

1 **Bylaws of the Young Lawyers Division of the State Bar of**
2 **Georgia**

3 *Adopted January 20, 2007, as amended on April 18, 2009, August 11,*
4 *2012, and October 31, 2014.*

5 **ARTICLE I – NAME AND PURPOSE**

6 **Section 1. Name**

7 The name of this organization shall be the Young Lawyers Division of
8 the State Bar of Georgia (the “Young Lawyers Division” or “YLD”).

9 **Section 2. Purpose**

10 The purposes of the Young Lawyers Division shall be:

11 (a) to encourage the interest and participation of YLD members in the
12 activities, objectives, and purpose of the State Bar of Georgia;

13 (b) to aid and promote the advancement of YLD members in the
14 activities of the State Bar of Georgia;

15 (c) to foster among YLD members the principles of duty and service to
16 the public;

17 (d) to provide YLD members with an opportunity to participate in
18 activities to foster among its members the principles of duty and

service to the public, to endeavor to improve the administration of justice, and to advance the science of law.

;

(e) to foster discussion and interchange of ideas among YLD members relating to the duties, responsibilities, and problems of YLD members; and

(f) to provide a full and complete program of activities and projects in those areas of the State Bar of Georgia in which YLD members are particularly suited.

ARTICLE II – MEMBERSHIP

Section 1. Qualification for Membership

A “YLD member” is an active member of the State Bar of Georgia whose membership in the Young Lawyers Division has not terminated pursuant to Section 4 of this Article. Membership in the Young Lawyers Division is automatic.

Section 2. Honorary Membership

Any person who has served as President of the YLD shall be an “Honorary Member” of the Young Lawyers Division for his or her lifetime after the date on which such person’s membership would have

otherwise terminated pursuant to Section 4(a) of this Article. Honorary Members shall not be eligible to vote or hold office in the Young Lawyers Division; provided, however that the Immediate Past President shall be eligible to vote and shall be a member of the Executive committee during the term of such office. Membership as an Honorary Member shall terminate should an Honorary Member cease to be a member in good standing of the State Bar of Georgia.

Section 3. Affiliate Membership

The Young Lawyers Division may recognize, as an “Affiliate Member,” any person who is licensed to practice law, who has not yet reached either of the thresholds for termination of membership in the YLD as set forth in Section 4(a) of this Article, and who is not authorized to practice law in the State of Georgia, but who is (a) employed in Georgia by the government or a governmental agency, the armed services, or a private or commercial institution, or (b) a third-year law student or LLM student attending a law school that is approved by the American Bar Association or the Georgia Board of Bar Examiners. Any individual desiring to become an Affiliate Member shall be considered for membership after submitting a letter of interest in the manner provided

for and consistent with Article I, Section 6 of the Bylaws of the State Bar of Georgia. Such letter of interest shall be considered by and approved by the Young Lawyers Division in the manner provided for and consistent with the consideration and approval of Affiliate Membership to the State Bar of Georgia pursuant to Article I, Section 6 of the Bylaws of the State Bar of Georgia.

Section 4. Termination of Membership

Membership in The Young Lawyers Division shall terminate:

- (a) at the end of the fiscal year of the State Bar of Georgia (the “Bar Year”) after (1) the member attains the age of 36 or (2) the fifth anniversary of the member’s being admitted to their first bar, whichever date is later (other than Honorary Members); or
- (b) upon such member ceasing to be an active member in good standing of the State Bar of Georgia; or
- (c) in the case of Affiliate Members, by the vote of a majority of the YLD members in attendance at any meeting of the YLD membership.

Notwithstanding the foregoing, a person who met the requirements of Section 4(a) above at the time such person was elected President-elect

shall continue to be a YLD Member for the duration of the terms of President and Immediate Past President to which he or she succeeds.

ARTICLE III – OFFICERS

Section 1. Officers

The “Officers” of the Young Lawyers Division shall consist of: (a) President, (b) President-elect, (c) Treasurer, (d) Secretary, (e) Immediate Past-President, and (f) Newsletter Editor(s).

Section 2. Eligibility

(a) Persons who are YLD members (but not Honorary Members or Affiliate Members) at the time of their election shall be eligible to serve as an Officer of the Young Lawyers Division.

(b) The President-elect position may be filled by any YLD Member who is also an active member in good standing of the State Bar of Georgia without regard to the location of his or her residence.

Section 3. President

The President shall be responsible for carrying out the purposes of the Young Lawyers Division. The duties of the President shall include, but not be limited to, presiding at all meetings of the Executive Committee, the Representative Council, and the YLD membership, as well as duties

assigned by the membership at any regular meeting or by the Representative Council. The President shall be responsible for the preparation and submission of an annual report of the activities of the Young Lawyers Division at the regular Annual Meeting of the State Bar of Georgia. The President shall be an ex officio member of all Standing Committees.

Section 4. President-elect

The President-elect shall perform such duties as may be assigned by the President, the YLD membership at any regular meeting, or by the Executive Committee or Representative Council. During any period in which the President is unable to act, the President-elect shall perform the duties of the President.

The President-elect shall also plan for the year in which he or she shall act as President and make needed arrangements for the prompt inauguration of the program for that year upon assuming office and to prevent interruption in the continuing program then being carried on by the Young Lawyers Division.

Section 5. Treasurer

112 The Treasurer shall have general supervision of the finances of the
113 Young Lawyers Division. The Treasurer shall cause to be kept complete
114 and accurate records and accounts showing the transactions of the
115 Young Lawyers Division. The Treasurer shall provide a financial report
116 to the YLD membership annually and more frequently if required by
117 the President. The Treasurer shall perform all other duties as may be
118 assigned by the President, the YLD membership at any regular
119 meeting, or by the Executive Committee or Representative Council.

120 **Section 6. Secretary**

121 The Secretary shall keep full minutes of all meetings, including
122 meetings of the Executive Committee, the Representative Council, and
123 the YLD membership; shall publish such minutes at the proper
124 subsequent meetings; shall give notice of meetings; and shall perform
125 all other duties as may be incidental to the office of Secretary or as
126 assigned by the President, the YLD membership at any regular
127 meeting, or by the Executive Committee or Representative Council.

128 **Section 7. Editor of the Young Lawyers Division Newsletter**

129 The Editor or Co-Editors of the Young Lawyers Division Newsletter (the
130 “Editor(s)”) shall cause to be published a quarterly newsletter of the

activities and programs of the Young Lawyers Division and shall perform all other duties as may be incidental to said office or assigned by the President, the YLD membership at any regular meeting, or the Executive Committee or Representative Council.

Section 8. Immediate Past President

The Immediate Past-President shall be a member of all Standing Committees and shall have such other responsibilities as are assigned by the President, the YLD membership at any regular meeting, or the Executive Committee or Representative Council.

Section 9. Election or Appointment of Officers

The President-elect, Treasurer, and Secretary shall be elected in the manner and shall take office at the time provided for in Article VII of these Bylaws. The President shall appoint the Editor(s) to serve at the pleasure of the President. The offices of President and Immediate Past-President shall be filled by the person who was President-elect and President, respectively, in the immediately preceding Bar Year.

Section 10. Terms of Office

The terms of office of President, President-elect, Treasurer, Secretary, and Immediate Past-President shall be for the period beginning

150 immediately upon the adjournment of the Annual Meeting and ending
151 at the adjournment of the next succeeding Annual Meeting or until such
152 officer's successor is elected or appointed and qualified. The term of
153 office of the Editor(s) shall be concurrent with the term of office of the
154 President who appointed such Editor(s).

155 **ARTICLE IV – EXECUTIVE COMMITTEE**

156 **Section 1. Purpose and Powers**

157 There shall be an Executive Committee of the Young Lawyers Division
158 (the "Executive Committee"). The Executive Committee shall conduct
159 all business of the YLD between meetings of the YLD membership or
160 the Representative Council, except those enumerated in Sections 1 and
161 3(c) of Article VIII, Section 1 of Article X, and Section 1 of Article XI.

162 **Section 2. Composition of the Executive Committee**

163 The Executive Committee shall be composed of:

164 (a) the Officers and

165 (b) the appointed Directors.

166 **Section 3. Directors**

(a) Appointment. A minimum of four (4) Directors shall be appointed by the President to serve at the pleasure of the President and to be directly responsible to the President.

(b) Duties. The Directors shall assist the President during his or her term in office and shall perform such duties and responsibilities as designated by the President. The Directors shall also oversee the activities of and advise one or more of the YLD Special Committees as designated by the President.

Section 4. Terms of Office

Each member of the Executive Committee shall hold office for the following terms:

(a) The appointed Directors shall be appointed by the incoming President for terms to be served concurrent with that of the incoming President.

(b) The Officers shall serve concurrently with the incoming President, beginning upon their swearing-in at the Annual Meeting at which they are sworn in as Officers and continuing until their successors are sworn in at the next Annual Meeting.

Section 5. Eligibility

Persons who are YLD members (but not Honorary Members or Affiliate Members) at the time of their election or appointment shall be eligible to serve as members of the Executive Committee.

ARTICLE V – REPRESENTATIVE COUNCIL

Section 1. Purpose and Powers

There shall be a Representative Council of the Young Lawyers Division (the “Representative Council”). The Representative Council shall exercise the powers granted to it hereunder.

Section 2. Composition of the Representative Council

The Representative Council shall be composed of:

(a) the Officers of the Young Lawyers Division.

(b) No less than six and no more than ten YLD members from each Federal Judicial District within the State of Georgia, provided that each such member is a resident of the Federal Judicial District such person represents. A YLD member shall be considered a resident of a particular Federal Judicial District within the State of Georgia if he or she maintains either his or her residence or his or her primary office in that Federal Judicial District and residency shall be determined at the time of the YLD member’s election to the Representative Council.

(c) two YLD members who are not residents of any Federal Judicial District within the State of Georgia.

(d) 12 YLD members at large.

(e) the president or chairperson of each Affiliate Unit (as defined in Article XII of these bylaws); provided, however, that each president or chairperson may, by written notice to the Secretary at least ten days prior to each Representative Council meeting, appoint a member of such Affiliate Unit as an alternate delegate to serve on the Representative Council in the event of his or her absence.

(f) the third-year law student serving as the YLD Law School Fellow from each law school in the State of Georgia participating in the YLD Law School Fellows program. These persons shall be members ex-officio but nonvoting.

Section 3. Eligibility

Persons who are YLD members (but not Honorary Members or Affiliate Members) at the time of their election or appointment shall be eligible to serve on the Representative Council, provided, however, that any representative serving on the Representative Council pursuant to

Section 2(f) of this Article shall be eligible to serve in that capacity without being a YLD Member.

Section 4. Elections of Members of Representative Council

The members of the Representative Council described in Section 2(b), (c), and (d) of this Article shall be elected in the manner provided for in Article VII of these Bylaws.

Section 5. Terms on Representative Council

Each member of the Representative Council shall hold office for the following terms:

(a) The Officers of the Young Lawyers Division and presidents or chairpersons of Affiliate Units shall serve for a period of time concurrent with the term of their respective positions as defined within these bylaws or other organizing documents pursuant to which they serve.

(b) Each member of the Representative Council representing a Federal Judicial District and the nonresident members of the Representative Council shall hold office for a period of two years or until their successors have been duly chosen and qualified.

241 (c) Each member at large of the Representative Council shall hold office
242 for a period of one year or until their successors have been duly chosen
243 and qualified.

244 (d) Notwithstanding anything contained within this Article, any
245 member of the Representative Council who shall fail to meet the
246 attendance requirement set forth in Article X, Section 2(b) shall be
247 automatically removed from office on the Representative Council unless
248 such attendance requirement has been suspended by a majority vote of
249 the Representative Council.

250 **Section 6. Duties**

251 Each member of the Representative Council shall

252 (a) Serve as a liaison between the YLD and the members of the YLD
253 who reside or maintain a law practice in the same Federal Judicial
254 District within the State of Georgia as the member of the
255 Representative Council.

256 (b) Comply with the attendance requirement set forth in Article X,
257 Section 2(b) of these bylaws.

258 (c) Serve as a member of at least one of the Standing Committees set
259 forth in Article IX, Section 1 of these bylaws.

(d) Serve as a member of at least one of the Special Committees set forth in Article IX, Section 2 of these bylaws.

ARTICLE VI – DELEGATES TO THE YOUNG LAWYERS

DIVISION OF THE AMERICAN BAR ASSOCIATION

The President shall appoint all delegates to the American Bar Association Young Lawyers Division (“ABA/YLD”) Annual and Mid-Year meetings for the term during which he or she is President. Such appointments shall be made according to the following priority, in descending order, from the YLD members, as follows: (1) Officers; (2) Directors; (3) other Representative Council members; (4) other YLD members, with priority being given to those members who have previously held leadership positions within the State Bar of Georgia YLD, including any Affiliate Unit, or who have attended any State Bar of Georgia YLD, including Affiliate Unit, activities, meetings, or events. To receive priority as outlined herein, a potential delegate must notify the President of his or her desire to be a delegate at least 45 days before the delegate certification deadline published by the ABA/YLD for the ABA/YLD meeting at issue.

ARTICLE VII – ELECTIONS

279 **Section 1. Qualifications for Voting and Making Nomination**

280 Only active members of the State Bar of Georgia in good standing who
281 are also YLD members (other than Honorary Members or Affiliate
282 Members) shall be eligible to vote or nominate in any election in the
283 Young Lawyers Division.

284 **Section 2. Offices Filled by Election**

285 (a) The President-elect, Treasurer, and Secretary shall be elected
286 consistent with and in the manner set forth in Section 6 of this Article.

287 (b) Members of the Representative Council representing Federal
288 Judicial Districts, non-resident members of the Representative Council,
289 and members at large of the Representative Council shall be elected
290 consistent with and in the manner set forth in Section 7 of this Article.
291 Provided, however, that elections of Representative Council members
292 representing Federal Judicial Districts shall be staggered, with no more
293 than five representatives from each district elected per year.

294 **Section 3. Notification of Elections**

295 The Secretary shall cause to be performed the following in connection
296 with elections:

(a) Officers. The Secretary shall cause to be published a notice distributed to all YLD members not less than 75 days prior to the date upon which the State Bar of Georgia's election is scheduled to commence or as provided by these bylaws or any standing policy created hereunder (as such, "Election Commencement Date"), setting forth:

(1) that the positions of President-elect, Treasurer, and Secretary shall be filled by election;

(2) the eligibility requirements for such positions;

(3) the nomination and election procedure; and

(4) the names and addresses of members of the Nominating Committee and the Election Committee.

(b) Representative Council. The Secretary shall cause to be published a notice distributed to all YLD members not less than 60 days prior to the State Bar of Georgia Annual Meeting, setting forth:

(1) the positions on the Representative Council which shall be filled by election at such Annual Meeting;

(2) the eligibility requirements for such positions;

(3) the nomination and election procedure; and

(4) the names and addresses of members of the Nominating Committee and the Election Committee.

Section 4. Nominations

Nominations for any office or position may be made by the Nominating Committee (described in Article IX, Section 1(d)) or by any YLD member as follows:

(a) Nominations from the Nominating Committee.

(1) Nominations of Officers. In conjunction with and during the State Bar of Georgia Midyear Meeting, the Nominating Committee shall nominate one (1) or more candidates for the office of President-elect, Treasurer, and Secretary. It shall report the names of all such nominees to the Election Committee.

(2) Nominations for Representative Council. Not less than 45 days prior to the date of the State Bar of Georgia Annual Meeting, the Nominating Committee shall nominate five or more candidates from each Federal Judicial District for election as members representing such district to fill the terms that will terminate at the next Annual Meeting; 12 or more candidates for election as members at large to the Representative Council; and two or more

candidates for election as nonresident members of the Representative Council in the years that the term of such office terminates at the next Annual Meeting. The Nominating Committee shall report the names of all Representative Council nominees to the Election Committee not less than 45 days prior to the date of the State Bar of Georgia Annual Meeting.

(b) Nominations from Members. Nominations for candidates for the offices of President-elect, Treasurer, and Secretary and positions on the Representative Council may be made by the membership of the Young Lawyers Division as follows:

(1) Nominations of Officers. Any two YLD members who are qualified to vote in accordance with these bylaws may submit a nominating petition in writing to the Election Committee for the nomination of Officers not less than 30 days prior to the Election Commencement Date.

(2) Nominations for Representative Council. A nominating petition for the nomination of Representative Council members may be submitted to the Director of the Young Lawyers Division or his or

her designee, provided that the nominating petition is submitted
prior to the commencement of Representative Council elections.

(3) Nominating Petition. The nominating petition shall be
substantially in the following form:

Nominating Petition the Young Lawyers Division

The undersigned member of the Young Lawyers Division of the State
Bar of Georgia in good standing hereby nominate _____
for the office of _____ for the term beginning at the close
of the Annual Meeting in _____.

