

# **BYLAWS OF THE PROFESSIONAL LIABILITY SECTION**

## **STATE BAR OF GEORGIA**

### **ARTICLE I.      INTRODUCTION**

**Section 1.      Name.** The name of this Section of the State Bar of Georgia shall be the Professional Liability Section (hereinafter the “Section”).

**Section 2.      Purpose.**

The general purpose of the Section shall be the promotion of the objectives of the State Bar of Georgia within the fields of professional liability and malpractice.

As the Health Law Section presently assists the profession in the fields of medical and health liability and malpractice, the Section’s emphasis shall be upon liability in fields other than medical or veterinary professions, including but not limited to:

1. Architects;
2. Attorneys at law;
3. Certified public accountants;
4. Land surveyors;
5. Professional engineers.

The purposes of this Section shall be to provide a medium through which practitioners in the fields of professional liability can organize, concentrate, and coordinate their activities to enhance the practice and understanding of professional liability law.

### **ARTICLE II.      MEMBERSHIP AND DUES**

**Section 1.      Dues.**

- (a) Each member of this Section shall be a member in good standing of the State Bar.
- (b) Any member of the State Bar, upon request and payment of annual Section dues, amount to be set by the Section’s Executive Committee, for the current year, shall be enrolled as a member of this Section.
- (c) 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.
- (d) Any member whose annual dues shall be 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 on the current year.

### **ARTICLE III. OFFICERS**

#### **Section 1. Officers.**

- (a) The Officers of the Section shall be a Chairperson, Executive Vice Chairperson, and a Secretary, all of whom shall be elected and shall be members in good standing of the Section.
- (b) The Chairperson may appoint and remove one or more Vice Chairpersons in his or her discretion, whose term shall be coexistent with that of the Chairperson, however, such Vice Chairpersons shall not be Officers of the Section.
- (c) The Chairperson shall appoint in his or her discretion two members of the Section who are not Officers of the Section to be members of the Executive Committee, and whose term shall be coexistent with that of the Chairperson.

#### **Section 2. Term.**

- (a) Each Officer shall hold office for a term beginning at the close of the annual meeting of the Section at which he or she is elected and ending at the close of the next succeeding annual meeting of the Section and until his or her successor shall have been elected and qualified.
- (b) An Officer or appointed member of the Executive Committee may be removed 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 a majority vote of the members of the Board of Governors of the State Bar present at any properly called meeting at which a quorum is present.
- (c) If a vacancy shall arise in the office of Chairperson, the Executive Vice Chairperson shall become Chairperson for the unexpired term.
- (d) If a vacancy shall arise in the office of the Chairperson and there then also shall exist a vacancy in the office of Executive Vice Chairperson, the President of the State Bar of Georgia shall appoint a successor Chairperson for the unexpired term.
- (e) Upon the organization of the Section, the first Executive Committee shall consist of Stephanie Wright, Douglas Chandler, Tom Curvin, Christine Mast and Joe Kingma who shall amongst themselves immediately appoint the Chairperson, Vice Chairperson, Secretary and two members as defined in Article III, Section 1(c) who shall comprise the Section's First Executive Committee. Since June of 2009 these members have worked cooperatively to form this Section.

#### **Section 3. Chairperson.**

The Chairperson shall preside at all meetings of the Section, appoint appropriate committees of the Section to serve during his or her term as Chairperson, appoint Vice

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Chairpersons in his or her discretion, 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. The Chairperson shall act as spokesperson for the Section; shall have the right to call and shall preside at all meetings of the Executive Committee and the Membership; shall appoint the chair and members of all committees of the Section who are to hold the programs of the Section during his or her term, and shall keep the other officers and members duly informed as to the administration and activities of the Section.

**Section 4. Executive Vice Chairperson.** The Executive Vice Chairperson shall assist the Chairperson and, in the absence or disability of the Chairperson, shall perform the duties of the Chairperson.

**Section 5. Secretary.** 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 Chairperson.

### **ARTICLE IV. MEETINGS**

**Section 1. Annual Meeting.** An annual meeting of the Section shall be held each year at or about the time and place of the Annual Meeting of the State Bar; the date, time and meeting room to be fixed by the Chairperson.

