

BY-LAWS OF THE
WESTERN CIRCUIT BAR ASSOCIATION, INC.

ARTICLE I
NAME, LOCATION, and PURPOSE

- Section 1.01 NAME. The name of this corporation is WESTERN CIRCUIT BAR ASSOCIATION, INC. (hereinafter the “Western Circuit Bar Association or The Corporation”).
- Section 1.02 PURPOSE STATEMENT. The Corporation is formed to uphold and defend the Constitution of the United States and of Georgia and maintain representative government, 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.
- Section 1.03 SEAL. The Seal of the Corporation shall be in such form and shall contain such symbols and wording as the Board of Directors may from time to time adopt.
- Section 1.04 LOCATION. The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered agent may be changed from time to time by the Board of Directors. The current registered office of the corporation shall be at 1220 Langford Drive, Building 200, Suite 101, Watkinsville, Georgia 30677. The Corporation’s mailing address is P.O. Box 1702, Athens, Georgia 30603-1702.
- Section 1.05 FISCAL YEAR. The fiscal year of the Corporation shall begin on the first (1st) day of August of a calendar year, and shall conclude on the thirty-first (31st) day of July of the next calendar year.
- Section 1.06 EFFECTIVE DATE. These By-Laws shall become effective on _____ day of _____, 20____.

ARTICLE II
MEMBERSHIP

- Section 2.01 CLASSES OF MEMBERSHIP. Members in the Corporation shall consist of the following classes. The eligibility requirements for such classes are as follows:

- (a) **ACTIVE:** Any person who is a member of the State Bar of Georgia and either 1) maintains his/her principal law office in the Western Circuit (Athens-Clarke County or Oconee County), 2) resides in the Western Circuit, or 3) has a significant practice within the Western Circuit. Only active members are eligible to vote or serve as officers or on the Board of Directors of the Corporation. Active members shall be required to pay full dues.
- (b) **LIFE:** An attorney who has been an Active member in good standing in this Corporation or its predecessor for twenty-five (25) years and is sixty-five (65) years old or more may be eligible for Life membership; or any member classified as a Life member under prior By-Laws of the Corporation. Life members are not required to pay dues. Any person meeting the qualifications for Life membership shall notify the Secretary of his/her qualifications.
- (c) **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 the Corporation.
- (d) **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.
- (e) **LAW STUDENT:** One who is engaged in legal studies at an accredited law school or a law school graduate awaiting admission to the Bar may be eligible for Student membership, provided such person is currently enrolled in law school or has not exceeded his/her second anniversary of graduation. Student members shall be required to pay the active member dues' rate. Student members shall not be entitled to vote or to hold office in the Corporation.
- (f) **NON-LAWYER AFFILIATE MEMBERS:** Legal assistants, court clerks, legal administrators, court administrators, and mediators registered with the Georgia Office of Dispute Resolution may apply for membership subject to approval by the Board of Directors. As a condition of membership, non-lawyer affiliates must when describing or referring in any way to their membership must disclose their status as a "Non-Lawyer Affiliate Member." Non-lawyer affiliate members shall be required to pay the active member dues' rate.

- Section 2.03 APPLICATION. A candidate for Active, Student or Non-Lawyer Affiliate Membership shall file an application using the form(s) required by the Corporation. The application shall be made to the Secretary of the Corporation, or other such person as directed by the Board of Directors. The Secretary 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. 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 meeting of the Corporation. Members under suspension or expulsion shall be ineligible to vote, hold office, or attending 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 NON-PAYMENT 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 Board of Directors and shall be payable in such installments as may be determined by the Board of Directors.
- 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 members, as a condition to membership, unless otherwise provided at the time of adoption.
- Section 3.03 WAIVER. Dues or assessments may be waived in exceptional cases by the Board of Directors.
- Section 3.04 PAYMENT PENALTIES. The Treasurer shall send by first class mail or e-mail designated by the member a dues or assessment notice to each member at his/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 has 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 in full membership if, within ninety (90) days after the installment or assessment due date he/she pays all back dues and assessments. If no such payment is made within said ninety (90) day period, his/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 meeting, 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 up to four members of the Corporation.

