

**BYLAWS**  
**OF THE**  
**ESTATE PLANNING AND PROBATE SECTION**  
**OF THE**  
**ATLANTA BAR ASSOCIATION, INC.**

(Adopted by the Membership on December 9, 2009, as amended by Board of  
Directors on June 6, 2016)

**ARTICLE I**  
**GENERAL PROVISIONS**

1.1 Name. The name of this Section of the Atlanta Bar Association, Inc. (the "ABA"), shall be the Estate Planning and Probate Section ("the Section").

1.2 Purpose. The general purpose of the Section shall be to promote the objectives of the ABA by supporting the practice needs of Section members in the areas of estate planning, probate, and guardianship, by serving the public interest and the judiciary, and by promoting high professional and ethical standards for its members.

1.3 Fiscal Year. The fiscal year of the Section shall begin on June 1 and end on May 31.

1.4 Limitations. These Bylaws have been adopted subject to the Articles of Incorporation and Bylaws of the ABA and, in the event of conflict, the Article of Incorporation and Bylaws of the ABA shall control.

1.5 Definitions. The terms "officers," "directors," "members," "Membership," "Chair," "Vice Chair/Chair-elect," "Treasurer," "Secretary," "Board of Directors" and similar terms when used herein shall, unless otherwise designated, refer respectively to the officers, directors, members, Membership, Chair, Vice Chair/Chair-elect, Treasurer, Secretary, and Board of Directors of the Section.

**ARTICLE II**  
**MEMBERSHIP**

2.1 Enrollment. Any member of the ABA shall, upon request to the ABA, be enrolled as a member of the Section by the payment of annual Section dues. Life members of the ABA may enroll as a member of the Section at any time without payment of Section dues.

2.2 Membership. Members so enrolled and whose dues are paid pursuant to the provisions of this article shall constitute the Membership of the Section ("Membership").

2.3 Dues. Dues for membership in the Section shall be in an amount determined by the Board of Directors and shall be payable annually at the time of enrollment.

2.4 Delinquency. Any member who has not paid the annual dues by September 1 of each year shall automatically cease to be a member of the Section. Life members shall automatically cease to be a member of the Section on May 31 of each year unless re-enrolled pursuant to Section 2.1 of this Article.

### **ARTICLE III** **MEETINGS OF THE MEMBERSHIP**

3.1 Meetings. Meetings of the Membership shall be held upon call of the Chair; upon the vote of a majority of the Board of Directors; or upon the written request of at least one fourth of the Membership. The Section may also sponsor gatherings of the members from time to time for continuing legal education, social interaction, or other purposes, but these gatherings shall not constitute meetings under this section unless they are so designated by the Chair or by a majority of the Board of Directors.

3.2 Notice. Notice of any meeting of the Membership shall be given at least ten days prior thereto, by mailing or e-mailing notice of the place and purpose of the meeting to each member at the mailing address or e-mail address of such member as shown on the records of the ABA.

3.3 Quorum. The members present at any meeting shall constitute a quorum for the transaction of business, so long as a majority of the directors is present.

3.4 Voting Eligibility. Any member shall be eligible to vote at a meeting of the Membership and each such member shall have one vote.

3.5 Voting at Meeting. Action of the Membership shall be taken by majority vote of the members present and voting at a meeting of the Membership.

3.6 Action without Meeting. The Board of Directors may direct that a matter be submitted to the Membership for vote by mail or e-mail, and in that event, action of the Membership shall be taken by a majority of the votes received from members in accordance with rules determined by the Board of Directors.

## ARTICLE IV OFFICERS

4.1 Number; Election; Term. The officers of the Section shall consist of a Chair, a Vice Chair/Chair-elect, a Treasurer, a Secretary, and the Immediate Past Chair. Each officer shall be elected for a one-year term by the members, pursuant to the procedures in Article VI. The terms of all officers shall begin at the annual meeting of the ABA following their election and shall end at the next annual meeting of the ABA.

4.2 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 determined 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) Chair. The Chair ("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 preside at all meetings of the Board of Directors and the Membership; shall appoint the chair and members of all committees of the Section during his or her term; 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) Vice Chair/Chair-elect. The Vice Chair/Chair-elect ("Vice Chair/Chair-elect") shall automatically become Chair at the expiration of his or her term as Vice Chair/Chair-elect. The Vice Chair/Chair-elect shall serve as CLE representative to the ABA. The Vice Chair/Chair-elect shall consult with and assist 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) Treasurer. The Treasurer shall consult with and assist all officers with the work 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 and expended by the Section; shall monitor all accounts, reports, and other documents prepared as to Section funds, 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 current and projected financial condition; shall serve as liaison with any sponsors of the Section; shall prepare an annual budget to be submitted to the Board

of Directors; and shall prepare such other reports on the financial affairs of the Section as may be requested by the Chair or the Board of Directors.

