

**AMENDED AND RESTATED
BY-LAWS
OF ATLANTA BAR ASSOCIATION, INC
Effective May 1, 2014**

TAX LAW SECTION

ARTICLE I

NAME, PURPOSE, FISCAL YEAR, LIMITATIONS, DEFINITIONS

SECTION 1.01. NAME.

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

SECTION 1.02. PURPOSE.

The general purposes of the Section shall be to promote the objectives of the Atlanta Bar Association, Inc. (the “Corporation”) within the particular fields designated by the name of this Section.

SECTION 1.03. FISCAL YEAR.

The fiscal year of the Section shall be from June 1 through May 31.

SECTION 1.04. LIMITATIONS.

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

SECTION 1.05. DEFINITIONS.

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

ARTICLE II

MEMBERSHIP

SECTION 2.01. ENROLLMENT.

Any member of the Atlanta Bar Association, Inc. upon request to the Section or the Atlanta Bar Association, Inc., may be enrolled as a member of the Section by the payment of annual Section dues. Life Members of 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 5.02 and 8.01 hereof and shall be payable annually at the time of enrollment.

SECTION 2.04. DELINQUENCY.

Any member of the Section who has not paid the annual dues by September 1st of each year shall automatically cease to be a member of the Section. Life Members of the Section shall automatically cease to be a member of the Section on May 31 of each year 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, 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 pursuant to Notice Method at least ten (10) days prior thereto, by mailing notice of the place and purpose of the meeting to each member of the Section at the address of such member as shown on the records of Atlanta Bar Association, Inc, Inc.

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. NOTICE METHOD VOTING.

The Board of Directors may direct that a matter be submitted to the membership for vote by Notice Method. 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, a Secretary/Treasurer and the Immediate Past Chair. The officers shall assume office at the Annual Meeting of Atlanta Bar Association, Inc. and shall serve for a term of one (1) year until the next Annual Meeting of Atlanta Bar Association, Inc. 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. Each officer shall be elected for one (1) year term by the voting members of the Section, pursuant to the procedures set forth in Article VI of these By-Laws. No officer shall be elected to serve in the same office for more than two consecutive one (1) year terms.

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 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.

(b) The Vice-Chair 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/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 submissions; shall have charge and custody of all minute books of the Section; shall serve as a liaison between the Section and the staff of Atlanta Bar 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.; 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 other documents prepared as to Section funds, revenues, and expenditures, and documents 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 judgement, 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 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 Chair may succeed himself or herself in that office for no more than one additional consecutive one (1) year term, and automatically upon the termination of the term which such person is serving as Chair, such person shall commence serving a one-year term as Immediate Past Chair.

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 shall perform the duties and functions of that office for the remainder of the term in which such vacancy occurs. A vacancy in the office of Vice Chair or Secretary/Treasurer shall be filled by appointment by the Chair.

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 an elected Board of Directors of the Section which shall consist of the officers described in Article IV of these By-Laws and eight (8) Members-at-Large. In addition, the President may appoint up to two (2) additional Members-at-Large to serve a one (1) year term. The members of the Board of Directors shall assume office at the Annual Meeting of Atlanta Bar Association, Inc. and shall serve until the next Annual Meeting of Atlanta Bar Association, Inc.

SECTION 5.02. DUTIES AND AUTHORITY.

The Board of Directors shall be responsible for the affairs and business of the Section; shall formulate the general policies of the Section subject to these By-Laws and the Articles of Incorporation and Bylaws of 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. 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 and revenues or other appropriations to be received by the Section during that fiscal year, without prior written approval of the Executive Committee of 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 MEMBER-AT-LARGE.

Any member of the Section may be nominated in any manner for and serve as a Member-at-Large of the Board of Directors. Except as specifically provided below, each Member-at-Large shall be elected for a two (2) year term by the voting members of the Section, pursuant to the procedures set forth in Article VI of these By-Laws. Notwithstanding the foregoing, the election of Members-at-Large in 1991 shall select eight Members-at-Large, four to have a one year term and four to have a two year term. In the following years, four new members shall be elected to the Board of Directors as Members-at-Large. The election of Members-at-Large in 2009, shall select eight Members-at-Large, four to have one year terms and four to have two year terms. In each

following year, four new members shall be elected to the Board of Directors as Members-at-Large to have two year terms.

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 fixed by resolution 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 Chair or a majority of the voting members of the Board of Directors on one (1) day's notice to each Director, either personally by person, mail, private carrier, telegram or telephone electronic transmission, or other form of wire or wireless communication ("Notice Method"). 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, 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 the consent setting forth the action so taken shall be evidenced by one or more consents in writing or by electronic transmission (describing the action taken signed by no fewer than the required number of members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in the paper form and shall be in electronic form if the minutes are maintained in electronic form.

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 until the next Annual Meeting of Atlanta Bar Association, Inc. In the event that the Immediate Past Chair 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 Annual Meeting of 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 Atlanta Bar Association, Inc. If an officer or a Member-at-Large is unable to attend three (3) or more regularly scheduled meetings of the Board of Directors during any given year, then the Board of Directors may remove such officer or Member-at-Large.

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 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, 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 and who is not a member of the Board of Directors the in office. The selection of the Nominating Committee shall occur no later than January 1st of each calendar year. 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.

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 each of the officers of Vice-Chair/Chair-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-Chair/Chair-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 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 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 Atlanta Bar Association, Inc. not later than February 21 of each calendar year.

SECTION 6.06. VOTING.

Voting shall be by mail. The Secretary/Treasurer of 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 may 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 principle office of Atlanta Bar Association, Inc. not later than such time as shall be determined by the Board of Directors of 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 Atlanta Bar Association, Inc., which run-off election shall be held in accordance with the procedures set forth in Section 6.06.

(B) *MEMBER-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 to 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 less than three persons are so elected on the first ballot, the persons to be elected for the three or less posts as to which no persons to be 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 ballots 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 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 Chair shall appoint a Chair thereof, the Chair and members of any such projects and committees to serve until the next Annual Meeting of 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 Atlanta Bar Association, Inc. unless appointed for a shorter period.

ARTICLE VIII

COORDINATION WITH ATLANTA BAR ASSOCIATION, INC.

SECTION 8.01. FINANCIAL MATTERS OF SECTION.

The Section shall submit its dues proposal 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 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 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 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 Atlanta Bar Association, Inc. to pay bills of the Section which have been approved for payment by the Chair 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 Chair or Secretary/Treasurer is authorized and empowered to pay to Atlanta Bar Association, Inc. any fee or charges for services rendered by Atlanta Bar Association, Inc. and to reimburse 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 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 Atlanta Bar Association, Inc. or the Section without the prior written approval of the Executive Committee of Atlanta Bar Association, Inc.

SECTION 8.06. REVIEW OF SECTION ACTIVITIES.

The Section shall submit annually to the Board of Directors of 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 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 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 Atlanta Bar Association, Inc. at the time that the By-Laws or any amendments thereto are filed with the Secretary/Treasurer of Atlanta Bar Association, Inc.

ARTICLE IX

EFFECTIVE DATE AND TRANSITION PROVISIONS; AMENDMENTS

SECTION 9.01. EFFECTIVE DATE AND TRANSITION PROVISIONS.

These Amended and Restated By-Laws shall become effective on May 1, 2014.

SECTION 9.02 AMENDMENTS.

Subject to the provisions of Section 8.07 hereof, the By-Laws of the Section shall be subject to alteration, amendments or repeal, and new By-Laws not inconsistent with the Articles of Incorporation and By-Laws of 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.

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