

**BYLAWS OF THE YOUNG LAWYERS DIVISION
OF THE STATE BAR OF GEORGIA**

Adopted January 20, 2007, as amended on April 18, 2009 and August 11, 2012

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**BYLAWS OF THE YOUNG LAWYERS DIVISION OF THE STATE BAR OF GEORGIA -
Adopted January 20, 2007, as amended on April 18, 2009 and August 11, 2012**

ARTICLE I - NAME AND PURPOSE

Section 1. Name

The name of this organization shall be the Young Lawyers Division of the State Bar of Georgia (the "Young Lawyers Division").

Section 2. Purpose

The purposes of the Young Lawyers Division shall be:

(a) to encourage the interest and participation of YLD Members in the activities, objectives, and purpose of the State Bar of Georgia;

(b) to aid and promote the advancement of YLD Members in the activities of the State Bar of Georgia;

(c) to foster among YLD Members the principles of duty and service to the public;

(d) to provide YLD Members with an opportunity to participate in activities directed toward improving the administration of justice;

(e) to foster discussion and interchange of ideas among YLD Members relating to the duties, responsibilities, and problems of YLD Members; and

(f) to provide a full and complete program of activities and projects in those areas of the State Bar of Georgia in which YLD Members are particularly suited.

ARTICLE II - MEMBERSHIP

Section 1. Qualification for Membership

A "YLD Member" is an active member of the State Bar of Georgia whose membership in the Young Lawyers Division has not terminated pursuant to Section 4 of this Article. Membership in the Young Lawyers Division is automatic.

Section 2. Honorary Membership

Any person who has served as President shall be an "Honorary Member" of the Young Lawyers Division for his or her lifetime after the date on which such person's membership would have otherwise terminated pursuant to Section 4(a) of this Article. Honorary Members shall not be eligible to vote or hold office in the Young Lawyers Division; provided, however that the Immediate Past President shall be eligible to vote and shall be a member of the Executive Council during the term of such office. Membership as an Honorary Member shall terminate should an Honorary Member cease to be a member in good standing of the State Bar of Georgia.

Section 3. Associate Membership

The Young Lawyers Division may recognize, as an "Associate Member," any person engaged in the legal profession who is under thirty-six (36) years of age, and who is not authorized to practice law in the State of Georgia, but who is (a) employed in Georgia by the government or a governmental agency, the armed services, or a private or commercial institution, or (b) a third-year law student or LLM student attending a law school in the State of Georgia that is approved by the American Bar Association or the Georgia Board of Bar Examiners. Any individual desiring to become an Associate Member shall be considered for membership after submitting a letter of interest to the Secretary. Such letter of interest shall be considered by the Executive Council at the next meeting after receipt thereof. The Executive Council, by a majority

vote of the members of the Executive Council in attendance at such meeting, may approve or deny the requested Associate Membership.

Section 4. Termination of Membership

Membership in the Young Lawyers Division shall terminate:

(a) at the end of the fiscal year of the State Bar of Georgia (the "Bar Year") after (1) the member attains the age of thirty-six (36) or (2) the fifth anniversary of the member's being admitted to their first bar, whichever date is later (other than Honorary Members); or

(b) upon such member ceasing to be an active member in good standing of the State Bar of Georgia; or

(c) in the case of Associate Members, by the vote of a majority of the Executive Council in attendance at any meeting of the Executive Council.

Notwithstanding the foregoing, a person who met the requirements of Section 4(a) above at the time such person was elected President-Elect shall continue to be a YLD Member for the duration of the terms of President and Immediate Past President to which he or she succeeds.

ARTICLE III - OFFICERS

Section 1. Officers

The "Officers" of the Young Lawyers Division shall consist of: (a) President, (b) President-Elect, (c) Treasurer, (d) Secretary, (e) Newsletter Editor(s), and (f) Immediate Past President.

Section 2. Eligibility

(a) Persons who are YLD Members (but not Honorary Members or Associate Members) at the time of their election shall be eligible to serve as an Officer of the Young Lawyers Division.

(b) The President-Elect position may be filled by any YLD Member who is also an active member in good standing of the State Bar of Georgia without regard to the location of his or her residence.

Section 3. President

The President shall be responsible for carrying out the purposes of the Young Lawyers Division. The duties of the President shall include, but not be limited to, presiding at all meetings of the Executive Council and the membership, as well as duties assigned by the membership at any regular meeting or by the Executive Council. The President shall be responsible for the preparation and submission of an annual report of the activities of the Young Lawyers Division at the regular Annual Meeting of the State Bar of Georgia. The President shall submit, at the first meeting of the Executive Council for the Bar Year, a list of appointments and Chairpersons of committees. The President shall be an ex officio member of all Standing Committees.

Section 4. President-Elect

The President-Elect shall perform such duties as may be assigned by the President, the membership at any regular meeting, or by the Executive Council. During any period in which the President is unable to act, the President-Elect shall perform the duties of President.

The President-Elect shall also plan for the year in which he or she shall act as President, and make needed arrangements for the prompt inauguration of the program for the year upon assuming office and to prevent interruption in the continuing program then being carried on by the Young Lawyers Division.

Section 5. Treasurer

The Treasurer shall have general supervision of the finances of the Young Lawyers Division. The Treasurer shall keep or cause to be kept full and accurate records and accounts showing the transactions of the Young Lawyers Division and shall see that all expenditures are duly authorized. The Treasurer shall provide a financial report to the Executive Council annually and more frequently if required by the President. The

Treasurer shall perform all other duties as may be assigned by the President, the membership at any regular meeting, or by the Executive Council.

Section 6. Secretary

The Secretary shall keep full minutes of all meetings, including meetings of the membership and the Executive Council; shall read such minutes at the proper subsequent meetings; shall give notice of meetings; shall notify all Officers and Directors of their election or appointment; and shall perform all other duties as may be incidental to the office of Secretary or assigned by the President, the membership at any regular meeting, or by the Executive Council.

Section 7. Editor of the Young Lawyers Division Newsletter

The Editor or Co-Editors of the Young Lawyers Division Newsletter (the "Editor(s)") shall publish or cause to be published a newsletter of the activities and programs of the Young Lawyers Division in such format as may be approved by the Executive Council and at such times as may be approved by the Executive Council and shall perform all other duties as may be incidental to said office or assigned by the President, the membership at any regular meeting, or the Executive Council.

Section 8. Immediate Past President

The Immediate Past President shall be a member of all Standing Committees and shall have such other responsibilities as are assigned by the President, the membership at any regular meeting, or the Executive Council.

Section 9. Election or Appointment of Officers

The President-Elect, Secretary and Treasurer shall be elected in the manner and shall take office at the time provided for in Article VII of these Bylaws. The Editor(s) shall be appointed by the President to serve at the pleasure of the President. The offices of President and Immediate Past President shall be filled by the person who was President-Elect and President, respectively, in the immediately preceding Bar Year.

Section 10. Terms of Office

The terms of office of President, President-Elect, Secretary, Treasurer, and Immediate Past President shall be for the period beginning immediately upon the adjournment of the Annual Meeting and ending at the adjournment of the next succeeding Annual Meeting or until such officer's successor is elected or appointed and qualified. The term of office of the Editor(s) shall be concurrent with the term of office of the President who appointed such Editor(s).

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1. Purpose and Powers

There shall be an Executive Committee of the Executive Council of the Young Lawyers Division (the "Executive Committee"). The Executive Committee shall exercise all of the powers of the Executive Council between meetings of the Executive Council except those enumerated in Sections 1 and 3(c) of Article VIII, Section 1 of Article X, and Section 1 of Article XI. The Executive Committee shall report to the Executive Council at each meeting thereof.

Section 2. Composition of the Executive Committee

The Executive Committee shall be composed of:

- (a) the Officers, provided that the Editor(s) shall serve ex officio but nonvoting;
- (b) two (2) voting Directors who are members of the Executive Council; and
- (c) the appointed Directors, ex officio but nonvoting.

Section 3. Directors

(a) Appointment. A minimum of four (4) Directors shall be appointed by the President to serve at the pleasure of the President and to be directly responsible to the President.

(b) Duties. The Directors shall assist the President during his or her term in office and shall perform such duties and responsibilities as designated by the President.

Section 4. Terms of Office

Each member of the Executive Committee shall hold office for the following terms:

(a) The appointed Directors shall be appointed by the incoming President for terms concurrent with that of the incoming President.

(b) The elected Directors shall serve for a period concurrent with that of the incoming President.

(c) The Officers shall serve for a period concurrent with the incoming President, beginning upon their swearing in at the Annual Meeting at which they are sworn in as Officers and continuing until their successors are sworn in at the next Annual Meeting, but in no event shall their term extend beyond June 30 of the following year.

Section 5. Eligibility

Persons who are YLD Members (but not Honorary Members or Associate Members) at the time of their election or appointment shall be eligible to serve as a member of the Executive Committee.

ARTICLE V - EXECUTIVE COUNCIL

Section 1. Purpose and Powers

There shall be an Executive Council of the Young Lawyers Division (the "Executive Council"). The Executive Council shall exercise the powers granted to it hereunder.

Section 2. Composition of the Executive Council

The Executive Council shall be composed of:

(a) Members of the Executive Committee of the Young Lawyers Division; provided, however, the Directors shall be members of the Executive Council ex officio but nonvoting unless qualified to vote under another provision of these Bylaws.

(b) No less than six (6) and no more than ten (10) YLD Members from each Federal Judicial District within the State of Georgia, provided that each such member is a Resident of the Federal Judicial District such person represents at the time of election.

(c) two (2) YLD Members who are not Residents of any Federal Judicial District within the State of Georgia.

(d) twelve (12) YLD Members at large.

(e) the president or chairperson of each Affiliate Unit (as defined in Article XII hereof); provided, however, that each president or chairperson may, by written notice to the Secretary at least ten (10) days prior to each Executive Council meeting, appoint a member of such Affiliate Unit as an alternate delegate to serve on the Executive Council in the event of his or her absence.

(f) all Committee Chairpersons, who shall be members ex officio but nonvoting unless qualified to vote under any other provision of these Bylaws.

(g) One (1) law student representative who is an Associate Member selected by the President from the student body of each law school in the State of Georgia that is approved by the American Bar Association or the Georgia Board of Bar Examiners. These persons shall be members ex officio but nonvoting.

Section 3. Eligibility

Persons who are YLD Members (but not Honorary Members or Associate Members) at the time of their election or appointment shall be eligible to serve on the Executive Council; provided, however, the law student representatives shall be Associate Members.

Section 4. Elections of Members of Executive Council

The members of the Executive Council described in Section 2(b), (c), and (d) of this Article shall be elected in the manner provided for in Article VII of these Bylaws and shall take office immediately upon the adjournment of the Annual Meeting at which said election is conducted.

Section 5. Terms on Executive Council

Each member of the Executive Council shall hold office for the following terms:

(a) The Officers, Directors, Committee Chairpersons, and presidents or chairpersons of Affiliate Units shall serve for a period of time concurrent with the term of their respective positions as defined within these bylaws.

(b) Each member of the Executive Council representing a Federal Judicial District and the nonresident members of the Executive Council shall hold office for a period of two (2) years or until their successors have been duly chosen and qualified.

(c) Each member at large of the Executive Council shall hold office for a period of one (1) year or until their successors have been duly chosen and qualified.

(d) Notwithstanding the above, any member of the Executive Council who shall fail to meet the attendance requirement set forth in Article X, Section 2(b) shall be automatically removed from office on the Executive Council, unless such attendance requirement has been suspended by a majority vote of the Executive Council.

ARTICLE VI - DELEGATES TO THE YOUNG LAWYERS DIVISION OF THE AMERICAN BAR ASSOCIATION

The President shall appoint all delegates to the American Bar Association Young Lawyers Division Annual and Mid Year meeting for the term during which he or she is President. Such appointments shall be made according to the following priority, in descending order, from the YLD Members, as follows: (1) Officers; (2) Directors; (3) other Executive Council members; (4) other YLD Members. To receive priority, a potential delegate must notify the President at least ninety (90) days before the American Bar Association meeting at issue of his or her desire to be a delegate.

ARTICLE VII - ELECTIONS

Section 1. Qualifications for Voting and Making Nomination

Only active members of the State Bar of Georgia who are YLD Members (other than Honorary Members or Associate Members) shall be eligible to vote or nominate in any election in the Young Lawyers Division.

Section 2. Offices Filled by Election

(a) The President-Elect, Treasurer and Secretary shall be elected by mail-out ballot, which shall be furnished to the membership no later than February 28th of the year of the Annual Meeting at which the YLD Members elected would take office or such later date as determined pursuant to Section 7(i) of this Article (such date, the "Election Commencement Date").

