

Cobb County Bar Association By-Laws

Adopted on February 27, 1985*

ARTICLE I BOARD OF TRUSTEES

Section 1. Authority.

The affairs of the Corporation shall be under the general supervision of the Board of Trustees.

Section 2. Composition.

The Board of Trustees shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, the presiding officer of each of the Corporation's sections, those members of the Board of Governors of the State Bar of Georgia representing the Cobb Judicial Circuit and who are also members of the Corporation, and six members of the Corporation elected by the general membership at the annual meeting.

Section 3. Expenditures.

The Board of Trustees shall be responsible for the management of all receipts and disbursements. It shall adopt a budget to govern the Corporation's expenditures for the fiscal year. An expenditure not provided for in such budget may be made only upon specific authorization of the Board of Trustees.

Section 4. Office.

The Corporation shall maintain an office in such place as may from time to time be designated by the Board of Trustees. The Board of Trustees shall have the power to provide for the conduct of such office by the Executive Director and such assistants as may from time to time be provided. Such office personnel need not be members of the Corporation.

Section 5. Meetings.

Reports. The Board of Trustees shall meet regularly to carry out the duties and responsibilities imposed by the Articles of Incorporation and the By-Laws. It shall report at least quarterly to the membership, advising the membership fully of its activities and its financial status.

Article 6. Quorum.

No action may be taken at any meeting of the Board of Trustees unless a quorum of five (5) members is present.

Article 7. Absences; Removal.

It is the obligation of each member of the Board of Trustees to attend its meetings. The Secretary shall notify the Board upon the third consecutive absence of any member, if the Board determines after notice and an opportunity to be

heard, that the absences were without just cause, it shall remove the member as a Trustee. Just cause for an absence shall be a court conflict, medical, family, or personal hardship which reasonably prevents the member from attending. The Board's notice to the member shall specify a date and time no sooner than two (2) weeks on which the Board shall meet to hear the reasons, facts, and circumstances involved in the absences. The burden will be upon the member to establish just cause with respect to an absence. The Board shall not be required to call for such a hearing if it already has information sufficient to satisfy it that just cause exists for one or more such absences.

ARTICLE II ELECTIONS

Section 1. Elected Officers; Nominations.

The elected officers of the Corporation shall consist of the President, President-Elect, Secretary and Treasurer. The President-Elect, Secretary and Treasurer shall be elected by the general membership of the Corporation at its March meeting. Nominations for the offices of President-Elect, Secretary and Treasurer, as well as for the six-at-large members of the Board of Trustees, shall be presented by the Chairman of the Nominating Committee at the February meeting of the Corporation, at which time nominations may be made from the floor for any of said offices or positions. There shall be allowed no further nominations following the adjournment of the February meeting. At the election of the March meeting, a majority vote of the members present shall be necessary to elect.

Section 2. Board of Governors.

Delegates to the Board of Governors of the State Bar of Georgia representing the Cobb Judicial Circuit shall be elected when and as directed by the State Bar of Georgia.

Section 3. Taking Office.

The President-Elect of the Corporation shall succeed to the office of President upon the termination of his predecessor's term of office, and the officers elected at the regular March meeting shall take office during that meeting. Each shall serve for the term to which elected and until a successor is elected and qualified. The incoming President shall take the following oath of office before assuming the duties of such office.

"I do solemnly swear (or affirm) that I will execute the Office of President of the Cobb County Bar Association, and perform all the duties incumbent

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upon me, faithfully, to the best of my ability and understanding, and agreeable to the policies and by-laws of the Cobb County Bar Association; the laws and Constitution of the State of Georgia, and the Constitution of the United States. So help me God.”

Section 4. Succession of Officers and Trustees.

Except as the same may apply to the President and President-Elect of the Corporation, in the case of death, disability, removal for cause or resignation of any elected officer or Trustee, the Board of Trustees shall appoint a successor for the balance of the term of that officer or Trustee. However, the general membership of the Corporation shall ratify or reject such appointment at its next regular meeting.

Section 5. Succession of President.

Should the President of the Corporation die, become disabled or resign the office, he or she shall be succeeded by the President-Elect who shall serve for the balance of said term. However, this shall not be construed to prevent such individual from serving the term of which he or she was elected.