(d) Secretary. The Secretary shall consult with and assist all the officers 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 and actions taken without a meeting of the Board of Directors and of the Membership; shall have charge and custody of all minutes books of the Section; shall serve as a liaison between the Section and the staff of the ABA regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the ABA.

(e) Immediate Past Chair. The Immediate Past Chair shall have no specific duties hereunder but shall act as an advisor to the Board of Directors and the other officers and shall perform such other duties as may be requested by the Chair or the Board of Directors.

4.3 Eligibility. Only a member may serve as an officer. A member may serve more than one term as an officer; provided, however, that the Chair may not succeed himself or herself in that office, but upon the expiration of the term for which such person served as Chair, such person shall begin serving a one-year term as Immediate Past Chair.

4.4 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 during which such vacancy occurs. The fact that such vacancy is filled by the Vice Chair/Chair-elect shall not affect his or her succession to the office of Chair at the expiration of the term for which he or she was elected as Vice Chair/Chair-elect, any provision in these Bylaws to the contrary notwithstanding. If a vacancy occurs in the office of Vice Chair/Chair-elect, Secretary, or Treasurer, such vacancy shall be filled by the Board of Directors. A vacancy in the office of Immediate Past Chair shall not be filled.

4.5 Compensation. Officers shall not receive any compensation for their services as officers, but they shall be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as officers.

4.6 Removal. Any officer may be removed for any reason by the unanimous vote of all of the other members of the Board of Directors.

**ARTICLE V**  
**BOARD OF DIRECTORS**

5.1 Composition; Classification; Term. There shall be a Board of Directors consisting of the officers named in Section 4.1 and six members-at-large elected pursuant to the procedures in Article VI. The six directors who are members-at-large shall be equally divided into three classes, designated Class I, Class II, and Class III. The first term of Class I directors expired in 1999; the first term of Class II directors expired in 2000; and the first term of Class III directors expired in 2001. Successors to directors who are members-at-large shall be elected for three-year terms beginning in the year in which the subsequent three-year terms of such directors expired. The officers serving on the Board of Directors shall not be members of a class, but shall serve a one-year term as directors concurrently with their term as officers. The terms of all directors shall begin at the annual meeting of the ABA following their election and shall end at the next annual meeting of the ABA.

5.2 Eligibility. Only a member may serve as a director. A director who is a member-at-large may serve more than one term as a director.

5.3 Duties and Authority. The Board of Directors shall be responsible for conducting 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 Bylaws of the ABA; and shall determine the amount of annual Section dues. It shall be the affirmative duty of the Board of Directors and each director 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 that may reasonably be expected to be received by the Section during that fiscal year, without prior written approval of the executive committee of the ABA. Any director may be appointed as a project leader or chair of a committee.

5.4 Meetings. The Board of Directors shall meet as frequently as necessary for conducting the affairs and business of the Section. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors and notice need not be given of such regular meetings. Special meetings may be held at any time upon call of the Chair or a majority of the Board of Directors on five days' notice to each director, in person or by mail, e-mail, fax, or telephone. No notice of any meeting need be given to 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, such member states an objection to the place or time of the meeting, or to the manner in which it has been called. Attendance by directors at all regularly scheduled meetings is expected. The Board of Directors may, by majority vote, remove a member of the Board of Directors if such member has missed more than three regularly scheduled meetings during any fiscal year.

5.5 Quorum and Voting. A majority of the directors shall constitute a quorum of the Board of Directors for the transaction of business.

5.6 Voting at Meeting. Action of the Board of Directors shall be taken by majority vote of the directors present and voting at a meeting of the Board of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken at a meeting held by telephone or other communications equipment by which all directors participating in the meeting may simultaneously hear each other, and a director participating in a meeting by this means is deemed to be present in person at the meeting.

5.7 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 directors and such written consent is filed with the minutes of the proceedings of the Board of Directors. The Chair may also direct that a matter be submitted to the Board of Directors for vote by e-mail or telephone, and in that event, action of the Board of Directors shall be taken by a majority of the votes received by e-mail or telephone from all directors.

5.8 Vacancies. Any vacancy among the directors who are members-at-large shall be filled by the Board of Directors. An appointed director shall serve only until the next annual meeting of the ABA, and the remainder of the original term, if any, shall be filled at the next election.

5.9 Compensation. Directors shall not receive any compensation for their service as directors, but they shall be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as directors.

5.10 Removal. Any member of the Board of Directors may be removed for any reason by the unanimous vote of all of the other directors.

## **ARTICLE VI** **NOMINATING PROCEDURES: ELECTIONS**

6.1. 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.

