

**FIDUCIARY LAW SECTION**

**STATE BAR OF GEORGIA**

**SECOND AMENDED AND RESTATED BYLAWS**

**(Draft \_\_\_\_\_, 2014 by bylaws committee of the Section approved by the Section officers on \_\_\_\_\_ and approved by the Section on \_\_\_\_\_)**

**ARTICLE I**

**Name and Purpose**

**Section 1:** The name of this Section shall be the “Fiduciary Law Section” of the State Bar of Georgia.

**Section 2:** The purpose of this Section shall be to promote the objects of the State Bar of Georgia within the field of fiduciary law, including the law as applicable within the State of Georgia with respect to wills, trusts, guardian and ward, descent and distribution, administration of estates, probate, estate and fiduciary tax planning, elder law, Medicare and Medicaid planning, retirement planning, healthcare decision-making, charitable gifting, trust companies, trust or other fiduciary powers of corporate entities, and related subjects; to sponsor actively the continuing education of the bar in this field including coordinating programs with the Institute of Continuing Legal Education in Georgia (“ICLE”) including the Basic Fiduciary Practice Seminar, the Estate Planning Institute and the Fiduciary Law Institute; to promote cooperation with other professional and business groups engaged in related activities; and to study, review, or initiate proposed legislation or administrative policy for the improvement of the law in this field and make appropriate recommendations thereon to the State Bar of Georgia; all in conformity with the statutes, orders, bylaws, or other rules, regulations, or established policies governing the State Bar of Georgia.

**Section 3:** The Section from time to time may make appropriate recommendations to the Board of Governors of the State Bar of Georgia with respect to legislation or policy of public officials in the administration of law. Otherwise, the Section or its officers shall propose, sponsor, endorse, approve, or act with respect to legislation or policy of public officials in the administration of law only as and when authorized or directed by the Board of Governors of the State Bar of Georgia.

**Section 4:** Any activity of the Section or any committee or officer thereof with respect to continuing education shall be coordinated with the Committee of Continuing Education of the State Bar of Georgia.

## ARTICLE II

### Membership and Dues

**Section 1:** Each member of this Section shall be a member in good standing of the State Bar. Any member of the State Bar, upon request and payment of Section dues 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. 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 for the current year.

**Section 2:** The annual dues payable by each member of this Section shall be established from time to time by the officers of the Section with the approval of the Board of Governors of the State Bar of Georgia.

## ARTICLE III

### Officers

**Section 1:** The officers of the Section shall be a Chairperson, a Vice Chairperson, a Secretary, an Assistant Secretary and the Immediate Past Chairperson, all of whom shall be members in good standing of the Section.

**Section 2:** Officers of the Section shall be elected at the Annual Meeting of the Section. The terms of each officer shall begin on July 1 immediately following the Annual Meeting at which they are elected and end on the subsequent June 30 or until his or her successor shall have been elected and qualified. If a vacancy shall arise in the office of Chairperson, the Vice Chairperson shall become Chairperson for the unexpired term. If a vacancy shall arise in the office of Vice Chairperson, the Secretary shall become Vice Chairperson for the unexpired term. If a vacancy shall arise in the office of Secretary, the Assistant Secretary shall become the Secretary. If a vacancy shall arise in the office of the Assistant Secretary, the Chairperson shall appoint a successor for the unexpired term. If a vacancy shall arise in the office of the Immediate Past Chairperson, no successor shall be appointed.

**Section 3:** The Chairperson shall preside at all meetings of the Section, plan and supervise the program of the Section at its Annual Meeting, represent the Section in all matters, subject to any policies, directives, or limitations established by the Section or the officers, 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 its officers or by the State Bar. The Chairperson shall generally succeed to the office of Immediate Past Chairperson, automatically without an election by the Section, at the conclusion of his or her term as Immediate Past Chairperson.

**Section 4:** The Vice Chairperson shall assist the Chairperson and in the absence or disability of the Chairperson, shall perform the duties of the Chairperson; and perform such other duties as may be prescribed by the Section or the other officers. The Vice Chairperson shall plan and supervise the ICLE Fiduciary Law Institute. The Vice Chairperson shall generally succeed to the office of Chairperson, upon election by the Section, at the conclusion of his or her term as Vice Chairperson.

**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 Section or the other officers. The Secretary shall plan and supervise the ICLE Estate Planning Institute. The Secretary shall generally succeed to the office of Vice Chairperson, upon election by the Section, at the conclusion of his or her term as Secretary.

**Section 6:** The Assistant Secretary shall assist the Secretary and in the absence or disability of the Secretary, shall perform the duties of the Secretary; and perform such other duties as may be prescribed by the Section or the other officers. The Assistant Secretary shall plan and supervise the ICLE Basic Fiduciary Practice Seminar. The Assistant Secretary shall generally succeed to the office of Secretary, upon election by the Section, at the conclusion of his or her term as Assistant Secretary.

**Section 7:** The Immediate Past Chairperson shall serve as Chair of the Programming Committee, shall chair the meeting of the Executive Committee held during the ICLE Fiduciary Law Institute, shall act as advisor to the officers; and perform such other duties as may be prescribed by the Section or the officers.