(b) Members of the Executive Council representing Federal Judicial Districts, non- resident members of the Executive Council, and members at large of the Executive Council shall be elected at the Annual Meeting. Elections of members representing Federal Judicial Districts shall be staggered, with no more than five (5) representatives from each district elected per year.

Section 3. Notification of Elections

The Secretary shall perform the following duties in connection with elections:

(a) Officers. The Secretary shall cause a notice to be published and mailed or electronically distributed to all YLD Members not less than seventy-five (75) days prior to the Election Commencement Date, setting forth:

- (1) that the positions of President-Elect, Treasurer and Secretary shall be filled by election by mail-out ballot;
- (2) the eligibility requirements for such positions;
- (3) the nomination and election procedure; and
- (4) the names and addresses of members of the Nominating Committee and the Election Committee.

(b) Executive Council. The Secretary shall cause a notice to be published and mailed or electronically distributed to all YLD Members not less than sixty (60) days prior to the Annual Meeting, setting forth:

- (1) the positions on the Executive Council which shall be filled by election at such Annual Meeting;
- (2) the eligibility requirements for such positions;
- (3) the nomination and election procedure; and
- (4) the names and addresses of members of the Nominating Committee and the Election Committee.

Section 4. Nominations

Nominations for any office or position may be made by the Nominating Committee (described in Article IX, Section 1(d)) or by YLD Members as follows:

(a) Nominations from Nominating Committee.

(1) Nominations of Officers. Not less than forty-five (45) days prior to the Election Commencement Date, the Nominating Committee shall nominate one (1) or more candidates for the office of President-Elect, Treasurer and Secretary, and shall report the names of all such nominees to the Election Committee.

(2) Nominations for Executive Council. Not less than forty-five (45) days prior to the date of the Annual Meeting, the Nominating Committee shall nominate: five (5) or more candidates from each Federal Judicial District for election as members representing such district to fill the terms that will terminate at the next Annual Meeting; twelve (12) or more candidates for election as members at large to the Executive Council; and two (2) or more candidates for election as nonresident members of the Executive Council in the years that the term of such office terminates at the next Annual Meeting. The Nominating Committee shall report the names of all Executive Council nominees to the Election Committee not less than forty-five (45) days prior to the date of the Annual Meeting.

(b) Nominations from Members. Nominations for candidates for the offices of President-Elect, Treasurer and Secretary and for positions on the Executive Council may be made by the membership of the Young Lawyers Division as follows:

(1) Nominations of Officers. Any two (2) YLD Members who are qualified to vote in accordance with these Bylaws may submit a nominating petition in writing to the Election Committee for the nomination of Officers not less than thirty (30) days prior to the Election Commencement Date.

(2) Nominations for Executive Council. A nominating petition for the nomination of Executive Council members may be submitted to the Election Committee (a) not less than thirty (30) days prior to the Annual Meeting if signed by two (2) YLD Members who are qualified to vote in accordance with these Bylaws, and (b) not less than ten (10) days prior to the Annual Meeting if signed by ten (10) YLD Members who are qualified to vote in accordance with these Bylaws. If the nomination is for the position of nonresident member of the Executive Council, at least two (2) of the petitioning YLD Members shall be nonresident YLD Members.

(3) Nominating Petition. The nominating petition shall be substantially in the following form:

Nominating Petition the Young Lawyers Division

The undersigned members of the Young Lawyers Division of the State Bar of Georgia in good standing [if applicable, who are nonresidents of the State of Georgia] hereby nominate _____ for the office of _____ for the term beginning at the close of the Annual Meeting in _____.

_____ Nominator

_____ Nominator

Date _____

I, _____, the person nominated in this petition, hereby accepts said nomination and, if elected, will serve.

_____ Nominee

(c) No Nominations. Should a position on the Executive Council which is to be filled at an Annual Meeting lack a nomination properly filed in accordance with these Bylaws, then nominations for such position may be made from the floor at the Annual Meeting.

Section 5. Certification of Nominees

(a) Determination of Eligibility. Upon receipt of the nominations from the Nominating Committee or the members, the Election Committee (as described in Article IX, Section 1(e)) shall determine if the persons nominated are eligible for office.

(b) Notification of Nominees. Within five (5) days of receipt of the report of the Nominating Committee or receipt of a nomination from the members, the Election Committee shall notify each nominee of such nomination and of the names of other persons nominated for the same position. Each nominee shall have two (2) business days from the date of notification to accept or reject the nomination. Nominees failing to respond shall be deemed to have accepted the nomination.

Section 6. Officer Elections

At the close of the nominations for President-Elect, Secretary and Treasurer, the Election Committee shall cause ballots to be prepared. No later than the Election Commencement Date, each YLD Member shall be provided with a ballot for the election of President-Elect, Secretary and Treasurer.

(a) Voter List. A voter list shall be prepared from the current Young Lawyers Division membership and each YLD Member shall be given a identifying number.

(b) Content of Ballots. Each ballot shall have printed thereon (1) the name of each person duly nominated for each position, (2) space for a write-in for each position, (3) instructions as to the method by which a vote for a particular candidate shall be indicated, and (4) the last day on which a ballot must be received at the Headquarters of the Young Lawyers Division (which date shall annually be fixed by the Election Committee). The ballot shall not contain the YLD Member's identifying number.

(c) Identifying Number. The identifying number of the YLD Member shall be indicated on the envelope or other method by which the YLD Member delivers his or her vote.

(d) Voting. Each YLD Member desiring to vote shall mark his or her ballot according to the instructions thereon and shall return the ballot on or before the date specified by the Election Committee. Only ballots returned by YLD Members who are eligible to vote on or before said date shall be counted.

(e) Counting and Report. The Election Committee may utilize and employ such impartial accounting and clerical assistance as it may deem necessary to count the votes. The Election Committee shall report the results at the next Annual Meeting.

(f) Recount. Any candidate dissatisfied with the result of the count as to his or her election may request, within six hours after the result has been reported at the Annual Meeting, a recount of the ballots pertaining to his or her election by filing such request in writing with the then current President. The President shall forthwith appoint a Recount Committee (which shall be composed of persons different from the Election Committee) which shall, as soon as practical, recount the ballots pertaining to all elections in which a recount has been requested and examine the ballots not counted, determine the number of votes validly cast for the candidates in such election, and report the results. The results determined by the Recount Committee shall be final and not subject to further challenge.

(g) Declaration of Results of Elections. The candidate receiving the majority of the votes in each election (according to the report of the Election Committee, or the Recount Committee as the case may be) shall be declared elected. In computing the number of votes cast in each election for the purpose of determining the number constituting a majority thereof, there shall be excluded from such computation the votes cast for a "write-in" candidate receiving less than 2% of the total votes cast in such election.

(h) Run-off. In all instances where there are more than two (2) candidates for any office of President-Elect, Secretary or Treasurer and no one of such candidates receives a majority of the votes cast in the election to fill such office, the Executive Council shall, within 10 days from the date of the report of the Election Committee, or the Recount Committee as the case may be, make and announce to the membership adequate provisions for a run-off election between the candidates receiving the two (2) highest number of votes, which said run-off shall be held not later than thirty (30) days from the date of the report of the Election or Recount Committee, and shall be conducted in all respects as provided in these Bylaws for regular elections; provided that the incumbent holder of the position shall continue to serve until his or her successor is determined.

(i) Coordination with State Bar of Georgia Elections. The time periods dealing with nomination and election of the President-Elect, Secretary and Treasurer may be changed at the discretion of the Nominating Committee and the Election Committee to facilitate a reduction in the cost of the election of these offices if the election can be coordinated with the election of officers of the State Bar of Georgia.

Section 7. Executive Council Elections.

The election of the Executive Council and the members of the Executive Council elected to the Executive Committee shall occur at the Annual meeting.

(a) Content of Ballots. The Election Committee shall have ballots prepared, which shall include (1) the name of each person duly nominated for each Executive Council position, (2) space for a write-in

for each position, and (3) instructions as to the method by which a vote for a particular candidate shall be indicated.

(b) Plan of Election. The Election Committee shall, at the Executive Council meeting immediately preceding the Annual Meeting, present to the Executive Council for its approval a plan for the conduct of the Executive Council elections at the Annual Meeting. The plan shall contain a list of places and times for voting at the Annual Meeting and shall ensure that there is adequate time to count votes prior to the formal business at the Annual Meeting.

(c) Voting. Each member in attendance at the Annual Meeting desiring to vote shall mark his or her ballot according to the instructions thereon and shall return the ballot to one of the voting places.

(d) Counting and Report. The Election Committee shall, at the end of the voting, count the votes and report the results at the Annual Meeting. The Election Committee may employ such impartial clerical assistance as it may deem necessary.