**Section 2. Special Meeting.** Meetings of the Membership shall be held upon call of the Chairperson, a majority of the Executive Committee then in office, or at the written request of at least ten (10) members of the Section.

**Section 3. Quorum.** Ten (10) members of the Section present at any meeting shall constitute a quorum for the transaction of business. A member whose vote is held by written proxy of another member shall be deemed "present" for the purposes of determining a quorum and vote.

**Section 4. Vote.**

- (a) 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. Each member eligible to vote shall have one (1) vote.
- (b) The Executive Committee may direct that a matter be submitted to the membership for vote by mail, e-mail or such other method as is determined by the Executive Committee. In that event, binding action of the Section shall be by a majority of the votes received from members in accordance with the rules fixed by the Executive Committee, irrespective of whether a quorum, as set forth in Article IV. Section 3, responds.

**Section 5. Notice.** At least ten (10) days written notice of the time and place of each meeting of the Section shall be given by mailing or emailing same to each member of the Section on the rolls of the Section in the Office of the State Bar at the member's mailing address or email 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 or to any part thereof which is inclusive of all of the members of the Section.

## **ARTICLE V. EXECUTIVE COMMITTEE**

**Section 1. Executive Committee.** Between meetings of the Section, 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 Chairperson.

**Section 2. Authority.** 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 meeting of the Section. The Executive Committee shall have full authority to fix and prorate annual Section dues.

### **Section 3. Meetings.**

- (a) Executive Committee meetings may be held at any time upon call of the Chairperson or a majority of the voting members of the Executive Committee on one (1) day's notice to each Executive Committee member, either personally or by mail, e-mail or telephone.
- (b) Notice need not be given of regular meetings held at times fixed by resolution of the Executive Committee.
- (c) No notice of any meeting need be given any member of the Executive Committee 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, he or she states an objection to the place or time of the meeting, or to the manner in which it has been called.
- (d) At all meetings of the Executive Committee, three members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business, and a vote of a majority of the members of the Executive Committee present and voting shall be the act of the Executive Committee.
- (e) Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if written consent setting forth the action so taken shall be given by a majority of all members of the Executive Committee who respond to the Chairperson's request for action, and such written consent is filed with the minutes of the proceedings of the Executive Committee. An email response constitutes written consent.
- (f) The Executive Committee shall keep written minutes of its proceedings and any actions taken by the Executive Committee.

## **ARTICLE VI. ELECTIONS**

### **Section 1. Nominations.**

- (a) Prior to each annual meeting of the Section, the Chairperson 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.
- (b) 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. Vote.**

- (a) 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.
- (b) 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. Deposits.** 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. Expenses.** 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. Compensation of Officers.** Officers of the Section shall not receive any compensation for their services as officers, but they may be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as officers, provided that nothing herein contained shall be construed to preclude any such officer from serving the Section in any other capacity and receiving compensation therefor.

**Section 4. Report.** 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.

**ARTICLE VIII. MISCELLANEOUS**

**Section 1. Continuing Education.** The 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. Proposed Legislation.** The Section may from time to time, subject to the Rules, Bylaws and Standing Board Policies of the State Bar, sponsor, promote, study or review proposed legislation. The Section may from time to time report on its legislative activities to the State Bar.

**ARTICLE IX. EFFECTIVE DATE AND AMENDMENT**

**Section 1. Effective Date.** These Bylaws shall become effective upon approval by the Board of Governors of the State Bar.

**Section 2. Amendment.** 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.

**Section 3. Conflict.** These Bylaws have been adopted subject to the Rules of the State Bar of Georgia and, in the event of conflict, the Rules of the State Bar of Georgia shall control.

*Bylaws of the Professional Liability Section*

WHEREFORE, the Founding Members of the Section do hereby submit their executed Petitions to form the Professional Liability Section and these Bylaws to the Board of Governors of the State Bar of Georgia on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

WHEREFORE, the Board of Governors of the State Bar of Georgia does hereby approve these Bylaws and create the Professional Liability Section of the State Bar of Georgia on this the \_\_\_\_day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY