

BY-LAWS
of
WESTERN CIRCUIT BAR ASSOCIATION, INC.

ARTICLE I
Name, Location and Purpose

- Section 1.01** **Name.** The name of the corporation is Western Circuit Bar Association, Inc. The Western Circuit Bar Association, Inc. may also be referred to in these bylaws as "the association", "WCBA", or "the corporation".
- Section 1.02** **Location.** The principal office of the corporation shall be at 2500 Daniell's Bridge Road, Building 200, Suite 3A, Athens, Georgia 30606. The association's mailing address is: P.O. Box 1702, Athens, GA 30603-1702.
- Section 1.03** **Purpose Statement.** The association is formed to cultivate the science of jurisprudence, to assist the public in obtaining legal representation, to promote reform in the law, to facilitate the administration of justice, to maintain the standards of integrity, honor and courtesy in the legal profession, and to promote and cherish a spirit of fellowship among its members.

ARTICLE II
Membership

- Section 2.01** **Qualification.** An attorney who is licensed to practice law in the State of Georgia shall be eligible for membership in the Corporation, subject to the provisions of Section 2.02 hereof and after being approved by the Board of Directors.
- Section 2.02** **Classification.** Membership in the Corporation shall be classified as Active, Courtesy, Life, Honorary, Emeritus and Student. Regardless of classification, all members of the Corporation shall meet the requirements of Section 2.01 of this Article. Any person previously given Life, Honorary or Emeritus membership status shall continue to enjoy such status notwithstanding any different criteria for such classifications adopted hereby.
- (a) Active.** To be eligible for active membership, one must be a member of the State Bar of Georgia and either maintain his or her principal law office in the Western Circuit (Athens-Clarke County or Oconee County), reside in the Western Circuit, or have significant practice within the Western Circuit, and further be approved by the Board of Trustees. Active members shall be required to pay full dues.
- (b) Courtesy.** One who has completed his or her legal education but has not yet been admitted to practice and who is associated with a member of the Corporation may be eligible for Courtesy membership, upon approval by the Board of Directors, but in no case shall such membership be continued for a period in excess of six (6) months from the completion of the Courtesy member's legal education. Courtesy members shall be required to pay one-

half the current dues. They shall not be entitled to vote or to hold office in the Corporation.

- (c) **Life.** An attorney who has been an Active member in good standing in this Corporation for twenty-five (25) years and is sixty-five (65) years old or more may be eligible for Life membership upon approval by the Board of Directors. Life members are not required to pay dues. Any person meeting the qualifications for Life membership shall notify the Secretary of his or her qualifications.
- (d) **Honorary.** Individuals who have made distinguished and significant contributions to the legal profession may be granted Honorary membership in the Corporation by the Board of Directors upon such terms as it may fix. Honorary members are not required to pay dues. They shall not be entitled to vote or to hold office in this Corporation.
- (e) **Emeritus.** An active member may, for good cause shown, be granted Emeritus membership upon approval by the Board of Directors. Each petition for Emeritus membership shall be considered on a case-by-case basis. Emeritus members shall not be required to pay dues.
- (f) **Student.** One who is engaged in legal studies at a school accredited by the Georgia Supreme Court may be eligible for Student membership until completion of the student's legal education, upon approval by the Board of Directors. Student members shall be required to pay such dues as determined by the Board. Student members shall not be entitled to vote or to hold office in the Corporation.

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

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

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

Section 2.06 **Nonpayment of Dues.** A person's membership may also be suspended or

terminated for nonpayment of dues as provided in Article III hereof.

ARTICLE III Dues and Assessments

- Section 3.01** **Dues.** The annual dues shall be fixed from time to time by the membership and shall be payable in such installments as may be determined by the membership.
- Section 3.02** **Assessments.** Assessments may be made of all members from time to time. Any assessment must be approved by two-thirds (2/3) of those active members present at the meeting at which the matter is discussed and voted upon. Any assessment voted upon shall fall on Courtesy members as well as Active, as a condition to membership, unless otherwise provided at the time of adoption.
- Section 3.03** **Waiver.** Dues or assessments may be waived in exceptional cases by the Board of Directors.
- Section 3.04** **Payment: Penalties.** The Treasurer shall send by first class mail a dues or assessment notice to each member at his or her last known address prior to the date upon which the particular dues installment or assessment is payable. Any members to whom such a notice has been so mailed who has not paid the dues, installment or assessment within forty (40) days after the due date and who had not previously given the Corporation written notice of resignation shall automatically upon such fortieth (40th) day, become provisionally suspended from membership. Any such provisionally suspended member will be ineligible to vote, hold office or attend meetings or functions including those of the Corporation's sections. A provisionally suspended member may be automatically reinstated to full membership if, within ninety (90) days after the installment or assessment due date, he or she pays all back dues and assessments. If no such payment is made within said ninety (90) day period, his or her membership will terminate automatically. Notice of intent to terminate shall be sent to the member by the Treasurer. Any such terminated member shall be subject to the same application requirements for members as a new member, upon re-application.