(1) The candidates receiving the ten (10) greatest number of votes in the elections for members from each of the Federal Judicial Districts to the Executive Council shall be declared elected.

(2) The candidates receiving the twelve (12) greatest number of votes in the elections for members at large to the Executive Council shall be declared elected.

(3) The candidates receiving the two (2) greatest number of votes in the election for nonresident member to the Executive Council shall be declared elected.

(4) In the event two (2) or more candidates receive the same number of votes in any election and such tie is between the candidates who receive the lowest number of votes that still might result in such candidates being elected, the YLD Members present at the Annual Meeting by vote shall determine which of such tying candidates shall be declared elected.

(e) Executive Council Representatives to Executive Committee. Subsequent to the election of the Executive Council, the members of the Executive Council (both new and continuing) shall by vote at the Annual Meeting, which need not be in writing, elect two (2) among them who shall serve as members of the Executive Committee for a term ending at the next Annual Meeting.

ARTICLE VIII - REMOVAL AND VACANCIES

Section 1. Removal of Officer For Cause

The Executive Council may, at any meeting called in accordance with these Bylaws, by two-thirds majority vote of the total voting membership of the Executive Council remove any Officer from office for cause.

Section 2. Change of Residence or Office of Certain Persons

In the event that:

(a) any member of the Executive Council representing a specific Federal Judicial District ceases to be a Resident of the Federal Judicial District which such member represents; or

(b) a nonresident member of the Executive Council becomes a Resident of a Federal Judicial District in the State of Georgia, such member shall continue to serve on the Executive Council only until the next Annual Meeting. If the term of office of such member does not normally expire at such Annual Meeting, there shall be a special nomination and election to elect a new member to serve for the remainder of such unexpired term. Such special election and nominations shall be conducted as elections and nominations for such position are normally conducted.

Section 3. Vacancies

Vacancies occurring in any office shall be filled as follows:

(a) Any vacancy arising in the office of President shall be filled by the President-Elect who shall continue to hold the office of President-Elect until the expiration of the unexpired term and shall continue to serve as President for the term during which he or she would regularly have served as President.

(b) Any vacancy arising in the office of President-Elect (except pursuant to Section 3(a) above) shall remain unfilled for the unexpired term. An election for the office of President shall be held at the next election held by mail-out ballot in the same manner that the election is held for the office of President-Elect.

(c) Any vacancy arising in the office of Secretary, Treasurer, or Executive Council Representative to the Executive Committee shall be filled for the unexpired term by such person elected at the next meeting of the Executive Council by majority vote of those present and qualified to vote and voting.

(d) Any vacancy arising in the office of Editor(s) shall be filled for the unexpired term by appointment by the President.

(e) Any vacancy arising in the office of Committee Chairperson (other than those fixed by the terms of these Bylaws) shall be filled for the unexpired term by appointment by the President, or the President may delegate the appointment to the members of said committee.

(f) Any vacancy arising in the office of Director shall be filled for the unexpired term by appointment by the President.

(g) Any vacancy arising in the office of member of the Executive Council representing a specific Federal Judicial District shall be filled by appointment by the President for the unexpired term, provided that the appointee shall be a Resident of the same Federal Judicial District as the member whose position he or she fills.

(h) Any vacancy arising in the office of member of the Executive Council at large shall be filled by appointment by the President for the unexpired term.

(i) Any vacancy arising in the office of a nonresident member of the Executive Council shall be filled by appointment by the President for the unexpired term, provided that the appointee shall not be a Resident of any Federal Judicial District in the State of Georgia.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees

Each Standing Committee shall include in its membership at least six (6) members of the Executive Council, including two (2) from each Federal Judicial District. The mandatory members described herein (other than nonvoting members) shall count towards fulfilling the minimum member requirement. The membership of each Standing Committee (other than the Budget Committee) shall be selected by the President, subject to the requirements set forth in this Section 1. The Standing Committees of the Young Lawyers Division shall be as follows:

(a) **Membership and Meetings.** This committee, which shall include the Secretary and President-Elect as members, shall consider and make recommendations on ways to improve the membership's involvement and attendance at meetings.

(b) **Budget.** This committee, which shall be chaired by the Treasurer, shall be appointed and organized by the President-Elect at least sixty (60) days immediately preceding the Annual Meeting and shall prepare the budget for the subsequent Bar Year.

(c) Rules, Bylaws and Procedures. This committee shall consider and make recommendations on all proposed amendments or changes concerning the organization of the Young Lawyers Division and its rules, Bylaws, and procedures.

(d) Nominating. This committee, which shall be chaired by the President-Elect, who shall act as chairperson but shall have no vote on the committee, shall be charged with making nominations for all elections. The President-Elect shall notify all committee members of the time and place of meetings. Three (3) voting members of the Nominating Committee shall constitute a quorum for such meetings.

(e) Election. This committee, which shall be chaired by the President-Elect, shall be charged with conducting all elections.

(f) Communications. This committee, which shall include the Secretary and the Editor(s) as members, shall consider and make recommendations on proposed publications of the Young Lawyers Division and the number and types of publications issued or sponsored by the Young Lawyers Division. This committee shall also be responsible for maintaining the Young Lawyers Division's website.

(g) Public Relations and Policy. This committee shall consider and make recommendations on ways to promote a positive public image of young lawyers in the State of Georgia and shall inform the membership of any legislation relevant to the legal profession. The actions of this committee shall comply with the requirements of Article XI, Section 1.

Section 2. Special Committees

The President shall appoint such special committees as he or she shall deem necessary and proper and shall designate their duties and their size. Upon motion of any YLD Member and the passage of such motion by a majority vote at any meeting of the Executive Council, a committee for any specific purpose may be formed, and it shall be mandatory for the President to make the appointment of such committee. The President may delegate the appointment of committee members to the Committee Chairperson of the respective committees.

Section 3. Committee Chairpersons

All "Committee Chairpersons" (other than those mandated by the terms of these Bylaws) shall be appointed by the President for a term coincident with that of the President and shall serve at the pleasure of the President. Persons who are YLD Members (but not Honorary Members or Associate Members) at the time of their appointment shall be eligible to serve as a Committee Chairperson. No person shall serve as the Committee Chairperson of any one (1) committee of the Young Lawyers Division for more than two (2) consecutive Bar Years, or any portion of two (2) consecutive Bar Years; provided, however, such person may serve as a Committee Chairperson of any other committee of the Young Lawyers Division. The President reserves the power to remove any Committee Chairperson or committee member.

Section 4. Reports

Each Committee Chairperson shall submit to the President, Secretary and such other persons or committees as designated by the President, written reports of the activities of their respective committee. Reports may be submitted at intervals as required or desired by the President except each committee shall submit a report of its entire activities not less than ten (10) days prior to the Annual Meeting.

ARTICLE X - MEETINGS

Section 1. Meetings of the YLD Members

YLD Members shall meet not less than two (2) times during each Bar Year.

(a) Annual Meeting. YLD Members shall meet annually at the time and place designated by the Board of Governors for the Annual Meeting of the State Bar of Georgia unless the Executive Council at any meeting by majority vote of the members present and voting held not less than sixty (60) days prior to the date of the Annual Meeting of the State Bar of Georgia designates a different place and time. Notice of

the Annual Meeting shall be given by the Secretary to all YLD Members not less than thirty (30) days before such Annual Meeting.

(b) Midyear Meeting. The YLD Members shall meet annually at the time and place designated by the Board of Governors for the Midyear Meeting of the State Bar of Georgia unless the Executive Council at any meeting by majority vote of the members present and voting held not less than sixty (60) days prior to the date of the Midyear Meeting of the State Bar of Georgia designates a different place and time. Notice of the Midyear Meeting shall be given by the Secretary to all YLD Members not less than thirty (30) days before such Midyear Meeting.

(c) Other Meetings. The President or the Executive Council, by majority vote of the members present and voting, may call other meetings of the YLD Members at such times as they shall designate. Notice of any such meeting shall be given by the Secretary to all YLD Members not less than thirty (30) days before such meeting.

Section 2. Executive Council Meetings

The Executive Council shall meet not less than five (5) times during each Bar Year

(a) Scheduling of Meetings. The President or the Executive Council, by majority vote of the members present and voting, may designate the time and location of the Executive Council meetings; provided, that one (1) of such meetings shall coincide with the Annual Meeting and one (1) of such meetings shall coincide with the Midyear Meeting as described above. Notice of such meetings shall be given by the Secretary to all members of the Executive Council not less than thirty (30) days before such meetings.