_____ Nominator

_____ Nominator [if applicable]

Date _____

I, _____, the person nominated in this petition,
hereby accept said nomination and, if elected, will serve.

371 _____ Nominee

372

373 (c) No Nominations. Should a position on the Representative Council
374 which is to be filled at an Annual Meeting lack a nomination properly
375 filed in accordance with these bylaws, then nominations for such
376 position may be made from the floor at the State Bar of Georgia Annual
377 Meeting.

378 **Section 5. Certification of Nominees**

379 (a) Determination of Eligibility. Upon receipt of the nominations from
380 the Nominating Committee or the members, the Election Committee (as
381 described in Article IX, Section 1(e)) shall determine if the persons
382 nominated are eligible for office.

383 (b) Notification of Nominees. Within five days of receipt of the report of
384 the Nominating Committee or receipt of a nomination from the
385 members, the Election Committee shall notify each nominee of such
386 nomination and of the names of other persons nominated for the same
387 position. Each nominee shall have two business days from the date of
388 notification to accept or reject the nomination. Nominees failing to
389 respond shall be deemed to have accepted the nomination.

390 **Section 6. Officer Elections**

391 The election for the positions of President-elect, Treasurer and
392 Secretary shall be conducted and resolved consistent with and in the
393 manner set forth for the election of officers for the State Bar of Georgia.
394 This specifically includes but is not limited to the content of ballots; the
395 method of voting; the counting and report of votes; the procedure for
396 requesting, conducting, and resolving a recount; the declaration of
397 election results; the procedure for determining the need for, conducting
398 and resolving a run-off election; and the coordination of elections with
399 the election to determine the officers of the State Bar of Georgia.

400 (a) Standing Policy. In the event or to the extent the State Bar of
401 Georgia's provisions for the election of officers for the State Bar of
402 Georgia are insufficient to govern the election for the positions of YLD
403 President-elect, Treasurer and Secretary, then the YLD Standing Policy
404 on Officer elections shall govern the procedure for conducting the
405 elections of those Officers and shall determine the outcome of that
406 elections.

407 (b) Creation of Standing Policy. Upon approval by the YLD membership
408 of this subsection of this Article of these bylaws, the President at the

time of such approval shall appoint a committee to prepare a proposed YLD Standing Policy on Officer elections. This Standing Policy shall be adopted and incorporated as a supplement to these bylaws once it is distributed, considered, and approved as provided for in Article XIII of these bylaws.

Section 7. Representative Council Elections

The election of the Representative Council shall occur in conjunction with the State Bar of Georgia Annual meeting.

(a) Ballots. Ballots will be available in electronic form only. The ballots shall include (1) the name of each person duly nominated for each Representative Council position, (2) space for a write-in for each position, and (3) instructions as to the method by which a vote for a particular candidate shall be indicated. Instructions will be provided to every YLD member and posted on the official State Bar of Georgia website ten days before the election.

(b) Voting. Voting by the YLD membership shall be conducted electronically with a ballot provided directly to the member. Each YLD member who desires to vote shall mark and submit his or her ballot according to the instructions thereon .

428 (c) Counting and Report. The Director of the Young Lawyers Division or
429 his or her nominee shall, at the end of the voting, count the votes and
430 report the results within five business days following the conclusion of
431 the State Bar of Georgia Annual Meeting. The Director may employ
432 such impartial clerical assistance as he or she may deem necessary.

433 (1) The five candidates receiving the greatest number of votes in
434 the elections for members from each of the Federal Judicial
435 Districts to the Representative Council shall be declared elected.

436 (2) The 12 candidates receiving the greatest number of votes in
437 the elections for members at large to the Representative Council
438 shall be declared elected.

439 (3) The two candidates receiving the greatest number of votes in
440 the election for nonresident member to the Representative Council
441 shall be declared elected.

442 (4) In the event two or more candidates receive the same number
443 of votes in any election and such tie is between the candidates who
444 receive the lowest number of votes that still might result in such
445 candidates being elected, the Election Committee shall, by vote,

determine which of such tying candidates shall be declared
elected.

ARTICLE VIII – REMOVAL AND VACANCIES

Section 1. Removal of Officer For Cause

The YLD membership may, at any meeting called in accordance with
these bylaws, by two-thirds majority vote of the total voting
membership present and qualified to vote at said meeting, remove any
Officer from office for cause.

