

AMENDED AND RESTATED BY-LAWS OF THE YOUNG LAWYERS DIVISION



Article I | Name, Purpose, & Fiscal Year

Section 1: The name of this organization shall be the YOUNG LAWYERS DIVISION OF THE NASHVILLE BAR ASSOCIATION, INC. It shall, in short form, be referred to as the "YLD".

Section 2: The purpose of the YLD shall be to promote a better understanding of the law and the legal profession to the general public; to sponsor community, educational, and professional programs for the general public and the legal profession; and to encourage fellowship among the young lawyers of Davidson County, Tennessee.

Section 3: The fiscal year shall run from November 1 through October 31.

Comments to the 2006 Amendments

Section 1: The last sentence has been added to codify the commonly used abbreviation.

Section 2: The changes are stylistic only; no substantive change is intended. Stylistic changes that do not reflect an intent to alter the meaning have been made throughout the bylaws.

Section 3: The fiscal year provision previously appeared in Article III, Section 1. It has been moved because the "fiscal year" is referenced in Article II, Section 1 and in several subsequent places.

Article II | Membership

Section 1: To be eligible for membership in the YLD, a person must (1) be a licensed attorney, (2) be a member of the Nashville Bar Association, and (3) as of the first day of the current fiscal year, either (A) have been under thirty-six (36) years of age or (B) have graduated from law school within the previous twelve (12) years.

Section 2: All eligible members will automatically become members of the YLD upon payment of YLD dues to the Nashville Bar Association, subject to a YLD opt-out provision within the Nashville Bar Association application.

Section 3: Annual dues shall be assessed pursuant to the policy of the Nashville Bar Association. All members shall pay annual dues in a sum designated by the Board of Directors of the YLD. Dues statements shall be sent in conjunction with those of the Nashville Bar Association.

Section 4: Only members in good standing who have paid their annual dues shall be entitled to vote at annual meetings or special meetings of the YLD, be an officer of the YLD, serve on the Executive Committee, serve on the Board of Directors, or otherwise enjoy the privileges of members.

Comments to the 2006 Amendments

Section 1: This Section has been rewritten to clear up ambiguities in the previous language, to eliminate language that is no longer necessary, and to make the language more accurately reflect what is believed to have been the intended meaning of the original drafters. Note that someone otherwise eligible for membership who turns 36 or reaches the 12th anniversary of their graduation from law school remains eligible for the duration of the fiscal year. The three substantive changes that have been made are (1) the last year of eligibility expires at the end of the fiscal year, instead of the end of the calendar year, (2) the time for eligibility based on years of practice begins running when an individual graduates from law school, rather than when an individual is "admitted to practice in any state," and (3) eligibility based on years of practice has been extended from 10 (ten) years to 12 (twelve) years. Having eligibility expire at the end of the fiscal year instead of the end of the calendar year is intended

to simplify questions concerning an individual's eligibility for membership. Measuring eligibility from law school graduation rather than admission to practice in any state was thought to be desirable because the Nashville Bar Association keeps track of the former but not the latter. Expanding eligibility based on years of practice from 10 (ten) years to 12 (twelve) years was thought to be desirable because twelve (12) years is the time a person going directly through law school is generally eligible to be in the YLD. Accordingly, we thought allowing attorneys to be YLD members during their first twelve (12) years to be fair.

Section 2: This Section has been rewritten to reflect current practice.

Section 3: The following sentence has been removed: "Dues shall be prorated for the first year." In practice, dues are prorated only 50%, and it was thought to be desirable not to obligate the YLD to pro-rate dues for the first year, even if the practice continues.

Section 4: This section has been revised to clarify that all officers, members of the Executive Committee, and members of the Board of Directors must be members of the YLD.

Article III | The Officers & the Executive Committee

Section 1: The officers of the YLD shall consist of a President, a President-Elect, a Secretary, and a Treasurer.

Section 2: The Executive Committee shall consist of the four officers described above, the Membership Director, Professional Development Director, Public Service Director, and the Events Director. No person may occupy two positions on the Executive Committee simultaneously. The term of each position on the Executive Committee shall be the fiscal year.

