

BYLAWS

FRANCHISE AND DISTRIBUTION LAW SECTION STATE BAR OF GEORGIA

ARTICLE I

Name and Purpose

Section 1: The name of this Section shall be Franchise and Distribution Law Section.

Section 2: The purpose of this Section shall be to form an association of licensed lawyers in the State of Georgia who desire to develop their knowledge and professional abilities in franchise and distribution law and to render better services to their clients and to the public.

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. Upon enrollment and payment of annual Section dues, any member of the State Bar shall be enrolled as a member of this Section. Thereafter, dues shall be paid in advance annually at the time of the payment of dues to the State Bar of Georgia. Section members who are enrolled and whose dues are paid shall constitute the membership of this Section. Any member whose annual dues are unpaid and past due 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 on the current year. Annual dues shall be set by the Section leadership and approved by the Board of Governors.

Section 2: Student Law Members: Any student law member, pursuant to Rule 1-206.1, shall be eligible and may become a law student member of this Section upon application and payment of the required dues. Law student members shall be entitled to all of the privileges of this Section, except that of voting or holding office.

Section 3: The amount of annual dues for Section members and law student members may be changed in an amount determined by a majority vote of the

members of the Section, subject to 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 (or President), a Vice-Chairperson (or Vice President), a Treasurer, and a Secretary, all of whom shall be members in good standing of the Section and who shall perform the usual duties of their respective offices and the duties hereafter specified. These officers shall be members of the Section Executive Committee and shall have general charge of the affairs of the Section. The secretary and treasurer positions may be held by one person.

Section 2: All newly elected Officers shall hold office for a term of one (1) year beginning at the commencement of the fiscal year of the State Bar of Georgia following the election at which he or she is elected and ending at the close of the same fiscal year of the State Bar of Georgia or until his or her successor has been elected. If a vacancy arises in the office of the Chairperson, the Vice-Chairperson shall become Chairperson for the unexpired term. If a vacancy arises in the office of the Chairperson and there is also a vacancy in the office of the Vice-Chairperson, the President of the State Bar of Georgia shall appoint a successor Chairperson for the unexpired term. The Section Executive Committee may, by majority vote, fill any other vacancy in any other elected office for the balance of the unexpired term of such office.

Section 3: The Chairperson shall provide notice of the Section Executive Committee meetings and Section meetings. The Chairperson will preside over all meetings of the Section Executive Committee and of the Section, appoint appropriate committees to serve during his or her term as Chairperson, and plan and supervise the annual meeting of the Section. The Chairperson shall perform all executive and administrative duties necessary to the organization and functioning of the Section, including any responsibility as may be prescribed by the Section or by the State Bar of Georgia.

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.

Section 5: The Secretary shall record and keep minutes of all meetings of the Section, present minutes to the Section members for approval, maintain permanent records until such time that the permanent records are transferred to the elected or appointed successor of the Secretary, and perform such other duties as may be prescribed by the Chairperson.

Section 6: The Treasurer shall keep an accurate record of all dues collected and expenses of the Section, assist in the preparation of an annual budget for the Section, report upon the budget at meetings of the Section, and shall perform other duties as may be prescribed by the Chairperson. The Treasurer shall provide an accounting to the Section at its annual meeting or upon the Chairperson's request.

ARTICLE IV **Meetings of the Section**

Section 1: A Section shall meet a minimum of twice per Bar year. Other meetings of the Section may be held from time to time on the call of the Chairperson or Vice-Chairperson or any four members of the Section Executive Committee or any ten active members of the Section. An annual meeting of the Section shall be held each Bar year at a location of the Section's choosing.

Section 2: The Chairperson may call a Special Meeting of the Section 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: At any meeting of the Section, ten (10) members present and eligible to vote shall constitute a quorum. Presence at a meeting can be in-person or by any electronic means of communication other than text messaging or email as set forth in Art. IV, Section 7 of these Bylaws.

Section 4: Except for administrative decisions made by the Officers or Section Executive Committee, all actions of the Section shall be by a majority vote of the members of the Section present and eligible to vote at any properly called meeting at which a quorum is present.

Section 5: Parliamentary procedure at all meetings of the Section shall be governed by Roberts Rules of Order, Newly Revised, and by these Bylaws.

Section 6: Notice of Section meetings shall be given at least seven (7) days prior to the time and place of the meeting of the Section. Notice of a Section meeting shall be given by email or mailing a notice to each member of the Section. Notice shall be sent to the member's email address or office address as the same appears in the membership rolls of the Section maintained by the State Bar of Georgia. Notice of this Section's meetings may be included in other written or printed materials as distributed by the State Bar by email, U.S. mail, or posted on the official website of the State Bar of Georgia.

Section 7: If deemed prudent or necessary, the Section may conduct any meeting by any electronic means that allows for discussion, debate, and voting other than by text messaging or email. A Section may adopt internal rules to allow for email voting on noncontroversial matters, provided that the rule allows for any member to request verbal debate or discussion, which would stop all email voting. All internal rules must be approved by the Office of the General Counsel.