Section 2. Change of Residence of Office of Certain Persons

In the event that:

(a) any member of the Representative Council representing a specific
Federal Judicial District ceases to be a resident of the Federal Judicial
District which such member represents; or

(b) a nonresident member of the Representative Council becomes a
resident of a Federal Judicial District in the State of Georgia, such
member shall continue to serve on the Representative Council only
until the next State Bar of Georgia Annual Meeting. If the term of office
of such member does not normally expire at such Annual Meeting, there
shall be a special nomination and election to elect a new member to

serve for the remainder of such unexpired term. Such special election and nominations shall be conducted as elections and nominations for such position are normally conducted.

Section 3. Vacancies

Vacancies occurring in any office shall be filled as follows:

(a) Any vacancy arising in the office of President shall be filled by the President-elect who shall continue to hold the office of President-elect until the expiration of the unexpired term and shall continue to serve as President for the term during which he or she would regularly have served as President.

(b) Any vacancy arising in the office of President-elect (except pursuant to Section 3(a) of this Article) shall remain unfilled for the unexpired term. An election for the office of President shall be held at the next election held pursuant to Article VII, Section 6 of these bylaws.

(c) Any vacancy arising in the office of Secretary or Treasurer shall be filled for the unexpired term by such person elected at the next meeting of the YLD membership by majority vote of those present and qualified to vote and voting.

483 (d) Any vacancy arising in the office of Editor(s) shall be filled for the
484 unexpired term by appointment by the President.

485 (e) Any vacancy arising in the office of Committee Chairperson (other
486 than those fixed by the terms of these bylaws) shall be filled for the
487 unexpired term by appointment by the President, or the President may
488 delegate the appointment to the members of said committee.

489 (f) Any vacancy arising in the office of Director shall be filled for the
490 unexpired term by appointment by the President.

491 (g) Any vacancy arising in the office of member of the Representative
492 Council representing a specific Federal Judicial District shall be filled
493 by appointment by the President for the unexpired term, provided that
494 the appointee shall be a resident of the same Federal Judicial District
495 as the member whose position he or she fills.

496 (h) Any vacancy arising in the office of member of the Representative
497 Council at large shall be filled by appointment by the President for the
498 unexpired term.

499 (i) Any vacancy arising in the office of a nonresident member of the
500 Representative Council shall be filled by appointment by the President

for the unexpired term, provided that the appointee shall not be a resident of any Federal Judicial District in the State of Georgia.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees

Each Standing Committee shall include in its membership at least six members of the Representative Council, including two from each Federal Judicial District. The mandatory members described herein (other than nonvoting members) shall count towards fulfilling the minimum member requirement. The membership of each Standing Committee shall be selected by the President, subject to the requirements set forth in this Section. The Standing Committees of the Young Lawyers Division shall be as follows:

(a) **Membership and Meetings**. This committee, which shall include the Secretary and President-elect as members, shall consider and make recommendations on ways to improve the membership's involvement and attendance at meetings.

(b) **Rules, Bylaws and Procedures**. This committee shall consider and make recommendations on all proposed amendments or changes

519 concerning the organization of the Young Lawyers Division and its
520 rules, bylaws, procedures and standing policies.

521 (c) Nominating. This committee, which shall be chaired by the
522 President-elect, who shall act as chairperson but shall have no vote on
523 the committee, shall be charged with making nominations for all
524 elections. The President-elect shall notify all committee members of the
525 time and place of meetings. Three voting members of the Nominating
526 Committee shall constitute a quorum for such meetings.

527 (d) Election. This committee, which shall be chaired by the President-
528 elect, shall be charged with conducting all elections, except to the extent
529 the conducting of any election called for by these bylaws is, pursuant to
530 these bylaws, to be conducted by another entity.

531 (e) Communications. This committee, which shall include the Secretary
532 and the Editor(s) as members, shall consider and make
533 recommendations on proposed publications of the Young Lawyers
534 Division and the number and types of publications issued or sponsored
535 by the Young Lawyers Division.

536 (f) Public Relations and Policy. This committee shall consider and make
537 recommendations on ways to promote a positive public image of young

lawyers in the State of Georgia and shall inform the membership of any legislation relevant to the legal profession. The actions of this committee shall comply with the requirements of Article XI, Section 1.