**Section 8:** The officers shall appoint such Committee Chairs and Co-Chairs within the Section as the Chairperson. Such appointments shall generally be for a one-year term.

**Section 9:** The officers 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 shall have full authority to act for the Section in any way in which the Section itself would be authorized to act and shall, except as otherwise provided herein, act by majority vote. The officers, acting pursuant to these provisions shall report any such action to the members of the Section at the next Annual Meeting of the Section, unless previously reported. The officers shall have authority to conduct business of the Section between meetings of the Section.

## ARTICLE IV

### Executive Committee

**Section 1:** There shall be an Executive Committee consisting of the officers named in Article III and six members-at-large elected by a majority of said officers. The six members of the Executive Committee 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 Executive Committee members expires in 2016; the first term of Class II Executive Committee members expires in 2017; and the first term of Class III Executive Committee members expires in 2018. Successors

to members of the Executive Committee who are members-at-large shall be elected for three-year terms beginning in the year in which the three-year terms of such prior members expired. The officers shall not be members of a class, but shall serve a one-year term as members of the Executive Committee concurrently with their term as officers. The terms of all members of the Executive Committee shall begin on July 1 and end on June 30.

**Section 2:** Only a Section member may serve as a member of the Executive Committee. A member of the Executive Committee who is a member-at-large may serve more than one term as a member of the Executive Committee.

**Section 3:** The members of the Executive Committee shall be responsible for assisting the officers in conducting the affairs and business of the Section.

**Section 4:** At least ten (10) days written notice of the time and place of each meeting of the Executive Committee shall be given by mailing the same to each member of the Executive Committee at the member's address as the same appears on the records of the Section. 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 of the members of the Executive Committee or to any part thereof which is inclusive of all of the members of the Executive Committee. For purposes hereof, mailing shall be deemed to include facsimiles, emails, and other forms of electronic communications whether distributed by the State Bar of Georgia, Institute for Continuing Legal Education in Georgia ("ICLE"), the Section or otherwise as long as such electronic communication is inclusive of all of the members of the Executive Committee.

## ARTICLE V

### Permanent Standing Committees

**Section 1:** There shall be a Program Committee consisting of the Immediate Past Chairperson and six members chosen by the officers. The Program Committee shall assist each officer in charge of any ICLE event in the planning of the ICLE program and the selection of the speakers.

**Section 2:** There shall be a Legislative Committee consisting of a Chairperson chosen by the officers. The Chairperson of the Legislative Committee shall select the remaining members of the Legislative Committee. The Legislative Committee shall study, review, or initiate proposed legislation or administrative policy for the improvement of the law consistent with the purposes of the Section, and make appropriate recommendations thereon to the Officers and the State Bar of Georgia.

**Section 3:** There shall be a Probate Forms Committee consisting of a Chairperson chosen by the officers. The Chairperson of the Probate Forms Committee shall select the remaining members of the Probate Forms Committee. The Probate Forms Committee shall review the Standard Probate Forms of Georgia and make appropriate recommendations for

proposed changes and assist in those changes as requested by the Forms Committee of the Georgia Probate Judges.

## ARTICLE VI

### Meetings of the Section

**Section 1:** An Annual Meeting of the Section shall be held each year at or about the time of the Estate Planning Institute, a program of the ICLE, or such similar program as may be scheduled by ICLE or its successor in the future and if no such program is scheduled to be held on a date which is within seventy-five (75) days before or after the date fixed for the Midyear Meeting of the State Bar of Georgia for any particular year, then the Annual Meeting shall be held at or about the time of the Midyear Meeting. The date, time and place of the Annual Meeting shall be as determined by the Chairperson with it being the intention of this provision that the Annual Meeting be held in conjunction with the Estate Planning Institute.

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

**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 the 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 of the members of the State Bar of Georgia or to any part thereof which is inclusive of all of the members of the Section. For purposes hereof, mailing shall be deemed to include facsimiles, emails, and other forms of electronic communications whether distributed by the State Bar of Georgia, ICLE, the Section or otherwise as long as such electronic communication is inclusive of all of the members of the Section.

## ARTICLE VII

### Elections

**Section 1:** Prior to each Annual Meeting of the Section, the officers 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 officers 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 the officers 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 procedures governing any election.

## ARTICLE VIII

### Finances

**Section 1:** Funds of the Section shall be deposited in the treasury of the State Bar and shall be disbursed by the Treasurer of the State Bar to pay bills of the Section that 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 officers.

**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. The Section shall have the same fiscal year as the State Bar.

## ARTICLE IX

### Effective Date and Amendment

**Section 1:** These Second Amended and Restated Bylaws, which amend and restate those certain Section Bylaws which were originally adopted in 1964 and amended on December 12, 1969, December 6, 1979, and amended and restated on January 10, 1992 and amended on February 10, 2012, shall become effective upon approval by the Board of Governors of the State Bar.

**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.

Approved and adopted at a meeting of the Section duly convened on this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Vice Chairperson

\_\_\_\_\_  
Secretary

Approved by the Board of Governors on this \_\_\_ day of \_\_\_\_\_, 2014

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary