

**BY-LAWS OF THE
ATLANTA COUNCIL OF YOUNGER LAWYERS
OF ATLANTA BAR ASSOCIATION, INC.**

ARTICLE I

NAME, PURPOSE, FISCAL YEAR, LIMITATIONS, DEFINITIONS

SECTION 1.01. NAME.

The name of this Section of the Atlanta Bar Association, Inc. (the “Atlanta Bar”) shall be The Atlanta Council of Younger Lawyers, and shall be hereinafter designated as “The Section”.

SECTION 1.02. PURPOSE.

The purposes of the Atlanta Council of Younger Lawyers shall be:

- (a) To uphold and defend the constitutions of the United States and Georgia;
- (b) To further the purposes and goals of the Atlanta Bar;
- (c) To encourage the participation of younger Members of the Atlanta Bar in the activities of that organization including service to younger Members of the bar and service to the public;
- (d) To communicate the official position of the younger Members of the Atlanta Bar on various issues to that organization and to make appropriate recommendations thereto; and
- (e) To coordinate the efforts of the younger Members of the Atlanta Bar 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 Bylaws have been adopted subject to the Articles of Incorporation and Bylaws of the Atlanta Bar and in the event of conflict, the Articles of Incorporation and Bylaws of the Atlanta Bar shall control.

SECTION 1.05. DEFINITIONS.

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

ARTICLE II

MEMBERSHIP

SECTION 2.01. ENROLLMENT.

Any eligible Member of the Atlanta Bar shall, upon request to the Atlanta Bar, be enrolled as a Member of the Section by the payment of annual Section dues. Eligible Members include:

(a) Any person who has not yet attained his or her thirty-sixth (36th) birthday (or who does not become thirty-six (36) until after that year's Annual Meeting) or

(b) Any person who has been admitted to practice law less than three (3) fiscal years as defined in Section 1.03.

SECTION 2.02. THE MEMBERSHIP.

Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the Members 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 Members shall be held upon call of the President, the Board of Directors then in office, or at the written request of at least twenty-five percent (25%) of the Members of the section.

SECTION 3.02. NOTICE.

Notice of any meeting of the Members shall be given by mail, fax or email, at least five (5) days prior to the date of the meeting, by mailing, faxing or emailing notice of the time, place and purpose of the meeting to each Member at the address, fax number or email address of such Member as shown on the records of the Atlanta Bar. Notice by mail shall be deemed given three (3) days after deposit with the United States Postal Service.

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

SECTION 3.06. ACTION WITHOUT MEETING.

Action required or permitted to be taken at a meeting of Members may be taken by the Members without a meeting by written consent or electronic transmission. Binding action of the Section shall be by a majority of the votes or consents received from Members in accordance with the rules fixed by the Board of Directors. Written consents shall describe the action taken, be signed and dated by the Member, and delivered to the Board of Directors or the Atlanta Bar by mail, fax or by email (including by electronic reproduction of the signed consent, such as a PDF file). Consent by written transmission may be by email, website, or any other means of electronic transmission approved by the Board of Directors or the Atlanta Bar, which electronic transmission

allows the recipient to determine the action to be taken, the Member who initiated the transmission, and the date on which the transmission was made.

ARTICLE IV

OFFICERS

SECTION 4.01. OFFICERS.

The officers of the Section shall consist of a President, a Vice-President/President Elect, a Secretary, a Treasurer and the Immediate Past President. The officers shall assume office at the Annual Meeting of Atlanta Bar and shall serve for a term of one (1) year until the next Annual Meeting of Atlanta Bar. Only persons who are Active Members of Atlanta Bar 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 President shall appoint the chairperson and Members of all committees of the Section who are to hold office during his or her term as President and shall appoint, subject to approval by the Board of Directors, two (2) Members to the Board of Directors, Members-at-large who shall serve for a one (1) 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-President/President Elect shall automatically become President of the Section at the expiration of his or her term as Vice President/President Elect. The Vice- President/President Elect shall, on consultation with the President, arrange for the appointment of the chairperson and Members of all committees who are to hold office during his or her coming term as President. The Vice- President/President Elect shall aid the President in the performance of his or her responsibilities in such manner and to such extent as the President may request and shall, in the absence of the President, perform the duties of the President.

(c) The Secretary shall consult with and assist all the officers of the Section with the work of the Section generally in the manner and to the extent they may request; shall issue, or cause to be issued, notices of all meetings of the Board of Directors and the Membership; shall keep a true record of the proceedings of all meetings of the Board of Directors and of the Membership, whether assembled or acting under submission; shall have charge and custody of all minute books of the Section; shall serve as a liaison between the Section and the staff of Atlanta Bar 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.

(d) The Treasurer shall 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 President 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 President or the Board of Directors.

