

| April 6, 2006

**BY-LAWS  
OF THE ATLANTA BAR ASSOCIATION, INC.**

**LABOR AND EMPLOYMENT SECTION**

**ARTICLE I**

**NAME, PURPOSE, FISCAL YEAR, LIMITATIONS, DEFINITIONS**

**SECTION 1.01. NAME.**

The name of this Section of the Atlanta Bar Association, Inc. shall be the Labor and Employment Law Section, and shall be hereinafter designated "the Section".

**SECTION 1.02. PURPOSE.**

The general purpose of the Section shall be the promotion of the objects of the Atlanta Bar Association, Inc. within the particular field designated by the name of this Section. To that end, the purposes of this Section shall be:

-To provide a medium through which labor and employment law practitioners who are members can organize, concentrate, and coordinate their activities to enhance the practice and understanding of labor and employment law.

**SECTION 1.03. FISCAL YEAR.**

The fiscal year of the Section shall be from June 1 through May 31.

**SECTION 1.04. LIMITATIONS.**

These Bylaws have been adopted subject to the Articles of Incorporation and Bylaws of the the Atlanta Bar Association, Inc. and, in the event of conflict, the Articles of Incorporation and Bylaws of the Atlanta Bar Association, Inc. shall control.

**SECTION 1.05 DEFINITIONS.**

The terms Membership, Chair, Vice-Chair/Chair Elect, Secretary/Treasurer, Board of Directors and similar terms when used herein shall, unless otherwise designated, refer respectively to the Membership, Chair, Vice-Chair/Chair-Elect, Secretary/Treasurer and Board of Directors of this Section. Management representative shall mean an active or life member who predominantly represents employer interests in labor law and employment law. Labor/employee representative shall mean an active or life member who predominately represents labor organizations or employees. Neutral shall mean an active or life member who predominantly serves as a labor arbitrator or mediator, is associated with a governmental agency which enforces labor and employment legislation, or is employed by an accredited law school to teach labor and/or employment law.

## **ARTICLE II**

### **MEMBERSHIP**

#### **SECTION 2.01 ENROLLMENT.**

Any member of the Atlanta Bar Association, Inc. shall, upon request to the Atlanta Bar Association, Inc., be enrolled as a member of the Section by the payment of annual Section dues. Life Members of the Atlanta Bar Association, Inc. may enroll as members of the Section at any time without payment of Section dues.

#### **SECTION 2.02. THE MEMBERSHIP.**

Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the Membership of the Section.

#### **SECTION 2.03. DUES.**

Dues for membership in the Section shall be in an amount set by the Board of Directors in accordance with Sections 5.02 and 8.01 hereof and shall be payable annually at the time of enrollment.

#### **SECTION 2.04. DELINQUENCY.**

Any member of the Section who has not paid the annual dues by September 1st of each year shall automatically cease to be a member of the Section. Life Members of the Section shall automatically cease to be a member of the Section on May 31 of each year unless re-enrolled pursuant to Section 2.01 of this Article.

## **ARTICLE III**

### **MEETINGS OF THE MEMBERS**

#### **SECTION 3.01. MEETINGS.**

Meetings of the Membership shall be held upon call of the Chair, a majority of the Board of Directors then in office, or at the written request of at least twenty-five percent (25%) of the members of the Section.

#### **SECTION 3.02. NOTICE.**

Notice of any meeting of the Membership shall be given at least ten (10) days prior thereto, by mailing or e-mailing notice of the place and purpose of the meeting to each member of the Section at the address or e-mail address of such member as shown on the records of the Atlanta Bar Association, Inc.

### **SECTION 3.03. QUORUM.**

Twenty percent of the members of the Section shall constitute a quorum for the transaction of business at any meeting.

### **SECTION 3.04. CONTROLLING VOTE.**

Action of the Section shall be by majority vote of the voting members present.

### **SECTION 3.05. VOTING ELIGIBILITY.**

Any Active or Life member of the Atlanta Bar Association, Inc. who is a member of the Section, as reflected on the records of the Atlanta Bar Association, Inc., shall be eligible to vote and each such person shall have one (1) vote.

### **SECTION 3.06. MAIL OR E-MAIL VOTING.**

The Board of Directors 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 Board of Directors. 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 Board of Directors, irrespective of whether a quorum, as set forth in Section 3.03 above, responds.

## **ARTICLE IV**

### **OFFICERS**

#### **SECTION 4.01. OFFICERS.**

The officers of the Section shall consist of a Chair, a Vice-Chair/Chair Elect, a Secretary/Treasurer and the Immediate Past Chair. The officers shall assume office at the Annual Meeting of the Atlanta Bar Association, Inc. and shall serve for a term of one (1) year until the next Annual Meeting of the Atlanta Bar Association, Inc. Only persons who are Active Associate or Life members of the Atlanta Bar Association, Inc. and who are members of the Section may be nominated in any manner for or serve in any office or position of the Section. Each officer shall be elected for a one (1) year term by the voting members of the Section, pursuant to the procedures set forth in Article VI of these By-Laws.

#### **SECTION 4.02. DUTIES AND AUTHORITY.**

The officers shall have such duties and authority as generally pertain to their respective offices, as well as such duties and authority as from time to time may be designated by the Board of Directors, provided that such duties and authority are not inconsistent with other provisions of these By-laws. Without limitations upon any of the foregoing:

(A) The Chair shall be the Chief Executive Officer of the Section and shall be responsible for the administration of the Section, including general supervision of the policies, programs and decisions adopted by the Board of Directors. The Chair shall act as spokesperson for the Section; shall have the right to call and shall preside at all meetings of the Board of Directors 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, subject to the direction and approval of the Board of Directors; and shall keep the Board of Directors duly informed as to the administration and activities of the Section.

(B) The Vice-Chair/Chair-Elect shall automatically become Chair of the Section at the expiration of his or her term as Vice-Chair/Chair-Elect. The Vice-Chair/Chair-Elect shall, on consultation with the Chair, arrange for the appointment of the chair and members of all committees who are to hold office during his or her coming term as Chair. The Vice-Chair/Chair-Elect shall aid the Chair in the performance of his or her responsibilities in such manner and to such extent as the Chair may request and shall, in the absence of the Chair, perform the duties of the Chair.

(C) The Secretary/Treasurer shall consult with and assist all the officers of the Section with the work of the Section generally, in the manner and to the extent they may request; shall issue, or cause to be issued, notices of all meetings of the Board of Directors and the Membership; shall keep a true record of the proceedings of all meetings of the Board of Directors and of the Membership, whether assembled or acting under submission; shall have charge and custody of all minute books of the Section; shall serve as a liaison between the Section and the staff of the Atlanta Bar Association, Inc. regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the Atlanta Bar Association, Inc.; shall keep, or cause to be kept, an accurate record of all monies received or expended by the Section; shall monitor all accounts, reports and other documents prepared as to Section funds, revenues and expenditures, and seek to make certain that all such accounts, reports and other documents are, at all times, accurate and correct; shall periodically report to the Chair and the Board of Directors on the Section's present and projected financial condition; shall advise the officers and Board of Directors about the financial impact of any proposed action by the officers, Board of Directors or Section which, in his or her judgment, would have a significant impact on the financial condition of the Section; shall, at least once each year, prepare a projected budget to be submitted to the Board of Directors; and shall prepare such other recommendations and reports on the financial affairs of the Section as may be requested by the Chair or the Board of Directors. The Secretary/Treasurer shall automatically become Vice-Chair/Chair-Elect at the expiration of his or her term as Secretary/Treasurer.

#### **SECTION 4.03 ELIGIBILITY.**

All Active, Associate, or Life Members of The Atlanta Bar Association, Inc. who are members of the Section and admitted to practice in a jurisdiction of the United States shall be eligible to be officers so long as they maintain eligibility throughout their term. The Chair may not succeed himself or herself in that office, but automatically upon the termination of the term in which such person is serving as Chair, such person shall commence serving a one-year term as Immediate Past Chair.

**SECTION 4.04. VACANCIES.**

In the event a vacancy occurs in the office of Chair as a result of death, resignation or otherwise, the Vice-Chair/Chair-Elect shall perform the duties and functions of the Chair for the remainder of the term in which such vacancy occurs. The fact that such vacancy is filled by the Vice-Chair/Chair-Elect shall not affect such person's succession to the office of Chair at the expiration of the term for which he or she was chosen to serve as Vice-Chair/Chair-Elect, any provision in these By-Laws to the contrary notwithstanding. In the event a vacancy occurs in the office of Vice-Chair/Chair-Elect, the Secretary/Treasurer shall succeed to the office of Vice-Chair in the same manner and for the same duration as described for the Vice-Chair succeeding the Chair. To fill the office of Secretary/Treasurer, a special election may, in the discretion of the Chair, be held by the Membership, which election shall be conducted in accordance with such rules and procedures as established by the Board of Directors of the the Atlanta Bar Association, Inc. Should the Chair determine that the remaining portion of the unexpired term of office of the Secretary/Treasurer is too short to warrant holding an election, the Chair may select one of the at-large members of the Board of Directors to complete the unexpired term of office. Unless in conflict, the new Secretary/Treasurer shall complete the unexpired term and the next following full term of office. The newly elected Secretary/Treasurer shall have the same rights of succession as described above for the Vice-Chair.

In the event the Vice-Chair/Chair-Elect, or the Secretary/Treasurer elects not to succeed to the next highest office at the conclusion of his/her term of office, the Nominating Committee shall nominate at least one Active, Associate or Life Member of the Section to the open office, in accordance with the procedure set forth in Section 6.06.

**SECTION 4.05. COMPENSATION.**

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.

**ARTICLE V**

**BOARD OF DIRECTORS**

**SECTION 5.01. COMPOSITION.**

There shall be a Board of Directors of the Section which shall consist of the officers described in Article IV of these By-Laws plus **nine at-large members, four of whom shall be designated by the Nominating Committee and five of whom shall be elected by the Membership, plus a Communications Director**, who shall be designated by the Chair-Elect, subject to approval by the Board of Directors. The members of the Board of Directors shall assume office at the Annual Meeting of the Atlanta Bar Association, Inc. and shall serve until the next Annual Meeting of the Atlanta Bar

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Association, Inc. No at-large member of the Board of Directors shall serve for longer than five years in succession.

#### **SECTION 5.02. DUTIES AND AUTHORITY.**

The Board of Directors shall be responsible for the affairs and business of the Section; shall formulate the general policies of the Section subject to these By-Laws and the Articles of Incorporation and Bylaws of the Atlanta Bar Association, Inc.; and shall be empowered to fix and prorate annual Section dues, provided that such dues shall be fixed and determined and an annual proposed budget prepared by not later than sixty (60) days prior to the first day of the fiscal year. It shall be the affirmative duty of the Board of Directors and each member thereof to assure that the Section makes no financial or other commitments during any fiscal year, which exceed the sum of funds on hand at the beginning of the fiscal year and revenues or other appropriations to be received by the Section during that fiscal year, without prior written approval of the Executive Committee of the Atlanta Bar Association, Inc. Any member of the Board of Directors shall be available for appointment as a project or committee chair.

#### **SECTION 5.03. MEETINGS.**

The Board of Directors shall meet as frequently as necessary for the conducting of Section business at such place as may from time to time be fixed by resolution of the Board of Directors or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by resolution of the Board of Directors and special meetings may be held at any time upon call of the Chair or a majority of the voting members of the Board of Directors on one (1) day's notice to each Director, either personally or by mail, e-mail or telephone. Notice need not be given of regular meetings held at times fixed by resolution of the Board of Directors. No notice of any meeting need be given any member of the Board of Directors 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.

#### **SECTION 5.04. QUORUM AND CONTROLLING VOTE.**

At all meetings of the Board of Directors, five members of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of business, and a vote of a majority of the members of the Board of Directors present and voting shall be the act of the Board of Directors.

#### **SECTION 5.05. ACTION WITHOUT MEETING.**

Any action required or permitted to be taken at any meeting of the Board of Directors 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 Board of Directors who respond to the Chair's request for action, and such written consent is filed with the minutes of the proceedings of the Board of Directors. An email response constitutes written consent.

## **ARTICLE VI**

### **NOMINATING PROCEDURES; ELECTIONS**

#### **SECTION 6.01. SCOPE.**

This Article shall govern the procedures for nomination of candidates for the positions of officers of the Section and candidates for the five positions of at-large members of the Board of Directors who are not appointed by the Chair. The officers of the Section, the nine at-large members of the Board of Directors and the Communications Director shall be the Board of Directors of the Section.

#### **SECTION 6.02. NOMINATING COMMITTEE.**

The Nominating Committee shall consist of three (3) members, one of whom shall be the Chair of the Section. The Chair shall serve as Chair of the Nominating Committee. The remaining two (2) members of the Nominating Committee shall be the Vice-Chair/Chair Elect and Secretary/Treasurer of the Section. If either or both of these officers are unable to serve, the Chair shall appoint no more than two members of the Section to the Nominating Committee. At no time shall the Nominating Committee exceed three (3) members. The selection of the Nominating Committee shall occur no later than January 15th of each calendar year. With the exception of the Chair, the members of the Nominating Committee shall be eligible for nomination for any position under consideration by the Nominating Committee. The presence of two (2) of the three (3) members of the Nominating Committee shall constitute a quorum for the transaction of business and a majority of the members present and voting shall be required to nominate any person for any office or position.

#### **SECTION 6.03. DUTIES OF NOMINATING COMMITTEE.**

(A) The Nominating Committee shall nominate at least one Active or Associate member of the Atlanta Bar Association, Inc. who is a member of the Section for the office of Secretary/Treasurer, and at least five Active or Associate members of the Atlanta Bar Association for the positions of at-large members of the Board of Directors.

(B) On or before February 7 of each year, the Nominating Committee shall submit its report to the Secretary/Treasurer of the Section and the Executive Director of the Atlanta Bar Association, Inc., at such time as shall be determined by the Atlanta Bar Association Board, which report must indicate that all persons nominated have agreed in writing to serve if elected.

(C) To the extent possible, the Nominating Committee shall make certain that the proposed Board of Directors is reasonably balanced among labor/employee, management, and neutral representatives, so that no group of candidates, if elected, would have a majority. The Nominating Committee shall nominate persons for office in such manner so that the officers will alternate representation. For purposes of maintaining the balance described in this section, the representation identification of the immediate past year's Chair shall not be taken into account.

#### **SECTION 6.04. NOTIFICATION TO MEMBERS OF NOMINATIONS.**

A list of the nominations from the Nominating Committee shall be sent to each Active member of the The Atlanta Bar Association, Inc. who is a member of the Section, at such time and in such manner as is determined by the Atlanta Bar Association's Board.

#### **SECTION 6.05. OTHER NOMINATIONS.**

Nominations for any position may be made in writing over the signatures of not less than ten Active or Life members of the Atlanta Bar Association, Inc. who are members of the Section by filing such nominations with the Executive Director of The Atlanta Bar Association, Inc. not later than the deadline established by the Atlanta Bar Association, Inc.

#### **SECTION 6.06. VOTING.**

Voting shall be by mail. The Secretary/Treasurer of the Atlanta Bar Association, Inc. shall prepare a formal ballot containing the names of all nominees, listed in alphabetical order, for the respective positions and indicating the number of persons to be voted for. Such ballots shall be mailed in accordance with the rules, regulations, customs and practices of the the Atlanta Bar Association, Inc. Such ballots shall be accompanied by voting instructions and notification of the time in which such ballots may be returned. To be eligible for counting, such ballots must be returned to the principal office of The Atlanta Bar Association, Inc. not later than such time as shall be determined by the Board of Directors of the Atlanta Bar Association, Inc.