ARTICLE V

Section Executive Committee

Section 1: The Section Executive Committee shall consist of the Officers of the Section and other members of the Section appointed by the Chairperson, whose term shall be co-existent with that of the Chairperson.

Section 2: Except for actions requiring a vote from the entire membership of the Section, the Section Executive Committee shall have full authority to act for the Section in any way the Section itself would be authorized to act. Any such action taken by the Executive Committee under this provision shall be reported to the members of the Section at its next meeting and by email or by the publication of a newsletter that is mailed or emailed to the members of the Section.

Section 3: All committees, except as otherwise provided herein, shall be appointed or removed by the Chairperson. Members of the Section Executive Committee, other than the Officers, and any other members of the Section may serve as Chairperson of appointed committees.

ARTICLE VI

Elections

Section 1: Annual elections for new officers shall occur between the mid-year meeting of the State Bar of Georgia and the annual meeting of the State Bar of Georgia. Prior to each election, the Chairperson shall appoint three or more 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 nominating committee's report shall be made to the Secretary thereafter, who shall present the report to the Section at its next meeting, or by email or publication of a newsletter. Thereafter, and before the election of Officers, any member of the Section may nominate any other member of the Section for election to fill any of the vacant offices by transmitting said nomination to the Secretary. Nominations shall be closed seven (7) days after the presentation of the report of the nominating committee.

Section 2: The Officers of the Section shall be elected by written or electronic ballot. Before each election, voting instructions will be provided to all voting members. Ballots providing selections of the duly nominated candidates for each office shall be delivered in person at a regular or called meeting, by U.S. mail or by other Section approved electronic voting methods. Voting shall take place no later than **seven (7)** days after the close of nominations. Each member of the Section wishing to participate in the election shall complete his or her ballot by casting a vote for at least one candidate for each vacant office. Ballots shall be cast per the voting instructions for each election. Votes cast contrary to the prescribed voting instructions shall not be counted. Within five (5) days of the due date for return of completed ballots, votes of Section members shall be tallied, and elected candidates shall be informed of their election. An election to any office requires a majority of the votes cast. If more than two candidates are nominated for any office and no candidate so nominated receives a majority of the votes cast upon the first ballot, then the two candidates receiving the largest number of votes cast upon such first ballot shall be voted upon again in a second ballot, and the candidate receiving a majority of the votes cast upon such second ballot shall be declared to be elected to the particular office. A Special Meeting of the Section may be called by the Officers to 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. All expenses and accounts payable of the Section shall be approved by a member of the Section Executive Committee and paid by the Chief Financial Officer of the State Bar of Georgia. The Treasurer of the Section shall communicate with the Sections Director to obtain financial information necessary to create financial reports to be delivered to the members of the Section.

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

Section 3: Officers and members of the Section shall not be compensated for services to the Section but may be reimbursed for reasonable expenditures incurred on behalf of the Section. Reimbursement of expenditure will require a receipt of the expense incurred on behalf of the Section and submitted to the Sections Director. The Sections Director will report the expense to the Executive Committee, which will approve or deny the reimbursement.

Section 4: A financial report of the funds of the Section shall be reported by the Treasurer at each meeting of the Section upon request by any member of the Section. The Sections Director will assist the Treasurer in preparing a financial report for the Section. This Section shall have the same fiscal year as the State Bar of Georgia.

ARTICLE VIII

Miscellaneous

Section 1: The Section shall conduct continuing education programs at least once each Bar year. Continuing education programs that are six hours or more in credit hours shall be conducted through the Institute of Continuing Legal Education of the State Bar of Georgia in the area of law and field of practice of this Section. Any continuing legal education program that is less than six hours may be conducted by the Section without the Institute of Continuing Legal Education of the State Bar of Georgia. All continuing education programs must be approved by the Commission on Continuing Lawyer Competency. The Section may coordinate its continuing legal education efforts with the other sections of the State Bar of Georgia.

Section 2: The Section, subject to the rules, bylaws, and Standing Board Policies of the State Bar of Georgia, may study or review proposed legislation. The Section may submit any proposed legislation to the Advisory Committee on Legislation for consideration by the Committee. The Section shall report or submit a report in writing of any legislative activities to the State Bar of Georgia at or prior to the Annual Meeting of the State Bar of Georgia. Written reports shall be submitted at least six weeks in advance of the Annual Meeting for publication in the Annual Meeting Board Book.

Section 3: The Section will not engage in actions and activities or promote positions that are not germane to the scope and purpose of the State Bar of Georgia. A section shall not do any act or take any action contrary to the rules, bylaws and standing policies of 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, provided the proposed amendment has first been approved by a majority of the Executive Committee.

Section 3: No amendment to these Bylaws shall become effective until approved by the Board of Governors of the State Bar of Georgia.

Signed, sealed and subscribed before the undersigned this the _____ day of _____, 2024.

CHAIRPERSON

SECTION SECRETARY