

**BY-LAWS OF
ATLANTA BAR ASSOCIATION, INC.**

**DISPUTE RESOLUTION LAWYERS,
DISPUTE RESOLUTION SECTION**

Updated April 15, 2018

ARTICLE I

NAME, PURPOSE, FISCAL YEAR, LIMITATIONS, DEFINITIONS

SECTION 1.01. NAME.

The name of this Section of Atlanta Bar Association, Inc. shall be Dispute Resolution Lawyers, and it also may be referred to as the Dispute Resolution Section, and hereinafter it is designated as "The Section."

SECTION 1.02. PURPOSE.

The purposes of Dispute Resolution Lawyers shall be:

- (a) To uphold and defend the Constitutions of the United States and Georgia;
- (b) To further the purposes and goals of Atlanta Bar Association, Inc.;
- (c) To encourage the participation of members of Atlanta Bar Association, Inc. in the activities of that organization, including service to and knowledge about dispute resolution, conflict resolution, resolution of disputes through other than litigation and/or trial and service to the public;
- (d) To communicate the official position of the members of the Section of the Atlanta Bar Association, Inc. on various issues to that organization and to make appropriate recommendations thereto; and
- (e) To coordinate the efforts of the members of the Section of the Atlanta Bar Association, Inc. in promoting the welfare of the Atlanta community.

SECTION 1.03. FISCAL YEAR.

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

SECTION 1.04. LIMITATIONS.

These By-Laws have been adopted subject to the Articles of Incorporation and By-Laws of Atlanta Bar Association, Inc.

SECTION 1.05. DEFINITIONS.

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

ARTICLE II

MEMBERSHIP

SECTION 2.01. ENROLLMENT.

Any eligible member of the Atlanta Bar Association, Inc. shall, upon request to Atlanta Bar Association, Inc., be enrolled as a member of the Section by the payment of annual Section dues. Judges and Life members shall be honorary Section members without requirement of payment of dues.

SECTION 2.02. THE MEMBERSHIP.

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

SECTION 2.03. DUES.

Dues for membership in the Section shall be in an amount set by the Board of Directors in accordance with Sections 5.02 and 8.01 hereof and shall be payable annually at the time of enrollment.

SECTION 2.04 DELINQUENCY.

Any member of the Section who has not paid the annual dues by September 1st of each year shall automatically cease to be a member of the Section.

**ARTICLE III
MEETINGS OF THE MEMBERS**

SECTION 3.01. MEETINGS.

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

SECTION 3.02. NOTICE.

Notice of any meeting of the Membership shall be provided at least ten (10) days prior thereto, by providing notice of the place and purpose of the meeting to each member of the Section at the street or electronic address of such member as shown on the records of Atlanta Bar Association, Inc.

SECTION 3.03. QUORUM.

The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

SECTION 3.04. CONTROLLING VOTE.

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

SECTION. 3.05. VOTING ELIGIBILITY.

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

SECTION 3.06. MAIL AND ELECTRONIC VOTING.

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

ARTICLE IV

OFFICERS.

SECTION 4.01. OFFICERS.

The officers of the Section shall consist of a Chair, a Vice-Chair/Chair-Elect, a Secretary/Treasurer and the Immediate Past Chair. The officers shall assume office at the Annual Meeting of Atlanta Bar Association, Inc. and shall serve for a term of one (1) year until the next Annual Meeting of Atlanta Bar Association, Inc. Only persons who are Active members of Atlanta Bar Association, Inc. and who are members of the Section may be nominated in any manner for or serve in any office or position of the Section. Each officer shall be elected for a one (1) year term by the voting members of the Section, pursuant to the procedures set forth in Article VI of these By-Laws.

SECTION 4.02. DUTIES AND AUTHORITY.

