

# G.C.B.A. BY-LAWS

## ARTICLE I

### NAME, PURPOSES, TAX-EXEMPT STATUS, SEAL, OFFICES, FISCAL YEAR, EFFECTIVE DATE.

#### SECTION 1.01. NAME.

The name of this corporation shall be Gwinnett County Bar Association, Inc.

#### SECTION 1.02. 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 Gwinnett County as are within these objects in the interest of the legal profession and of the public; and to engage in any lawful activities related thereto.

#### SECTION 1.03. 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" or "Internal Revenue Code"), by qualification as an

organization described in section 501(c) of the Code.

#### SECTION 1.04. SEAL.

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

#### SECTION 1.05. OFFICE.

The corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. 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.

#### SECTION 1.06. OTHER OFFICES.

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

#### SECTION 1.07. FISCAL YEAR.

The fiscal year of the corporation shall be from July 1 through June 30.

#### SECTION 1.08. EFFECTIVE DATE.

These Bylaws shall become effective on March 15, 1986.

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## ARTICLE II

### MEMBERSHIP

#### SECTION 2.01. CLASSES OF MEMBERSHIP.

Members in the corporation shall consist of the following four classes: active; associate; honorary and life. The eligibility requirements for such classes are as follows:

(a) 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, place of business or regularly practices in Gwinnett County or (2) is a resident of Gwinnett County.

(b) Associate Member. Any person who is a law student in such student's second or third years of law school.

(c) Honorary Member. In addition, the Board of Directors may extend Honorary Membership to any person who is a member of the Bar in any one of the several states or the District of Columbia or a judge or a former judge who is not a member of State Bar of Georgia, who in the opinion of the Board of Directors, has contributed significantly to the purposes and objectives of the corporation.

Additionally, the Board of Directors may, in their discretion, extend Honorary Membership to any person or organization who in the discretion of the Board of Directors would be an asset to the to the Gwinnett County Bar Association and whose objectives and purposes are similar to those of the

corporation. There is a missing space in this portion of the Bylaws, and the above language is what I could come with to fill that void. Examples would be police chiefs, judges who are not attorneys, presidents of other bar associations, president of the State Bar, etc.

(d) Life Member. Any person who has been a member of the corporation or its predecessor Association since its inception or a total of twenty five (25) years, whichever is greater, or a person who has been licensed to practice law for a period of twenty five (25) years and who shall have attained the age of sixty five (65) years shall be eligible to be a Life Member of this corporation.

Said Life Membership shall be extended to any qualified person upon their request and will not take place automatically.

#### SECTION 2.02. 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 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 has satisfied all the requirements of these [another void] Bylaws for membership, such person shall become a member of the corporation. Any person applying for membership in the corporation shall abide by the Articles of Incorporation

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and Bylaws of the corporation as in effect from time to time.

## SECTION 2.03. DUES.

All members of the corporation except honorary and life members, shall be liable for the payment of dues and assessments fixed in accordance with the provisions of this Section. The annual dues for members shall be fixed and determined by the Board of Directors not later than sixty (60) days prior to the first day of the fiscal year of the corporation. 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 by no later than the 1<sup>st</sup> day of the second month of each fiscal year of the corporation. 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.

## SECTION 2.04 TERMINATION OF MEMBERSHIP

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

(a) 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 his or her membership subject to and pursuant to Article II.

(b) 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 subject to and 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 before the end of the fiscal year during which such person's membership was terminated pursuant to this sub-section.

(c) 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 State Bar of Georgia, 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 any other Bar, such person's membership in the corporation may be terminated at the discretion of the Board of Directors. In addition to the above, any person's membership in the corporation may be terminated by the two-thirds vote of the members of the Board of Directors of the corporation then in office 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.

(d) Reinstatement of Membership. If any person's membership has terminated by reason of this Section 2.04, and the cause of the

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termination has been removed, such person may reapply for membership pursuant to Sections 2.01 and 2.02 of these Bylaws.