Section 3: The President shall be the chief executive officer of the YLD and shall preside at all meetings of the YLD, the Executive Committee, and the Board of Directors. Except where otherwise noted, the President shall have the exclusive authority to select the Chairpersons, Vice Chairpersons, and/or Co-Chairpersons of the Committees.

Section 4: The President-Elect shall automatically succeed to the office of President at the start of the fiscal year. In the absence of the President, the President-Elect shall preside at the meetings of the YLD, the Executive Committee, and the Board of Directors. In the event of the disability, death, disqualification, or resignation of the President, the President-Elect shall become President and shall hold the office for the remainder of the fiscal year as well as for the next fiscal year, and the office of President-Elect shall remain vacant until the next fiscal year.

Section 5: The Secretary or his or her designee shall keep the records and papers of the YLD and shall keep the minutes of all meetings of the YLD, the Executive Committee, and the Board of Directors. The Secretary shall give all notices required by these bylaws or by the orders of the President, Executive Committee, or Board of Directors.

Section 6: The Treasurer or his or her designee shall prepare a Treasurer's report, which shall consist of at least a cash flow statement, and submit it to the Board of Directors for approval on a monthly basis. The Treasurer shall prepare an annual budget and submit it to the Executive Committee for approval at the beginning of the fiscal year. The Treasurer shall approve and process all requests for reimbursement.

Section 7: The Membership Director shall oversee the chairpersons of the Recruitment Committee and such other committees as the Executive Committee may deem appropriate.

Section 8: The Professional Development Director shall oversee the chairpersons of the Continuing Legal Education ("CLE") Committee, OYEZ! Committee, and such other committees as the Executive Committee may deem appropriate.

Section 9: The Public Service Director shall oversee the chairpersons of the Mock Trial Committee and such other committees as the Executive Committee may deem appropriate.

Section 10: The Events Director shall oversee the chairpersons of the Carbolic Smoke Ball Committee, the Social Committee, and such other committees as the Executive Committee may deem appropriate.

Section 11: The Executive Committee shall provide the general management of the affairs of the YLD, except that the Executive Committee shall not have the authority to take any of the actions described in Article IV, Section 3. The Executive Committee shall have the exclusive authority to approve the annual budget, to authorize expenditures, to create or eliminate committees

whose existence is not required by these bylaws, to approve or ratify contracts, to remove a member of the Board of Directors who is not on the Executive Committee, and to otherwise set the policy of the YLD.

Section 12. A meeting of the Executive Committee may be called by the President or any three (3) members of the Executive Committee, and the Executive Committee shall meet at least quarterly. A quorum shall consist of a majority of the members of the Executive Committee. Proxies are not allowed, but Members of the Executive Committee may participate telephonically. All actions of the Executive Committee shall be by the affirmative vote or consent of a majority of the Committee and shall be reported at the next meeting of the Board of Directors. When necessary, questions of procedure shall be determined by Robert's Rules of Order.

Section 13: In the event of the disability, death, disqualification, or resignation of the President-Elect (except when the President-Elect has succeeded to the office of the President due to the disability, death, disqualification, or resignation of the President pursuant to Section 4 of this Article), Secretary, Treasurer, Membership Director, Professional Development Director, Public Service Director, or Events Director, the Board of Directors shall elect a successor, who shall hold the office for the remainder of the fiscal year.

<p><i>Comments to the 2006 Amendments</i></p>

Section 1: The second sentence has been moved to Section 4 of this Article to provide more intuitive organization.

Section 2: The original bylaws did not call for an Executive Committee. As the size of the Board of Directors increased, however, it became necessary to form an Executive Committee, and this section memorializes the practice.

Section 3: The former Section 3 has been eliminated entirely, as it did not reflect current practice. The new Section 3 corresponds to former Section 4. Since the Executive Committee is a formal part of these Amended and Restated Bylaws, language has been added authorizing the President to preside at meetings of the Executive Committee. The provision requiring the President to nominate committee members has been eliminated as impractical, and in keeping with current practice, that authority has been given to the Committee Chairs in Article IV, Section 4. The provision subjecting the President's appointments of chairpersons to the approval of the Board has been eliminated as impractical and inconsistent with current practice.