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

- (a) The Chair shall appoint the chair and members of any committees of the Section who are to hold office during his or her term as Chair and shall appoint three (3) members to the Board of Directors Members-at-Large who shall serve for a one-year term, as provided in Article V; shall plan and superintend the programs of the Section during his or her term, subject to the direction and approval of the Board of Directors; and shall keep the Board of Directors duly informed as to the administration and activities of the Section.

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

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

- (d) The Secretary/Treasurer as Treasurer shall with assistance of the Atlanta Bar Association, Inc. staff: have custody and control of all funds of the Section; shall keep, or cause to be kept, an accurate record of all monies received or expended by the Section; shall monitor all accounts, reports and other documents prepared as to Section funds, revenues and expenditures, and seek to make certain that all such accounts, reports and other documents are, at all times, accurate and correct; shall periodically report to the Chair and the Board of Directors on the Section's present and projected financial condition; shall advise the officers and Board of Directors as to the financial impact of any proposed action by the officers, Board of Directors or Section which, in his or her judgment, would have a significant impact on the financial condition of the Section; shall, at least once each year, prepare a projected budget to be submitted to the Board of Directors; and shall prepare such other recommendations and reports on the financial affairs of the Section as may be requested by the Chair or the Board of Directors.

- (e) The Immediate Past Chair shall aid the Chair in the performance of his or her responsibilities in such manner and to such extent as the Chair may request.

SECTION 4.03. ELIGIBILITY.

All Active members of Atlanta Bar Association, Inc. who are members of the Section shall be eligible to hold office as an officer or as a Member-at-Large of the Board of Directors. The Chair may not succeed himself or herself in that office, but automatically upon the termination of the term which such person is serving as Chair, such person shall commence serving a one-year term as Immediate Past Chair.

SECTION 4.04. VACANCIES.

In the event a vacancy occurs in the office of Chair as a result of death, resignation or otherwise, the Vice-Chair/Chair-Elect shall perform the duties and functions of that office for the remainder of the term in which such vacancy occurs. The fact that such vacancy is filled by the Vice Chair/Chair-Elect shall not affect such person's succession to the office of President at the expiration of the term for which he or she was chosen to serve as Vice-Chair /Chair-Elect, any provision in these By-Laws to the contrary notwithstanding. In the event a vacancy occurs in the office of Vice-President/President-Elect, a special election to fill such post shall be held by the membership, which election shall be conducted according to such rules and procedure as prescribed by resolution of the Board of Directors. A vacancy in the office of Secretary/Treasurer shall be filled by appointment by the Chair.

SECTION 4.05. COMPENSATION.

Officers of the Section shall not receive any compensation for their services as officers, but they may be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as officers, provided that nothing herein contained shall be construed to preclude any such officer from serving the Section in any other capacity and receiving compensation therefor.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.01. COMPOSITION.

There shall be a Board of Directors of the Section which shall consist of the officers described in Article IV of these By-Laws and seven (7) Members-at-Large.

SECTION 5.02. DUTIES AND AUTHORITY.

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

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

Any active member of Atlanta Bar Association, Inc. who is a member of the Section may be nominated in any authorized manner for and serve as a Member-at-Large of the Board of Directors. Four (4) at-Large members of the Board of Directors shall be elected for two-year terms in the manner provided in Article VI of these By-Laws (“Elected Members”). Three (3) at-Large members shall be appointed by the Chair for a one-year term as provided in Section 5.01 of these By-Laws (“Appointed Members”). Elected Members of the Board of Directors shall assume office at the first Annual Meeting of Atlanta Bar Association, Inc. following their election for a two-year term. Appointed Members shall assume office immediately upon their appointment by the Chair and serve until the next Annual Meeting of Atlanta Bar Association, Inc.

SECTION 5.04. MEETINGS.