Section 6. Eligibility.

Only active members of the Corporation shall be eligible to hold office in the same.

ARTICLE III MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Corporation shall be held on the third Thursday of March in each year. In the event of serious conflict, the Board of Trustees may designate at alternate date which is not later than ten days after the last Wednesday in March. Adequate notice of the date and time of the annual meeting shall be given to each member.

Section 2. Regular Meeting.

The time and place of all regular meetings of the general membership shall be designated by the Board of Trustees and notice thereof shall be given to all active members no less than ten days prior to such meetings. A general membership meeting shall be held during the month of February so that nominations for the elected offices and position can be made.

Section 3. Special Meetings.

Special meeting shall be called by the President or on the written request of five percent of the active membership who shall state the particular

purpose for which the meeting is called. Special meetings shall be held within ten days after the President receives this request, if this is also stated in the request. Notice of all special meetings shall be given to all members no less than twenty-four (24) hours prior to the meeting. At such special meetings, no business other than that specified in the call of the meeting shall be transacted.

Section 4. Quorum.

Fifteen percent of the active voting membership shall constitute quorum at any meeting of the membership.

ARTICLE IV MEMBERSHIP

Section 1. Qualification.

An attorney who is licensed to practice law in the State of Georgia shall be eligible for membership in the Corporation, subject to the provisions of Section 2 hereof and after being approved by the Board of Trustees.

Section 2. Classification.

Membership in the Corporation shall be classified as Active, Courtesy, Life, Honorary, and Emeritus, regardless of classification, all members of the Corporation shall meet the requirements of Section I of this Article.

(a) **Active:** to be eligible for active membership, one must be a member of the State Bar of Georgia, and either maintain his or her principal law office in Cobb County, reside in Cobb County, or have significant practice within Cobb County, and further be approved by the Board of Trustees. Active members shall be required to pay full dues.

(b) **Courtesy:** One has who completed his or her legal education but has not yet been admitted to practice and who is associated with a member of this Corporation may be eligible for Courtesy membership, upon approval by the Board of Trustees, but in no case shall such membership be continued for a period in excess of six months from the completion of the Courtesy member's legal education. Courtesy members shall be required to pay one-half the current dues. They shall not be entitled to vote or to hold office in the Corporation.

(c) **Life:** An attorney who has been an Active member in good standing in this

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Corporation for twenty-five years and is sixty-five years old and more may be eligible for Life membership upon approval by the Board of Trustees. Life members are not required to pay dues. Any person meeting the qualification for Life membership shall notify the Secretary of his or her qualifications.

(d) **Honorary:** Individuals who have made distinguished and significant contributions to the legal profession may be granted Honorary membership in the Corporation by the Board of Trustees upon such terms as it may fix.

(e) **Emeritus:** An active member may, for good cause shown, be granted Emeritus membership upon approval by the Board of Trustees. Each petition for Emeritus membership shall be considered on a case-by-case basis. Emeritus members shall not be required to pay dues.

Section 3. Application.

A candidate for Active or Courtesy membership shall complete the forms as may be required by the Corporation. The application must be recommended by two Active members. The application shall be referred to the office of the Corporation and the Executive Director or such other person as directed by the trustees shall inquire into the standing of the applicant, assure itself that he or she is duly admitted to the practice of law in the State of Georgia and present the application to the Board of Trustees for consideration at the next regular meeting of the Board of Trustees. The application charge shall be determined by the Board of Trustees. Applications for membership from rejected candidates shall not be received within six months of such rejection.

Section 4. Privileges.

All members in good standing shall be equally privileged to attend all meetings of the Corporation. Members under suspension or expulsion shall be ineligible to vote, hold office or attend meetings.

Section 5. State Bar Discipline.

Upon the filing by any person with the Secretary of a certified copy of a final order of disbarment or suspension from the State Bar of Georgia, such person's membership in the Corporation shall automatically terminate or be suspended upon the same terms and conditions if any, imposed by, such final order.

Section 6. Nonpayment of Dues.

A person's membership may also be suspended or terminated for nonpayment of dues as provided in Article V hereof.

ARTICLE V DUES AND ASSESSMENTS

Section 1. Dues.

The annual dues shall be fixed from time to time by the membership and shall be payable in such installments as may be determined by the membership.

