

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

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

ARTICLE I – NAME AND PURPOSE

Section 1. Name

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

Section 2. Purpose

The purposes of the Young Lawyers Division shall be:

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

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

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

(d) to provide YLD members with an opportunity to participate in
activities ~~directed toward~~ 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.

~~improving the administration of justice;~~

(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. ~~Associate~~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 ~~in the State of Georgia~~ 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 ~~thirty-six (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-~~E~~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 ~~full~~
114 complete and accurate records and accounts showing the transactions of
115 the Young Lawyers Division. The Treasurer shall provide a financial
116 report to the YLD membership annually and more frequently if
117 required by the President. The Treasurer shall perform all other duties
118 as may be assigned by the President, the YLD membership at any
119 regular meeting, or by the Executive Committee or Representative
120 Council.

121 **Section 6. Secretary**

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

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

The Editor or Co-Editors of the Young Lawyers Division Newsletter (the “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 Editor(s) shall be appointed by the President~~ 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.

149 **Section 10. Terms of Office**

150 The terms of office of President, President-~~E~~elect, Treasurer, Secretary,
151 and Immediate Past-President shall be for the period beginning
152 immediately upon the adjournment of the Annual Meeting and ending
153 at the adjournment of the next succeeding Annual Meeting or until such
154 officer's successor is elected or appointed and qualified. The term of
155 office of the Editor(s) shall be concurrent with the term of office of the
156 President who appointed such Editor(s).

157 **ARTICLE IV – EXECUTIVE COMMITTEE**

158 **Section 1. Purpose and Powers**

159 There shall be an Executive Committee of the Young Lawyers Division
160 (the "Executive Committee"). The Executive Committee shall conduct
161 all business of the YLD between meetings of the YLD membership or
162 the Representative Council, except those enumerated in Sections 1 and
163 3(c) of Article VIII, Section 1 of Article X, and Section 1 of Article XI.

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

165 The Executive Committee shall be composed of:

- 166 (a) the Officers; and
167 (b) the appointed Directors.

168 **Section 3. Directors**

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

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

177 **Section 4. Terms of Office**

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

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

183 (b) The Officers shall serve ~~for a period concurrent with the incoming~~
184 ~~President, beginning upon their swearing-in at the Annual Meeting at~~
185 ~~which they are sworn-in as Officers and continuing until their~~
186 ~~successors are sworn-in~~ 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 ~~a member~~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 ~~(6)~~ and no more than ten ~~(10)~~ 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 ~~(2)~~ YLD members who are not residents of any Federal Judicial District within the State of Georgia.

(d) ~~twelve (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 ~~(10)~~ 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~~ ex-officio but nonvoting.

Section 3. Eligibility

224 Persons who are YLD members (but not Honorary Members or Affiliate
225 Members) at the time of their election or appointment shall be eligible
226 to serve on the Representative Council; ~~provided, however, the~~ that
227 any representative serving on the Representative Council pursuant to
228 Section 2(f) of this Article shall be eligible to serve in that capacity
229 without being a YLD Member.

230 **Section 4. Elections of Members of Representative Council**

231 The members of the Representative Council described in Section 2(b),
232 (c), and (d) of this Article shall be elected in the manner provided for in
233 Article VII of these Bylaws ~~and shall take office immediately upon the~~
234 ~~adjournment of the Annual Meeting at which said election is conducted.~~

235 **Section 5. Terms on Representative Council**

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

238 (a) The Officers of the Young Lawyers Division and presidents or
239 chairpersons of Affiliate Units shall serve for a period of time
240 concurrent with the term of their respective positions as defined within
241 these bylaws or other organizing ~~document~~ documents pursuant to
242 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 ~~(2)~~ years or until their successors have been duly chosen and qualified.

(c) Each member at large of the Representative Council shall hold office for a period of one ~~(1)~~ year or until their successors have been duly chosen and qualified.

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

Section 6. Duties

Each member of the Representative Council shall

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

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

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

(d) Serve as a member of at least one ~~(1)~~ 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

~~YLD ABA Delegates~~

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 ~~forty-five (45)~~ days before the delegate certification deadline published by the ABA/YLD for the ABA/YLD meeting at issue.

