

ATLANTA BAR ASSOCIATION, INC.

AMENDED AND RESTATED BYLAWS

DATED AS OF

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TABLE OF CONTENTS

ARTICLE I NAME, PURPOSES, TAX-EXEMPT STATUS, SEAL, OFFICES, FISCAL YEAR	1
1.1 Name.....	1
1.2 Purposes.....	1
1.3 Tax-Exempt Status	1
1.4 Seal	1
1.5 Office.....	1
1.6 Other Offices.....	1
1.7 Fiscal Year.....	2
ARTICLE II MEMBERSHIP	2
2.1 Classes of Membership	2
2.2 Procedure for Becoming a Member.....	3
2.3 Dues	3
2.4 Termination of Membership	3
2.5 Suspension of Membership	4
ARTICLE III MEETINGS OF MEMBERS; VOTING	5
3.1 Annual and Called Meetings	5
3.2 Notice.....	5
3.3 Quorum.....	5
3.4 Voting.....	5
ARTICLE IV BOARD OF DIRECTORS	5
4.1 Management of the Corporation	5
4.2 Number of Directors	5
4.3 Membership and Board of Directors.....	5
4.4 Resignation and Vacancies	6
ARTICLE V EXECUTIVE COMMITTEE	6
5.1 Membership of Executive Committee.....	6
5.2 Powers and Duties of Executive Committee	7
5.3 Rules of Executive Committee	7
5.4 Compensation.....	7
ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS	7
6.1 Place	7
6.2 Regular Meetings	8
6.3 Special Meetings.....	8
6.4 Quorum	8
6.5 Consent.....	8
6.6 Compensation.....	8
ARTICLE VII OFFICERS; DELEGATES.....	8

7.1 Officers; Election	8
7.7 Other Delegates	10
7.8 Executive Director	10
 ARTICLE VIII NOMINATING PROCEDURES; ELECTIONS	 11
8.1 Scope of Article	11
8.2 Nominating Committee	11
8.3 Duties of Nominating Committee	11
8.4 Notification of Members to Nomination	11
8.5 Other Nominations	11
8.6 Voting	12
8.7 Required Votes	12
8.8 Other Procedures Fixed by Board of Directors	12
8.9 Tie Vote	12
 ARTICLE IX SECTIONS	 12
9.1 Organization	12
9.2 Approval of Sections	13
9.3 Powers and Duties of Sections	13
9.4 Financial Matters of Sections	13
9.5 Review of Section Activities	13
9.6 Selection of Section Officers and Directors	13
 ARTICLE X INDEMNIFICATION AND INSURANCE	 14
10.1 Indemnification	14
10.2 Insurance	14
 ARTICLE XI AMENDMENT	 14
11.1 Amendment	14

**ATLANTA BAR ASSOCIATION, INC.
AMENDED AND RESTATED BYLAWS**

ARTICLE I

**NAME, PURPOSES, TAX-EXEMPT STATUS,
SEAL, OFFICES, FISCAL YEAR**

1.1 Name

The name of this corporation is Atlanta Bar Association, Inc.

1.2 Purposes

The corporation is organized for the following purposes: to uphold and defend the Constitution of the United States and of Georgia and maintain representative government; to advance the science of jurisprudence; to promote the administration of justice; to uphold the honor of the profession of law; to apply its knowledge and experience in the field of the law to the promotion of the public good; to encourage cordial intercourse among the members of the corporation; to correlate and promote such activities of the bar organizations in Atlanta as are within these objectives in the interest of the legal profession and of the public; and to engage in any lawful activities related thereto.

1.3 Tax-Exempt Status

The corporation is organized and is to operate as a non-profit organization, and it is intended that the corporation will qualify at all times as an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), by qualification as an organization described in Section 501(c)(6) of the Code.

1.4 Seal

The seal of the corporation, if any, shall be in such form and shall contain such symbols and wording as the Board of Directors may from time to time adopt.

1.5 Office

The corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered agent shall be the Executive Director of the corporation. The registered office may but need not be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

1.6 Other Offices

The corporation may also have offices and places of business at such other places within or without the City of Atlanta, Georgia, as the Board of Directors may from time to time determine.