## SECTION 2.05.       SUSPENSION                           OF                           MEMBERSHIP

Upon the filing by any person with the Secretary of the corporation of a certified copy of the final order for the suspension from practice of any member from the State Bar of Georgia, such person's membership in the corporation shall automatically be suspended for the period equal from such Bar. Upon the filing by any person with the Secretary of the corporation of a certified copy of the final order of the suspension from practice of any member from any other Bar, such person's membership in the corporation may be suspended by the two-thirds vote of the members of the Board of Directors of the corporation then in office for such good and sufficient cause as may be determined by the Board of Directors and for such period of time as may be determined by the two-thirds vote of the members of the Board of Directors then in office 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

#### SECTION 3.01.       ANNUAL AND                           CALLED                           MEETINGS

There shall be an Annual Meeting of the corporation as such time

during the months of September or October of each year as may be determined by the Board of Directors at least sixty (60) days prior to the date thereof, and there shall be such other meetings as may be from time to time called by the President or by a majority of the Board of Directors.

#### SECTION 3.02.       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 entire membership of the corporation shall be given at least five (5) days prior thereto. All such notices shall be given by mailing notice to each member at the address of such member as shown on the records of the corporation.

#### SECTION 3.03.       QUORUM

The presence of any combination of 20 active members or life members of the corporation at any meeting shall be necessary to constitute a quorum for the transaction of business.

#### SECTION 3.04.       VOTING

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

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## ARTICLE IV

### BOARD OF DIRECTORS

#### SECTION 4.01. 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.

#### SECTION 4.02. NUMBER OF DIRECTORS

The number of Directors shall be as determined by Section 4.03 hereof.

#### SECTION 4.03. MEMBERSHIP OF BOARD OF DIRECTORS.

The Board of Directors shall assume office at the Annual Meeting of the Corporation and shall consist of the following: the President, President-Elect, Vice-President, Treasurer, Secretary, and the Immediate Past-President for the previous year. Each director must be an active member of the Corporation and maintain their eligibility throughout their term of office as Director. (As amended at monthly meeting 11/18/88).

#### SECTION 4.04. RESIGNATION AND VACANCIES.

If the immediate Past-President dies or resigns from the Board of Directors, the Board of Directors shall

choose a person to fill such vacancy for the remainder of such term.

## ARTICLE V

### MEETINGS OF THE BOARD OF DIRECTORS

#### SECTION 5.01. PLACE.

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

#### SECTION 5.02. REGULAR MEETINGS.

The Board of Directors shall meet at least once during each calendar quarter.

#### SECTION 5.03. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by the President of the corporation, on one day's notice to each Director, either personally or by mail, email, telephone and special meetings shall be called by the President in like manner and on like notice upon written request of two members of the Board of Directors.

#### SECTION 5.04. QUORUM.

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 except where the law, the Articles of Incorporation or these Bylaws require a greater vote.

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## SECTION 5.05. CONSENT.

Whenever the vote of members of the Board of Directors at any meeting thereof is required or permitted to be taken in connection with an action, the meeting of members of the Board of Directors may be dispensed with, but only if all of the members of the Board of Directors shall consent in writing to such action being taken, which such consent shall be filed with the minutes of proceedings of the Board of Directors.

## SECTION 5.06. COMPENSATION.

Members of the Board of Directors shall not receive any compensation for their services, but they may be entitled to 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 prevent any such person from serving the corporation in any other capacity and receiving compensation therefore.

## ARTICLE VI

### OFFICERS; DELEGATES

#### SECTION 6.01. OFFICERS; ELECTION

The officers of the Corporation shall assume office on July 1<sup>st</sup> of each year and shall consist of a President, a Vice President, a President-Elect, a Treasurer, and a Secretary. The officers shall be elected as provided in Article VIII hereof. Only persons who are Active or Life member of the corporation may be nominated in any

manner for or serve in any office or position of the Corporation. (As amended at monthly meeting 11/18/88).

