

**LITIGATION SECTION OF  
ATLANTA BAR ASSOCIATION, INC.**

**AMENDED BYLAWS**

**Dated As of February 2015**

## **ARTICLE I**

### **NAME, PURPOSE, FISCAL YEAR, LIMITATIONS, DEFINITIONS**

#### **SECTION 1.01. NAME.**

The name of this Section of the Atlanta Bar Association, Inc. is the Litigation Section, and shall be hereinafter designated as “the Section.”

#### **SECTION 1.02. PURPOSE.**

The general purpose of the Section shall be the promotion of the objects of the Atlanta Bar Association, Inc. within the particular field designated by the name of this Section. To that end, it shall be the purpose of this Section: to uphold and defend the Constitution of the United States and Georgia; to further the purposes and goals of the Atlanta Bar Association, Inc.; to encourage the participation of members of the Atlanta Bar Association, Inc. in matters relating to trial and appellate advocacy; to provide a means of informing its members concerning matters relating to laws, rules and regulations governing trial and appellate practice in the courts and agencies of the State of Georgia and the United States; and to encourage cordial intercourse among members of the Section; to correlate and promote activities of the Section as are within these objectives.

#### **SECTION 1.03. FISCAL YEAR.**

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

#### **SECTION 1.04. LIMITATIONS.**

These Bylaws have been adopted subject to the Articles of Incorporation and Amended and Restated Bylaws of the Atlanta Bar Association, Inc. and in the event of conflict, the Articles of Incorporation and Amended and Restated Bylaws of the Atlanta Bar Association, Inc. shall control.

#### **SECTION 1.05. DEFINITIONS.**

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

## **ARTICLE II**

### **MEMBERSHIP**

#### **SECTION 2.01 ENROLLMENT.**

Any member of the Atlanta Bar Association, Inc. shall, upon request to the Atlanta Bar Association, Inc., be enrolled as a member of the Section by the payment of annual Section dues.

Life members of the Atlanta Bar Association, Inc. may enroll as a member of the Section at any time without payment of Section dues.

**Section 2.02. THE MEMBERSHIP.**

Members so enrolled and whose dues have been paid in accordance with Section 2.03 of this Article shall constitute the Membership of the Section.

**SECTION 2.03. DUES.**

The annual dues for membership in the Section shall be in an amount fixed and determined by the Board of Directors from time to time and shall be payable at the time of enrollment in the Section or annually at the beginning of each new fiscal year.

**SECTION 2.04. DELINQUENCY.**

Any member of the Section who has not paid the annual dues within ninety (90) days following the beginning of the fiscal year shall automatically cease to be a member of the Section unless re-enrolled pursuant to Section 2.01 of this Article.

**ARTICLE III**

**MEETINGS OF THE MEMBERS**

**SECTION 3.01. MEETINGS.**

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

**SECTION 3.02. NOTICE.**

Notice of any meeting of the Membership shall be given by email or mail at least fifteen (15) days prior thereto, by mailing or emailing notice of the place and purpose of the meeting to each member of the Section at the address or email address of such member as shown on the records of Atlanta Bar Association, Inc. and by posting notice of the meeting on the website of the 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 as long as there are at least 100 members of the Section present at the meeting.

**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 or Life member of Atlanta Bar Association, Inc. who is a member of the Section shall be eligible to vote and each such person shall have one (1) vote.

**SECTION 3.06. MAIL OR EMAIL VOTING.**

The Board of Directors may direct that a matter be submitted to the membership for vote by mail or email. 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, a Treasurer and the Immediate Past Chair. The officers shall assume office at the Annual Meeting of the Atlanta Bar Association, Inc. and shall serve for a term of one (1) year until the next Annual Meeting of the Atlanta Bar Association, Inc. Only persons who are Active or Life members of the 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 Bylaws.

**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 Bylaws. Without limitation upon any of the foregoing:

(a) The Chair shall be the Chief Executive Officer of the Section and shall be responsible for the administration of the Section, including general supervision of the policies, programs and decisions adopted by the Board of Directors. The Chair shall act as spokesperson for the Section; shall have the right to call and shall preside at all meetings of the Board of Directors and the Membership; shall appoint the chair and members of all committees of the Section who are to hold office during his or her term as Chair; 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. The Chair may not succeed himself or herself in that office, but automatically upon the termination of the term which such person is serving a Chair, such person shall commence serving a one-year term as Immediate Past Chair.

(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 shall consult with and assist all the officers 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 ensure that the Staff of the Atlanta Bar Association, Inc. have charge and custody of all minute books of the Section; and shall serve as a liaison between the Section and the Staff of the Atlanta Bar Association, Inc. 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 Treasurer shall consult with and assist all the officers of the Section generally in the manner and to the extent they may request; 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 about 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.

#### SECTION 4.03. ELIGIBILITY.

All Active or Life members of the 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, and all officers and Members-at-Large of the Board of Directors must maintain their eligibility throughout their term.

#### 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 Chair at the expiration of the term for which he or she was chosen to serve as Vice-Chair/Chair Elect, any provision in these Bylaws to the contrary notwithstanding. A vacancy in the office of Immediate

Past Chair, Vice-Chair/Chair Elect, Secretary or the Treasurer shall be filled by a member of the Section eligible to hold office who receives a majority vote of the members of the Board of Directors.

#### 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 Bylaws and eight (8) Members-at-Large. The members of the Board of Directors shall assume office at the Annual Meeting of the Atlanta Bar Association, Inc. and shall serve until the next Annual Meeting of the Atlanta Bar Association, Inc. Sub-Section Co-Chairs, Law School Student Co-Chairs, and Emeritus Members of the Board of Directors are invited guests of the Board of Directors of the Section who may attend any meetings and participate in any discussions, but they cannot vote and their attendance at a meeting or participation in a discussion does not count for purposes of determining whether there is a quorum present.

##### 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 Bylaws and the Articles of Incorporation and the Amended and Restated Bylaws of the 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 such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine. 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 Executive Committee of the 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 or Life member of the Atlanta Bar Association, Inc. 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. Six (6) Members-at-Large 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. Two (2) members shall be appointed by the Chair for a one (1) year term

as Members-at-Large. No person shall be eligible for election as a Member-at-Large of the Board of Directors who was elected as a Member-at-Large in the five preceding consecutive years.

#### SECTION 5.04. MEETINGS.

The Board of Directors shall meet as frequently as necessary for the conducting of Section Business 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 immediately following each monthly breakfast meeting of the Section and/or at such other times as may be fixed by resolution of the Board of Directors. Special meetings may be held upon call of the Chair or a majority of the voting members of the Board of Directors on one (1) days' notice to each Director, either personally or by mail, email, or telephone. Notice need not be given of regular meetings held immediately following each monthly breakfast meeting of the Section or 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.

#### SECTION 5.05. QUORUM AND CONTROLLING VOTE.

At all meetings of the Board of Directors, one third of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. 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. Directors who participate by phone shall be deemed present and in attendance for all purposes at such meetings, if all persons participating in such a meeting can hear each other. Directors may not participate in a meeting by proxy.

#### 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 the action is evidenced by one or more written consents, including consent via electronic mail, and voted upon by a majority of the Board of Directors unless two members of the Board of Directors object and request the action be discussed in a meeting.

#### SECTION 5.07. 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, of a member of the Section eligible to hold office. The appointee shall serve until the next Annual Meeting of the 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 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 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.

#### SECTION 5.09 EMERITUS MEMBERS OF THE BOARD OF DIRECTORS.

The Chair may nominate a member of the Section to be made an Emeritus Member of the Board of Directors and such nomination must be approved by a majority vote of the members of the Board of Directors of the Section. Emeritus Members of the Board of Directors will serve until the next Annual Meeting of the Atlanta Bar Association, Inc. unless appointed for a shorter period. Emeritus Members of the Board of Directors may attend meetings of the Board of Directors of the Section as non-voting guests at the invitation of the Chair or the Board of Directors of the Section.

### 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) members, one of whom shall be the Chair of the Section. The Chair shall serve as Chair of the Nominating Committee. The remaining two (2) members of the Nominating Committee shall be appointed by the Chair, at least one of whom shall be a member of the Board of Directors then in office. The selection of the Nominating Committee shall occur no later than at such time as the Atlanta Bar Association, Inc. Board of Directors shall determine. 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. The participation by phone, email, or in-person meeting of two of the three (3) members of the Nominating Committee shall constitute a quorum for the transaction of business and a majority of the members participating and voting shall be required to nominate any person for any office or position.



#### SECTION 6.03. DUTIES OF NOMINATING COMMITTEE.

A. The Nominating Committee shall nominate at least one and not more than three Active or Life members of the Atlanta Bar Association, Inc. who are members of the Section for each of the offices of Vice-Chair/Chair Elect, Secretary, and Treasurer. Only persons who have served during the current year on the Board of the Directors shall be eligible for nomination for the position of Vice-Chair/Chair Elect, Secretary, and Treasurer.

B. The Nominating Committee shall nominate at least one and not more than three Active or Life members of the Atlanta Bar Association, Inc. who are members of the Section for as many vacancies among the Members-at-Large of the Board of Directors as are to be filled at the ensuing election.

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

#### SECTION 6.04. NOTIFICATION TO MEMBERS OF NOMINATIONS.

The Secretary of Atlanta Bar Association, Inc. shall, at such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine, provide a list of the nominations from the Nominating Committee to each Active and Life member of the Atlanta Bar Association, Inc. who is a member of the Section.

#### SECTION 6.05. OTHER NOMINATIONS.

Nominations for the Members-at-Large of the Board of Directions may be made in writing or by email by sending the nomination over the signatures of not less than twenty-five (25) Active or Life members of the Section to the Executive Director and the Secretary of the Atlanta Bar Association, Inc. at such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine.

