**BY-LAWS**

**OF**

**PAULDING COUNTY**

**BAR ASSOCIATION, INC.**

**Article I. Name, Location and Purpose.**

**Section 1.01 Name.** The name of the corporation is Paulding County Bar Association, Inc. The Paulding County Bar Association, Inc. may also be referred to in these bylaws as "the association", "PCBA", or "the corporation".

**Section 1.02 Location.** The association's mailing address is: 280 Merchants Drive, Unit 1633, Dallas, Georgia, 30132**.**

**Section 1.03 Purpose Statement. [Reserved]**

**Article II. Membership**

**Section 2.01 Qualification.** An attorney who is licensed to practice law in the State of Georgia shall be eligible for membership in the PCBA, subject to the provisions hereof and after being approved by the Board of Directors.

**Section 2.02 Classification.** Membership in the PCBA shall be classified as Active, Associate, Life, Honorary, Emeritus and Student. Regardless of classification, all members of the PCBA shall meet the requirements of Section 2.01 of this Article. Any person previously given Life~~,~~ or Honorary membership status shall continue to enjoy such status notwithstanding any different criteria for such classifications adopted hereby.

(a) **Active.** To be eligible for active membership, one must be a member in good standing of the State Bar of Georgia and: maintain his or her principal law office in Paulding County, reside in Paulding County, or maintain a significant portion of his or her practice in Paulding County (as determined by the Board of Directors); and is further approved by the Board of Directors. Active members shall be required to pay full dues.

(b) **Associate.** To be eligible for associate membership, one must be a member in good standing of the State Bar of Georgia, and further be approved by the Board of Directors. Associate members shall not be entitled to: 1) vote; 2) hold office in the PCBA, 3) be listed on the PCBA website, or (4) receive referrals from the PCBA. Any person who wishes to apply for Associate membership shall notify the Secretary in writing of his or her qualifications and the desire to apply for Associate membership. When a person has provided said notification to the Secretary, the request for Associate membership will be granted only if approved by vote of the Board of Directors.

(c) **Life.** An attorney who has been an Active member in good standing in the PCBA for fifteen (15) years and is sixty-five (65) years old or more may be eligible for Life membership upon approval by the Board of Directors. Life members are not required to pay dues. Any person meeting the qualifications for Life membership shall notify the Secretary of his or her qualifications. When a person has provided said notification to the Secretary, the request for Life membership will be granted only if approved by vote of the Board of Directors.

(d) **Honorary.** Individuals who have made distinguished and significant contributions to the legal profession may, for good cause, be granted Honorary membership in the PCBA upon approval by the Board of Directors upon such terms as it may fix. Honorary members are not required to pay dues. They shall not be entitled to vote or to hold office in the PCBA.

(e) **Student.** One who is engaged in legal studies at a school accredited by the Georgia Supreme Court may be eligible for Student membership for up to twelve (12) months after completion of the student's legal education, upon approval by the Board of Directors. Student members shall be required to pay one half of the current dues. Student members shall not be entitled to: 1) vote; 2) hold office in the PCBA, or 3) be listed on the PCBA website. Any person who wishes to apply for Student membership shall notify the Secretary in writing of his or her qualifications and the desire to apply for Student membership. When a person has provided said notification to the Secretary, the request for Student membership will be granted only if approved by vote of the Board of Directors.

**Section 2.03 Application.** A candidate for Active, Associate or Student membership shall complete the forms as may be required by the PCBA. The application shall be referred to the office of the PCBA, or such other person as directed by the Board of Directors, who shall inquire into the standing and qualification of the applicant, or verify that the applicant is admitted, or a law student advancing toward becoming admitted, to the practice of law in the State of Georgia; and present the application to the Board of Directors for consideration at the next regular meeting of the Board of Directors. The application charge, if any, shall be determined by the Board of Directors. Applications for membership from rejected candidates shall not be received within six months of such rejection.

**Section 2.04 Privileges.** All members in good standing shall be equally privileged to attend all meetings of the PCBA. Members under suspension or expulsion shall be ineligible to vote, hold office, or attend meetings.

**Section 2.05 State Bar Discipline.** Upon the filing by any person with the Secretary of a certified copy of a final order of disbarment or suspension from the State Bar of Georgia, such person's membership in the PCBA shall automatically terminate or be suspended upon the same terms and conditions if any, imposed by, such final order.

**Section 2.06 Nonpayment of Dues.** A person's membership may also be suspended or terminated for nonpayment of dues as provided in Article III hereof.

**Article III. Dues and Assessments**

**Section 3.01 Dues.** The annual dues shall be fixed from time to time by the membership and shall be payable in such installments as may be determined by the membership.

**Section 3.02 Assessments.** Assessments may be made of all Active members from time to time. Any assessment must be approved by two-thirds (2/3) of those Active members present at the meeting at which the matter is discussed and voted upon. Any assessment voted upon shall fall only on Active members, as a condition to membership, unless otherwise provided at the time of adoption.

**Section 3.03 Waiver.** Dues or assessments may be waived in exceptional cases by the Board of Directors. Any person who wishes to request a waiver of dues or assessments must submit a hardship notification in writing to the Secretary explaining in sufficient detail the circumstances that are the basis for the request to waive dues or assessments. After receipt of the written notification by the Secretary, the request for waiver of dues or assessments will be granted only if approved by vote of the Board of Directors.

**Section 3.04 Payment; Penalties.** The Treasurer shall send by electronic mail or first class mail a dues or assessment notice to each member at his or her last known address prior to the date upon which the particular dues installment or assessment is payable. Any members to whom such a notice has been so mailed who has not paid the dues, installment or assessment within thirty (30) days after the due date and who had not previously given the PCBA written notice of resignation shall automatically upon such thirtieth (30th) day, become provisionally suspended from membership. Any such provisionally suspended member will be ineligible to vote, hold office or attend meetings or functions including those of the PCBA's sections. A provisionally suspended member may be automatically reinstated to full membership if, within ninety (90) days after the installment or assessment due date, he or she pays all back dues and assessments. If no such payment is made within said ninety (90) day period, his or her membership will terminate automatically. Any such terminated member shall be subject to the same application requirements for members as a new member, upon re-application.

**Article IV. Meetings**

**Section 4.01 Annual Meeting.** The annual meeting of the PCBA shall be held on the third Thursday of January each year. In the event of serious conflict, the Board of Directors may designate an alternate date which is not later than ten (10) days before or after the third Thursday in January. Adequate notice of the date and time of the annual meeting shall be given to each member.

**Section 4.02 Regular Meetings.** The time and place of all regular meetings of the general membership shall be designated by the Board of Directors and notice thereof shall be given to all active members no less than ten (10) days prior to such meetings.

**Section 4.03 Special Meetings.**  Special meetings shall be called by the President or on the written request of five percent (5%) of the active membership who shall state the particular purpose for which the meeting is called. Special meetings shall be held within ten (10) days after the President receives this request, if this is also stated in the request. Notice of all special meetings shall be given to all members no less than twenty-four (24) hours prior to the meeting. At such special meetings, no business other than that specified in the call of the meeting shall be transacted.

**Section 4.04 Quorum.** Fifteen percent (15%) of the active voting membership shall constitute a quorum at any meeting of the membership.

**Section 4.05 Attendance by Non-Members.** An individual, who is not a member, may attend regular meetings of the general membership. However, any such non-member individual shall be required to pay to the Treasurer a fee for each meeting which the individual attends. The fee shall be set from time to time by vote of the Board of Directors.

**Article V. Board of Directors**

**Section 5.01 Authority.** The affairs of the PCBA shall be under the general supervision of the Board of Directors. Section 5.02 Composition. The Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, those members of the Board of Governors of the State Bar of Georgia representing the Paulding Circuit and who are also members of the PCBA, and one member of the PCBA elected by the general membership at the annual meeting.

**Section 5.03 Expenditures.** The Board of Directors shall be responsible for the management of all receipts and disbursements. It may adopt a budget to govern the PCBA's expenditures for the fiscal year. An expenditure not provided for in such budget may be made only upon specific authorization of the Board of Directors.

**Section 5.04 Office.** The PCBA shall maintain a mailing address in Paulding County, Georgia and may maintain an office in such place as may from time to time be designated by the Board of Directors. The Board of Directors shall have the power to provide for the conduct of such office as may from time to time be provided. Such office personnel need not be members of the PCBA. Section 5.05 Meetings; Reports. The Board of Directors shall meet regularly to carry out the duties and responsibilities imposed by the Articles of Incorporation and the Bylaws. It shall report at least quarterly to the membership, advising the membership fully of its activities and its financial status.

**Section 5.06 Quorum.**  No action may be taken at any meeting of the Board of Directors unless a quorum of four (4) members are present. Any member not able to attend may give his or her proxy to an attending member.

**Section 5.07 Absences; Removal.** It is the obligation of each member of the Board of Directors to attend its meetings. The Secretary shall notify the Board upon the third consecutive absence of any member, if the Board determines after notice and an opportunity to be heard that the absences were without just cause, it shall remove the member as a director. Just cause for an absence shall be a court conflict, medical, family, or personal hardship which reasonably prevents the member from attending. The Board's notice to the member shall specify a date and time no sooner than two (2) weeks on which the Board shall meet to hear the reasons, facts, and circumstance involved in the absences. The burden will be upon the member to establish just cause with respect to an absence. The Board shall not be required to call for such a hearing if it already has information sufficient to satisfy it that just cause exists for one or more such absence.

**Article VI. Elections**

**Section 6.01 Elected Officers; Nominations.** The elected officers of the PCBA shall consist of the President, President-Elect, Secretary and Treasurer. The President-Elect, Secretary and Treasurer shall be elected by the general membership of the PCBA at its January meeting. Nominations for the offices of President-Elect, Secretary and Treasurer, as well as for one-at-large members of the Board of Directors, shall be presented by the Board of Directors at the January meeting of the PCBA, at which time nominations may be made from the floor for any of said offices or positions. There shall be allowed no further nominations following the adjournment of the January meeting. At the election of the January meeting, a majority vote of the members present shall be necessary to elect.

**Section 6.02 Board of Governors.** Delegates to the Board of Governors of the State Bar of Georgia representing the Paulding Circuit shall be elected when and as directed by the State Bar of Georgia.

**Section 6.03 Taking Office.** The President-Elect of the PCBA shall succeed to the office of President upon the termination of his predecessor's term of office, and the officers elected at the regular January meeting shall take office during that meeting. Each shall serve for the term to which elected and until a successor is elected and qualified. The incoming President shall take the following oath of office before assuming the duties of such office: "I do solemnly swear (or affirm) that I will execute the Office of President of the Paulding County Bar Association, and perform all the duties incumbent upon me, faithfully, to the best of my ability and understanding, and agreeable to the policies and bylaws, of the Paulding County Bar Association; the laws and Constitution of the State of Georgia, and the Constitution of the United States. So help me God."

**Section 6.04 Succession of Officers and Directors.** Except as the same may apply to the President and President-Elect of the PCBA, in the case of death, disability, removal for cause or resignation of any elected officer of Director, the Board of Directors shall appoint a successor for the balance of the term of that officer or Directors. However, the general membership of the PCBA shall ratify or reject such appointment at its next regular meeting.

**Section 6.05 Succession of President.** Should the President of the PCBA die, become disabled or resign the office, he or she shall be succeeded by the President-Elect who shall serve for the balance of said term. However, this shall not be construed to prevent such individual from serving the term of which he or she was elected.

**Section 6.06 Eligibility.**  Only active members of the PCBA shall be eligible to hold office in the same.

Article VII. Officers

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**Section 7.01 Enumeration.**  The officers of the corporation shall be a President, a Treasurer, and a Secretary.

**Section 7.02 Election and Vacancies.** The President, Treasurer and Secretary shall be elected annually at the annual meeting of members, or the special meeting held in lieu thereof pursuant to Article VI. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his/her predecessor.

**Section 7.03 Qualification.**  The President, Treasurer and Secretary must be Directors. Any two or more offices may be held by the same person. Any officer may be required by the Directors to give bond for the faithful performance of his/her duties to the PCBA in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

**Section 7.04 Tenure.** Except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws, each of the President, Treasurer and Secretary shall hold office until the next annual meeting of members, or the special meeting held in lieu thereof, and thereafter until his/her successor is chosen and qualified pursuant to Article VI. Other officers shall hold office until the first meeting of the Directors following the next annual meeting of members, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.

**Section 7.05 Resignation.** Any officer may resign by delivering his/her written resignation to the corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**Section 7.06 Removal.**  The Directors may remove any officer appointed by the Directors with or without cause by a vote of a majority of the entire number of Directors then in office.

**Section 7.07 President.** The President when present shall preside at all meetings of the Directors. He shall be the chief executive officer of the PCBA. It shall be his duty and he shall have the power to see that all orders and resolutions of the Directors are carried into effect. He shall from time to time report to the Directors all matters within his knowledge which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

**Section 7.08 Reserved.**

**Section 7.09 Treasurer.** The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. He shall promptly render to the President and to the Directors such statements of transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

**Section 7.10 Secretary.** The Secretary shall record in books kept for the purpose all votes and proceedings of the members and of the Directors at their meetings. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

**Article VIII. Committees**

**Section 8.01 Reserved.**

**Section 8.02 Reserved.**

**Section 8.03 Special Committees.** The President may appoint and constitute any other special committee as he may deem necessary. Any such committee shall terminate upon expiration of the appointing President's term of office, unless otherwise decided by the majority vote of the Board of Directors.

**Article IX. Corporate Powers**

**Section 9.01 Duration.** The PCBA shall have perpetual duration and succession in its corporate name.

**Section 9.02 Powers.** The PCBA has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation those powers enumerated in and by Section 14-3-302 of the Georgia Nonprofit Corporation Code, Official Code of Georgia Annotated (O.C.G.A.), in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference.

**Section 9.03 Emergency Powers.** In addition to the powers to which reference is made in this Article. Section 9.02 (Powers) of these Bylaws, the PCBA's Board of Directors shall have the powers in anticipation of or during an emergency enumerated in and by Section 14-3-303 of the Georgia Nonprofit Corporation Code, O.C.G.A., in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference. An "emergency" exists for the purpose of this section if a quorum of the Association's Executive Board cannot readily be assembled because of some catastrophic event, in accordance with O.C.G.A. § 14-3-303(d).

**Section 9.04 Indemnification.** The PCBA shall indemnify its Officers and Board of Directors for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Official Code of Georgia Annotated (O.C.G.A. § 14-3-830); provided, however, indemnification shall only be made upon compliance with the requirements of, and only in those circumstances in which indemnification is authorized under, those provisions.

**Section 9.05 Insurance.** Liability insurance may be purchased by the PCBA on behalf of those persons for whom it is entitled to purchase and maintain such coverage under, and to the extent permitted by, O.C.G.A. § 14-3-857.

**Article X. Inspection of Records**

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Incorporation, Bylaws and records of all meetings of the incorporators and members, and membership records which shall contain the names of all members and their record addresses, shall be kept at the principal office of the corporation, or at an office of the Secretary or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the corporation.

**Article XI. Checks, Notes, Drafts and Other Instruments**

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

**Article XII. Seal**

The seal of the corporation (if applicable) shall be circular in form, bearing its name, the state of incorporation and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

**Article XIII. Fiscal Year**

The fiscal year of the PCBA shall be the year ending with the 31st of December in each year.

**Article XIV. Compliance with Internal Revenue Code**

**Section 14.01.** No part of the PCBA's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the PCBA.

**Section 14.02.** Upon dissolution, the assets of the PCBA shall be distributed to another nonprofit corporation that is exempt under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, in accordance with section 14-3-1402 et seq. of the Georgia Non Profit Corporation Code.

**Section 14.03.** The PCBA shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

Section 14.04 It is intended that the PCBA shall be entitled to exemption from federal income tax under section 501(c)(6) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

**Article XV. Amendments**

The Directors may make, amend, or repeal these Bylaws in whole or in part by a two-thirds (2/3) vote, following thirty (30) days written notice to the members of the Paulding County Bar Association for advice and consent.

**Article XVI. Adoption of Bylaws**

**Section 16.01 Membership.**  All members of the Paulding County Bar Association at the time of adoption of these Bylaws shall remain members, unless suspended or expelled as provided in Sections 2.05 and 2.06 of Article II.

**Section 16.02 Officers.** The officers of the Paulding County Bar Association at the time of the adoption of these Bylaws shall remain the officers of the PCBA and shall continue to serve in such offices for the terms to which they were elected.

**Article XVII. Interpretation and Definitions.**

**Section 17.01 Guiding Principles.** PCBA's Articles of Incorporation and Bylaws shall be construed in accordance with the laws of the State of Georgia as they pertain to nonprofit corporations, with the exception of Article XI (Resolution of Disputes) of these Bylaws which shall be governed by the Federal Arbitration Act (9 U.S.C. §§ 1-16).

**Section 17.02 Headings.** All section headings appearing herein are intended to facilitate references to the terms and provisions hereof and are not in any manner to be deemed to affect the construction or meaning of any term or provision.

**Section 17.03 Use of Masculine and Singular Pronouns.**  Throughout these Bylaws the use of masculine pronouns (e.g., “he”) includes the feminine (e.g., “her”), and the neuter (e.g., “it”) where applicable.