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 may maintain an office in such place as may from time to time be designated by the Board of Directors. The Board of Directors shall have the power to provide for the conduct of such office 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 AND REPORTS. The Board of Directors shall meet regularly to carry out the duties and responsibilities imposed by the Articles of Incorporation and the By-Laws. 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 circumstances 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(s).

ARTICLE VI ELECTIONS

Section 6.01 ELECTED OFFICERS AND NOMINATIONS. No later than the first Tuesday in March, the Board of Directors shall by majority vote produce a slate of candidates for the positions of President, President-Elect, Secretary, Treasurer and Boardmember(s). The Board of Directors shall announce those nominations to the members at the March meeting. The members may nominate additional

candidates no later than the March meeting. The members will vote on any contested positions at the May meeting. If there are no contested positions the candidates proposed by the Board of Directors shall be deemed to have been elected.

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. 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 the 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 by-laws of the Western Circuit Bar Association, the law 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 or director, the Board of Directors shall appoint a successor for the balance of the term of that officer or director. 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/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/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 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 which such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.
- Section 7.03 TENURE. Except as otherwise provided by law, by the Articles of Incorporation or by the By-Laws, each of the President, Treasurer and Secretary and all other board members shall hold office during the fiscal year following their election and thereafter until his/her successor is chosen and qualified.
- Section 7.04 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 7.05 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 7.06 PRESIDENT. The President when present shall preside at all meetings of the Directors. He/She shall be the Chief Executive Officer of the Corporation except as the Board of Directors may otherwise provide. It shall be his/her duty and he/she shall have the power to see that all orders and resolutions of the Directors are carried into effect. He/She 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 7.07 PRESIDENT-ELECT. In the absence or disability of the President, those powers and duties shall be performed by the ~~Vice President~~ or President Elect, 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 7.08 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/She shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. He/She 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. The treasurer shall draft a budget for Board approval for the following fiscal year no later than May 1st. The treasurer shall prepare a report of income and expenses for presentation at the January meeting and at the end of the fiscal year.

Section 7.09 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 may designate.

ARTICLE VIII COMMITTEES

Section 8.01 SPECIAL COMMITTEES. The President may appoint and constitute any other special committee as he may deem necessary. Any such committee shall terminate upon expiration of the appointing President's term of office, unless otherwise decided by the majority vote of the Board of Directors.

ARTICLE IX SECTIONS

Section 9.01 GENERAL. It is the policy 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 areas 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 By-Laws 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 9.02 APPLICATION. Under 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) AREA OF DEDICATION. The field 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) NECESSITY. A statement of the need for the proposed section.

(c) BY-LAWS. The proposed by-laws of the section and thereafter any proposed amendment to such by-laws.

(d) MEMBERSHIP. 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 9.03 REPORTS

(a) MEMBERSHIP. By March 1st 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 9.04 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 9.05 FISCAL YEAR. The fiscal year of each Section shall be concurrent with the fiscal year of the Corporation.

Section 9.06 TERMINATION. In the event a Section fails to comply with the provisions of these by-laws or in the event its membership falls below ten, it may be abolished by the Board of Directors after notice and opportunity to be heard. All members of any section abolished hereunder will promptly be notified of the termination of the section.

Section 9.07 EXISTING SECTIONS. The Sections which are in existence on the adoption of these By-Laws shall continue to exist as presently constituted. These Sections shall comply with all the ongoing requirements of these By-Laws.

ARTICLE X RESOLUTION OF DISPUTES

Any claim, controversy, or dispute arising from or relating to the Articles of Incorporation or By-Laws 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 XI CORPORATE POWERS

Section 11.01 DURATION. The Corporation shall have perpetual duration and succession in its corporate name.

Section 11.02 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 4-3-302 of the Georgia Non-Profit Corporation Code, Official Code of Georgia Annotated (O.C.G.A.), in effect on the date of ratification of these By-Laws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference.

Section 11.03 EMERGENCY POWERS. In addition to the powers to which reference is made in Article XI Section 11.02 (Powers) of these By-Laws, the Corporation's Board of Directors shall have the powers in anticipation of or during an emergency enumerated in and by Section 14-3-303 of the Georgia Non-Profit Corporation Code, O.C.G.A., in effect on the date of ratification of these By-Laws, 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 Corporation's Board of Directors cannot readily be assembled because of some catastrophic event, in accordance with O.C.G.A. § 14-3-303(d).