The Board of Directors must meet at least four (4) times during each fiscal year at a place and in a manner, be it physical or electronic, as may from time to time be fixed by resolution of the Board of Directors or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by resolution of the Board of Directors and special meetings may be held at any time upon call of the Chair or a majority of the voting members of the Board of Directors on one (1) day's notice to each Director, either personally or by mail, fax, email, text, or telephone. Notice need not be given of regular meetings held at times fixed by resolution of the Board of Directors. No notice of any meeting need be given any member of the Board of Directors who at any time before or after the meeting waives notice of the meeting in writing or who participates in such meeting, unless at the beginning of such meeting, he or she states an objection to the place, or manner or time of the meeting, or to the manner in which it has been called. Upon the failure of any officer or at-Large member of the Board of Directors to attend four meetings during any fiscal year, his or her membership on the Board of Directors shall terminate and the vacancy shall be filled as provided in Section 5.07 of this Article.

SECTION 5.05. QUORUM AND CONTROLLING VOTE.

At all meetings of the Board of Directors, a majority 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 participating and voting shall be the act of the Board of Directors.

SECTION 5.06. ACTION WITHOUT MEETING.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written or electronic consent setting forth the action so taken shall be provided or acknowledged by all members of the Board of Directors and such consent is filed with the minutes of the proceedings of the Board of Directors.

SECTION. 5.07. VACANCIES.

In the event of a vacancy in in a Member-at-Large position on the Board of Directors, the Board of Directors will appoint, by vote under Section 5.05 or Section 5.06, a member of the Section eligible to hold office, who will serve the unexpired term of office to which the person vacating the position of Member-at-Large had been elected by the at-Large membership of the Section. In the event that the Immediate Past Chair shall be unable to serve by reason of death, resignation, or otherwise, the Board of Directors will appoint, by vote under Section 5.05 or Section 5.06, a member of the Section eligible to hold office, who shall serve until the next Annual Meeting of Atlanta Bar Association, Inc. In the event of a tie vote with respect to any vacancies to be filled pursuant to this Section 5.07, the Chair shall fill the vacancy by the appointment of a member of the Section eligible to hold office, who will serve until the next Annual Meeting of Atlanta Bar Association, Inc.

SECTION 5.08. COMPENSATION.

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

ARTICLE VI

NOMINATING PROCEDURES; ELECTIONS

SECTION 6.01. SCOPE.

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

SECTION 6.02. NOMINATING COMMITTEE.

The Nominating Committee shall consist of three (3) to five (5) members, one of whom shall be the Chair of the Section. The Chair shall serve as Chair of the Nominating Committee. The remaining members of the Nominating Committee shall be appointed by the Chair, at least one (1) of whom shall be a member of the Board of Directors and all of whom shall be Active members of the Atlanta Bar Association, Inc. who are members of the Section. The selection of the Nominating Committee shall occur no later than January 1st of each calendar year. With the exception of the Chair, the members of the Nominating Committee shall be eligible for nomination for any position under consideration by the Nominating Committee.

SECTION 6.03. DUTIES OF NOMINATING COMMITTEE.

- (a) The Nominating Committee shall nominate at least one and not more than three Active members of Atlanta Bar Association, Inc. who are members of the Section for each of the offices of Vice-Chair/Chair-Elect, Secretary/Treasurer. Only persons who have served during the current year on the Board of Directors of the Section shall be eligible for nomination for the position of Vice-Chair/Chair-Elect by the Nominating Committee or by petition under Section 6.05.
- (b) The Nominating Committee shall nominate candidates to fill existing vacancies at the ensuing election among the elected Members-at-Large of the Board of Directors from Active members of the Section. The number of candidates to be so nominated shall equal no less than the aggregate number of elected vacancies to be filled and no more than three times the number of vacancies to be filled.
- (c) The Nominating Committee shall submit its report to the Secretary and the Executive Director of Atlanta Bar Association, Inc., by no later than February 1st of each year, which report must indicate that all persons nominated have agreed, electronically or in writing, to serve, if elected.

SECTION 6.04. NOTIFICATION TO MEMBERS OF NOMINATIONS.

