

BYLAWS
CORPORATE COUNSEL SECTION
STATE BAR OF GEORGIA

ARTICLE I

Name and Purposes

Section 1: The name of this Section shall be the "CORPORATE COUNSEL SECTION".

Section 2: The purpose of this Section shall be to afford a medium whereby members and associate members of the Bar interested in the practice of corporate law in the employ of a private, commercial or industrial institution or corporation may further the work of the State Bar in the development of the unity of the law as a science and in its practice as an art, and in the interest of the profession and the performance of its public obligation, including increasing efficiency and economy in the delivery of legal services.

ARTICLE II

Membership and Dues

Section 1: Each member of this Section shall be a member in good standing of the State Bar of Georgia. Any member of the State Bar of Georgia, upon request and payment of annual Section dues of \$25.00, for the current year, shall be enrolled as a member of this Section. Thereafter, such dues shall be paid in advance each year at the time of the payment of dues to the State Bar of Georgia. Members so enrolled and whose dues are so paid shall constitute the membership of this Section. Any member whose annual dues shall be more than six (6) months past due thereupon shall cease to be a member and shall be dropped from the rolls of the Section, subject to reinstatement at any time upon the payment of dues of the current year.

ARTICLE III

Officers

Section 1: The Officers of the Section shall be a Chairman, a Vice Chairman and a Secretary, all of whom shall be members of the Section in good standing.

Section 2: Each Officer shall hold office for a term beginning at the close of the annual meeting of the Section at which he is elected and ending at the close of the next succeeding annual meeting of the Section and until his successor shall have been elected and qualified. If a vacancy shall arise in the office of Chairman, the Vice Chairman shall become Chairman for the unexpired term. If a vacancy shall arise in the office of the Chairman and there then also shall exist a vacancy in the office of Vice Chairman, the President of the State Bar of Georgia shall appoint a successor Chairman for the unexpired term.

Section 3: The Chairman shall preside at all meetings of the Section, shall appoint appropriate committees of the Section to serve during his term as Chairman, shall plan and supervise the program of the Section at its annual meeting, and perform all executive and administrative duties necessary or proper to the organization and functioning of the Section, including any duty as from time to time may be prescribed by the Section or by the State Bar of Georgia.

Section 4: The Vice Chairman shall assist the Chairman and in the absence or disability of the Chairman, shall perform the duties of the Chairman.

Section 5: The Secretary shall keep minutes of all meetings of the Section, maintain the permanent records, give notices of meetings and perform such other duties as may be prescribed by the Chairman.

Section 6: Upon the organization of the Section, the President of the State Bar of Georgia shall appoint a Chairman, a Vice Chairman and a Secretary to serve until the close of the next annual meeting of the Association.

ARTICLE IV

Meetings of the Section

Section 1: An annual meeting of the Section shall be held each year at or about the time of the Annual Meeting of the State Bar of Georgia and in the immediate vicinity of the same place; the date, time and meeting room to be fixed by the Chairman.

Section 2: A Special Meeting of the Section may be called by the Chairman to be convened at such time and place and with such program and order of business as may be fixed by the Chairman.

Section 3: Ten (10) members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4: All action of the Section shall be by a majority vote of the members of the Section present at any properly called meeting at which a quorum is present.

Section 5: At least ten (10) days written notice of the time and place of each meeting of the Section shall be given by mailing same to each member of the Section on the rolls of the Section in the Office of the State Bar of Georgia at the member's address as the same appears in said office. However, it shall not be required that any such notice be by a specifically separate mailing; the same may be included in other written or printed material which is being distributed by mail to all members of the State Bar of Georgia or to any part thereof which is inclusive of all of the members of the Section.

ARTICLE V

Executive Committee

Section 1: The Executive Committee of the Section shall consist of the three Officers of the Section and two other members of the Section appointed by the Chairman, whose term shall be coexistent with that of the Chairman.

Section 2: The Executive Committee shall have full authority to act for the Section in any way in which the Section itself would be authorized to act and any such action taken by the Executive Committee pursuant to this provision shall be reported to the members of the Section at the next Annual Meeting of the Section.

ARTICLE VI

Elections

Section 1: Prior to each annual meeting of the Section, the Chairman shall appoint not less than three (3) members of the Section to be a nominating committee which shall nominate one or more members of the Section as qualified to hold each of the offices of the Section for the ensuing terms of office. The report of the nominating committee shall be made to the annual meeting; thereafter, and prior to the election of Officers, any member of the Section present at the annual meeting may nominate any other member of the Section for election to any of the offices.

Section 2: The names of all members of the Section nominated for each office either by nominating committee or from the floor shall be submitted to the annual meeting and ballots shall be cast until there shall be a majority of the members of the Section present favoring the election of a designated member to an office. Voting

shall be viva-voce and the nominee for an office with the lowest number of votes in any ballot shall be dropped from consideration on the next succeeding ballot, provided that any annual meeting, by majority vote of the members of the Section present, may require written secret ballots or otherwise modify the procedure governing any election.

ARTICLE VII

Finances

Section 1: Funds of the Section shall be deposited in the treasury of the State Bar of Georgia and shall be disbursed by the treasurer of the State Bar of Georgia to pay bills of the Section which have been approved for payment by any Officer of the Section.

Section 2: Funds of the Section shall be expended for such purposes related to the activities of the Section as from time to time shall be authorized by the Section's Executive Committee.

Section 3: Officers and members of the Section shall not be compensated for services thereto.

Section 4: A financial report of the funds of the Section shall be rendered at each annual meeting thereof. This Section shall have the same fiscal year as the State Bar of Georgia.

ARTICLE VIII

Miscellaneous

Section 1: This Section shall from time to time conduct programs for the continuing education in the world and field of this Section, but shall coordinate its efforts in this regard with the other Sections of the State Bar of Georgia.

Section 2: This Section may from time to time sponsor, promote, study or review proposed legislation and report thereon to the State Bar of Georgia.

ARTICLE IX

Effective Date and Amendment

Section 1: These Bylaws shall become effective upon approval by the Board of Governors of the State Bar of Georgia.

Section 2: These Bylaws may be amended by a majority vote of the members of the Section present at any properly called meeting at which a quorum is present and subsequent approval thereof by the Board of Governors of the State Bar of Georgia.

Signed, sealed and subscribed before the undersigned this the ___ day of March, 1985.

Helmer O. Dodd
Witness

Thomas J. Dill
CHAIRMAN

Approved by the Board of Governors the 29th day of March, 1985.

PRESIDENT

SECRETARY