#### **SECTION 6.07. REQUIRED VOTES.**

Persons to be elected as officers of the Section or at-large members of the Board of Directors must be elected by a majority of the votes cast. In the event no candidate for an office or for a position as an at-large member of the Board of Directors receives a majority of the votes cast in the first ballot, a vote between the two persons receiving the highest number of votes for such office or position in the first ballot shall be had at a run-off election to be held at such time as determined by the Board of Directors of the Atlanta Bar Association, Inc., which run-off election shall be held in accordance with the procedure set forth in Section 6.06.

#### **SECTION 6.08. OTHER PROCEDURES FIXED BY BOARD OF DIRECTORS.**

The Board of Directors may by resolution prescribe such other procedures as may be necessary or appropriate to the conducting of elections, provided that: (a) such procedures are not inconsistent or in conflict with any other provisions of these By-Laws and (b) such procedures are submitted to and approved by the Board of Directors of the Atlanta Bar Association, Inc. by no later than February 1st of each year.

**SECTION 6.09. TIE VOTE.**

In the event of a tie vote after the second balloting, the election shall be determined under such arrangements as the Board of Directors of the Section deems appropriate.

**ARTICLE VII**

**PROJECTS AND COMMITTEES**

**SECTION 7.01. ESTABLISHMENT BY MEMBERS.**

At any meeting of the Membership, any voting member may move for the establishment of a project or a committee for a specific purpose, and upon establishment of such project or committee by majority vote of those voting members present, the Chair shall appoint a chair thereof, the chair and members of any such projects and committees to serve until the next Annual Meeting of the Atlanta Bar Association, Inc. unless appointed for a shorter period.

**SECTION 7.02. ESTABLISHMENT BY CHAIR OR BOARD OF DIRECTORS.**

The Chair or the Board of Directors of the Section may establish such projects and committees as may from time to time be deemed necessary or appropriate, and the Chair shall appoint chairs and members thereof, the chair and members of any such projects and committees to serve until the next Annual Meeting of the Atlanta Bar Association, Inc. unless appointed for a shorter period.

**ARTICLE VIII**

**COORDINATION WITH THE ATLANTA BAR ASSOCIATION, INC**

**SECTION 8.01. FINANCIAL MATTERS OF SECTION.**

The Section shall submit its dues proposal to the Board of Directors, the Executive Committee, the President, the Vice President/President-Elect and the Executive Directors of the Atlanta Bar Association, Inc. at least ninety (90) days prior to the Annual Meeting of the corporation and shall send a copy of its proposed budget to the Board of Directors, the Executive Committee, the President, the Vice President/President-Elect and the Executive Director of the Atlanta Bar Association, Inc. The Section shall be authorized to collect dues from its members and otherwise collect and disburse monies subject to such rules and regulations as may be set forth by the Board of Directors of the Atlanta Bar Association, Inc.

**SECTION 8.02. DEPOSIT AND HANDLING OF SECTION MONIES.**

Funds of the Section shall be deposited in the treasury of the Atlanta Bar Association, Inc. and shall be disbursed by the Secretary/Treasurer of the Atlanta Bar

Association, Inc. to pay bills of the Section which have been approved for payment by the Chair or Secretary/Treasurer of the Section. Disbursements in excess of \$1000 shall require approval by at least two Officers.

**SECTION 8.03. EXPENDITURE OF SECTION MONIES.**

Funds of the Section shall be expended for such purposes related to the activities of the Section in such manner as may be determined by the Board of Directors. Further, the Chair or Secretary/Treasurer is authorized and empowered to pay to the Atlanta Bar Association, Inc. any fees or charges for service rendered by the Atlanta Bar Association, Inc. and to reimburse the Atlanta Bar Association, Inc. for any expenses incurred by the Atlanta Bar Association, Inc. for or on behalf of the Section.