Section 2. Assessments.

Assessments may be made by all members from time to time. Any assessment must be approved by two-thirds vote of those active members present at the meeting at which the matter is discussed and voted upon. Any assessment voted upon shall fall on Courtesy members as well as Active, as a condition to membership, unless otherwise provided at the time of adoption.

Section 3. Waiver.

Dues or assessments may be waived in exceptional cases by the Board of Trustees.

Section 4. Payment; Penalties.

The Treasurer shall send by first class mail a dues or assessment notice to each member at his or her last known address prior to the date upon which the particular dues installment or assessment is payable. Any member to whom such a notice has been so mailed who has not paid the dues, installment or assessment within forty days after the due date and who had not previously given the Corporation written notice of resignation shall automatically upon such fortieth day, become provisionally suspended from membership. Any such provisionally suspended member will be ineligible to vote, hold office or attend meetings or functions including those of the Corporation's section. A provisionally suspended member may be automatically reinstated to full membership if, within ninety days after the installment or assessment due date, he or she pays all back dues and assessments. If no such payment is made within said ninety-day period, his or her membership will terminate automatically. Notice of intent to terminate shall be sent to the member by the Treasurer. Any such terminated member shall be subject to the same application requirements for members as a new member, upon reapplication.

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ARTICLE VI OFFICERS

Section 1. Election.

The officers of the Corporation shall be elected at the March meeting each year as provided in Article II.

Section 2. President.

The President of the Corporation shall be Chairman of the Board of Trustees and shall preside at all general meetings and all Board of Trustees meetings of the Corporation. The President shall be the official professional representative of the Corporation during the year and perform such duties as necessary for the betterment of the Corporation.

Section 3. President-Elect.

The President-Elect shall be a member of the Board of Trustees and shall assist the President in the discharge of his or her duties. The President-Elect shall also preside at general meetings and Board of Trustees meetings in the absence of the President. In the event of the President's death, resignation or inability to serve, the President-Elect shall succeed him or her for the unexpired term of office, following which the President-Elect shall serve his or her own elected term of office as President.

Section 4. Secretary.

The Secretary shall attend all general meetings and Board of Trustees meeting and with the assistance of the Executive Secretary, if any, or such other person as designated by the Board of Trustees, keep accurate minutes of these proceedings. The Secretary will be responsible for maintaining records and shall conduct the official correspondence of the Corporation and make all required reports to the State Bar of Georgia.

Section 5. Treasurer.

The Treasurer will maintain an accurate account of all monies received and expended during the year. Upon request, a Treasurer's report will be available for all Trustee meetings and all general meetings. The Treasurer shall with the assistance of others as he or she may deem necessary be responsible for filing all Federal and State income tax returns for the immediate preceding fiscal year and shall make any and all filings, returns and deposits relating to Federal and State Income tax, social security and state unemployment. The Treasurer will have the responsibility for signing all checks and withdrawals on the Corporation's bank account. The

Treasurer will be responsible for maintaining a current membership list.

Section 6. Board of Governors.

Members of the Board of Governors shall attend meetings, faithfully represent the members of the Corporation and the legal profession of Cobb County in the Board of Governors of the State Bar of Georgia, attend committee meetings as assigned by the President, and report on the proceedings of the State Bar of Georgia at the earliest opportunity. In the event a Governor is unable to attend the annual meetings of the State Bar of Georgia, he or she shall arrange for an alternate to attend in his or her place.

Section 7. Parliamentarian.

The President shall appoint a Parliamentarian who shall rule on questions or procedures during the business portion of any general membership meeting.

Section 8. Chaplain.

The President shall appoint a Chaplain who may conduct the invocation at each general membership meeting and open each such meeting with prayer. The Chaplain's function shall be conducted in a nondenominational manner.

ARTICLE VII EXECUTIVE DIRECTOR AND ASSISTANT TO DIRECTOR/LAWYER REFERRAL COORDINATOR

Section 1. Duties: Executive Director

The Executive Director shall transact the business of the Corporation under the direction of the elected officers and/or the Board of Trustees and shall be the directing manager of the headquarters office. The Executive Director shall discharge the administrative function of the Corporation not within the duties of the officers and committees and shall stay informed in regard to the non-professional matters affecting the legal profession. The Executive Director shall be responsible to the Board of Trustees for the execution and carrying out the policies of the Board and the instructions of the officers.

