

## **BY-LAWS**

### **ARTICLE I**

#### **Name and Objective**

**Section 1.** This Association shall be known as the NASHVILLE BAR ASSOCIATION.

### **ARTICLE II**

#### **Membership**

**Section 1.** Who may be members.

Any person holding a license to practice law before the Supreme Court of Tennessee, or the highest court of any jurisdiction, and in good standing may become a member of this Association.

**Section 2.** Classes of membership.

Members of this Association will be divided into classes as follows:

- A. Emeritus members: Members who either have retired from the full-time practice of law after at least forty (40) years of membership in the Association or who have maintained such membership for fifty (50) years.
- B. Honorary members: Members who upon recommendation of the President or the Board of Directors are elected to such status by the Board of Directors.
- C. Active members: All members of the legal profession who are neither emeritus nor honorary members.
- D. Associate members: The Board of Directors may create a class or classes of associate membership including but not limited to paralegal, legal assistant associate member or law student associate member consisting of persons who are not licensed to practice law but who are qualified through education, training or work experience to perform, under the direction of an attorney, substantive work requiring knowledge of legal concepts. The Board may impose additional membership requirements on any class or classes of associate members as the Board may see fit. Such associate members shall not be eligible to hold office in the Association, shall have no voting rights in any elections, activities or function of the Association, but shall have all the other rights and benefits of members.

**Section 3.** Privileges of members.

All members are entitled to participate in all programs and meetings of the Association, and to the use of any facilities maintained by the Association. The Association, through its Board of Directors, may assess fees and charges for the use of any of its facilities or participation in any of its programs. All active members are entitled to vote and to serve on any of its committees.

Only active members, as defined above, are entitled to serve as directors or officers of the Association.

**Section 4.** Election to membership.

Any eligible applicant to membership shall upon payment of appropriate dues for the then current year be deemed to be a member in good standing.

**Section 5.** Termination of membership.

- A. All annual dues shall be payable on the first day of November each year. If delinquency shall continue until December 31, such member shall cease to be a member and his or her name shall be stricken from the membership rolls. However such delinquent member shall not be entitled to vote under Article V, Section 4.
- B. A member whose name has been stricken for non-payment of dues from the membership rolls may be reinstated by following the procedures set forth in Article II, Section 4.
- C. Any member who does not hold a license to practice law or is not in good standing with the Tennessee Supreme Court shall be expelled for the period of any suspension or disbarment.
- D. Persons ceasing to be members for any cause forfeit all rights and privileges of membership.
- E. Any associate member who, in the sole discretion of the Executive Committee, is determined to have violated any membership requirement, to have engaged in the unauthorized practice of law, to have contravened any provision of the Rules of Professional Conduct or to have violated any code of ethics for any allied profession which is admitted to membership, may be terminated upon the majority vote of the Executive Committee.

**Section 6.** Amount of dues.

Emeritus and honorary members shall be exempt from the payment of dues. The dues of the active members shall be fixed by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board. A minimum of twenty (20) days notice of any proposed change shall be given to the membership and to the Board prior to the regular or special meeting at which a motion to change dues shall be considered. Any members joining after April 30 shall pay one-half (1/2) of the applicable annual dues for that fiscal year. Dues of any other class of members shall be fixed by the Board of Directors by a simple majority vote. Dues for the entire year shall be deemed earned when paid, and there shall be no refunds based on death or resignation. Refunds may be made if there is an overpayment or duplicate payment.

**ARTICLE III**

**Board of Directors**

**Section 1.** The management of the affairs of the Association shall be vested in a Board of Directors composed of nineteen (19) members. It shall be the duty of the Board of Directors to exercise complete management and control over the policy, program and affairs of the Association between membership meetings, subject only to directives of the prior membership meeting; to employ and fix salaries of paid employees of the Association; and to approve the expenditures of funds of the Association.

**Section 2.** Six (6) directors shall be elected each year prior to the annual meeting of members by written ballot and shall serve for three (3) years each with terms beginning on January 1 of the following year and ending on December 31 three years hence, or until their successors are duly elected, except that the Board member who is elected President-elect, by the other members of the Board in accord with Article IV, Section 1 shall serve one (1) additional year as President of the Association. For purposes of the election of officers as provided in Article IV, Section 1 of these by-laws the six (6) new directors shall be entitled to vote and fully participate in the election and for this purpose are deemed members of the Board of Directors.

**Section 3.** The Board shall meet immediately prior to the annual meeting of members, and shall meet at such other times and at such places as the President may direct. The President shall call a meeting upon the request of any three (3) members of the Board. The Board may fix times and places for its regular meetings by resolution.