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

SECTION 4.03. ELIGIBILITY.

All Active Members of Atlanta Bar who are Members of the Section and who will be eligible for Membership in the Section throughout the duration of their term shall be eligible to hold office as an officer or as a Member-at-Large of the Board of Directors, and all officers and Members-at-Large of the Board of Directors must maintain their eligibility throughout their term provided that the immediate past president need not be eligible throughout his or her term. The President may not succeed himself or herself in that office, but automatically upon the termination of the term which such person is serving as President, such person shall commence serving a one-year term as Immediate Past President.

SECTION 4.04. VACANCIES.

In the event a vacancy occurs in the office of President as a result of death, resignation or otherwise, the Vice-President/ President 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-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 chosen to serve as Vice-President/President 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 proscribed by resolution of the Board of Directors. A vacancy in the office of Secretary or Treasurer shall be filled by appointment by the President.

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 sixteen (16) Members-at-Large. The Members of the Board of Directors shall assume office at the Annual Meeting of the Atlanta Bar (except for the two Members appointed by the President pursuant to Section 5.03 hereof, who shall assume office immediately upon their appointment) and shall serve until to next Annual Meeting of the Atlanta Bar.

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 Bylaws of the Atlanta Bar; and shall be empowered to fix and prorate annual Section dues, provided that such dues shall be fixed and determined and an annual proposed budget prepared by not later than sixty (60) days prior to the first day of the fiscal year. It shall be the affirmative duty of the Board of Directors and each Member thereof to assure that the Section makes no financial or other commitments during any fiscal year, which exceed the sum of funds on hand at the

beginning of the fiscal year and revenues or other appropriations to be received by the Section during that fiscal year, without prior written approval of the Executive Committee of the Atlanta Bar. Any Member of the Board of Directors shall be available for appointment as a project or committee chairperson.

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

Any active Member of the Atlanta Bar who is a Member of the Section may be nominated in any manner for and serve as a Member-at-Large of the Board of Directors. Seven (7) At-Large Members of the Board of Directors shall be elected for two (2) year terms as provided in Article VI, of these By-Laws. Two (2) At-Large Members shall be appointed by the President for a one-year term as provided in Section 5.01 of these By-Laws. No person shall be eligible for election or appointment as a Member-at-Large of the Board of Directors who has served in such capacity for the six (6) preceding consecutive years.

SECTION 5.04. MEETINGS.

The Board of Directors shall meet not less than four (4) times during each fiscal year at such place as may from time to time be fixed by resolution of the Board of Directors or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by resolution of the Board of Directors and special meetings may be held at any time upon call of the President 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, email, fax or telephone. Notice need not be given of regular meetings held at times fixed by resolution of the Board of Directors. No notice of any meeting need be given any Member of the Board of Directors who at any time before or after the meeting waives notice of the meeting in writing or who attends such meeting, unless at the beginning of such meeting, he or she states an objection to the place or time of the meeting, or to the manner in which it has been called. 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 present and voting shall be the act of the Board of Directors.

SECTION 5.06. PARTICIPATION BY CONFERENCE TELEPHONE.

Members of the Board of Directors may participate in a meeting of the Board of Directors by means of teleconference, web conference, or similar telephonic or electronic communication pursuant to which all participating Directors may hear and speak to all

other participating Directors. Participation in a meeting pursuant to this Section 5.06 shall constitute presence in person at the meeting.

SECTION 5.07. ACTION WITHOUT MEETING.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action so taken shall be signed by all Members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors. Consent may be delivered by mail, fax or electronic reproduction (such as a PDF file by email). Consents may be executed in counterparts, and shall have the same force and effect as action of the Board of Directors at a duly convened meeting. Consent may also be provided by electronic transmission by email, website, or any other means of electronic transmission approved by the Board of Directors, pursuant to which the Secretary/Treasurer can confirm the action to be taken, the Director initiating the transmission, and the date of the transmission.

SECTION 5.08. VACANCIES.

Any vacancy in a Member-at-Large position on the Board of Directors shall be filled by interim appointment, by a majority vote of the Members of the Board of Directors then in office, of a Member of the Section eligible to hold office. The appointee shall serve 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 President shall be unable to serve by reason of death, resignation or otherwise, the Board of Directors shall, by a majority vote of the Members of the Board of Director then in office, elect an additional director who shall be a Member of the Section eligible to hold office. The appointee shall serve until the next Annual Meeting of the Atlanta Bar. In the event of a tie vote with respect to any vacancies to be filled pursuant to this Section 5.07, the President shall fill such vacancy by the appointment of a Member of the Section eligible to hold office. Such person shall serve until the next Annual Meeting of the Atlanta Bar.

