

BYLAWS

NONPROFIT LAW

SECTION STATE BAR OF

GEORGIA

ARTICLE I

Section 1: The name of this Section shall be the "Nonprofit Law Section".

Section 2: The purpose of this Section shall be to establish and maintain, as an integrated group, members of the State Bar of Georgia who are legal advisors in the field of nonprofit law; to provide an opportunity for the exchange of information and ideas; to improve the professional responsibility with respect to the practice of nonprofit law; to provide, serve and act as a central association and forum for the study, discussion, resolution, collection and dissemination of ideas, information, data, conclusions and solutions with respect to, and common problems created by, the field of nonprofit law.

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 ("State Bar"). Any member of the State Bar, upon request and payment of annual Section dues, the amount to be set by Section leadership and voted on by a quorum, 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 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.

ARTICLE III

Officers

Section 1: The Officers of the Section shall be members in good standing of the Section and shall consist of a Chair, a Vice Chair, a Secretary/Treasurer, and such other officers with such titles and authorities as may be designated by majority vote of the Executive Committee from time to time.

Section 2: Each Officer shall hold office for a term beginning the first day of the State Bar fiscal year and ending the last day of the State Bar fiscal year and until such Officer's successor shall have been elected and qualified. If a vacancy shall arise in the office of Chair, the Vice Chair shall become Chair for the unexpired term. If a vacancy shall arise in the office of the Chair and there then also shall exist a vacancy in the office of Vice Chair, the Secretary/Treasurer shall become Chair for the unexpired term. To the extent vacancies arise in the positions of Vice Chair and/or Secretary/Treasurer under such circumstances, then the Chair will appoint a new Vice Chair and/or Secretary/Treasurer, as needed, for the unexpired term. If a vacancy shall arise in the office of the Chair and there then shall also exist vacancies in the offices of Vice Chair and Secretary/Treasurer, the President of the State Bar shall appoint a successor Chair for the unexpired term.

Section 3: The Chair shall preside at all meetings of the Section, appoint appropriate committees of the Section to serve during such Officer's term as Chair, plan and supervise the program of the Section at its annual meeting, oversee any other programming, legislative initiatives, and activities, 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.

Section 4: The Vice Chair shall assist the Chair and, in the absence or disability of the Chair, shall perform the duties of the Chair.

Section 5: The Secretary/Treasurer shall keep minutes of all meetings of the Section, maintain the permanent records, give notices of meetings, provide the Executive Committee and Section updates regarding the Section financials, and perform such other duties as may be prescribed by the Chair.

ARTICLE IV

Meetings of the Section

Section 1: An annual meeting of the Section shall be held during February or March of each year, the date, time and meeting room to be fixed by the Chair.

Section 2: A Special Meeting of the Section may be called by the Chair to be convened at such time and place and with such program and order of business as may be fixed by the Chair. Special Meetings may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting.

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 four (4) calendar days written notice of the time and place of each meeting of the Section shall be given to each member of the Section on the rolls of the Section in the Office of the State Bar, according to the contact information provided by each member to the Office of the State Bar. Such notice may be communicated in person, by telephone, telegraph, teletype, telecopy, electronic mail or other forms of wire or wireless communication, or by mail or private carrier. Such notice need not specify the purpose of the meeting of the Section unless otherwise required by these Bylaws. 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. For the purpose of these Bylaws, when notice is delivered by mail, notice of a meeting is deemed to be given two (2) days after deposit of the written notice in the United States mail, properly addressed with adequate prepaid postage thereon. Any meeting may be held at any place within or without the State of Georgia.

ARTICLE V

Executive Committee

Section 1: Between meetings of the Section, the Executive Committee of the Section shall make decisions on behalf of the Section. The Executive Committee shall consist of the three (3) Officers of the Section and up to eight (8) other members of the Section, as determined by the Chair and appointed by the Chair, whose term shall be co-existent with that of the Chair.

Section 2: The Executive Committee shall have full authority to act by majority vote 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 annual meeting of the Section.

ARTICLE VI

Elections

Section 1: Prior to each annual meeting of the Section, the Executive Committee 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 Executive 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: The names of all members of the Section nominated for each office either by the Executive Committee or from the floor shall be submitted to the annual meeting and ballots shall be cast by voice from the members of the Section present at the annual meeting. The officers of the Section for the next term shall be elected by a majority vote at the annual meeting so long as a quorum is present.

ARTICLE VII

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 Executive Committee.

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. This Section shall have the same fiscal year as the State Bar.

ARTICLE VIII

Miscellaneous

Section 1: The Section shall from time to time conduct programs for the continuing education in the world and field of nonprofit law but shall coordinate its efforts in this regard with the other Sections of the State Bar.

Section 2: The Section may from time to time, subject to the Rules, Bylaws and Standing Board Policies of the State Bar, sponsor, promote, study to 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: These Bylaws 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.

Signed, sealed and subscribed before the undersigned this the 4th day of March 2020, as an amendment by a majority vote of the members of the Section as of March 4, 2020 to the June 1, 2010 bylaws.



CHAIR

Approved by the Board of Governors the ____ day of _____, 2020.

PRESIDENT

SECRETARY