**Section 4.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting. Once a quorum is announced at a meeting, business may be transacted until the meeting is adjourned regardless of the number of members present. The transaction of business at Board meetings may proceed in accord with the current edition of "Robert's Rules of Order". The Parliamentarian, when asked by the President, will resolve questions of procedure and interpretation or application of the current edition of "Robert's Rules of Order" for the benefit of the orderly transaction of business at Board meetings.

**Section 5.** The Board shall fill any vacancy occurring therein by electing an active member of the Association to fill such vacancy for the unexpired portion of such three (3) year term.

**Section 6.** Notice of meeting of the Board of Directors, other than the annual meeting or those regular meetings fixed by Board resolution, shall be given or delivered to each Director not less than two (2) days before the date of the meeting. Such notice shall state the date, time and place of the meeting and may be given or delivered electronically or by any other usual means of communication.

**Section 7.** The Board of Directors shall adopt policies and procedures from time to time on various issues, which will govern the business of the Association unless the Board by subsequent motion, determines that an exception should be made.

**Section 8.** A director who regularly fails to attend meetings of the Board may be removed by the affirmative vote of twelve (12) directors.

**Section 9.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the Board, or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

**Section 10.** With the permission of the President or the Chairman of the committee, as the case may be, members of the Board of Directors, or any committee designated by the Board, may

participate in a meeting of such Board, or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

## **ARTICLE IV**

### **Officers**

**Section 1.** The officers of the Association shall consist of the President, the President-elect, the First Vice President, and the Second Vice President. The President shall assume his or her office as President after serving as President-elect until his or her successor as President-elect assumes office. The President-elect, the First Vice President, and the Second Vice President shall be elected from the membership of the Board of Directors at its meeting immediately prior to the annual membership meeting of the Association.

The President-elect, the First Vice President, and the Second Vice President shall be elected by the twenty-five (25) members then constituting the Board of Directors. A majority of those present and entitled to vote shall be necessary to elect each officer. The Board, at its regular November meeting, shall adopt a resolution setting forth the eligibility for election and other matters relating to the election of officers.

At a time and place to be designated by the President-elect, the Board of Directors shall elect a Secretary, who during his or her term as Secretary shall also serve as Parliamentarian, a Treasurer, and an Assistant Treasurer, (who shall be nominated by the newly elected President-elect) none of whom need be members of the Board, and all of whom shall assume their offices when the President-elect assumes the office of President. The Treasurer shall serve as an ex-officio, nonvoting member of the Board. The President-elect of the Association shall also advise the Board of Directors of the name of the Association member he or she has selected to serve as General Counsel to the Nashville Bar Association for the following year for the Board to approve.

**Section 2.** The terms of all officers shall begin on the first day of January following the election of said officers and end on the 31st day of December of the succeeding year or until their successors have been elected and qualified. Vacancies shall be filled by the Board.

**Section 3.** In the temporary absence or disability of the President, as may be determined by the Board of Directors, his or her duties shall be discharged by the President-Elect, First Vice President or Second Vice President, in accordance with their job descriptions.

**Section 4.** Committee Chairpersons. At the regularly scheduled November meeting, the then President-elect of the Association shall advise the Board of Directors of the names of all Association members he or she has selected for Committee Chairperson appointments for the following year.

## ARTICLE V

### Elections

**Section 1.** The President shall appoint a Nominating Committee composed of seven (7) members not less than eight (8) weeks prior to the annual meeting of members. The said committee shall submit the names of twelve (12) nominees to the President not less than forty-five (45) days before the date of said meeting, and the President shall transmit the committee's report to all members of the Association as soon thereafter as practicable, but in any event not less than thirty (30) days prior to the annual meeting of members. In the event the President receives not less than thirty-five (35) days before the date of said annual meeting a petition bearing the signatures of seventy-five (75) active members of the Association and nominating an individual, the name of said nominee shall be included on the official ballot and in the report transmitted to all members of the Association.

**Section 2.** Official Ballot. The Secretary shall provide an official ballot containing the names of all candidates nominated, as provided in Section 1 of this Article, arranged in random order by a draw of the nominating committee. The ballots shall be so printed as to give the member an opportunity to designate a choice in the square at the left of the name of the candidate. This ballot shall be furnished to each member as stated in Section 4 of this Article. The Board of Directors shall determine both the method of distribution and verification of ballots and the method of distribution of biographical information regarding the candidates.

**Section 3.** Judges. Fifteen (15) days prior to the annual meeting of members, the President shall appoint three (3) judges who are not candidates or members of the Board of Directors, who shall have supervision over the election, together with the President.