Section 2. Duties: Assistant to Director/Lawyer Referral Coordinator.

The Assistant to Director/Lawyer Referral Coordinator reports to the Executive Director and shall oversee and transact the lawyer referral activities of the Corporation under the direction of the elected officers and the Board of Trustees. The Assistant to Director/Lawyer Referral Coordinator

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shall assist the Executive Director and shall be familiar with the functions of that position.

Section 3. Appointment

The selection, terms of employment and salary of the Executive Director and the Assistant to Director/Lawyer Referral Coordinator and any other personnel shall be determined by the Board of Trustees. The Executive Director and the Assistant to Director/Lawyer Referral Coordinator shall be responsible to the Board of Trustees and shall prepare a report on the activity and status of the headquarters office and Lawyer Referral program, respectively for the Board of Trustees at each of its meetings in order to keep the Board of Trustees informed at all times.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees.

The standing committees and their purposes shall be:

(a) **Accountant Review Committee:** This committee shall retain a certified public accountant to conduct an annual review of the financial affairs of the preceding fiscal year and make recommendations to the Board of Trustees for the best stewardship of the funds collected and disbursed. The report of the Accountant Review Committee is to be rendered to the Board of Trustees at the conclusion of the first (1st) quarter of the current fiscal year. The Chairman of the Accountant Review Committee shall make a report to the members of the Corporation at the next regular scheduled meeting of the general membership following the receipt of the review report. Subject to the discretion of the President, the Accountant Review Committee chairman should be the Treasurer who served the year prior to the year being reviewed unless the individual served as Treasurer for that year as well. The chairman may not have served as Treasurer for the year being audited.

(b) **Bench and Bar Committee.** To provide liaison between the Corporation and all courts within the Cobb Judicial Circuit.

(c) **Community Service Committee:** To provide an opportunity for members to serve the Cobb County Community and to provide a volunteer base for existing community service projects.

(d) **Computer Committee:** To study various computer systems to provide a base of Information for assisting members on computer matters.

(e) **Continuing Legal Education Committee:** To assist the members in maintaining their professional knowledge, skills and competence through such vehicles as seminars and education programs.

(f) **Law Day Committee:** To plan and administer the Corporation's annual Law Day programs and to supervise its participation in the State Bar Association's Law Day activities.

(g) **Lawyer Referral Committee:** To plan and supervise the function of the Lawyer Referral Service.

(h) **Legal Aid Committee:** To provide a liaison between the Legal Aid office and the Corporation, and to provide advisory assistance to that office.

(i) **Library Committee:** To consult with the Librarian and Superior Court Judges regarding the operations and content of the Cobb County Law Library.

(j) **Medical-Legal Committee:** To provide liaison and interaction between the Corporation and the Cobb County Medical Society on both a social and a professional basis.

(k) **Membership Committee:** To review applications for membership in accordance with Article IV, Section 3.

(l) **Newsletter Committee:** To prepare and disseminate to the general membership a quarterly newsletter which shall include the activities of the Board of Trustees, the financial status of the Corporation (on at least a quarterly basis), reports of the committees, and other matters of interest to the membership.

(m) **Nominating Committee:** To perform the functions set forth in Article II, Section 1, it shall consist of two (2) members or the Corporation at large appointed by the Board of Trustees and the three (3) most recent past Presidents of the Corporation. The least recent past President shall serve as Chairman of the committee.

(n) **President's Advisory Committee:** To provide advisory assistance to the Corporation's President. It shall consist of the most recent past three (3) Presidents who are active members of the Corporation and shall be chaired by the most recent past President.

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SECTIONS

(o) **Professional Conduct Committee:** To promote the concept of professionalism within the practice of law in Cobb County and to be available to consult with members of the Cobb County Bar Association on matters which relate to legal ethics and professionalism.

(p) **Program Committee:** To arrange for speakers and programs for the general membership meetings.

(q) **Public Relations Committee:** To promote the public standing of the Corporation by providing the public with information concerning the activities of the Corporation and its members.

(r) **Social Committee:** To coordinate with the Executive Director in planning and making all arrangements for the Corporation's social functions.

