

BYLAWS  
OF  
HINDS COUNTY BAR ASSOCIATION, INC.

ARTICLE I. Name

The name of this corporation is Hinds County Bar Association, Inc. It is a Mississippi nonprofit corporation.

ARTICLE II. Purposes

The corporate purposes and powers are set out in the Charter of Incorporation.

ARTICLE III. Offices

Section 1. Principal Office. The principal office of the Association shall be such place as the Officers from time to time may select.

Section 2. Additional Offices. In addition to the principal office, the Association may have such other offices as may be helpful or convenient to the Association's operations.

ARTICLE IV. Membership

Section 1.

(a) General Membership. Any lawyer, judge or presiding judge who is a member in good standing of any state or federal bar and has an interest in the Association, may become a member of this Association upon application and payment of dues.

(b) Privileged Membership. Any member of this Association, as set forth in paragraph (a) above, who has been a member in good standing for not less than 10 years and is 70 years of age, or older, may at the member's option, become a privileged member by filing a written notice of the member's election to exercise such option with the secretary. Privileged members shall not be required to pay dues but shall retain the right to vote and hold office and

shall have all other privileges and emoluments appertaining to membership.

(c) Honorary Membership. All members of the state and federal judiciary (during their tenure) with offices in Hinds, Madison, or Rankin Counties, along with the Dean of the University of Mississippi School of Law and the Dean of the Mississippi College School of Law, shall automatically be considered to be Honorary Members of the Association. A state or federal judge with offices in another county (and during his or her service as judge) may be made an Honorary Member upon his or her application to the Association. Such Honorary Members are not required to pay dues and no Honorary Member shall have the right to vote in any of the affairs of the Association, nor shall he/she have the right to serve as an Officer or Director of the Association.

(d) Student Membership. Any law student from any law school who is in good standing with said law school, may become a member of this Association upon application and payment of student dues; however, such student members shall not have voting privileges. The student member shall be welcome at all regular and special meetings, and at all social events, and shall receive the newsletter.

Section 2. Annual Meeting. The annual meeting of the members of the Association for the transaction of business shall be held in May of each year, at the place designated in the notice. Notice of the time and place of the meeting shall be given to the members by the secretary by mail not less than three (3) days prior to the meeting. (Officers and Directors elected each year shall take office immediately after the adjournment of the May meeting.) Robert's Rules of Order, Newly Revised, shall govern the proceedings of all meetings.

Section 3. Regular Meetings. Regular meetings of the members of the Association

shall be held on the third Tuesday of June, August, October, February and April of each year at a place to be designated by the Board of Directors; provided, however, the Board of Directors shall have the power to change the date of any regular meeting including the annual meeting by giving at least ten (10) days written notice to the members. Business may be transacted at such meetings.

Section 4. Special Meetings. Special meetings of the members of the Association may be called by the President, and shall be called by the Secretary, on request of any twenty (20) members, by giving at least ten (10) days' written notice by mail of the time, place and object of the meeting.

Section 5. Quorum. At all regular meetings those present shall constitute a quorum for the transaction of business. At all special meetings fifteen percent (15%) of the membership shall constitute a quorum.

Section 6. Order of Business. At the annual meeting the order of business shall be as determined by the President.

Section 7. Dues. The annual dues shall be in such amount as the Board of Directors shall, from time to time, establish and shall be payable within sixty (60) days from and after June 1 of each year. In case of non-payment the member shall stand suspended, but he or she shall be reinstated upon payment.

Section 8. Professional Ethics. The Mississippi Rules of Professional Conduct, as from time to time amended, are hereby declared to be the standards required of members of this Association.

ARTICLE V. Officers

Section 1. Election of Secretary-Treasurer.

Nominating Committee. Immediately after November 1 of each year, the President shall appoint a Nominating Committee consisting of five (5) persons. The President shall appoint to this Committee two (2) former Presidents of the Association and three (3) persons from the Association's membership. The Nominating Committee shall meet before December 1 of each year and shall nominate at least two (2) members for the office of Secretary-Treasurer. Such nominations shall be immediately made public by the Officers to the membership.

Nominating by Petition. Any member not nominated by the Nominating Committee may be nominated by petition filed with the Secretary-Treasurer signed by not less than twenty (20) members in good standing. Such petition shall be filed with the Secretary-Treasurer on or before January 15 each year.

Voting Procedure. (a) The names of all persons nominated, together with a brief biographical sketch, shall be sent by the Executive Director or Secretary-Treasurer to all members in good standing. One (1) ballot will be provided along with a small official envelope marked "For Ballot Only". A larger envelope shall be self-addressed to the Executive Director or Secretary-Treasurer and on the back thereof shall be printed the following:

"I hereby certify that I am a member in good standing of the Hinds County Bar Association, Inc."

\_\_\_\_\_  
Signature  
(Type or print name and address)

The names of the nominees shall be printed on the ballot in alphabetical order. Ballots for write-in candidates shall not be counted.

(b) Said Nominating Committee shall have nominations prepared on or before December 1<sup>st</sup> each year. The newsletter of the Association shall publish the names of nominees in the December newsletter to the membership. All nominations by the petition process shall be submitted no later than January 15 of each year. On January 25, the Executive Director or Secretary-Treasurer shall mail ballots and voting envelopes to all members in good standing. Only dues paying members of the Association in good standing shall have the right to vote. Each member shall mark the ballots for each office, place the ballot unsigned, in the official envelope marked "For Ballots Only" and seal the same. The ballot envelope shall then be placed in the large envelope addressed to the Executive Director or Secretary-Treasurer and shall be personally signed on the back thereof by the member voting. No ballot shall be valid unless it is mailed and received in the envelope signed by the member voting, and each envelope must be received not later than February 10 of such year. Ballots subsequently marked or received after February 10 shall not be counted.

(c) Immediately after the voting deadline, an Election Committee consisting of three (3) persons appointed by the President shall receive such envelopes and ballots from the Executive Director Secretary-Treasurer and shall open and count the same. Upon completion of the count, the Election Committee shall certify the results to the President and Secretary-Treasurer.

(d) If no candidate receives a majority of the votes cast, then the person receiving the highest number of votes for each position shall be declared elected.

Section 2. President. The President shall be the principal executive Officer of the Association and Chairman of the Board of Directors. He/She shall preside at all meetings of the Association and the Board of Directors. He/She shall have general supervision over the other Officers and the affairs and business of this Association. He/She shall perform all duties ordinarily incident to the office of President and recommend such action as he/she deems useful to the Association. He/She shall have power to appoint any committee he/she may desire and prescribe their duties. He/She may add duties to any standing committee. He/She shall be responsible for publicizing the activities of the Association, and shall serve, along with other members as he/she shall from time to time designate, as the liaison between the Association and the media.

Section 3. Vice President and President Elect. The Vice-President and President-Elect shall act in the absence of the President, and shall succeed to the Presidency for a one-year term at the expiration of his/her term as Vice-President and President-Elect. He/She shall perform such duties as may be assigned to him/her by the President.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall succeed to the Vice-Presidency for a one - year term at the expiration of his/her term as Secretary-Treasurer. The Secretary-Treasurer shall supervise the receipt and disbursement of and account for the funds of the Association, subject to approval of the Board of Directors. He/She shall supervise the deposit of all Association money in the name of the Association. He/She shall supervise all membership records and the collection of all dues. He/She shall be the administrative Officer of the Association and shall supervise and cause notices to be sent, and shall preserve its official minutes and correspondence. He/She shall supervise such other duties as may be assigned to

him/her by the President.

Section 5. Executive Director. The Association shall have an Executive Director who shall be appointed by the Board of Directors. The position will require the person to work closely with the Secretary-Treasurer. The person will be the agent of any Officer of the Association, to perform such duties as are assigned to him/her from time to time by the Officers.