ARTICLE IV Meetings

- Section 4.01** **Annual Meeting.** The annual meeting of the Corporation shall be held on the second Tuesday of January each year. In the event of serious conflict, the Board of Directors may designate an alternate date which is not later than ten (10) days after the second Tuesday in January. Adequate notice of the date and time of the annual meeting shall be given to each member.
- Section 4.02** **Regular Meetings.** The time and place of all regular meetings of the general membership shall be designated by the Board of Directors and notice thereof shall be given to all active members no less than ten (10) days prior to such meetings. A general membership meeting shall be held during the month of March so that nominations for the elected offices and positions can be made.

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

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

ARTICLE V

Board of Directors

Section 5.01 **Authority.** The affairs of the Corporation shall be under the general supervision of the Board of Directors.

Section 5.02 **Composition.** The Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, the presiding officer of each of the Corporation's sections, those members of the Board of Governors of the State Bar of Georgia representing the Western Judicial Circuit and who are also members of the Corporation, and four members of the Corporation elected by the general membership at the annual meeting.

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

Section 5.04 **Office.** The Corporation shall maintain an office in such place as may from time to time be designated by the Board of Directors. The Board of Directors shall have the power to provide for the conduct of such office by the Executive Secretary and such assistants as may from time to time be provided. Such office personnel need not be members of the Corporation.

Section 5.05 **Meetings; Reports.** The Board of Directors shall meet regularly to carry out the duties and responsibilities imposed by the Articles of Incorporation and the Bylaws. It shall report at least quarterly to the membership, advising the membership fully of its activities and its financial status.

Section 5.06 **Quorum.** No action may be taken at any meeting of the Board of Directors unless a quorum of five (5) members is present.

Section 5.07 **Absences; Removal.** It is the obligation of each member of the Board of Directors to attend its meetings. The Secretary shall notify the Board upon the third consecutive absence of any member, if the Board determines after notice and an opportunity to be heard that the absences were without just cause, it shall remove the member as a director. Just cause for an absence shall be a court conflict, medical, family, or personal hardship which reasonably prevents the member from

attending. The Board's notice to the member shall specify a date and time no sooner than two (2) weeks on which the Board shall meet to hear the reasons, facts, and circumstance involved in the absences. The burden will be upon the member to establish just cause with respect to an absence. The Board shall not be required to call for such a hearing if it already has information sufficient to satisfy it that just cause exists for one or more such absence.

ARTICLE VI Elections

- Section 6.01** **Elected Officers; Nominations.** The elected officers of the Corporation shall consist of the President, President-Elect, Secretary and Treasurer. The President-Elect, Secretary and Treasurer shall be elected by the general membership of the Corporation at its March meeting. Nominations for the offices of President-Elect, Secretary and Treasurer, as well as for the four-at-large members of the Board of Directors, shall be presented by the Chairman of the Nominating Committee at the February meeting of the Corporation, at which time nominations may be made from the floor for any of said offices or positions. There shall be allowed no further nominations following the adjournment of the March meeting. At the election of the May meeting, a majority vote of the members present shall be necessary to elect.
- Section 6.02** **Board of Governors.** Delegates to the Board of Governors of the State Bar of Georgia representing the Western Judicial Circuit shall be elected when and as directed by the State Bar of Georgia.
- Section 6.03** **Taking Office.** The President-Elect of the Corporation shall succeed to the office of President upon the termination of his predecessor's term of office, and the officers elected at the regular March meeting shall take office during that meeting. Each shall serve for the term to which elected and until a successor is elected and qualified. The incoming President shall take the following oath of office before assuming the duties of such office:
- "I do solemnly swear (or affirm) that I will execute the Office of President of the Western Circuit Bar Association, and perform all the duties incumbent upon me, faithfully, to the best of my ability and understanding, and agreeable to the policies and bylaws, of the Western Circuit Bar Association; the laws and Constitution of the State of Georgia, and the Constitution of the United States. So help me God."
- Section 6.04** **Succession of Officers and Directors.** Except as the same may apply to the President and President-Elect of the Corporation, in the case of death, disability, removal for cause or resignation of any elected officer of Director, the Board of Directors shall appoint a successor for the balance of the term of that officer or Directors. However, the general membership of the Corporation shall ratify or reject such appointment at its next regular meeting.
- Section 6.05** **Succession of President.** Should the President of the Corporation die, become disable or resign the office, he or she shall be succeeded by the President-Elect who