SECTION 5.09. 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 five (5) Members, one of whom shall be the President of the Section. The President shall serve as Chairperson of the Nominating Committee. The remaining four (4) Members of the Nominating Committee shall be appointed by the President, two (2) of whom shall be Members of the Board of Directors then in office with one remaining year to serve on his or term and two (2) of whom shall be Active Members of the Atlanta Bar who are Members of the Section and who are not Members of the Board of Directors then in office. The selection of the Nominating Committee shall occur no later than January 1st of each calendar year. With the exception of the President, 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 the Atlanta Bar who are Members of the Section for each of the officers of Vice-President/President Elect, Secretary and Treasurer. Only persons who have served during the current year on the Board of Directors of the Section shall be eligible for nomination for the position of Vice-President/President Elect, whether such persons are nominated 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 Atlanta Council of Younger Lawyers' Section of the Atlanta Bar. 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 person designated by the Atlanta Bar on such schedule as may be determined or approved by the Atlanta Bar. Each nominee must consent in writing (including by email or other

electronic transmission) to serve if elected. Such report shall indicate that all persons nominated have so agreed.

SECTION 6.04. NOTIFICATION TO MEMBERS OF NOMINATIONS.

The Secretary shall assist the Atlanta Bar in causing a list of the nominations from the Nominating Committee to be distributed (by mail or email or otherwise as approved by the Atlanta Bar) to the Members on such schedule as may be determined or approved by the Atlanta Bar.

SECTION 6.05. OTHER NOMINATIONS.

Nominations for any position, provided that the nominee meets the eligibility requirements set forth in these bylaws, may be made in writing, over the signatures of not less than any combination of fifty (50) Active or Life Members of the Section, by filing such nominations with the Secretary 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 written consent or electronic transmission in accordance with Section 3.06. The Secretary of the Atlanta Bar 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. If any one or more nominee(s) is unopposed, then such position or positions will not be listed on the ballot and the sole nominee will be considered elected notwithstanding any provision of these Bylaws to the contrary. The entire ballot may be dispensed with if all nominees thereon are unopposed. Such ballots shall be mailed or emailed on such schedule as may be determined or approved by the Atlanta Bar. 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 the Atlanta Bar not later than such time as shall be determined by the Atlanta Bar.

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, 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 the Atlanta Bar 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 Members, 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 chairperson thereof, the chairperson and Members of any such projects and committees to serve until the next Annual Meeting of the Atlanta Bar unless appointed for a shorter period.

SECTION 7.02. ESTABLISHMENT BY PRESIDENT OR BOARD OF DIRECTORS.

The President 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 President shall appoint a chair and Members thereof, the chair and the Members of any such projects and committees to serve until the next Annual Meeting of the Atlanta Bar 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 and 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 on such other schedule as may be determined or approved by the Atlanta Bar. Upon approval by the Board of Directors of the Atlanta Bar 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.

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 President or Secretary or 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 President or Treasurer is authorized and empowered to pay to the Atlanta Bar any fees or charges for services rendered by Atlanta Bar and to reimburse the Atlanta Bar for any expenses incurred by Atlanta Bar 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 the Atlanta Bar.

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 the Atlanta Bar or the Section without the prior written approval of the Executive Committee of the Atlanta Bar.

SECTION 8.06. REVIEW OF SECTION ACTIVITIES.

The Section shall submit annually to the Board of Directors of the Atlanta Bar, but no later than forty-five (45) days prior to the Annual Meeting of the Atlanta Bar, 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 the Atlanta Bar within ten (10) days following the effective date thereof and a copy thereof shall be delivered to the President and Executive Director of the Atlanta Bar at the time that the By-Laws of any amendments thereto are filed with the Secretary of the Atlanta Bar.

ARTICLE IX

EFFECTIVE DATE AND TRANSITION PROVISIONS; AMENDMENTS

SECTION 9.01. EFFECTIVE DATE AND TRANSITION PROVISIONS.

These By-Laws shall become effective on December 13, 1978; provided, however, (a) that the offices and positions of directors in existence prior to the adoption of these By-Laws shall continue until the next Annual Meeting of the Atlanta Bar and the persons holding such offices or positions shall continue in their office or position until the next Annual Meeting of the Atlanta Bar except that those directors currently holding office with an additional year remaining on their term shall remain in office until the 1980 annual meeting of the Atlanta Bar, subject to the provisions of Section 5.04 of these By-Laws; (b) that any person holding the office of Vice-President/President Elect on December 13, 1978, shall automatically succeed to the office of President of the Section at the next Annual Meeting of the Atlanta Bar; and (c) that notwithstanding the provisions of Section 6.02 hereof, the selection of the Nominating Committee shall occur in calendar year 1979 by no later than January 20, 1979.

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 the Atlanta Bar 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.