Section 2. Special Committees

The President shall appoint such special committees as he or she shall deem necessary and proper and shall designate their duties and their size. Upon motion of any YLD member and the passage of such motion by a majority vote at any meeting of the YLD membership, a committee for any specific purpose may be formed, and it shall be mandatory for the President to make the appointment of such committee. The President may delegate the appointment of committee members to the Committee Chairperson of the respective committees.

Section 3. Committee Chairpersons

All “Committee Chairpersons” (other than those mandated by the terms of these bylaws) shall be appointed by the President for a term concurrent with that of the President and shall serve at the pleasure of the President. Persons who are YLD members (but not Honorary Members or Affiliate Members) at the time of their appointment shall be eligible to serve as a Committee Chairperson. No person shall serve

as the Committee Chairperson of any one committee of the Young Lawyers Division for more than two consecutive Bar years, or any portion of two consecutive Bar years; provided, however, such person may serve as a Committee Chairperson of any other committee of the Young Lawyers Division. Notwithstanding the forgoing, the President shall have the authority to extend or reappoint a Committee Chairperson to the same committee beyond the two consecutive Bar year limitation if deemed necessary for the success and continuity of the committee's work. The President may remove any Committee Chairperson or committee member.

Section 4. Reports

Each Committee Chairperson shall submit to the President, Secretary and such other persons or committees as designated by the President, written reports of the activities of their respective committee. Reports may be submitted at intervals as required or desired by the President.

ARTICLE X – MEETINGS

Section 1. Business Meetings of the YLD Members

YLD members shall meet not less than 4 times during each Bar year.

(a) Midyear Meeting. The YLD members shall meet annually at the time and place designated by the Board of Governors for the Midyear Meeting of the State Bar of Georgia unless the President designates a different place and time. The Secretary shall cause notice of the Midyear Meeting to be given to all YLD members not less than 30 days before such Midyear Meeting.

(b) Other Meetings. The President shall call three other meetings of the YLD members at such times as he or she shall designate. The Secretary shall cause notice of such meetings to be given to all YLD members not less than 30 days before such meetings.

(c) Annual Meeting. YLD members may, at the discretion of the President, meet annually at the time and place designated by the Board of Governors for the Annual Meeting of the State Bar of Georgia. In the event the President elects to conduct this meeting, the Secretary shall cause notice of the meeting to be given to all YLD members not less than 30 days before the Annual Meeting.

Section 2. Representative Council Meetings

(a) Scheduling of Meetings. The President or the Representative Council, by majority vote of the members present and voting, may

designate the time and location of the Representative Council meetings.

The Secretary shall cause notice of such meetings to be given to all members of the Representative Council not less than 30 days before such meetings.

(b) Attendance Requirement. Unless otherwise modified by majority vote of the Representative Council, or if such provision is waived or suspended by a majority vote of the Representative Council, each member of the Representative Council shall be required to attend at least three of the meetings set forth in Section 1 of this Article.

Section 3. Executive Committee Meetings

(a) The Executive Committee shall meet upon the call of the President or upon the written request addressed to the President of a majority of the voting members of the Executive Committee.

(b) Unless otherwise modified by majority vote of the Executive Committee, or if such provision is waived or suspended by a majority vote of the Executive Committee, each member of the Executive Committee shall be required to attend at least three of the meetings set forth in Section 1 of this Article.

Section 4. Committee Meetings

613 Each Committee, whether standing or special, shall meet, as often as
614 necessary in order to perform its duties, upon the call of the Committee
615 Chairperson for such Committee.

616 **Section 5. Conduct of Meetings**

617 All meetings may be conducted in person or by any means of
618 communication by which all persons participating may simultaneously
619 hear each other during the meeting. Furthermore, all meetings of a
620 special committee, a standing committee or the Executive Committee
621 may be conducted by correspondence or otherwise in writing (including
622 electronically), without assembling in person at any particular place.

623 **Section 6. Quorum**

624 (a) Ten members of the Representative Council shall constitute a
625 quorum for Representative Council meetings;

626

627 (b) Thirty YLD members shall constitute a quorum for meetings of the
628 YLD members.

629 **Section 7. Voting at Meetings**

630 Except as otherwise provided in these Bylaws, all questions coming
631 before any meeting (YLD members, Representative Council, committee

or other) when duly convened shall be decided by a majority of the members present and voting.