#### ARTICLE VI. Committees

Section 1. Standing Committees. The Standing Committees of the Association shall be the Budget Committee, and such other committees as the Board of Directors shall designate. Each committee shall prepare a written report of its activities prior to April 1 of each year and shall submit it to the President.

The membership of each committee shall consist of a Chairman and other members as needed, who shall serve under the auspices of the President.

Section 2. Duties of the Committees. In addition to their other duties, it shall be the function and duty of the committees to investigate, study and make recommendations. They shall report in writing to the President. No standing or special committee shall make an official statement or take an official position on behalf of the Association on any proposal, issue, election or legislation without the prior express written approval of a majority of the Board of Directors.

The Budget Committee - this committee shall, with the assistance of the Treasurer, each year prepare a budget for the operation of the Association's spending during that year. The budget shall be prepared and submitted to the Board of Directors for its action prior to May 31 of each year.

Section 3. Special Committees. The Board of Directors may from time to time create

other special committees and define their duties. Members of such committees shall be appointed by the President.

Section 4. Removal of Committee Chairpersons or Members. The President of the Association may remove any Committee Chairperson or any committee member for good cause shown. Grounds for removal of a Committee Chairperson shall include: Failure to call committee meetings, failure to attend committee meetings, failure to complete or cause completion of duties assigned to that committee by the President of the Association, or failure to turn in a written report of that Committee's activities prior to the end of the Association's fiscal year. Grounds for removal of a committee member shall include: Failure to attend committee meetings or failure to complete duties assigned to that committee member by the Committee Chairperson. No removal of a Committee Chairperson or member shall be effected without giving that person at least five (5) days written notice of the pendency of his/her removal and the grounds therefor.

#### ARTICLE VII. Board of Directors

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors of the Association shall be ten (10). The members of the Board of Directors shall consist of the President, Vice-President and President-Elect, Secretary-Treasurer, the immediate past President, the President and President-Elect of the Jackson Young Lawyers Association and four (4) members elected from the membership of the Association. Two Directors shall be elected each year in order to have staggered terms for the Directors. The President, Vice-President and

President-Elect, Secretary-Treasurer, and the President and President-Elect of the Jackson Young Lawyers Association shall serve on the Board of Directors only for the term of their office. The immediate past President shall serve only for the year immediately following his or her service as President. Upon the adoption of these Bylaws by the Association, two (2) persons shall be elected to the Board to serve for the fiscal year ending April 1983, and two (2) years terminating at the completion of the fiscal year ending April 30<sup>th</sup>, 1984. At the expiration of the initial term of office of each respective Director, his or her successor shall be elected to serve a term of two (2) years.

Section 3. Manner of Election of Board of Directors. The nominees to serve on the Board of Directors shall be selected by the Nominating Committee, in the same manner as set forth in Article V hereof. At least two (2) persons shall be nominated for each of the positions available on the Board of Directors. However, other persons may be nominated by petition in the manner provided for in Article V herein. The nominees for the Board of Directors shall be included on the ballot listing the Officer nominees and shall be voted upon in the same manner as set forth in the aforesaid Article V.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after the organization meeting and after each annual meeting of the Association. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than the resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or a majority of the Directors, to be held at such place or places within the State of Mississippi as may be designated in such call, including meetings by

way of telephone and/or electronic mail. Any and all business may be transacted at said meeting without the necessity of such objects being stated in the call. Notice of all special meetings of the Board of Directors shall be given in writing to each Director by at least three (3) days service of the same by letter, telegram, cablegram, or other similar communications, provided, that by unanimous consent of the Directors executed in writing before or after such meetings, a special meeting may be held without notice at any time or place.

Section 6. Quorum. A minimum of four (4) Directors elected and then serving who are present or otherwise participating by way of telephone or electronic mail shall constitute a quorum for the transaction of business at any regular or special meetings.

Section 7. Vacancies. All vacancies on the Board of Directors whether caused by resignation, death or otherwise may be filled by a majority vote of the Board of Directors at a Regular Meeting or Special Meeting in the event more than half of the vacant Director's term has expired. In the event less than half of the vacant Director's term has expired, a Special Election by the members shall be held in the same manner as set forth in Article V. A Director thus elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

Section 8. Informal Action by Board. Any action required to be taken at a meeting of the Board or any other action which may be taken at the meeting of members may be taken with like effect without a meeting if a consent in writing setting forth the actions so taken shall be signed by a representative of each Board Member.

Section 9. Waivers. In lieu of any notice of meeting or place of meeting such meetings may be held at any time and at any place upon the written waiver of notice by all of the

Board members, whether before or after the time stated herein. The attendance of a member at any meeting shall be deemed a waiver of notice unless his/her appearance at such meeting is made for the sole purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10. Removal of Officers or Directors. The Board of Directors shall have the power to remove any Officer or director of the Association for good cause shown. Grounds for removal of an Officer or director shall include: Failure of that Officer or director to attend at least one-half of the meetings of the Association and Board of Directors during the first six (6) months of his/her term or failure to attend at least one-half of such meetings during the duration of his/her term. At least five (5) days written notice of the pendency of the removal proceeding, the grounds therefor, and the time that the proceeding shall be taken up by the Board of Directors shall be given to the Officer or director sought to be removed. A vote of a majority of the membership of the Board of Directors present and voting shall be necessary to remove any Officer or Director of the Association.

#### ARTICLE VIII. Miscellaneous

Section 1. Limits on Public Statements. No Officer, Director, Committee Chair or Committee Member shall make an official statement or take an official position on behalf of the Association on any proposal, issue, election or legislation without the prior express written approval of a majority of the Board of Directors.

Section 2. Contracts. The President or Vice-President and President-Elect is authorized with prior approval of the Board to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and to institute, join in, or become a

party to any suit of law or in equity in which the Association may have an interest. The Secretary-Treasurer of the Association may attest the signatures of such Officers and affix the corporate seal, if any, to any such instrument; however, the presence of such attesting signature or corporate seal shall not be required for the validity of such instrument unless required by law. Other Officers or employees may be empowered by the Board of Directors to execute such contracts or instruments as the Board directs.

Section 3. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific incidents.

Section 4. Banking Transactions. All checks, drafts, or other orders for the payment of money issued in the name of the Association shall be signed by the Secretary-Treasurer or such other Officer or employee of the Association and in such manner as shall be, from time to time, determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the Association not otherwise employed shall be, from time to time, deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.


Section 6. Fiscal Year. The fiscal year of the Association shall commence on June 1 of each year and end on the 30<sup>th</sup> day of May each year.

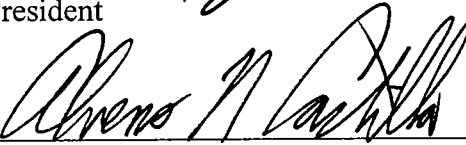
Section 7. Benefits. No part of the receipts or assets of the Association shall ever inure to the benefit of any individual or private organization except for such organization which qualifies for income tax exemption under Section 501(c) of the Internal Revenue Code of 1986, or subsequently applicable Internal Revenue Code section.

Section 8. Corporate Seal. The Board of Directors may provide a suitable corporate seal for use by the Association, but no seal shall be necessary for the validity of any transaction except as may be required by law.

Section 9. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting or at any special meeting called for the purpose, provided that written notice of proposed amendments shall have been mailed to the members not less than three (3) days in advance of such meeting.

These Bylaws were adopted by this Association at a duly constituted meeting held April 19, 1994, and subsequently amended at a duly constituted meeting held April 20, 2004.

  
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President

  
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Secretary-Treasurer