponding to each committee appointed by the Mobile Bar Association and corresponding to each committee appointed by the Young Lawyers Section of the American Bar Association and such other special committees as the Young Lawyers President may deem necessary. All such committees shall consist of at least three members and all such committees shall be appointed by the Young Lawyers President.

(e) **Meetings.** An annual meeting of the Young Lawyers Section of the Association will be held at the time and place specified by the members of the Young Lawyers Section. Special meetings may be held at the call of the Young Lawyers President or any five members of the Young Lawyers Section. At these meetings, or at any regular adjournment thereof, all the powers and the business of the Young Lawyers Section may be exercised and executed.

(f) **Status.** The Young Lawyers Section is part of the Association. While it is fully integrated financially and subject to oversight by the Executive Committee, the Young Lawyers Section may develop and plan programming that it has determined will benefit its members, so long as that programming fits within the mission of the Mobile Bar Association and complies with policies established by the Executive Committee of the Association.

Article VIII. Policy

(a) **Political Candidates.** The Association will neither support nor oppose a candidate for a public or political office.

(b) **Public Issues and Educational Statements.** The Association may take a stand on any public issue and make educational statements provided the nature of such issues or statements is consistent with Article II of the Constitution of the Association and is not prejudicial to the best interests of the Association.

(1) A proposed resolution setting forth a stand on a public issue or question must be presented to the Secretary of the Association. The Secretary shall place the proposed resolution on the agenda of the next meeting of the Executive Committee occurring not less than seven days after presentation.

(2) A resolution setting forth a stand on a public issue or question, to be valid, must be approved by an affirmative vote of two-thirds of the members of the Executive Committee present and voting at a meeting at which a quorum is present, provided that written notice of the text of the proposed resolution has been furnished to each member of the Executive Committee not less than seven days in advance of the meeting.

(3) The Executive Committee shall determine, in its discretion, whether a proposed resolution satisfies the substantive limitations of this subsection (b), and its determination shall be final.

(4) When, in the judgment of the President, circumstances require a response before the Executive Committee can reasonably be convened, the President may issue a statement on a public issue with the concurrence of any two of the following officers: the President-Elect, the Vice President, the Secretary, and the Treasurer. Any statement so issued shall be reported to the Executive Committee at its next meeting and to the membership within 30 days, and the Executive Committee may ratify, modify, or withdraw it.

(c) **Statements Not Binding on Members.** In no case will a stand by the Association on any public issue or an educational statement of the Association be attributable to or binding on any individual member.

Article IX. General

(a) **Parliamentary Procedure.** All questions of parliamentary procedure will be governed by the most recent edition of Robert's Rules of Order, except as otherwise provided in the Constitution or Bylaws of the Association.

(b) **Amendments.** The Constitution and Bylaws may be amended by a vote of two-thirds of the active members present at any regular meeting, provided that each proposed amendment shall be plainly stated in a notice to the membership of the meeting.

(c) **Indemnification.** To the fullest extent permitted by applicable law, the Association shall indemnify and hold harmless its current and former officers, directors, Executive Committee members, employees, and agents from and against any claims, liabilities, judgments, penalties, settlements, costs, and expenses, including reasonable attorneys' fees, arising out of or relating to actions taken or omitted in good faith on behalf of the Association and within the scope of their duties or authority.

Article X. Effective Date of Constitution and Bylaws

This Constitution and Bylaws of the Mobile Bar Association, as amended, became effective November 13, 2026, pursuant to a two-thirds majority vote of the membership at a meeting of the Association after proper notice, and shall supersede any and all previous provisions of any Constitution and Bylaws of the Association.