

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

CONSTRUCTION LAW SECTION

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 Construction Law Section, hereinafter designated as "the Section".

Section 1.02. Purpose.

The Section is created to promote the objectives of the Atlanta Bar Association, Inc. within the field of construction law.

Section 1.03. Fiscal Year.

The fiscal year of the Section is 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 Association, Inc. and, in the event of conflict, the Articles of Incorporation and Bylaws of the Atlanta Bar Association, Inc. shall control.

Section 1.05. Definitions.

The terms Membership, Chairperson, Vice-Chairperson/Chairperson Elect, Secretary/Treasurer, Board of Directors and similar terms when used herein shall, unless otherwise designated, refer respectively to the Membership, Chairperson, Vice Chairperson/Chairperson-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. may upon request to the Section or the Atlanta Bar Association, Inc., enroll 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 are paid pursuant to the provisions of this Article shall constitute the Membership of the Section.

Section 2.03. Dues.

Dues for membership in the Section shall be in an amount set by the Board of Directors in accordance with Sections 5.03 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 shall automatically cease to be a member of the Section. Life Members of the Section shall automatically cease to be a member of the Section on May 31 of each year unless they re-enroll 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 Chairperson, a majority of 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 Membership shall be mailed to each member of the Section at the address of such member as shown on the records of the Atlanta Bar Association, Inc. at least ten (10) days prior to the meeting date, with the notice stating the place and purpose of the meeting.

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 member of the Section, shall be eligible to vote and each such person shall have one (1) vote.

Section 3.06. Voting by Mail.

The Board of Directors may direct that a matter be submitted to the membership for vote by mail. 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. Number, Election, and Term.

The officers of the Section shall consist initially of a Chairperson, a Vice-Chairperson/Chairperson-Elect and a Secretary/Treasurer. The initial officers shall be appointed by the Board of Directors of the Section, shall assume office upon appointment, and shall serve until May 31, 1994. As of June 1, 1994, the officers of the Section shall include the Immediate Past Chairperson, and from that date forward, 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. Only persons who are members of the Section may be nominated in any manner for or serve in any office or position of the Section.

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 Chairperson 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 Chairperson 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 chairperson and members of all committees of the Section who are to hold office during his or her term as Chairperson; 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-Chairperson/Chairperson Elect shall automatically become Chairperson of the Section at the expiration of his or her term as Vice-Chairperson/Chairperson Elect. The Vice-Chairperson/Chairperson Elect shall, on consultation with the Chairperson, arrange for the appointment of the chairperson and members of all committees who are to hold office during his or her coming term as Chairperson. The Vice-Chairperson/Chairperson Elect shall aid the Chairperson in the performance of his or her responsibilities in such manner and

to such extent as the Chairperson may request and shall, in the absence of the Chairperson, perform the duties of the Chairperson.

- c) The Secretary/Treasurer 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 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 the Atlanta Bar Association, Inc.; 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 Chairperson 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 Chairperson or the Board of Directors.

Section 4.03. Eligibility.

All 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. The Chairperson may not succeed himself or herself in that office, but automatically upon the termination of the term which such person is serving as Chairperson, such person shall commence serving a one-year term as Immediate Past Chairperson.

Section 4.04. Vacancies.

In the event a vacancy occurs in the office of Chairperson as a result of death, resignation or otherwise, the Vice-Chairperson/Chairperson 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 Chairperson/Chairperson Elect shall not affect such person's succession to the office of Chairperson at the expiration of the term for which he or she was chosen to serve as Vice Chairperson/Chairperson Elect, any provision in these Bylaws to the contrary notwithstanding. In the event a vacancy occurs in the office of Vice-Chairperson/Chairperson Elect, a special election to fill such post shall be held by the Membership, which election shall be conducted in accordance with such rules and procedures as established by the Board of Directors of the Atlanta Bar Association, Inc. A vacancy in the office of Secretary/Treasurer shall be filled by

appointment by the Chairperson.