**Section 4.** Voting. At least twenty-five (25) days prior to the date fixed for the annual meeting of members, each member entitled to vote shall be mailed the ballot, prepared according to Section 2 of this Article, with instructions to mark the names of six (6) candidates, neither more nor less, for whom the member desires to vote, and to return said ballot to the office of the Association on or before 5:00 p.m. on the date ten (10) days immediately before the annual meeting. A ballot purporting to vote for either more or less than the number of directors to be elected by the members shall not be counted. Voting by proxy shall not be permitted.

**Section 5.** Canvass. At 5:00 p.m. on the date specified in Section 4 of this Article the judges shall meet, review the tabulation of results, and certify those six (6) elected. The judges shall report the results forthwith to the President of the Association. The six (6) candidates receiving the highest number of votes shall be duly elected. In case of a tie in the election of the Board of Directors, the President shall cast the deciding vote. The number of votes cast for any candidate shall be confidential.

**Section 6.** Board Ratification. The Board of Directors shall ratify the results of the election and resolve any disputes arising with respect thereto. The decision of the Board on such matters shall be final.

## ARTICLE VI

### Committees

**Section 1.** The Association shall have standing committees as have heretofore been provided for in these By-Laws until such time as the Board of Directors, by majority vote of its membership, shall by resolution provide for abolishing or combining any of those previously provided for, or for creating additional standing committees. The Board shall have the power to change standing committees from time to time.

**Section 2.** All standing committees shall be composed of such number of members as the Board of Directors may by resolution, from time to time, prescribe. Membership on standing committees at the adoption of these amended provisions of Article VI shall not be changed or affected thereby. When the principal functions of any previous standing committees are transferred to another committee, the members of the committee performing those functions are transferred to the extent the Board shall find this practical, and the Chair of each affected committee shall become co-Chairs of the remaining committee for the remainder of the term.

**Section 3.** In appointment of committee Chairs, to the extent it may be practical under the circumstances then existing, the President-elect shall appoint them to a term of one year. Appointments to fill vacancies for unexpired terms shall be made by the President. Committee membership shall be open to all members of the Association indicating a desire to serve as a member of the committee.

**Section 4.** The duties and structure of standing committees shall be defined from time to time by resolution of the Board. The President may, at any time, appoint such special committees as he or she may deem necessary, to serve during the incumbency of such President.

**Section 5.** With the approval of the Board of Directors, an Executive Committee of the Board may be created, to consist of not more than seven (7) nor less than four (4) members. Said members shall include the President, the President-Elect, the First Vice President, and the Second Vice President. The Board may, by resolution, prescribe policies establishing the procedures of the Executive Committee, and defining its duties and responsibilities. The Executive Committee shall hold its meetings in person, at such times and places as it may determine, and no action of the Executive Committee shall be taken except at a meeting where a majority of the members are physically present at the meeting and consent to such action. The President-Elect shall serve as the chair of the Executive Committee.

**Section 6.** With the approval of the Board of Directors, a Finance Committee of the Board may be created to consist of such numbers as designated by the Board. Members of the Committee shall include the Treasurer, Assistant Treasurer, President, and President-Elect. The Treasurer shall serve as chair of the Finance Committee. The Board may, by resolution, proscribe policies establishing the procedures of the Finance Committee and defining its duties and responsibilities.

## **ARTICLE VII**

### **Membership Meetings**

**Section 1.** The annual meeting of the members shall be held between November 15, and December 15 of each year. Special meetings may be called by the President, by a majority of the entire Board of Directors, or by written request to the President made by five percent (5%) of the members entitled to vote at such meeting. All meetings of the members shall be held at such date, time and place as may be set by the Board of Directors, or by those calling a special meeting.

**Section 2.** Ten percent (10%) of the membership of the Association shall constitute a quorum for the transaction of business at any meeting.

## **ARTICLE VIII**

**Section 1.** Matters of procedure at any meeting of the membership, or of the Board of Directors, shall follow rules which may be adopted by the Board, and if no rules or procedure have been adopted, and if the matter is not provided for in the By-Laws, then "Robert's Rules of Order" shall govern.

## **ARTICLE IX**

### **Amendments**

These By-Laws may be amended by any one of three (3) following methods:

- A. By a majority vote of those members present and voting at any annual meeting of the Association where twenty (20) days' notice has been given the membership as to the facts and contents of the proposed amendment;
- B. By a majority vote of those members present and voting at any special meeting of the Association called for that purpose where twenty (20) days' notice has been given the membership as to the facts and contents of the proposed amendment; or
- C. By a majority vote of the voting members of the Association by secret mailed ballot, where the facts and contents of the proposed amendments have been mailed to the membership at least twenty (20) days in advance of the voting deadline.

The method by which an amendment is submitted to the membership for vote shall be decided by the Board of Directors, in its sole discretion.

*These By-Laws include amendments ratified at a meeting of the membership on December 7, 2006 and at a meeting of the membership on December 3, 2009.*