(s) **Speakers Bureau Committee:** To make available to the community speakers from the general membership concerning subject matters relating to the legal profession.

(t) **Sports Committee:** To organize athletic events and teams to promote fellowship among the members.

(u) **Symposium:** To assist in promoting and arranging the Cobb County symposiums.

Section 2. Composition; Appointment.

The President shall serve as a member of each standing committee with the authority to call meetings of any committee when necessity demands or upon failure of its chairman to do so. Each standing committee shall consist of a chairman and at least two other members in addition to the President. Unless otherwise specified in these By-Laws, the President shall appoint all committee chairmen and members. With the approval of the Trustees, the President may terminate any committee whose function has been fulfilled for that year or replace any member of any committee who fails to perform the duties assigned.

Section 3. Special Committees.

The President may appoint and constitute any other special committee as he or she may deem necessary. Any such committee shall terminate upon expiration of the appointing President's term of office.

Section 1. In General.

It is the policy of the Corporation to encourage the activities of semiautonomous units known as sections in order to promote and serve the public and professional purposes of the Corporation. Sections may be created whereby members of the Corporation interested in particular phases of law or practice or any other commonality of interest may advance their professional abilities and assist in the advancement of the public obligation of the Corporation. Each section existing hereunder shall have such powers and duties, not inconsistent with the Articles of Incorporation and By-Laws of the Corporation, as may be determined by the governing body of the section. Subject to the approval of the Board of Trustees, the Presiding Officer of each section shall be a member of the Board of Trustee.

Section 2. Application.

Upon application the Board of Trustees may establish new sections dedicated to a field of law or practice not committed to any other section of the Corporation. Every application to the Board of Trustees for the establishment of a section shall set forth:

- (a) The field of law or practice to which the proposed section is to be dedicated, which shall be in the purposes of the Corporation and outside the field of law or practice committed to any existing section of the Corporation;
- (b) A statement of the need for the proposed section;
- (c) The proposed By-Laws of the section and thereafter any proposed amendment to such By-Laws;
- (d) A list of those members and their addresses who are applying for the creation of the section and who intend to become members thereof, which may not be less than ten in number except for good cause shown.

Section 3. Reports.

- (a) By March 1 of each year, each section shall submit to the Secretary the name of its Presiding Officer for the next fiscal year and a list of all its members in good standing.
- (b) Each section shall report to regular meetings of the general membership a summary of the activities of the section at least annually.

Section 4. Accounts.

ARTICLE IX

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Each section shall maintain strict accounts of all receipts and expenditures of funds and shall furnish to the Treasurer of the Corporation any information which may be required by the Treasurer so that the section's financial transactions may be included and reflected in the Federal and State income tax filings and returns.

Section 5. Fiscal Year.

The fiscal year of each section shall be concurrent with the fiscal year of the Corporation.

Section 6. Termination.

In the event a section fails to comply with the provision of these By-Laws or in the event its membership falls below ten, it may be abolished by the Board of Trustees after notice and an opportunity to be heard. All members of any action abolished hereunder will be promptly notified of the termination of the section.

Section 7. Existing Sections.

The Younger Lawyers Section and the Trial Lawyers Section which are in existence on the adoption of these By-Laws shall continue to exist as presently constituted. These sections shall comply with all the ongoing requirements of these By-Laws.

ARTICLE X AMENDMENTS

The Corporation may amend these By-Laws by a two-thirds vote of those Active members present at any regular meeting, provided that a quorum is present, that such proposed amendments are not in conflict with the Articles of Incorporation and that copies of the proposed amendment or amendments have either been mailed to the members, or, at the election of the Board of Trustees, posted in the office of the Corporation with notice of said posting mailed to the members at least ten days in advance of the meeting which they are to be considered or read at the regular meeting prior to the meeting which the vote on such amendment or amendments shall be considered.

ARTICLE XI ADOPTION OF BY-LAWS

Section 1. Membership.

All members of the Corporation at the time of the adoption of these By-Laws shall remain members, unless suspended or expelled as provided for in Section 5, 6 or 7 of Article IV.

Section 2. Officers.

The officers of the Corporation at the time of the adoption of these By-Laws shall remain the officers of the Corporation and shall continue to serve in such offices for the terms