Section 11.04 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 11.05 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 XII 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, By-Laws 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 the office of the Secretary of the registered 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 XIII 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 the president or the treasurer. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE XIV CONFLICT OF INTEREST POLICY

Section 17.01 PURPOSE. There exists between the Western Circuit Bar Association. and its board, officers, and management employees and the public a fiduciary duty which carries with it a broad and unbending duty loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of the Western Circuit Bar Association honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Western Circuit Bar Association. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Western Circuit Bar Association or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Section 17.02 PERSONS CONCERNED. This statement is directed no 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 the Western Circuit Bar Association.

Section 17.03 AREAS IN WHICH CONFLICTS 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 the 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
- (f) Agencies, organizations, and associations which affect the operations of the Western Circuit Bar Association
- (g) Family members, friends, and other employees.

Section 17.04 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 the Western Circuit Bar Association.
- (b) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the Western Circuit Bar Association.
- (c) Receiving remuneration for services with respect to individual transactions involving the Western Circuit Bar Association.
- (d) Using time, personnel, equipment, supplies or good will for other than Western Circuit Bar Association approved activities, programs, and purposes.
- (e) Receiving personal gifts or bans from third parties dealing or competing with Western Circuit Bar Association. 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 17.05 INTEPRETATION OF THIS POLICY STATEMENT. The areas of conflicting interest listed in Section 17.03, and the relations in those areas which may give rise to conflict as listed in Section 17.04 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 17.04 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 is necessarily adverse to the interests of the Western Circuit Bar Association.

However, it is the policy of the board that the existence of any of the interests described in Section 17.04 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 17.06 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 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 he/she is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the Board or duly constituted committee thereof. Disclosure involving directors should be made to the board chair, or if he/she 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 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 the 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 the Western Circuit Bar Association, Inc. and the advancement of its purpose.

ARTICLE XV AMENDMENTS

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

ARTICLE XVI ADOPTION OF BY-LAWS

Section 19.01 MEMBERSHIP. All members of the Western Circuit Bar Association, at the time of adoption of these By-Laws 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 By-Laws shall remain the officers of the Corporation and shall continue to serve in such offices for the terms to which they were elected.

ARTICLE XVII
INTERPRETATION AND DEFINITIONS

Section 20.01 GUIDING PRINCIPALS. Western Circuit Bar Association, Articles By-Laws shall be construed in accordance with the laws of the State of Georgia with the exception of Article XI (Resolution of Disputes) of these By-Laws 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 PRONOUNS. Throughout these By-Laws the use of masculine pronouns (e.g. he/his/him) includes the feminine (e.g. she/her/hers) and the neutral (e.g. it/its) where applicable.

ARTICLE XVIII
USE OF THE MEMBERSHIP MAILING LIST AND/OR LIST SERVE

The Board of Directors shall maintain a mailing list and/or list serve (“the list serve”) of all active members in order to communicate relevant information to the members. The list serve shall be maintained by the Secretary or their designee. The list serve may be used to distribute information to members that may be of interest including legal employment opportunities within the Western Circuit, legal education opportunities, charitable efforts and events related to the legal field and/or the study of law and campaign events for individuals seeking elective office. In the event that a candidate for elective office seeks to use the list serve to announce an event, either the candidate themselves or an individual sponsoring the event must be an active member of the Western Circuit Bar Association. The list serve shall not be used for commercial advertisements other than those described above and shall not be used for general policy or political statements. The contact information, including email addresses, of the members shall not be released. The President shall make final determination as to whether a matter is or is not appropriate for publication to the members on the list serve.

These Modified Bylaws adopted by the membership by vote on May 8th, 2018

Benjamin Makin, President

Brian Patterson, President Elect

Lawton Stephens, Secretary

Kelly Holloway, Treasurer

Edward Brumby, Past President

Gregory Sowell, Board Member

Ryan Swingle, Board Member

Kim Michael, Board Member