1.7 Fiscal Year

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

ARTICLE II

MEMBERSHIP

2.1 Classes of Membership

Members in the corporation shall consist of the following six classes: active, associate, law student, honorary, life, and inactive. The eligibility requirements for such classes are as follows:

- (1) Active Member Any person who is a member of the State Bar of Georgia, who is engaged in the practice of law, and who: (1) has an office or place of business in the Georgia counties of Cherokee, Clayton, Cobb, DeKalb, Douglas, Fayette, Forsyth, Fulton, Gwinnett, Henry, Paulding or Rockdale (which twelve counties are hereinafter called the "Metropolitan Counties"); or (2) is a resident of one of the Metropolitan Counties; or (3) is a member of the corporation who is eligible for honorary membership but chooses to pay dues and be classified as an active member. If a person who is eligible for honorary membership chooses to pay dues and be classified as an active member he or she shall be considered an active member for all purposes.
- (2) Associate Member Any person who is not eligible for active membership, but who is a member in good standing of the Bar of any one of the several states or the District of Columbia.
- (3) Law Student Member Any person who is a law student or a law school graduate awaiting admission to the Bar, provided such person has not exceeded his or her second anniversary of graduation.
- (4) Honorary Member Any full-time or retired (including Senior and Emeritus status) judge or justice of any federal, state or local court and the State Board of Workers' Compensation judges in any of the Metropolitan Counties who is not also engaged in the active practice of law or business; and during his or her term of office, the Georgia Attorney General, Governor of Georgia, Lieutenant Governor of Georgia, and Mayor of the City of Atlanta. In addition, the Board of Directors may extend honorary membership to any person who is a member of the Bar of any one of the several states or the District of Columbia who in the opinion of the Board of Directors has contributed significantly to the purposes and objectives of the corporation.
- (5) Life Member Any person who has been a member of the corporation or its predecessor Association for a total of at least 30 years (in any class of membership, including any combination of such classes) and who shall have attained the age of 70 years; or any member previously classified as a Life Member under prior Bylaws of the corporation

- (6) Inactive Member Any person who has been a member of the corporation or its predecessor Association for a total of at least 30 years (in any class of membership, including any combination of such classes) and who certifies that he or she has retired or temporarily withdrawn from the active practice of law and who has not attained the age of 70 years.
- (7) Non-Lawyer Affiliate Members Legal assistants, court and calendar clerks, legal administrators, employees of the corporation, legal support staff affiliated with a law firm or legal department, patent agents, and mediators registered with the Georgia Office of Dispute Resolution. As a condition of their membership, non-lawyer affiliate members must, when describing or referring in any way to their relationship with the Association, specifically disclose their status as "Non-Lawyer Affiliate Member."

2.2 Procedure for Becoming a Member

Any person desiring to become a member of the corporation or to change his or her class of membership must file an application. All such applications shall be made to the Secretary of the corporation at its principal office and shall be accompanied by payment of dues, if any, for the year in which application is made. Upon ascertainment by the Secretary that the applicant meets the requirements of the corporation for membership, such person shall become a member of the corporation. In the event a member becomes ineligible to remain in the class of membership in which he or she is enrolled, he or she must immediately file an application for change of class of membership or such person's class of membership may be changed by the corporation. Any person applying for membership in the corporation must, upon admission to membership in the corporation, abide by the Articles of Incorporation and Bylaws of the corporation as in effect from time to time.

2.3 Dues

All members of the corporation, except law student, honorary, life and inactive members, shall be liable for the payment of dues and assessments fixed in accordance with the provisions of this Section 2.3. The annual dues for members shall be fixed and determined by the Board of Directors from time to time. The Board of Directors is empowered to fix and prorate such dues on the basis of such categories of membership, types of practice of law, and periods of practice of law as it deems appropriate. All dues shall be due and payable in accordance with the policies of the corporation as in effect from time to time. The Board of Directors shall have the power to levy additional assessments deemed necessary to the maintenance of the corporation, but no such assessment shall be made except by a two-thirds vote of the entire Board of Directors.

2.4 Termination of Membership

Termination of membership shall occur in any of the following instances:

- (1) Resignation Any member may resign at any time. No reimbursement of dues for the remainder of any fiscal year shall be made upon such resignation. Such resigned members may achieve reinstatement of their memberships pursuant to Article II.
- (2) Termination for Failure to Pay Dues Any member who fails to pay dues within ninety (90) days following the beginning of the fiscal year of the

corporation shall automatically be terminated as a member of the corporation. Such member may again become a member of the corporation pursuant to Article II; provided, however, that such person shall not be required to file an application for membership if such person's membership is renewed within a period determined by the Board of Directors from time to time.

- (3) Termination Through Expulsion Upon the filing by any person with the Secretary of the corporation of a certified copy of a final order for the disbarment of any member of the corporation from the State Bar of Georgia, the bar of any other state or any bar of the District of Columbia such person's membership in the corporation shall automatically terminate. Upon the filing by any person with the Secretary of the corporation of a certified copy of a final order for the disbarment of any member from the Bar of any other state or country or other jurisdiction, such person's membership in the corporation may be terminated at the discretion of the Board of Directors. In addition, at the discretion of the Board of Directors, any person's membership in the corporation may be terminated by the two-thirds vote of the entire Board of Directors for such good and sufficient cause as may be determined by the Board of Directors, provided that such member shall receive adequate notice of such proposed action and have an opportunity to be heard by the Board of Directors.
- (4) Reinstatement of Membership If any person's membership has terminated by reason of this Section 2.4, and the cause of the termination has been removed, such person may reapply for membership pursuant to Section 2.2.

2.5 Suspension of Membership

Upon the filing by any person with the Secretary of the corporation of a certified copy of an order of the Georgia Supreme Court providing for the suspension from the practice of law in Georgia of any member of the corporation, such person's membership in the corporation shall automatically be suspended during the pendency of such suspension from the practice of law in Georgia. Upon the filing by any person with the Secretary of the corporation of a certified copy of a final order for the suspension from practice of any member from the Bar of any other state or country, such person's membership in the corporation may be suspended at the discretion of the Board of Directors for a period equal to the period of suspension from such Bar. In addition, any person's membership in the corporation may be suspended at the discretion of the Board of Directors by the two-thirds vote of the entire Board of Directors for such good and sufficient cause and for such period of time as may be determined by the Board of Directors and provided that such member shall receive adequate notice of such proposed action and have an opportunity to be heard by the Board of Directors.

ARTICLE III

MEETINGS OF MEMBERS; VOTING

3.1 Annual and Called Meetings

There shall be an Annual Meeting of the corporation at such time each year as may be determined by the President from time to time and there shall be such other meetings as may be from time to time called by the President or by the Board of Directors.

3.2 Notice

Notice of the Annual Meeting of the corporation shall be given at least fifteen (15) days prior thereto, and notice of all other meetings of the corporation shall be given at least five (5) days prior thereto. All such notices shall be given by mailing notice or sent electronically to each member at the address of such member as shown on the records of the corporation.

3.3 Quorum

The presence of any combination of one hundred (100) active or life members of the corporation at any meeting shall be necessary to constitute a quorum for the transaction of business.

3.4 Voting

Only active and life members shall be entitled to vote with respect to matters concerning the corporation, including the election of the Board of Directors. Each active or life member shall have one vote.

ARTICLE IV BOARD OF

DIRECTORS

4.1 Management of the Corporation

The full and entire management of the affairs and business of the corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the corporation.

4.2 Number of Directors

The number of Directors shall be as determined by Section 4.3.

4.3 Membership and Board of Directors

(a) Except as provided in Section 4.3(a)(3), the Board of Directors shall assume office at the Annual Meeting of the corporation and shall consist of the following, each of whom must be an active or life member of the corporation and must maintain his or her membership throughout his or her term of office:

- (1) The officers of the corporation, being the President, Vice President/President-Elect, Secretary, Treasurer, and Immediate Past President.
- (2) Six Members-at-Large of the Board of Directors, who shall be elected as directors by the voting members of the corporation in the following manner: there shall be staggered terms of office for Members-at-Large of the Board of Directors so that three Members-at-Large of the Board of Directors shall be elected annually by the membership, to hold office for two years. No person shall be eligible for election as a Member-at-Large of the Board of Directors who has served in such capacity for the three preceding consecutive two-year terms.
- (3) Not less than three nor more than six Members-at-Large of the Board of Directors, who shall be nominated by the president and approved by a vote of the Board of Directors. At least three of such persons shall be selected from among those persons who are either then serving as an officer, or have served as an officer, of any duly authorized Section of the corporation for the immediate past five years. Each person so selected shall serve as a member of the Board of Directors until the next Annual Meeting of the corporation.
- (4) The President of the Atlanta Council of Younger Lawyers.

(b) The chairperson or president of each duly authorized Section of the corporation as prescribed in Article IX who is not already serving as a member of the Board of Directors, the current president of the Gate City Bar Association, the corporation's delegate(s) to the House of Delegates of the American Bar Association, and the President of the Atlanta Bar Foundation shall be "Non-Voting Ex Officio Board Members". The Non-Voting Ex Officio Board Members shall be invited and encouraged to attend as participants in all meetings of the Board of Directors and to participate in any and all discussions at such meetings but shall have no rights to vote and shall not be counted for purposes of determining whether a quorum is present.

4.4 Resignation and Vacancies

Any member of the Board of Directors may resign at any time. If a vacancy occurs among the Members-at-Large of the Board of Directors: (a) with respect to Members-at-Large elected pursuant to Section 4.3(a)(2), the Board of Directors shall choose a person to fill such vacancy for the remainder of his or her term; and (b) with respect to Members-at-Large elected pursuant to Section 4.3(a)(3), the Board of Directors may, at its option, choose a person to fill such vacancy for the remainder of his or her term.

ARTICLE V EXECUTIVE

COMMITTEE

5.1 Membership of Executive Committee

There shall be an Executive Committee of the Board of Directors which shall consist of the officers of the corporation, the President of the Atlanta Council of Younger Lawyers, and two

persons elected by the Board of Directors from among the Members-at-Large of the Board of Directors, who shall serve as Members-at-Large of the Executive Committee.

5.2 Powers and Duties of Executive Committee

To the extent permitted by the Georgia Non-Profit Corporation Code or any successor provision of the laws of the State of Georgia (collectively the "GNCC"), the Executive Committee shall have and may exercise all the authority of the Board of Directors, except that the Executive Committee shall not have the authority of the Board of Directors to:

- (1) amend the Bylaws of the corporation;
- (2) set or change dues or special assessments;
- (3) determine or establish offices or places of business of the corporation; or
- (4) create or abolish Sections of the corporation.

5.3 Rules of Executive Committee

The Executive Committee may make, alter and repeal rules for the holding of its meetings and the conduct of its business, subject to the following: (a) the President or any two members may call a meeting of the Executive Committee; (b) a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business and the vote of a majority of the members of the Executive Committee present at a meeting at the time of such vote, if a quorum is then present, shall be an act of the Executive Committee; and (c) members of the Executive Committee may attend by telephone if all persons participating in such meeting can hear each other; and (d) whenever the vote of members of the Executive Committee at any meeting thereof is required or permitted to be taken in connection with any action, the meeting of members of the Executive Committee may be dispensed with, but only if a majority of the members of the Executive Committee shall consent in writing, including consent via electronic-mail, to such action being taken, which such consent shall be filed with the minutes of proceedings of the Executive Committee. The Executive Committee shall keep minutes and other records of its proceedings and shall report its actions to the Board of Directors as requested and at regularly scheduled meetings of the Board of Directors.

5.4 Compensation

Members of the Executive Committee shall not receive any compensation for their services, but they shall be entitled to reimbursement of reasonable expenses, if any, incurred by them as members of the Executive Committee, upon the approval of the Board of Directors; provided that nothing herein contained shall be construed to prevent any such person from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

6.1 Place

The Board of Directors may hold meetings, both regular and special, either within or without the State of Georgia.

6.2 Regular Meetings

The Board of Directors shall meet at least once during each calendar quarter. Directors may attend by telephone, provided that the conditions set forth in Section 6.4 are satisfied.

6.3 Special Meetings

Special meetings of the Board of Directors may be called by the President of the corporation, on at least one day's notice to each Director, in accordance with the GNCC, and special meetings shall be called by the President in like manner and on like notice upon written request of five members of the Board of Directors.

6.4 Quorum

At all meetings of the Board of Directors, one-third of the entire 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 except where the GNCC, the Articles of Incorporation or these Bylaws require a greater vote. One or more Directors who participate in a Board meeting by telephone shall be deemed present and in attendance for all purposes at such meeting, if all persons participating in such meeting can hear each other. Directors may not participate in Board meetings by proxy.

6.5 Consent

Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is evidenced by one or more written consents, including consent via electronic-mail, signed by no fewer than two-thirds of the entire Board of Directors and delivered to the corporation for inclusion in the minutes of the proceedings of the Board of Directors.