#### SECTION 6.06. VOTING.

Voting shall be by the method prescribed by the Board of Directors of the Atlanta Bar Association, Inc. The Secretary of the 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, unless such nominees are unopposed, in which event the respective position or positions need not be listed on the ballot, in which case 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 accompanied by voting instructions and notification of the time in 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. or such other location as determined by the Board of Directors of the Atlanta Bar Association, Inc. not later than such time as shall be determined by the Board of Directors of the 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. 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 Board of Directors of the 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 candidate or candidates with the highest number of votes will be considered elected to fill the authorized vacancies. In the event there is a tie vote between or among candidates who would otherwise be elected in the absence of such a tie, the persons to be elected for the posts as to which no person has been elected shall be determined in the run-off election described in Section 6.07(a). Candidates receiving a plurality of votes in the run-off election shall be deemed elected to the authorized vacancy or vacancies in descending order of votes received.

**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 Bylaws and (b) such procedures are submitted to and approved by the Board of Directors of the Atlanta Bar Association, Inc. by such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine.

**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 Chair shall appoint a chair thereof, the chair and members of any such projects and committees to serve until the next Annual Meeting of the 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 members of any such projects and committees to serve until the next Annual Meeting of the Atlanta Bar Association, Inc. unless appointed for a shorter period.

#### SECTION 7.03. SUB-SECTIONS.

The Chair or the Board of Directors of the Section may establish a Sub-Section of the Litigation Section. Such Sub-Section may appoint two members to act as Co-Chairs of the Sub-Section. Sub-Section Co-Chairs will coordinate with the Chair and the Board of Directors of the Section. Co-Chairs of the Sub-Section will serve until the next Annual Meeting of the Atlanta Bar Association, Inc. unless appointed for a shorter period. Co-Chairs of the Sub-Section may attend meetings of the Board of Directors of the Section as non-voting guests at the invitation of the Chair or the Board of Directors of the Section.

#### SECTION 7.04. STUDENT CO-CHAIRS.

The Atlanta Bar Association, Inc., the Chair or the Board of Directors of the Section may appoint a Law School Student Co-Chairs. The Law School Student Co-Chairs will coordinate with the Chair and the Board of Directors of the Section. The Law School Student Co-Chairs will serve until the next Annual Meeting of the Atlanta Bar Association, Inc. unless appointed for a shorter period. The Law School Student Co-Chairs may attend meetings of the Board of Directors of the Section as non-voting guests at the invitation of the Chair or the Board of Directors of the Section.

### **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, the Vice-President/President-Elect and the Executive Director of the Atlanta Bar Association, Inc. at such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine. The Section 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 Atlanta Bar Association, Inc. at such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine. 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 the Atlanta Bar Association, Inc.

##### SECTION 8.02. DEPOSIT AND HANDLING OF SECTION MONIES.

Funds of the Section shall be deposited in the treasury of Atlanta Bar Association, Inc. and shall be disbursed by the Secretary/Treasurer of the Atlanta Bar Association, Inc. to pay bills of the Section which have been approved for payment by the Chair 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 Chair or Treasurer is authorized and empowered to pay to the Atlanta Bar Association, Inc. any fees or charges for services rendered by the 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 the 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 the Atlanta Bar Association, Inc. or the Section without the prior written approval of the Executive Committee of the Atlanta Bar Association, Inc.

**SECTION 8.06. REVIEW OF SECTION ACTIVITIES.**

The Section shall submit to the Board of Directors of the Atlanta Bar Association, Inc., at such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine, a report of the activities of the Section.

**SECTION 8.07. NOTICE OF AMENDMENT TO BY-LAWS.**

Written notice of any proposed amendment to these Bylaws, including a copy of the proposed amendment, shall be delivered to the President, Vice-President/President-elect and Executive Director of the Atlanta Bar Association, Inc. at such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine.

**SECTION 8.08. FILING OF BYLAWS AND AMENDMENT.**

These Bylaws and any amendments thereto shall be filed with the Secretary of the Atlanta Bar Association, Inc. at such time as the Board of Directors of the Atlanta Bar Association, Inc. shall determine and a copy thereof shall be delivered to the President and Executive Director of the Atlanta Bar Association, Inc.

## **ARTICLE IX**

### **EFFECTIVE DATE AND TRANSITION PROVISIONS; AMENDMENTS**

#### **SECTION 9.01. EFFECTIVE DATE AND TRANSITION PROVISIONS.**

These Bylaws shall become effective on February 13, 2015; provided, however, that the offices and positions of directors in existence prior to the adoption of these Bylaws shall continue until the next Annual Meeting of the Atlanta Bar Association, Inc. and the persons holding such offices and positions of directors in existence prior to the adoption of these Bylaws shall continue until the next Annual Meeting of the Atlanta Bar Association, Inc.

#### **SECTION 9.02. AMENDMENT.**

Subject to the provisions of Section 8.07 hereof, the Bylaws of the Section shall be subject to alteration, amendment or repeal, and new Bylaws not inconsistent with the Articles of Incorporation and the Amended and Restated Bylaws of the 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 of at least 100 members of the Section is present, provided that notice of the proposal to make, alter, amend or repeal such Bylaws 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 Bylaws adopted by the members, which the members prescribe shall not be altered, amended or repealed by the Board of Directors.