Section 4: This Section corresponds to the former Section 5. Parts of the former Section 1 have been moved here to provide more intuitive organization. Death and disqualification of the President have been added as events calling for the succession of the President-Elect, and the President-Elect shall become President rather than "acting president with all powers of the president." "Disqualification" in this context means disqualification from membership in the YLD, such as, for example, if the President is disbarred. The sentence calling for the President-Elect to assist the President in making committee appointments has been eliminated, as the responsibility for making committee appointments now lies with the Committee Chairs pursuant to

Article IV, Section 4.

Section 5. The Section corresponds to the former Section 6. The Secretary has the added responsibility of keeping the minutes of the Executive Committee. Since the Secretary is elected by the entire YLD, the provision allowing the President or the Board of Directors to assign other duties to him or her has been eliminated, although this change is not intended to suggest that the Secretary may not accept additional responsibilities naturally incident to the office. The Secretary has additional duties outlined in Article V.

Section 6. This Section corresponds to the former Section 7. It has been rewritten to reflect current practice.

Sections 7-10. These Sections are new and have no analogues in the original bylaws. The language is intended to reflect current practice.

Section 11. This Section is new, although it roughly corresponds to the former Article III, Section 8, which concerned the authority of the Board of Directors. The revised section formalizes the practice of recent years, when the Board of Directors became too

large to make executive-level decisions on a regular basis, so most decision-making concerning the policies and priorities of the YLD occurs in the Executive Committee.

Section 12. This Section is new and has no analogue in the original bylaws, which did not contemplate an Executive Committee.

Section 13. The original bylaws allowed the Board of Directors to fill any vacancy on the Board. This seemed incongruous in light of the President's authority to nominate members of the Board other than the Executive Committee. Consequently, the Board of Directors' authority to fill vacancies has been limited to vacancies in a position on the Executive Committee. Note that when the President-Elect succeeds to the Office of the President because of the death, disability, disqualification, or resignation of the President, the Office of the President-Elect remains vacant for the remainder of the fiscal year, but if the Office of President-Elect becomes vacant because of the death, disability, disqualification, or resignation of the President-Elect, the Board of Directors fills the vacancy, thereby effectively electing the next President.

Article IV | The Board of Directors & Committees

Section 1: The Board of Directors shall consist of (a) all members of the Executive Committee; (b) two representatives from each of the permanent committees, (c) a liaison to the Young Lawyers Division of the American Bar Association, (d) a liaison to the Young Lawyers Division of the Tennessee Bar Association, and (e) up to two representatives from each of such other committees as the Executive Committee may create. The term of each position on the Board of Directors shall be the fiscal year.

Section 2: The permanent committees shall be the Recruitment, Continuing Legal Education ("CLE"), OYEZ!, Mock Trial, Carboic Smoke Ball, and Social Committees.

Section 3: A vote of a majority of the members of the Board of Directors present at any meeting at which a quorum exists shall be required to take the following actions:

- (a) increase or reduce the annual YLD dues;
- (b) approve the Treasurer's monthly reports;
- (c) approve its minutes;
- (d) fill a vacancy in the office of President-Elect, Secretary, Treasurer, Membership Director, Public Service Director, or Events Director pursuant to Article III, Section 12;
- (e) designate the date, time, and location of the annual meeting of the YLD pursuant to Article V, Section 1;
- (f) call for a special meeting of the YLD members pursuant to Article V, Section 7;
- (g) amend these bylaws pursuant to Article VI, Section 2; and
- (h) dissolve the YLD.

Section 4: Each committee chairperson represented on the Board of Directors shall have the authority and responsibility to appoint members of the YLD to his or her committee.

Section 5. The Board of Directors shall generally meet on a monthly basis, and meetings shall generally consist of a report from the Executive Committee, a Treasurer's report, reports of the various committees as appropriate, and any other business the Board of Directors desires to take up.