6.2 Nominating Committee. The Nominating Committee shall consist of three members, one of whom shall be the Vice Chair/Chair-Elect of the Section. The Vice Chair/Chair-Elect shall serve as Chair of the Nominating Committee. The remaining two members of the Nominating Committee shall be appointed by the Board of Directors, neither of whom shall be a member of the Board of Directors then in office and one of whom shall be a member of the Section who is a former Chair but not a member of the Board of Directors then in office. The selection of the Nominating Committee shall occur at the time

designated by the Atlanta Bar Association Board of Directors. With the exception of the Vice Chair/Chair-Elect, the members of the Nominating Committee shall not be eligible for nomination to any position under consideration by the Nominating Committee.

6.3. 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-Chair/Chair-Elect, Secretary and Treasurer (or 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 6.5.

(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., on such schedule as may be determined or approved by the Board of Directors in order to meet the schedule determined or approved by the Atlanta Bar., which report must indicate that all persons nominated have agreed in writing to serve if elected.

6.4 Notification to Members of Nominations. The Secretary of the Atlanta Bar Association, Inc., or their designee, shall, at the time designated by the Atlanta Bar, email a list of the nominations from the Nominating Committee to each member of the Section.

6.5 Other Nominations. Nominations for any position may be made in writing over the signatures of not less than ten members of the Section, by filing such nominations with the Executive Director and the Secretary of the Atlanta Bar Association, Inc. at the time designated by the Atlanta Bar Association Board of Directors.

6.6 Voting. Voting shall be by email or mail. The Secretary of the Atlanta Bar Association, Inc., or their designee, shall prepare a formal ballot containing the names of all nominees 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 at the time scheduled by the Atlanta Bar Association Board of Directors. Such ballots shall be accompanied by voting instructions and notification of the time at which such

ballots may be submitted. 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.

6.7 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 6.6.

(b) Members-at-Large. The number of persons who equal the number of vacancies to be filled and receive a plurality for Members-at-Large of the Board of Directors shall be deemed elected Members-at-Large. In the event of a tie vote for the remaining position(s) to be filled, the person(s) to be elected for the remaining available position(s) shall be determined by a vote taken between those persons receiving the same number of votes for the remaining position(s), in a run-off election to be held at such time as may be determined by the Board of Directors of the Section in consultation with the Atlanta Bar.

6.8 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.

6.9 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**

The Membership, Board of Directors, or the Chair may establish a project or a committee for a specific purpose, and upon establishment of such project or committee, the Chair shall appoint the members of such project or committee and shall name one of such members as leader or chair thereof, and such members shall serve until the next annual meeting of the ABA, unless appointed for a shorter period.

**ARTICLE VIII**  
**COORDINATION WITH ATLANTA BAR ASSOCIATION**

8.1 Dues. The Section shall submit its proposed amount of Section dues to the ABA at such time and in such manner as determined by the ABA. The Section shall collect dues from its members and receive and expend monies in accordance with the rules and regulations determined by the ABA.

8.2 Deposit and Handling of Section Monies. Funds of the Section shall be deposited in the treasury of the ABA and shall be disbursed by the treasurer of the ABA to pay expenses of the Section (including fees or charges for services rendered by the ABA and expenses incurred by the ABA for or on behalf of the Section) that have been approved by the Chair and the Treasurer and are for such purposes related to the activities of the Section as determined by the Board of Directors.

8.4 Continuing Legal Education. The Section shall from time to time conduct programs for the education of its members in coordination with the ABA.

8.5 Legislation. The Section may 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 relating to proposed legislation on behalf of or in the name of the ABA or the Section without the prior written approval of the executive committee of the ABA.

8.6 Annual Report. The Section shall submit to the ABA prior to the annual meeting of the ABA a report on the activities of the Section for the current year and the goals of the Section for the next year.

8.7 Notice of Amendment to Bylaws or New Bylaws. Written notice of any proposed amendment to these Bylaws or new Bylaws, including a copy of the proposed amendment or new Bylaws, shall be delivered to the president, vice president/president-elect, and executive director of the ABA at least ten days prior to the date it is presented to the Membership or the Board of Directors for action thereon.

8.8 Filing of Bylaws and Amendments. These Bylaws and any amendments thereto shall be filed with the secretary of the ABA within ten days after the effective date thereof, and a copy thereof shall be delivered to the president, vice president/president-elect, and executive director of the ABA at the time that the Bylaws or any amendments thereto are filed with the secretary of the ABA.

**ARTICLE IX**  
**AMENDMENTS**

Subject to Section 8.7, these Bylaws may be amended and new Bylaws not inconsistent with the Articles of Incorporation and Bylaws of the ABA may be adopted either (a) by the affirmative vote of a majority of the members present and voting at any meeting of the Membership at which a quorum is present, provided that written notice of the proposed amendment or new Bylaws, including a copy of the proposed amendment or new Bylaws, is provided in the notice of any such meeting of the members; or (b) by the affirmative vote of a majority of all directors present and voting at any regular or special meeting of the Board of Directors; provided, however, that the Board of Directors shall not have the power to alter, amend, or repeal any Bylaws adopted by the Membership which the Membership has determined shall not be altered, amended, or repealed by the Board of Directors.