6.6 Compensation

Members of the Board of Directors shall not receive any compensation for their services, but they shall be entitled to reimbursement of reasonable expenses, if any, incurred by them as members of the Board of Directors, upon the approval of the Board of Directors; provided that nothing herein contained shall be construed to prevent any such person from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII OFFICERS;

DELEGATES

7.1 Officers; Election

The officers of the corporation shall assume office at the Annual Meeting of the corporation and shall consist of a President, a Vice President/President-Elect, a Secretary, a Treasurer and the Immediate Past President. The Immediate Past President shall be the person who held the office of President during the year since the last Annual Meeting; the other officers shall be elected pursuant to Article VIII. Only persons who are active or life members of the corporation may serve as officers of the corporation and they must maintain their memberships throughout their terms of office. No member may serve as an officer without first having served either (a) at least one two-year term as an elected Member-at-Large of the Board of Directors; (b) two one-year

terms as a Member-at-Large of the Board of Directors through presidential appointments; or (c) three or more years as an officer of a section, including one year as chair of said section.

7.2 President

The President shall serve for one year and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal, but no person shall be eligible to succeed himself or herself as President of the corporation. The President shall be the Chief Executive Officer of the corporation and, when in attendance, shall preside at meetings of the Board of Directors, the Executive Committee, and the membership. The President shall have general authority to supervise the conduct of all ordinary business of the corporation, to act as spokesperson for the corporation, and to supervise the Executive Director consistent with the policies and programs approved from time to time by the members or the Board of Directors.

7.3 Vice President/President Elect

The Vice President/President-Elect shall serve for one year or until his or her earlier death, resignation or removal, and shall automatically become President of the corporation at the expiration of his or her term as Vice President/President-Elect. In the absence of the President, the—Vice President/President-Elect shall perform the duties of the President. The Vice President/President-Elect also shall have such duties as may be conferred from time to time by the Board of Directors.

7.4 Secretary; Treasurer

The Secretary shall serve for one year and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. The Secretary shall keep or cause to be kept minutes of all meetings of the members, the Board of Directors, and the Executive Committee; shall have authority to certify the corporate books and records; and shall in general be authorized to perform the duties incident to the office of Secretary as may be conferred from time to time by the Board of Directors.

The Treasurer shall serve for one year and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. The Treasurer shall receive and review reports on the financial position and affairs of the corporation from the Executive Director and from such independent auditors as the Board of Directors may, from time to time, engage; shall have general authority to supervise the conduct of all ordinary financial business of the corporation; and shall in general be authorized to perform the duties incident to the office of Treasurer as may be conferred from time to time by the Board of Directors.

7.5 Vacancies

In the event a vacancy occurs in the office of President as a result of death, resignation, removal or otherwise, the Vice President/President-Elect shall perform the duties of that office for the remainder of the term in which such vacancy occurs. The fact that such vacancy is filled by the Vice President/President-Elect shall not affect such person's succession to the office of President at the expiration of the term for which he or she was elected to serve as Vice President/President-Elect. In the event a vacancy occurs in the office of Vice President/President-Elect, a special election of members to fill such post shall be conducted pursuant to Article VIII. A vacancy in the office of Secretary or Treasurer shall be filled by action

of the Board of Directors and the person so elected shall serve for the remainder of the term in which such vacancy occurs.

7.6 Delegates to the American Bar Association

The Board of Directors shall elect the number of delegates to the House of Delegates of the American Bar Association as permitted by the American Bar Association. Only persons who are active or life members of the corporation and members of the American Bar Association may serve as such delegates and they must maintain their memberships throughout their terms of office. Election of such delegates shall take place at the regular meeting of the Board of Directors immediately preceding the beginning of the term of such delegates as provided by the American Bar Association or such other time as the Board of Directors may from time to time determine. Following such persons taking office as delegates of the American Bar Association, they shall be Non-Voting Ex Officio Board Members. No person may serve as Atlanta Bar Association delegate to the House of Delegates of the American Bar Association for four successive terms unless after three consecutive terms it is demonstrated to the satisfaction of the Board that such Atlanta Bar Delegate has become active in American Bar Association activities of some significance, e.g., chairing American Bar Association committees or serving on the executive boards of such affiliates as the National Conference of Bar Presidents or the Metropolitan Bar Caucus or such other American Bar activity as the board might deem sufficient; provided, however, that any person may be reelected as such delegate after the passage of at least one year in which he or she does not serve as such delegate.

7.7 Other Delegates

The Board of Directors shall select from the active or life members of the corporation delegates and/or representatives, as applicable, to other professional associations and other organizations, as the Board of Directors shall from time to time determine. Such delegates and representatives shall serve at the pleasure of the Board of Directors.

7.8 Executive Director

The corporation shall employ an Executive Director who shall have responsibility for the routine administration and operation of the corporation under the direction of the President, the Board of Directors and the Executive Committee, including, without limitation, preparation and maintenance of the financial records necessary or helpful to the Treasurer, evaluating the degree of success of the corporation's endeavors and programs, assisting the officers with correspondence on behalf of the corporation, supervising the activities of other employees of the corporation, and performing such other duties as may be prescribed by the Board of Directors or the President.

7.9 Compensation

Officers of the corporation shall not receive any compensation for their services, but they shall be entitled to the reimbursement of reasonable expenses, if any, incurred by them as officers, upon the approval of the Board of Directors; provided that nothing herein contained shall be construed to prevent any such officer from serving the corporation in any other capacity and receiving compensation therefore. The Executive Director shall be entitled to receive reasonable compensation for his or her services as determined by the Board of Directors and to the reimbursement of reasonable expenses, if any, incurred by him or her as Executive Director. The compensation of other employees of the corporation shall be fixed by the Board of Directors, and the compensation of any agent or consultant shall either be so fix

ARTICLE VIII

NOMINATING PROCEDURES; ELECTIONS

8.1 Scope of Article

This Article shall govern the procedures for nomination of candidates to serve as officers of the corporation described in Article VII and Members-at-Large of the Board of Directors of the corporation described in Section 4.3(a)(2).

8.2 Nominating Committee

The Nominating Committee shall consist of seven members, one of whom shall be the President of the corporation. The President shall serve as Chairperson of the Nominating Committee. The remaining six members of the Nominating Committee shall be elected annually by the Board of Directors. Such election shall occur at such time as the Board of Directors shall determine. Four members of the Nominating Committee shall be elected from the then-incumbent members of the Board of Directors and two members shall be active or life members of the corporation who are not members of the Board of Directors. With the exception of the Vice President/President-Elect (if the President-Elect serves as a member of the Nominating Committee), the members of the Nominating Committee shall not be eligible for nomination for any position of the corporation as to which nominations are required.

8.3 Duties of Nominating Committee

The Nominating Committee shall nominate at least one and not more than three active or life members of the corporation for each of the offices of Vice President/President-Elect, Secretary and Treasurer. In addition to the requirements of Section 7.1, only persons who have served during the current year on the Board of Directors of the corporation shall be eligible for nomination for the position of Vice President/President-Elect.

The Nominating Committee shall nominate at least one and not more than three active or life members of the corporation for as many vacancies among the Members-at-Large of the Board of Directors as are to be filled at the ensuing election.

The Nominating Committee shall submit its report to the Secretary at such time as the Board of Directors shall determine, which report must indicate that all persons nominated have agreed in writing to serve if elected.

8.4 Notification of Members to Nomination

The Secretary shall, at such time as the Board of Directors shall determine, provide a copy of the Nominating Committee's report and information on how to petition for nomination according to Section 8.5 to every member whose name was submitted for consideration by the Nominating Committee.

8.5 Other Nominations

Nominations for any position, provided that the nominee meets the eligibility requirements set forth in these Bylaws, may be made in writing, by petition over the signatures of

not less than any combination of 100 active or life members of the corporation, by filing such nominations with the Secretary at such time as the Board of Directors shall determine.

8.6 Voting

The Secretary shall prepare a ballot containing the names of all nominees, listed in alphabetical order, for the respective positions and indicating the number of persons to be elected. Such ballots shall be mailed or sent electronically at such time as the Board of Directors shall determine. Such ballots shall be accompanied by voting instructions and notification of the time at which such ballots must be returned. To be eligible for counting, such ballots must be returned or submitted to the principal office of the corporation or such other location as the Secretary shall designate not later than such time as shall be determined by the Board of Directors.

8.7 Required Votes

- (1) Officers The Vice President/President-Elect shall be elected by a majority of the votes cast; if no candidate for this office receives a majority vote, a run-off election between the two candidates receiving the most votes in the general election shall be held. Persons to be elected as officers of the corporation shall be elected by a plurality of the votes cast.
- (2) Members-at-Large Persons to be elected as Members-at-Large of the Board of Directors of the corporation shall be elected by a plurality of the votes cast.