#### SECTION 6.02. PRESIDENT

The President shall serve for a term of one year and until a successor is elected and qualified, 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 shall be responsible for the administration of the corporation, including general supervision of the policies and programs adopted by the Board of Directors of the corporation. The President shall act as spokesman for the corporation; shall preside at all meetings of the Board of Directors, and the membership; shall appoint committees of the corporation as necessary or appropriate; shall have immediate supervision of the employees of the corporation which shall include persons as the Board of Directors may determine.

#### SECTION 6.03. PRESIDENT- ELECT

The President-Elect shall serve for one year and shall automatically become President of the corporation at the expiration of his or her term as President-Elect. The President-Elect shall be chairman of the Membership Committee, which committee's duties shall include maintaining a current membership list.

#### SECTION 6.04. VICE-PRESIDENT

The Vice-President shall serve for one year. The Vice-President shall be chairman of the Program Committee.

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In the absence of the President, the Vice-President shall perform the duties of the President.

## SECTION 6.05 SECRETARY

The Secretary shall attend all general meetings and Board of Directors meetings and shall keep accurate minutes of these proceedings. The Secretary shall maintain said minutes in the Corporation's corporate book and shall make copies of minutes available at each regular meeting and Board of Directors meeting so that the membership can be kept informed of the Board of Directors activities and the activities of the Bar generally. 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 6.06 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 Directors meetings and all general meetings. The Treasurer shall 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. (As amended at monthly meeting 11/18/88).

## SECTION 6.07. VACANCIES.

In the event a vacancy occurs in the office of the President as a result of death, resignation or otherwise, the President-Elect shall perform the duties and functions of that office for the remainder of term in which such vacancy occurs. The fact that such vacancy is filled by the President-Elect shall not affect such person's succession to the Presidency at the expiration of the term for which he or she was chosen to serve as President-Elect, any provision in these Bylaws to the contrary notwithstanding. In the event a vacancy occurs in any office other than the President, a special election to fill such post shall be held by the membership which election shall be conducted pursuant to the terms of Article VII hereof.

## SECTION 6.08. OTHER DELEGATES.

The Board of Directors shall select from the active or life members of the corporation delegates and alternates from the corporation to other professional associations and other organizations. Such delegates shall serve at the pleasure of the Board of Directors.

## SECTION 6.09. COMPENSATION

Officers of the corporation shall not receive any compensation for their service, 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 corporation in any other capacity and receiving compensation therefor. The

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compensation of employees, if any, of the corporation shall be fixed by the Board of Directors and the compensation of any agent or consultant shall either be so fixed or shall be fixed by officers thereunto duly authorized.

## ARTICLE VII

### NOMINATING PROCEDURES ELECTIONS

#### SECTION 7.01. SCOPE OF ARTICLE

This Article shall govern the procedures for nomination of candidates for officers of the corporation.

#### SECTION 7.02. NOTIFICATION TO MEMBERS OF NOMINATIONS.

The President shall appoint a Nominating Committee by March 1 of each year. 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 President-Elect, Vice-President, Secretary and Treasurer.

The Nominating Committee shall notify members of the corporation no later than the March monthly meeting of each year that nominations for the position of President-Elect, Vice President, Secretary and Treasurer shall be open for a period from April 1 until May 1 of that year.

With the exception of President, the members of the Nominating Committee shall be eligible for nomination for any position as to which nominations are required, so long as they meet the eligibility requirements for such position set forth in these Bylaws.

#### SECTION 7.03. NOMINATIONS.

Nominations for the positions of President-Elect, Vice President, Secretary and Treasurer, provided 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 10 Active or Life Members of the corporation, by filing such nominations with the nominating committee not later than May 1 of each year or the first business day subsequent thereto in the event such day occurs on a weekend or holiday.

#### SECTION 7.04 VOTING.

Voting shall be by mail. The nominating committee 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 elected. Such ballots shall be mailed out not later than May 10 each year unless such day occurs on a weekend or a holiday, in which event such ballot shall be mailed not later than the first business day following May 10. 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 office of the Chairman of the Nominating Committee by June 1 of each year or other such time as shall be determined by the Board of Directors.