The Secretary of Atlanta Bar Association, Inc. shall, no later than February 7th of each year or the first business day subsequent thereto in the event such day occurs on a weekend or holiday, provide every member whose name was submitted for consideration by the Nominating Committee a copy of the Nominating Committee's report and information on how to petition for nomination according to Section 8.05 of the By-Laws.

SECTION 6.05. OTHER NOMINATIONS.

Nominations for any position may be made in writing or electronically over the signatures of not less than twenty-five (25) Active members of Atlanta Bar Association, Inc. who are members of the Section, by filing such nominations with the Executive Director and the Secretary of Atlanta Bar Association, Inc. not later than February 17th of each year or the first business day subsequent thereto in the event such day occurs on a weekend or holiday.

SECTION 6.06. VOTING.

Voting shall be by mail, or by electronic means. The Secretary of Atlanta Bar Association, Inc. shall prepare a formal ballot containing the names of all nominees, listed in alphabetical order, for the respective positions and indicating the number of persons to be voted for. Such ballots shall be mailed or otherwise provided not later than the last day of February of each year, unless such day occurs on a weekend or a holiday, in which such event, such ballots shall be mailed or provided on the first business day following the last day of February. Such ballots shall be accompanied by voting instructions and notification of the time at which such ballots may be returned. To be eligible for counting, such ballots must be returned to the principal office of Atlanta Bar Association, Inc. not later than such time as shall be determined by the Executive Committee of Atlanta Bar Association, Inc.

SECTION 6.07. REQUIRED VOTES.

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

- (b) Members-at-Large. The number of persons who equal the number of vacancies to be filled and receive a plurality for Members-at-Large of the Board of Directors shall be deemed elected Members-at-Large. In the event of a tie vote for the remaining position(s) to be filled, the person(s) to be elected for the remaining available position(s) shall be determined by a vote taken between those persons receiving the same number of votes for the remaining position(s), in a run-off election to be held in accordance with the procedures set forth in Section 6.06.

SECTION 6.08. OTHER PROCEDURES FIXED BY BOARD OF DIRECTORS.

The Board of Directors may by resolution prescribe such other procedures as may be necessary or appropriate to the conducting of elections, provided that: (a) such procedures are not inconsistent or in conflict with any other provisions of these By-Laws and (b) such procedures are submitted to and approved by the Executive Committee of Atlanta Bar Association, Inc. by no later than February 1st of each year.

SECTION 6.09. TIE VOTE.

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

ARTICLE VII
PROJECTS AND COMMITTEES

SECTION 7.01. ESTABLISHMENT BY MEMBERS.

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

SECTION 7.02. ESTABLISHMENT BY CHAIR OR BOARD OF DIRECTORS.

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

ARTICLE VIII

COORDINATION WITH ATLANTA BAR ASSOCIATION, INC.

SECTION 8.01. FINANCIAL MATTERS OF SECTION.

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

SECTION 8.02. DEPOSIT AND HANDLING OF SECTION MONIES.

Funds of the Section shall be deposited in the treasury of the Section and shall be disbursed to pay bills of the Section which have been approved for payment by the Chair or Secretary/Treasurer of the Section.

SECTION 8.03. EXPENDITURE OF SECTION MONIES.

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

SECTION 8.04. SECTION CONTINUING LEGAL EDUCATION.

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

SECTION 8.05. LEGISLATION.

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

SECTION 8.06. REVIEW OF SECTION ACTIVITIES.

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

SECTION 8.07. FILING OF BY-LAWS AND AMENDMENTS.

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

ARTICLE IX

**EFFECTIVE DATE AND TRANSITION PROVISIONS;
AMENDMENTS**

SECTION 9.01. EFFECTIVE DATE AND TRANSITION PROVISIONS.

These By-Laws shall become effective on April 15, 2018.

SECTION 9.02. AMENDMENT.

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