shall serve for the balance of said term. However, this shall not be construed to prevent such individual from serving the term of which he or she was elected.

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

ARTICLE VII Officers

Section 7.01 **Enumeration.** The officers of the corporation shall be a President, a Treasurer, a Secretary, and such Vice Presidents, Assistant Treasurers, Assistant Secretaries and other officers as may from time to time be determined by the Directors.

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

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

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

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

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

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

President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 7.08 Vice President(s). In the absence or disability of the President, those powers and duties shall be performed by the Vice President, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate. The Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President and any other title selected by the Directors.

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

Section 7.10 Assistant Treasurers. In the absence or disability of the Treasurer, his powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 7.11 Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the members and of the Directors at their meetings. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 7.12 Assistant Secretaries. In the absence of the Secretary from any meeting of the members or, if there be no Secretary or Assistant Secretary, from any meeting of the Directors, the Assistant Secretary, if one be elected, or, if there be more than one designated for the purpose by the Directors, otherwise a Temporary Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary. Each Assistant Secretary shall have such other powers and perform such other duties as the Directors may from time to time designate.

ARTICLE VIII

Office Administrator/Executive Secretary and Lawyer Referral Administrator

Section 8.01 Duties of Office Administrator/Executive Secretary. The Office Administrator/Executive Secretary shall transact the business of the Corporation under the direction of the elected officers and or the Board of Directors and shall be the directing manager of the headquarters office. The Office Administrator/Executive Secretary shall discharge the administrative functions of the Corporation not within the duties of the officer and committees and shall stay informed in regard to the non-professional matters affecting the legal profession. The Office Administrator/

Executive Secretary shall be responsible to the Board of Directors for the execution and carrying out of the policies of the Board and the instructions of the officers.

Section 8.02 **Duties of Lawyer Referral Administrator.** The Lawyer Referral Administrator shall oversee and transact the lawyer referral activities of the Corporation under the direction of the elected officers and the Board of Directors. The Lawyer Referral Administrator shall assist the Office Administrator/Executive Secretary and shall be familiar with the functions of that position.

Section 8.03 **Appointment.** The selection, terms of employment and salary of the Office Administrator/Executive Secretary and Lawyer Referral Administrator shall be determined by the Board of Directors. The Office Administrator/Executive Secretary and Lawyer Referral Administrator shall be responsible to the Board of Directors and shall prepare a report on the activity and status of the headquarters office and Lawyer Referral program, respectively for the Board of Directors at each of its meetings in order to keep the Board of Directors informed at all times.

ARTICLE IX Committees

Section 9.01 **Standing Committees.** The standing committees and their purposes shall be:

(a) **Nominating Committee.** To perform the functions set forth in Article VI, Section 6.01, it shall consist of two (2) members of the Corporation at large appointed by the Board of Directors and the three (3) most recent past Presidents of the Corporation. The least recent past President shall serve as Chairman of the committee.

Section 9.02 **Composition; Appointment.** The President shall serve as a member of each standing committee with the authority to call meetings of any committee when necessity demands or upon failure of its chairman to do so. Each standing committee shall consist of a chairman and at least two other members in addition to the President. Unless otherwise specified in these Bylaws, the President shall appoint all committee chairmen and members. With the approval of the Director, the President may terminate any committee whose function has been fulfilled for that year or replace any member of any committee who fails to perform the duties assigned.

Section 9.03 **Special Committees.** The President may appoint and constitute any other special committee as he may deem necessary. Any such committee shall terminate upon expiration of the appointing President's term of office, unless otherwise decided by the majority vote of the Board of Directors.