**SECTION 8.04 SECTION CONTINUING LEGAL EDUCATION.**

The Section shall from time to time conduct programs for the continuing education of its members, but shall coordinate its efforts in this regard with the Atlanta Bar Association, Inc.

**SECTION 8.05. LEGISLATION.**

The Section is authorized and empowered to study and review proposed legislation, provided, however, that neither the Section nor any member thereof shall be authorized to make any public statements, to sponsor or to express approval or disapproval of any legislation, or to take any other action in the name of the Atlanta Bar Association, Inc. or the Section without the prior written approval of the Executive Committee of the Atlanta Bar Association, Inc.

**SECTION 8.06. REVIEW OF SECTION ACTIVITIES.**

The Section shall submit annually to the Board of Directors of the Atlanta Bar Association, Inc. but no later than forty-five (45) days prior to the Annual Meeting of the Corporation, a report of the activities of the Section for the immediately preceding year and projected goals for the next ensuing fiscal year.

**SECTION 8.07. NOTICE OF AMENDMENT TO BY-LAWS.**

Written notice of any proposed amendment to these By-Laws, including a copy of the proposed amendment, shall be delivered to the President, Vice President/President-Elect and Executive Director of the Atlanta Bar Association, Inc. at least ten (10) days prior to the date it is presented to the Membership or the Board of Directors for action thereon.

**SECTION 8.08. FILING OF BY-LAWS AND AMENDMENTS.**

These By-Laws and any amendments thereto shall be filed with the Secretary/Treasurer of the Atlanta Bar Association, Inc. within ten (10) days following

the effective date thereof and a copy thereof shall be delivered to the President and Executive Director of the Atlanta Bar Association, Inc. at the time that the By-Laws or any amendments thereto are filed with the Secretary/Treasurer of the Atlanta Bar Association, Inc.

## **ARTICLE IX**

### **EFFECTIVE DATE AND TRANSITION PROVISIONS; AMENDMENTS**

#### **SECTION 9.01. EFFECTIVE DATE AND TRANSITION PROVISIONS.**

These amended By-Laws shall become effective on \_\_\_\_\_ 24, 2006; provided, however, (a) that the offices and positions of directors in existence prior to the adoption of these By-Laws shall continue until the next Annual Meeting of the Atlanta Bar Association, Inc. and the persons holding such offices and positions shall continue in their office or position until the next Annual Meeting of the Atlanta Bar Association, Inc.; (b) that any person holding the office of Vice-Chair on the date these amended Bylaws become effective shall automatically succeed to the office of the Chair of the Section at the next Annual Meeting of the Atlanta Bar Association, Inc. and that any person holding the office of Secretary/Treasurer on the date these amended Bylaws become effective shall automatically succeed to the office of the Vice-Chair/Chair-Elect of the Section at the next Annual Meeting of the Atlanta Bar Association, Inc.; and (c) that notwithstanding the provisions of Section 6.02 hereof, the selection of the Nominating Committee shall occur in calendar year 2007 by no later than January 15, 2007.

#### **SECTION 9.02. AMENDMENT.**

Subject to the provisions of Section 8.07 hereof, the By-Laws of the Section shall be subject to alteration, amendment or repeal, and new By-Laws not inconsistent with the Articles of Incorporation and By-Laws of the Atlanta Bar Association, Inc. may be made either: (a) by the affirmative vote of at least a majority of the voting members of the Section at any meeting of the Membership at which a quorum is present, provided that notice of the proposal to make, alter, amend, or repeal such By-Laws be included in the notice of any such meeting of the members; or (b) by the affirmative vote of a majority of all voting members of the Board of Directors then holding office at any regular or special meeting of the Board of Directors, provided that the Board of Directors shall not be entitled to alter, amend or repeal any By-Laws adopted by the members, which the members prescribe shall not be altered, amended or repealed by the Board of Directors.