Section 8. Rules

All meetings, including committee meetings, shall be conducted in accordance with the provisions of these bylaws and where no provision is made, then in accordance with Robert's Rules of Order.

ARTICLE XI – LEGISLATION AND PUBLICITY

Section 1. Legislation

No legislation shall be recommended, approved or disapproved in the name of the Young Lawyers Division unless that recommendation, approval, or disapproval is done in the manner set forth and consistent with Article II, Section 6 of the Bylaws of the State Bar of Georgia.

Section 2. Publications

No publication shall be distributed, published or publicly endorsed in the name of the Young Lawyers Division except by approval of the President, and only then to the extent consistent with and in the manner set forth for issuing publications by the Bylaws of the State Bar of Georgia and the State Bar of Georgia Standing Policies.

ARTICLE XII – AFFILIATE UNITS

651 **Section 1. Qualification and Application**

652 Any young lawyers organization or younger lawyers unit of any bar
653 association, city, Superior Court Circuit, Congressional District, or
654 other jurisdiction in which membership is restricted to younger lawyers
655 in good standing may apply to be an “Affiliate Unit” of the Young
656 Lawyers Division. The applying organization shall submit to the
657 Secretary a petition containing: (a) a copy of a resolution or letter
658 regularly adopted by the applying organization authorizing affiliation;
659 (b) a petition or letter signed by at least three members of the applying
660 organization describing its organization and listing the size of its
661 membership; and (c) a copy of any constitution, bylaws, or articles of
662 procedure of the applying organization, if any exist. In the event that
663 the applying organization has no constitution, bylaws, or articles of
664 procedure at the time of application, said organization shall adopt and
665 operate under the YLD bylaws in effect at the time of application until
666 such time as they adopt their own constitution, bylaws, or articles of
667 procedure.

668 **Section 2. Affiliation**

The Secretary shall present the affiliation petition for approval at the meeting of the YLD membership next following the Secretary's receipt of the affiliation petition. Upon approval by a majority of the YLD members present and voting, the applicant shall immediately be an Affiliate Unit.

Section 3. Termination of Affiliation

Any YLD member may at any time submit a motion in writing to the President or Secretary, moving that an entity cease to be an Affiliate Unit. Such motion shall be presented for consideration at the meeting of the YLD membership next following the submission of the motion. If such motion is approved by a majority of the YLD members present and voting at such meeting, the entity shall immediately cease to be an Affiliate Unit.

ARTICLE XIII – STANDING POLICIES

The Bylaws of the Young Lawyers Division may be supplemented by the creation of standing policies as provided for in this Article. A standing policy can be created only at a meeting of the YLD members by motion made in writing and submitted to the President at least 30 days prior to the meeting. Copies of the motion containing the proposed Standing

688 Policy shall be mailed or electronically distributed to all YLD members
689 at least 20 days prior to the meeting. The motion shall thereafter be
690 voted upon at the regularly scheduled meeting of the YLD membership
691 next following the publication of this motion; provided, however, that a
692 quorum of YLD members, as defined by Article X of these bylaws, is
693 present for said meeting. The motion shall be deemed approved and the
694 proposed standing policy adopted if a majority of those YLD members
695 present at the meeting where the vote on the motion is conducted issue
696 votes in favor of the motion. The provisions of this Article imposing
697 certain time requirements may be waived with the unanimous consent
698 of all YLD members present at any such meeting where a proposed
699 standing policy is considered.

700 **ARTICLE XIV – AMENDMENTS**

701 The Bylaws of the Young Lawyers Division may be amended only at a
702 meeting of the YLD members by motion made in writing and received
703 by the President or Secretary at least 30 days prior to the meeting. A
704 quorum of members, as defined by Article X of these bylaws, shall be
705 required at any such meeting where a bylaw amendment is being
706 considered for adoption. Copies of the motion containing the proposed

707 amendment shall be mailed or electronically distributed to all YLD
708 members at least 20 days prior to the meeting. The motion to amend
709 shall then be voted upon at the meeting and shall require a majority
710 vote of those YLD members present for adoption. The provisions of this
711 Article imposing certain time requirements may be waived with the
712 unanimous consent of all YLD members present at any such meeting
713 where proposed bylaw provisions are considered.