ARTICLE VII – ELECTIONS

Section 1. Qualifications for Voting and Making Nomination

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

Section 2. Offices Filled by Election

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

(b) Members of the Representative Council representing Federal Judicial Districts, non-resident members of the Representative Council, and members at large of the Representative Council shall be elected consistent with and in the manner set forth in Section 7 of this Article.

Provided, however, that elections of Representative Council members

representing Federal Judicial Districts shall be staggered, with no more than five ~~(5)~~ representatives from each district elected per year.

Section 3. Notification of Elections

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

(a) Officers. The Secretary shall cause to be published a notice distributed to all YLD members not less than ~~seventy-five (75)~~ days prior to the date upon which the State Bar of Georgia's election is ~~schedule~~ 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-~~E~~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 ~~sixty~~ (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-~~E~~elect, Treasurer, and Secretary, ~~and shall~~ It shall report the names of all such nominees to the Election Committee.

335 (2) Nominations for Representative Council. Not less than ~~forty-~~
336 ~~five-(45)~~ days prior to the date of the State Bar of Georgia Annual
337 Meeting, the Nominating Committee shall nominate: ~~five-(5)~~ or
338 more candidates from each Federal Judicial District for election as
339 members representing such district to fill the terms that will
340 terminate at the next Annual Meeting; ~~twelve-(12)~~ or more
341 candidates for election as members at large to the Representative
342 Council; and two-~~(2)~~ or more candidates for election as nonresident
343 members of the Representative Council in the years that the term
344 of such office terminates at the next Annual Meeting. The
345 Nominating Committee shall report the names of all
346 Representative Council nominees to the Election Committee not
347 less than ~~forty-five-(45)~~ days prior to the date of the State Bar of
348 Georgia Annual Meeting.

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

353 (1) Nominations of Officers. Any two ~~(2)~~ YLD members who are
354 qualified to vote in accordance with these bylaws may submit a
355 nominating petition in writing to the Election Committee for the
356 nomination of Officers not less than ~~thirty (30)~~ days prior to the
357 Election Commencement Date.

358 (2) Nominations for Representative Council. A nominating petition
359 for the nomination of Representative Council members may be
360 submitted to the ~~Executive~~ Director of the Young Lawyers
361 Division or his or her designee, provided that the nominating
362 petition is submitted prior to the commencement of
363 Representative Council elections.

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

366 **Nominating Petition the Young Lawyers Division**

367 The undersigned member of the Young Lawyers Division of the State
368 Bar of Georgia in good standing hereby nominate _____
369 for the office of _____ for the term beginning at the close
370 of the Annual Meeting in _____.
371

372 _____ Nominator

373

374 _____ Nominator [if applicable]

375

376 Date _____

377

378 I, _____, the person nominated in this petition,

379 hereby accept said nomination and, if elected, will serve.

380

381 _____ Nominee

382

383 (c) No Nominations. Should a position on the Representative Council

384 which is to be filled at an Annual Meeting lack a nomination properly

385 filed in accordance with these bylaws, then nominations for such

386 position may be made from the floor at the State Bar of Georgia Annual

387 Meeting.

388 **Section 5. Certification of Nominees**

389 (a) Determination of Eligibility. Upon receipt of the nominations from

390 the Nominating Committee or the members, the Election Committee (as

described in Article IX, Section 1(e)) shall determine if the persons nominated are eligible for office.

(b) Notification of Nominees. Within five ~~(5)~~ days of receipt of the report of the Nominating Committee or receipt of a nomination from the members, the Election Committee shall notify each nominee of such nomination and of the names of other persons nominated for the same position. Each nominee shall have two ~~(2)~~ business days from the date of notification to accept or reject the nomination. Nominees failing to respond shall be deemed to have accepted the nomination.

Section 6. Officer Elections

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

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

(b) Creation of Standing Policy. Upon approval by the YLD membership 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-at~~ the State Bar of Georgia Annual meeting.

(a) ~~Content of~~ Ballots. Ballots will be available in electronic form only.