ARTICLE X Sections

Section 10.01 **General.** It is the policy of the Corporation to encourage the activities of the Corporation to encourage the activities of semi-autonomous units known as sections in order to promote and serve the public and professional purposes of the

Corporation. Sections may be created whereby members of the Corporation interested in particular phases of law or practice or any other commonality of interest may advance their professional abilities and assist in the advancement of the public obligation of the Corporation. Each section existing hereunder shall have such powers and duties, not inconsistent with the Articles of Incorporation and Bylaws of the Corporation, as may be determined by the governing body of the section. Subject to the approval of the Board of Directors, the Presiding Officer of each section shall be a member of the Board of Directors.

Section 10.02 Application. Upon application the Board of Directors may establish new sections dedicated to a field of law or practice not committed to any other section of the Corporation. Every application to the Board of Directors for the establishment of a section shall set forth:

- (a) The field of law or practice to which the proposed section is to be dedicated, which shall be in the purposes of the Corporation and outside the field of law or practice committed to any existing section of the Corporation;
- (b) A statement of the need for the proposed section;
- (c) The proposed Bylaws of the section and thereafter any proposed amendment to such Bylaws;
- (d) A list of those members and their addresses who are applying for the creation of the section and who intend to become members thereof, which may not be less than ten (10) in number except for good cause shown.

Section 10.03 Reports.

- (a) **Members.** By March 1 of each year, each section shall submit to the Secretary the name of its Presiding Officer for the next fiscal year and a list of all its members in good standing.
- (b) **Activities.** Each section shall report to regular meetings of the general membership a summary of the activities of the section at least annually.

Section 10.04 Accounts. Each section shall maintain strict accounts of all receipts and expenditures of funds and shall furnish to the Treasurer of the Corporation any information which may be required by the Treasurer so that the section's financial transactions may be included and reflected in the Federal and State income tax filings and returns.

Section 10.05 Fiscal Year. The fiscal year of each section shall be concurrent with the fiscal year of the corporation.

Section 10.06 Termination. In the event a section fails to comply with the provisions of these Bylaws or in the event its membership falls below ten, it may be abolished by the Board of Directors after notice and an opportunity to be heard. All members of any section abolished hereunder will be promptly notified of the termination of the section.

Section 10.07 Existing Sections. The sections which are in existence on the adoption of these Bylaws shall continue to exist as presently constituted. These sections shall comply with all the ongoing requirements of these Bylaws.

ARTICLE XI Resolution of Disputes

Any claim, controversy or dispute arising from or relating to the Articles of Incorporation or Bylaws of the Western Circuit Bar Association ("WCBA"), or the breach thereof (hereinafter "dispute" which term is to be interpreted expansively), shall be settled by mediation and, if mediation is unsuccessful, arbitration in accordance with the Rules of Procedure for Dispute Resolution (the complete text of which is available from wmapeace.com). The methods described in this paragraph shall be the sole remedy for any such dispute, except to enforce an arbitration decision. This paragraph is governed by the Federal Arbitration Act (9 USC §§ 1-16) and shall continue to govern any dispute that may arise during or relating to any term of membership in or with the corporation, even after such membership is terminated for any reason.

ARTICLE XII Corporate Powers

Section 12.01 Duration. The Corporation shall have perpetual duration and succession in its corporate name.

Section 12.02 Powers. The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation those powers enumerated in and by Section 14-3-302 of the Georgia Nonprofit Corporation Code, Official Code of Georgia Annotated (O.C.G.A.), in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference.

Section 12.03 Emergency Powers. In addition to the powers to which reference is made in Article XII, Section 12.02 (Powers) of these Bylaws, the Corporation's Board or Directors shall have the powers in anticipation of or during an emergency enumerated in and by Section 14-3-303 of the Georgia Nonprofit Corporation Code, O.C.G.A., in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference. An "emergency" exists for the purpose of this section if a quorum of the club's Executive Board cannot readily be assembled because of some catastrophic event, in accordance with O.C.G.A. § 14-3-303(d).

Section 12.04 Indemnification. The Corporation shall indemnify its Officers and Board of Directors for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Official Code of Georgia Annotated (O.C.G.A. § 14-3-830 ff); provided, however, indemnification shall only be made upon compliance with the requirements of, and only in those circumstances in which indemnification is authorized under, those provisions.