Section 6: A meeting of the Board of Directors may be called by the President or a majority of the Board of Directors. A quorum shall consist of a majority of the members of the Board of Directors. Proxies are not allowed, but Members of the Board of Directors may participate telephonically. All actions of the Board of Directors shall be by the affirmative vote or consent of a majority of those members present and voting. When necessary, questions of procedure shall be determined by Robert's Rules of Order.

Comments to the 2006 Amendments

Section 1: The closest analogue in the original bylaws was Article III, Section 2. The Immediate Past President's seat on the Board of Directors has been eliminated because, in practice in recent years, the Immediate Past President has not served. The heads of the Recruitment, CLE, OYEZ!, Mock Trial, Carboic Smoke Ball, and Social Committees, as well as liaisons to the Young Lawyers Division of the American and Tennessee Bar Associations, are made permanent positions on the Board of Directors.

Section 2. The more well established committees are made permanent committees, such that they can be eliminated only by amending the bylaws.

Section 3: There is no analogue in the original bylaws, as almost all authority previously rested with the Board of Directors. The language here reflects an intention to reserve to the Board of Directors certain fundamental decisions, particularly decisions concerning the YLD's existence and structure, as well as decisions that operate as a check on the Executive Committee.

Sections 4-5. The language is intended to reflect current practice.

Section 6. The quorum and majority rule provisions are carried forward from the former Article III, Section 8. The other provisions are added either to reflect current practice or fill in gaps in the original bylaws.

Article V | Annual Meetings, Elections, & Special Meetings

Section 1: Within 60 (sixty) days of the end of the fiscal year, the YLD shall hold an annual meeting of its members for the purpose of electing the next fiscal year's President-Elect, Secretary, Treasurer, Membership Director, Professional Development Director, Public Service Director, and Events Director, and taking up any other business the membership deems appropriate. The meeting shall be held at a date, time, and location designated by the Board of Directors, notice of which the Secretary shall provide to the membership pursuant to Section 4 of this Article. The annual meeting may coincide with a monthly meeting of the Board of Directors.

Section 2: The President-Elect may appoint a Nominating Committee consisting of himself or herself and at least 4 (four) other members of the Board of Directors who are not seeking a position on the Executive Committee. Such a Nominating Committee may nominate one or more members of the YLD for any or all of the positions on the Executive Committee. To be effective, the Secretary must receive notice of the Nominating Committee's nominations at least 45 days before the Annual Meeting.

Section 3: Any YLD member may nominate himself or herself or another member of the YLD for a position on the Executive Committee by submitting to the Secretary in support of the nomination a petition containing the signatures of at least 20 (twenty) YLD members. To be effective, the Secretary must receive the petition at least 7 (seven) days before the Annual Meeting.

Section 4: At least 30 (thirty) and no more than 45 (forty-five) days before the annual meeting, the Secretary shall provide notice of the date, time, and location of the meeting and all nominations received to date to the YLD membership via e-mail. If a candidate is nominated after the notice, the Secretary shall promptly provide notice of the nomination to the YLD membership via e-mail.

Section 5: If there are no nominations for a position on the Executive Committee prior to the Annual Meeting, then nominations for that position shall be taken from the floor, and a motion and a second shall be sufficient to be nominated.

Section 6: Contested elections shall be decided by secret ballot, which the Secretary shall prepare, count, and make available for inspection after the election to any member of the YLD. To be elected, a candidate must win a majority of the votes cast for that office. If there are more than two candidates and no candidate receives a majority of the votes, the candidate receiving the least votes shall be removed from the ballot, another vote shall take place, and this process shall continue until a candidate is elected.

Section 7: Special meetings of the membership of the YLD may be called (a) by the Board of Directors, or (b) by submitting to the Secretary a petition containing the signatures of at least 100 (one hundred) members of the YLD. In the event a special

meeting of the membership is called, the Board of Directors shall designate the date, time, and location of the meeting, notice of which the Secretary shall provide to the membership in the same manner as for annual meetings.