The ~~Election Committee shall have~~ ballots ~~prepared, which~~ 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 ~~in attendance at the State Bar Annual Meeting~~ who desires to vote shall mark and submit his or her ballot according to the instructions thereon ~~and shall return the ballot to one of the voting places.~~

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

447 (1) The five ~~(5)~~ candidates receiving the greatest number of votes
448 in the elections for members from each of the Federal Judicial
449 Districts to the Representative Council shall be declared elected.

450 (2) The ~~twelve~~(12) candidates receiving the greatest number of
451 votes in the elections for members at large to the Representative
452 Council shall be declared elected.

453 (3) The two ~~(2)~~ candidates receiving the greatest number of votes
454 in the election for nonresident member to the Representative
455 Council shall be declared elected.

456 (4) In the event two ~~(2)~~ or more candidates receive the same
457 number of votes in any election and such tie is between the
458 candidates who receive the lowest number of votes that still might
459 result in such candidates being elected, the Election
460 Committee~~YLD members present at the State Bar of Georgia~~
461 ~~Annual Meeting~~ shall, by vote, determine which of such tying
462 candidates shall be declared elected.

463 **ARTICLE VIII – REMOVAL AND VACANCIES**

464 **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

484 Vacancies occurring in any office shall be filled as follows:

485 (a) Any vacancy arising in the office of President shall be filled by the

486 President-~~E~~elect who shall continue to hold the office of President-

487 ~~E~~elect until the expiration of the unexpired term and shall continue to

488 serve as President for the term during which he or she would regularly

489 have served as President.

490 (b) Any vacancy arising in the office of President-~~E~~elect (except

491 pursuant to Section 3(a) of this Article) shall remain unfilled for the

492 unexpired term. An election for the office of President shall be held at

493 the next election held pursuant to Article VII, Section 6 of these bylaws.

494 (c) Any vacancy arising in the office of Secretary or Treasurer shall be

495 filled for the unexpired term by such person elected at the next meeting

496 of the YLD membership by majority vote of those present and qualified

497 to vote and voting.

498 (d) Any vacancy arising in the office of Editor(s) shall be filled for the

499 unexpired term by appointment by the President.

500 (e) Any vacancy arising in the office of Committee Chairperson (other

501 than those fixed by the terms of these bylaws) shall be filled for the

unexpired term by appointment by the President, or the President may delegate the appointment to the members of said committee.

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

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

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

(i) Any vacancy arising in the office of a nonresident member of the 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

520 Each Standing Committee shall include in its membership at least six
521 ~~(6)~~ members of the Representative Council, including two ~~(2)~~ from each
522 Federal Judicial District. The mandatory members described herein
523 (other than nonvoting members) shall count towards fulfilling the
524 minimum member requirement. The membership of each Standing
525 Committee shall be selected by the President, subject to the
526 requirements set forth in this Section. The Standing Committees of the
527 Young Lawyers Division shall be as follows:

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

532 (b) Rules, Bylaws and Procedures. This committee shall consider and
533 make recommendations on all proposed amendments or changes
534 concerning the organization of the Young Lawyers Division and its
535 rules, bylaws, procedures and standing policies.

536 (c) Nominating. This committee, which shall be chaired by the
537 President-~~E~~elect, who shall act as chairperson but shall have no vote on
538 the committee, shall be charged with making nominations for all

elections. The President-~~E~~lect shall notify all committee members of the time and place of meetings. Three ~~(3)~~-voting members of the Nominating Committee shall constitute a quorum for such meetings.

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

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

(f) Public Relations and Policy. This committee shall consider and make 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 ~~(1)~~ committee of the Young Lawyers Division for more than two ~~(2)~~ consecutive Bar ~~Years~~years, or any portion of two ~~(2)~~ consecutive Bar ~~Years~~years; provided, however, such person may serve as a Committee Chairperson of any other

576 committee of the Young Lawyers Division. Notwithstanding the
577 forgoing, the President shall have the authority to extend or reappoint a
578 Committee Chairperson to the same committee beyond the two
579 consecutive Bar year limitation if deemed necessary for the success and
580 continuity of the committee's work. The President ~~may~~reserves the
581 ~~power to~~ remove any Committee Chairperson or committee member.