Section 12.05 Insurance. Liability insurance may be purchased by the Corporation on behalf of those persons for whom it is entitled to purchase and maintain such coverage under, and to the extent permitted by, O.C.G.A. § 14-3-857.

ARTICLE XIII
Inspection of Records

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

ARTICLE XIV
Checks, Notes, Drafts and Other Instruments

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

ARTICLE XV
Seal

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

ARTICLE XVI
Fiscal Year

The fiscal year of the Corporation shall be the year ending with the 31st of July in each year.

ARTICLE XVII
Compliance with Internal Revenue Code

Section 17.01 No part of the Corporation's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the Corporation.

Section 17.02 Upon dissolution, the assets of the Corporation shall be distributed to another nonprofit corporation that is exempt under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, in accordance with section 14-3-1402 et seq. of the Georgia Non Profit Corporation Code.

Section 17.03 The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by

section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

Section 17.04 It is intended that the Corporation shall be entitled to exemption from federal income tax under section 501(c)(6) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

ARTICLE XVIII Conflict of Interest Policy

Section 18.01. Purpose. Western Circuit Bar Association, Inc. is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between Western Circuit Bar Association, Inc. and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of Western Circuit Bar Association, Inc. honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Western Circuit Bar Association, Inc. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Western Circuit Bar Association, Inc or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Section 18.02. Persons Concerned. This statement is directed not only to directors and officers, but to all employees who can influence the actions of For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning Western Circuit Bar Association, Inc.

Section 18.03. Areas in Which Conflict May Arise. Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

- a. Persons and firms supplying goods and services to Western Circuit Bar Association, Inc.
- b. Persons and firms from whom leases property and equipment.
- c. Persons and firms with whom is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
- d. Competing or affinity organizations.
- e. Donors and others supporting _____
- f. Agencies, organizations. and associations which affect the operations of
- g. Family members, friends, and other employees.

Section 18.04. Nature of Conflicting Interest. A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

- a. Owning stock or holding debt or other proprietary interests in any third party dealing with Western Circuit Bar Association, Inc.
- b. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Western Circuit Bar Association, Inc.
- c. Receiving remuneration for services with respect to individual transactions involving Western Circuit Bar Association, Inc.
- d. Using 's time, personnel, equipment, supplies, or good will for other than Western Circuit Bar Association, Inc. approved activities, programs, and purposes.
- e. Receiving personal gifts or loans from third parties dealing or competing with Western Circuit Bar Association, Inc. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

Section 18.05. Interpretation of this Statement of Policy. The areas of conflicting interest listed in Section 18.03, and the relations in those areas which may give rise to conflict, as listed in Section 18.04, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 18.04 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Western Circuit Bar Association, Inc.

However, it is the policy of the board that the existence of any of the interests described in Section 18.04 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Section 18.06. Disclosure Policy and Procedure. Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

- a. The conflicting interest is fully disclosed;
- b. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
- c. A competitive bid or comparable valuation exists; and
- d. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the [board or a duly constituted committee thereof].

The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Western Circuit Bar Association, Inc. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of Western Circuit Bar Association, Inc. and the advancement of its purpose.

ARTICLE XIX Amendments

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

ARTICLE XX Adoption of Bylaws

Section 19.01 Membership. All members of the Western Circuit Bar Association at the time of adoption of these Bylaws shall remain members, unless suspended or expelled as provided in paragraphs 2.05 and 2.06 of Article II.

Section 19.02 Officers. The officers of the Western Circuit Bar Association at the time of the adoption of these Bylaws shall remain the officers of the Corporation and shall continue to serve in such offices for the terms to which they were elected.

ARTICLE XXI Interpretation and Definitions.

Section 20.01 Guiding Principles. Western Circuit Bar Association, Inc.'s Articles of Incorporation and Bylaws shall be construed in accordance with the laws of the State of Georgia as they pertain to nonprofit corporations, with the exception of Article XI (Resolution of Disputes) of these Bylaws which shall be governed by the Federal Arbitration Act (9 U.S.C. §§ 1-16).

Section 20.02 Headings. All paragraph headings appearing herein are intended to facilitate references to the terms and provisions hereof and are not in any manner to be deemed to affect the construction or meaning of any term or provision.

Section 20.03 Use of Masculine and Singular Pronouns. Throughout these Bylaws the use of masculine pronouns (e.g., "he") includes the feminine (e.g., "her"), and the neuter (e.g., "it") where applicable.