Section 8: There is no quorum requirement for annual and special meetings. Proxies are not allowed, and Members must be present to participate. When necessary, questions of procedure shall be determined by Robert's Rules of Order.

Section 9: As used in this Article, "petitions" may be online petitions, and signatures may be electronic.

Comments to the 2006 Amendments

Section 1: The predecessor to this Section was Article IV, Section 1. It has been rewritten to improve clarity and to reflect current practice.

Section 2: This provision proved to be the most controversial. Unable to come to a consensus, the drafters have memorialized the current practice, which some argued should be modified or abandoned.

Section 3: A petition requirement was thought to be desirable in order to (a) assure that the candidate is credible, and (b) enable the membership to be notified in advance that a contested election will take place.

Section 4: The notice requirements from the original bylaws have been revised to more clearly set forth the timeline, to provide for notice via e-mail, and to eliminate the requirement that notice be provided in the Nashville Bar Journal and YLD newsletter. The Secretary may also provide notice in the Nashville Bar Journal and YLD newsletter, but he or she is not required to do so.

Section 5: This may have been the practice under the original bylaws, although the original bylaws did not address the issue.

Section 6: This may have been the practice under the original bylaws, although the original bylaws did not address the issue.

Section 7: The provision permitting the membership at large to call for a special meeting is new. Naturally, it is not anticipated that this will happen often, but the drafters believed it was important that the membership at large have the ability to call a special meeting if necessary.

Section 8: This provision has been added to reflect current practice and fill in gaps in the original bylaws.

Section 9: This provision is new.

Article VI | Amendments

Section 1: The Board of Directors may amend these bylaws at any time by 2/3 (two-thirds) vote of those present at a duly constituted meeting of the Board of Directors. Any such amendment may be repealed at the next duly constituted annual or special meeting of the YLD by a majority vote of the YLD members present.

Section 2: These bylaws may also be amended at any duly constituted annual or special meeting of the YLD members. Any such amendment must be approved by two-thirds (2/3) vote of the YLD members present.

Comments to the 2006 Amendments

Section 1. This Section is new. The drafters believed that the original bylaws made it too difficult to amend the bylaws and have sought to create a procedure that is similar to typical corporate practice.

Section 2. This Section corresponds to former Sections 1 and 2 of Article VI. They have been rewritten and combined into one section to improve clarity.

— Tonya Mitchem Grindon, *President*

YOUNG LAWYERS DIVISION CARRYOVER POLICY

The YLD can carry forward any net profit from year to year, initially to support a facility room at the NBA. Thereafter, the YLD will submit to the NBA Finance Committee and Board, for its approval, the details for how subsequent carryovers, if any, will be used.

Adopted December 2, 2008.

The Finance Committee, in preparing the budget, shall determine whether the carry forward should be considered in determining any allocation for the next fiscal year. If the Young Lawyers Division operates at a deficit, that deficit would be drawn from any accumulated carryover of funds, and reviewed prior to adoption of a final budget.

Adopted February 4, 1997.

YOUNG LAWYERS DIVISION BUDGET POLICY

The YLD Treasurer, in conjunction with the Executive Director and staff, shall implement the following policy regarding Young Lawyers Division expenditures:

1. The budget and budget narrative submitted to the Finance Committee in the budget process and changes in that budget recommended by the Finance Committee and approved by the NBA Board constitutes authorization to the Division to expend funds up to the budgeted amounts for the described purposes. The YLD treasurer may approve any expenditure by line item which would by itself cause the line item to exceed the budgeted line item so long as the total expenditures for the Young Lawyers Division will not exceed the total revenue authorized for the Division for the year.
 2. In order to take advantage of the staff resources and to maximize the effective use of the association and YLD funds, all design, printing and publication projects must be undertaken in consultation with the NBA staff.
 3. Prior to the commitment of funds for expenditures which would result in a deficit and charge to the NET ASSETS, YLD-cash-unrestricted, the YLD shall notify the Finance Committee for consideration. If there is no unrestricted fund balance, Finance Committee approval must be obtained for any surplus expenditure.
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Adopted December 2, 1997.