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## SECTION 7.05. REQUIRED VOTES.

(a) Officers.

Persons to be elected as officers of the corporation must be elected by a majority of the votes cast. 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 run-off election to be held at such time as determined by the Board of Directors, which run-off election shall be held in accordance with the procedures set forth in Section 7.04.

## SECTION 7.06 OTHER PROCEDURES FIXED BY BOARD OF DIRECTORS

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

## ARTICLE VIII

### SECTIONS

## SECTION 8.01. 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 25 active or life members of the corporation who have agreed to become members of any such Section as hereinafter provided.

## SECTION 8.02. PREVIOUS SECTIONS

The Sections of the predecessor Association of this corporation shall automatically be deemed to be Sections of the Corporation upon the effective date of these Bylaws. All such Sections shall be subject to the provisions of this Article IX.

## SECTION 8.03. APPROVAL OF SECTIONS.

The Board of Directors shall have complete power, authority and discretion as to whether or not the application for the creation of a Section shall be approved, provided, however, that the Board of Directors may approve the establishment of a Section only upon the vote of three-fourths of the members of the Board of Directors then in office.

## SECTION 8.04. 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 statement, to sponsor or to express approval or disapproval of any legislation or candidate for elected office, or to take other action in the name of the corporation without prior approval of the Board of Directors.

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## SECTION 8.05 FINANCIAL MATTERS OF SECTIONS.

Each Section must submit its dues proposal for the next ensuing fiscal year to the Board of Directors at least forty-five (45) days prior to the Annual Meeting of the Corporation. 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 ensuing fiscal year. Each Section so constituted 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.

## SECTION 8.06. REVIEW OF SECTION ACTIVITIES.

Each Section must submit to the Board of Directors a report of the activities of the Section for the immediately preceding year and projected goals for the next ensuing fiscal year at least forty-five (45) days prior to the Annual Meeting of the Corporation. 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, acting solely within its own discretion, terminate the formal 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 corporations; provided, however, that the Board of Directors may terminate the existence of

a Section only upon the vote of three-fourths of the members of the Board of Directors then in office.

## SECTION 8.07. SELECTION OF OFFICERS AND DIRECTORS.

Notwithstanding any provision in the bylaws of any Section of the corporation to the contrary, each section of the corporation shall elect its officers and directors annually. The commencement and conclusion of such election shall be scheduled to coincide with the election of officers and directors of the corporation.

### ARTICLE IX

### INDEMNIFICATION AND INSURANCE

## SECTION 9.01 INDEMNIFICATION

The corporation shall indemnify each person who is or was a director, officer, employee, or agent of the corporation, or of its predecessor Association (including the heirs, executors, administrators or estate of each person) or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted under section 14-3-851 of the Georgia Nonprofit Corporation Code or any successor provisions of the laws of the State of Georgia. Upon any determination that such indemnification is proper, the payments of liability, cost, or expense asserted against, or paid or incurred by, such person in his or her capacity as such a director, officer, employee or agent to the maximum

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extent permitted by said sections of said sections of the Georgia Nonprofit Corporation Code. 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 under any other Bylaw provision or resolution approved by the members pursuant to The Georgia Nonprofit Corporation Code.

Service as a corporate exempt from federal income tax under Section 501(a) of the Code, by qualification as an organization described in Section 501(c)(6) of the Code.

## SECTION 9.02. INSURANCE.

The corporation may purchase and maintain insurance at its expense, to protect itself and any person who may be indemnified under this Article IX 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 X

### AMENDMENT

#### 10.1 AMENDMENT OF BYLAWS

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

#### 10.2 AMENDMENT OF ARTICLES OF INCORPORATION TO REFLECT TAX-EXEMPT STATUS

The Board of Directors may amend the Articles of Incorporation without a vote of members to reflect that the Corporation has been recognized by the United States Internal Revenue