8.8 Other Procedures Fixed by Board of Directors

The Board of Directors may prescribe such other procedures as may be necessary or appropriate for the conducting of elections.

8.9 Tie Vote

In the event of a tie vote, in any election, except for Vice President/President-Elect, the election shall be determined by lot under such arrangements as the Board of Directors deems appropriate.

ARTICLE IX

SECTIONS

9.1 Organization

Members of the corporation may be organized into Sections upon approval of the Board of Directors upon consideration of a written application submitted to the Board of Directors and signed by any combination of at least 100 active or life members of the corporation who have agreed to become members of any such Section as hereinafter provided.

9.2 Approval of Sections

The Board of Directors shall have complete discretion as to whether an application for the creation of a Section shall be approved; provided, however, that the Board of Directors may approve the creation of a Section only upon a two-thirds vote of the entire Board of Directors.

9.3 Powers and Duties of Sections

Each Section shall have such powers and duties, not inconsistent with the Articles of Incorporation and Bylaws of the corporation, as may be appropriate to the accomplishment of its purposes. No 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 other action in the name of the corporation without prior approval of the Board of Directors.

9.4 Financial Matters of Sections

Each Section must submit its dues proposal for the next fiscal year to the Board of Directors at such time as the Board of Directors shall determine. The Board of Directors shall have the authority to approve or disapprove dues proposals of each Section. Upon obtaining approval from the Board of Directors, each Section shall thereafter set its dues for the next fiscal year. At the time of the submission of its dues proposal, each Section must also send a copy of its proposed budget for the next fiscal year to the Executive Committee for information. Each Section shall be authorized to collect dues from its members and otherwise collect and disburse monies, subject to such terms and conditions as the Board of Directors shall determine from time to time.

9.5 Review of Section Activities

Each Section must submit to the Board of Directors, at such time as the Board of Directors shall determine, a report of the activities of the Section for the preceding fiscal year and its projected goals for the next fiscal year. The Board of Directors shall periodically review the activities of each Section with particular reference to the programs of the Section and the number of persons participating. The Board of Directors may, in its discretion, terminate the existence of a Section upon the basis of such review if it deems that the continuance of such Section is not in the best interests of the corporation; provided, however, that the Board of Directors may terminate the existence of a Section only upon a two-thirds vote of the entire Board of Directors.

9.6 Selection of Section Officers and Directors

Notwithstanding any provision in the bylaws of any Section to the contrary, each Section shall elect its officers and directors at least every two years. The commencement and conclusion of such elections shall be scheduled to coincide with the election of officers and directors of the corporation. If a Section is dormant for any period of time and/or does not have an operating Section Board, the Board of Directors may upon a two-thirds vote take action it deems necessary to allow the Section to reactivate after its period of dormancy, including but not limited to appointing one or more Section Board members. Once approved, those appointed Section Board members may amend the last known Section Bylaws to create an operating Board and to appoint additional officers and maintain the Section's newly active status.

ARTICLE X

INDEMNIFICATION AND INSURANCE

10.1 Indemnification

The corporation shall indemnify each person who is or was a director, officer or employee of the corporation (including the heirs, executors, administrators, or estate of such person) or who is or was serving at the request of the corporation as a director, officer, partner, trustee or employee of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the full extent permitted under the GNCC. If any such indemnification is requested pursuant to Section 14-3-851(a) of the GNCC, the Board of Directors shall cause a determination to be made (unless a court has ordered the indemnification) in one of the manners prescribed in Section 14-3-855 of the GNCC as to whether indemnification of the party requesting indemnification is permissible in the circumstances because he or she has met the applicable standard of conduct set forth in Section 14-3-851(a) of the GNCC. Upon any such determination that such indemnification is permissible, the corporation shall make indemnification payments of liability, cost, payment or expense asserted against, or paid or incurred by, such person in his or her capacity as such a director, officer or employee to the maximum extent permitted by said Sections of the GNCC. The indemnification obligation of the corporation set forth herein shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which any party may be entitled.

10.2 Insurance

The corporation may purchase and maintain insurance at its expense, to protect itself and any person described in Section 10.1 against any such liability, cost, payment or expense, whether or not the corporation would have the power to indemnify such person against such liability.

ARTICLE XI

AMENDMENT

11.1 Amendment

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the entire Board of Directors or by majority vote of the members present at a meeting of the members of the corporation.

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