(b) Attendance Requirement. Unless otherwise modified by majority vote of the Executive Council, or if such provision is waived or suspended by a majority vote of the Executive Council, each member of the Executive Council shall be required to attend at least three (3) of the five (5) regularly scheduled meetings.

Section 3. Executive Committee Meetings

The Executive Committee shall meet upon the call of the President or upon the written request addressed to the President of a majority of the voting members of the Executive Committee.

Section 4. Committee Meetings

Each Committee, whether standing or special, shall meet, as often as necessary in order to perform its duties, upon the call of the Committee Chairperson for such Committee.

Section 5. Conduct of Meetings

All meetings may be conducted in person or by any means of communication by which all persons participating may simultaneously hear each other during the meeting. Furthermore, all meetings of a special committee, a standing committee or the Executive Committee may be conducted by correspondence or otherwise in writing (including electronically), without assembling in person at any particular place.

Section 6. Quorum

(a) Ten (10) members of the Executive Council shall constitute a quorum for Executive Council meetings;

(b) Thirty (30) YLD Members shall constitute a quorum for meetings of the YLD Members.

Section 7. Voting at Meetings

Except as otherwise provided in these Bylaws, all questions coming before any meeting (YLD Members, Executive Council, committee or other) when duly convened shall be decided by a majority of the members present and voting.

Section 8. Rules

All meetings, including committee meetings, shall be conducted in accordance with the provisions of these Bylaws and where no provision is made, then in accordance with Robert's Rules of Order.

ARTICLE XI - LEGISLATION AND PUBLICITY

Section 1. Legislation

No legislation shall be recommended, approved or disapproved in the name of the Young Lawyers Division unless there has been a report thereon by an appropriate committee and unless such action is taken by a vote of majority of the YLD Members present at a meeting of the YLD Members, or by a vote of a majority of the members of the Executive Council present at any meeting of the Executive Council, duly convened. Any such recommendation, approval or disapproval, shall be submitted to the State Bar of Georgia in accordance with its Bylaws.

Section 2. Publications

No publication shall be distributed, published or publicly endorsed in the name of the Young Lawyers Division except by approval of the President. The President may delegate such approval power to the Communications Committee.

ARTICLE XII - AFFILIATE UNITS

Section 1. Qualification and Application

Any young lawyers organization or younger lawyers unit of any bar association, city, Superior Court Circuit, Congressional District, or other jurisdiction in which membership is restricted to younger lawyers in good standing may apply to be an "Affiliate Unit" of the Young Lawyers Division. The applying organization shall submit to the Secretary a petition containing: (a) a copy of a resolution or letter regularly adopted by the applying organization authorizing affiliation; (b) a petition or letter signed by at least three (3) members of the applying organization describing its organization and listing the size of its membership; and (c) a copy of any constitution, bylaws, or articles of procedure of the applying organization, if any exist. In the event that the applying organization has no constitution, bylaws, or articles of procedure at the time of application, said organization shall adopt and operate under the YLD bylaws in effect at the time of application until such time as they adopt their own constitution, bylaws, or articles of procedure.

Section 2. Affiliation

The Secretary shall present the affiliation petition at the next meeting of the Executive Council for approval. Upon approval by a majority of the members of the Executive Council present and voting, the applicant shall immediately be an Affiliate Unit.

Section 3. Termination of Affiliation

Any YLD Member may submit a motion in writing to the Executive Council at any time, moving that an entity cease to be an Affiliate Unit. Such motion shall be presented at the next meeting of the Executive Council for its consideration. If such motion is approved by a majority of the Executive Council members present and voting at such meeting, the entity shall immediately cease to be an Affiliate Unit.

ARTICLE XIII - AMENDMENTS

The Bylaws of the Young Lawyers Division may be amended only at a meeting of the YLD Members by motion made in writing and received by the President or Secretary at least thirty (30) days prior to the meeting. A quorum of members, as defined by Article X of these bylaws, shall be required at any such meeting where a bylaw amendment is being considered for adoption. Copies of the motion containing the proposed amendment shall be mailed or electronically distributed to all YLD Members at least twenty (20) days prior to the meeting. The motion to amend shall then be voted upon at the meeting and shall require a majority vote of those YLD Members present for adoption. The provisions of this Article imposing certain time requirements may be waived with the unanimous consent of all YLD Members present at any such meeting where proposed bylaw provisions are considered.