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: Classification & Term.

There shall be a Board of Directors of the Section which shall consist initially of the three officers described in Article IV of these By-Laws and eight (8) Members-at-Large. The initial members of the Board of Directors shall serve until May 31, 1994, and beginning on June 1, 1994, the Board of Directors of the Section shall include the three (3) officers described in Article IV of these By-Laws, the Immediate Past Chairperson, and eight (8) Members-at-Large elected pursuant to the procedures set forth in Section 5.03 and Article VI of these By-Laws. The directorships held by the eight (8) Members-at-Large shall be divided into two classes, designated Class I and Class II. Class I shall consist of four (4) directors, and Class II shall consist of four (4) directors. At the 1994 Annual Meeting of the Atlanta Bar Association, Inc., Class I directors shall be elected for a one-year term, and Class II directors shall be elected for a two-year term. At each succeeding Annual Meeting of the Atlanta Bar Association, Inc., commencing in 1995, successors to the class of directors whose term expires at that annual meeting shall be elected or reelected for a two-year term. The officers of the Section serving on the Board of Directors shall not be members of a class, and shall serve a term that is coextensive with their term as an officer of the Section.

Section 5.02. Eligibility.

Any member of the Section may be nominated for and serve as a Member-at-Large of the Board of Directors. No person shall be eligible for election as a Member-at-Large of the Board of Directors who has served in such capacity for the four preceding consecutive years.

Section 5.03. 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 Association, Inc.; and shall be empowered to fix and prorate annual Section dues, provided that such dues shall be fixed and determined and an annual proposed budget prepared by not later than ninety (90) days prior to the first day of the fiscal year. The Board of Directors shall 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 Association, Inc. Any member of the Board of Directors shall be available for appointment as a project or committee chairperson.

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 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 Chairperson 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, telegram 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.

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. 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.

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 then in office, of a member of the Section eligible to hold office. The appointee shall serve for the unexpired term of the director whose place has become vacant. In the event that the Immediate Past Chairperson 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 Directors 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 Association, Inc. In the event of a tie vote with respect to any vacancies to be filled pursuant to this Section 5.07, the Chairperson shall fill such vacancy by the appointment of a member of the Section eligible to hold office.

Section 5.08. Compensation.

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

ARTICLE VI

NOMINATING PROCEDURES: ELECTIONS

Section 6.01. Scope.

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

Section 6.02. Nominating Committee.

The Nominating Committee shall consist of three (3) members, one of whom shall be the Chairperson of the Section. The Chairperson shall serve as Chairperson of the Nominating Committee. The remaining two (2) members of the Nominating Committee shall be appointed by the Chairperson, one (1) of whom shall be a member of the Board of Directors then in office and one (1) of whom shall be a member of the Section who is not a member 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 Chairperson, the members of the Nominating Committee shall be eligible for nomination. 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 members of the Section for the officers of Vice-Chairperson/Chairperson Elect and Secretary/Treasurer. Only persons who have served during the current year on the Board of Directors of the Section shall be eligible for nomination for the position of Vice Chairperson/Chairperson Elect, whether such persons are nominated by the Nominating Committee or by petition under Section 6.05.

b) The Nominating Committee shall nominate at least one and not more than three 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/Treasurer and the Executive Director of the Atlanta Bar Association, Inc., by no later than February 1 of each year, 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/Treasurer of the Atlanta Bar Association, Inc. shall, not later than February 7 of each year or the first business day subsequent thereto in the event such day occurs on a weekend or holiday, mail a list of the nominations from the Nominating Committee to each member of the Section.

Section 6.05. Other Nominations.

Nominations for any position may be made in writing over the signatures of not less than ten (10) members of the Section, by filing such nominations with the Executive Director and the Secretary/Treasurer of the Atlanta Bar Association, Inc. not later than February 21st of each calendar year.

Section 6.06. Voting.

Voting shall be by mail. The Secretary/Treasurer 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 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 not later than the last day of February of each year unless such day occurs on a weekend or a holiday, in which such event, such ballot shall be mailed on the first business day following the last day of February. Such ballots shall be accompanied by voting instructions and notification of the time at which such ballots may be returned. To be eligible for counting, such ballots must be returned to the principal office of 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. Any person receiving a total vote equal to or greater than the mean of the votes cast in the first ballot for Member-at-Large of the Board of Directors shall be deemed elected a Member-At-Large, provided the number of candidates receiving such vote do not exceed the number of vacancies to be filled. In such event, the candidate or candidates with the highest number of votes will be considered elected to fill the authorized vacancy or vacancies. In the event there are fewer **candidates** receiving such vote on the first ballot than the number of vacancies to be filled, the persons to be elected for the remaining posts as to which no person has been elected shall be determined in the run-off election described in Section 6.07(a). The number of candidates in such run-off election

(the "cut-off number") will be equal to twice the number of unfilled posts. The persons who will be candidates in the run-off election will be those persons who received the highest number of votes in the initial ballot equal in number to the Cut-off number. Candidates receiving a plurality of votes in the run-off election shall be deemed elected to the authorized vacancy or vacancies in descending order. For the purposes of this section the mean of the votes cast is determined by dividing the sum of the votes received by all candidates by the total number of candidates participating.

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 Board of Directors of the Atlanta Bar Association, Inc. by no later than February 1st of each year.

Section 6.09. Tie Vote.

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

ARTICLE VII

PROJECTS AND COMMITTEES

Section 7.01. Establishment by Members.

At any meeting of the Membership, any voting member may move for the establishment of a project or a committee for a specific purpose, and upon establishment of such project or committee by majority vote of those voting members present, the Chairperson 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 Association, Inc. unless appointed for a shorter period.

Section 7.02. Establishment by Chairperson or Board of Directors.

The Chairperson 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 Chairperson shall appoint chairpersons and members thereof, the chairperson 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.

ARTICLE VIII

COORDINATION WITH THE 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 least ninety (90) days prior to the Annual Meeting of the corporation and shall send a copy of its proposed budget to the Board of Directors, the Executive Committee, the President, the Vice President/President-Elect and the Executive Director of the Atlanta Bar Association, Inc. for information at such time. 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 the 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 Chairperson or Secretary/Treasurer of the Section.

Section 8.03. Expenditure of Section Monies.

Funds of the Section shall be expended for such purposes related to the activities of the Section in such manner as may be determined by the Board of Directors. Further, the chairperson or Secretary/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. and to reimburse the Atlanta Bar Association, Inc. for any expenses incurred by the 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 annually to the Board of Directors of the Atlanta Bar Association, Inc., but no later than forty-five (45) days prior to the Annual Meeting of the Corporation, a report of the activities of the Section for the immediately preceding year and projected goals for the next ensuing fiscal year.

Section 8.07. Notice of Amendment to By-Laws.

Written notice of any proposed amendment to these By-Laws, 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 least ten (10) days prior to the date it is presented to the membership or Board of Directors for action thereon.

Section 8.08. Filing of By-Laws and Amendments.

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

ARTICLE IX

Section 9.01. Amendment.

Subject to the provisions of Section 8.07 hereof, 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 Association, Inc. may be made either: (a) by the affirmative vote of at least a majority of the voting members of the Section at any meeting of the Membership at which a quorum is present, provided that notice of the proposal to make, alter, amend or repeal such By-Laws be included in the notice of any such meeting of the members; or (b) by the affirmative vote of a majority of all voting members of the Board of Directors then holding office at any regular or special meeting of the Board of Directors. Provided, however, the members of the Board of Directors shall not be entitled to alter, amend or repeal any By-Laws adopted by the members, which the members prescribe shall not be altered, amended or repealed by the Board of Directors.