582 **Section 4. Reports**

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

587 **ARTICLE X – MEETINGS**

588 **Section 1. Business Meetings of the YLD Members**

589 YLD members shall meet not less than ~~four~~(4) times during each Bar
590 ~~Year~~year.

591 (a) Midyear Meeting. The YLD members shall meet annually at the
592 time and place designated by the Board of Governors for the Midyear
593 Meeting of the State Bar of Georgia unless the President designates a
594 different place and time. The Secretary shall cause notice of the

Midyear Meeting to be given to all YLD members not less than ~~thirty~~
~~(30)~~ days before such Midyear Meeting.

(b) Other Meetings. The President shall call three ~~(3)~~ 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 ~~thirty~~ ~~(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 ~~thirty~~ ~~(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 ~~thirty~~ ~~(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 ~~(3)~~ 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 ~~(3)~~ of the meetings set forth in Section 1 of this Article.

Section 4. Committee Meetings

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

Section 5. Conduct of Meetings

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

Section 6. Quorum

(a) Ten ~~(10)~~ members of the Representative Council shall constitute a quorum for Representative Council meetings;

~~(b) Thirty (30) YLD members shall constitute a quorum for meetings of the YLD members.~~

(b) Thirty (30) YLD members shall constitute a quorum for meetings of the YLD members.

Section 7. Voting at Meetings

Except as otherwise provided in these Bylaws, all questions coming 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

Section 1. Qualification and Application

Any young lawyers organization or younger lawyers unit of any bar association, city, Superior Court Circuit, Congressional District, or

other jurisdiction in which membership is restricted to younger lawyers in good standing may apply to be an “Affiliate Unit” of the Young Lawyers Division. The applying organization shall submit to the Secretary a petition containing: (a) a copy of a resolution or letter regularly adopted by the applying organization authorizing affiliation; (b) a petition or letter signed by at least three~~(3)~~ members of the applying organization describing its organization and listing the size of its membership; and (c) a copy of any constitution, bylaws, or articles of procedure of the applying organization, if any exist. In the event that the applying organization has no constitution, bylaws, or articles of procedure at the time of application, said organization shall adopt and operate under the YLD bylaws in effect at the time of application until such time as they adopt their own constitution, bylaws, or articles of procedure.

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 ~~thirty (30)~~ days prior to the meeting. Copies of the motion containing the proposed Standing Policy shall be mailed or electronically distributed to all YLD members at least ~~twenty (20)~~ days prior to the meeting. The motion shall thereafter be voted upon at the regularly scheduled meeting of the

708 YLD membership next following the publication of this motion;
709 provided, however, that a quorum of YLD members, as defined by
710 Article X of these bylaws, is present for said meeting. The motion shall
711 be deemed approved and the proposed standing policy adopted if a
712 majority of those YLD members present at the meeting where the vote
713 on the motion is conducted issue votes in favor of the motion. The
714 provisions of this Article imposing certain time requirements may be
715 waived with the unanimous consent of all YLD members present at any
716 such meeting where a proposed standing policy is considered.

717 **ARTICLE XIV – AMENDMENTS**

718 The Bylaws of the Young Lawyers Division may be amended only at a
719 meeting of the YLD members by motion made in writing and received
720 by the President or Secretary at least ~~thirty (30)~~ days prior to the
721 meeting. A quorum of members, as defined by Article X of these bylaws,
722 shall be required at any such meeting where a bylaw amendment is
723 being considered for adoption. Copies of the motion containing the
724 proposed amendment shall be mailed or electronically distributed to all
725 YLD members at least ~~twenty (20)~~ days prior to the meeting. The
726 motion to amend shall then be voted upon at the meeting and shall

727 require a majority vote of those YLD members present for adoption. The
728 provisions of this Article imposing certain time requirements may be
729 waived with the unanimous consent of all YLD members present at any
730 such meeting where proposed bylaw provisions are considered.