

BY-LAWS
OF THE
JACKSON YOUNG LAWYERS ASSOCIATION, INC.

ARTICLE I.

Name

The name of this organization shall be the Jackson Young Lawyers Association, Inc., hereinafter referred to as the "Association." The Association shall be a nonprofit, nonshare corporation.

ARTICLE II.

Purpose

The purpose of this organization is to aid in the administration of justice; to promote among its members higher ethical and professional standards in the practice of law to advise, inform, and educate its members in all matters relevant to the practice of law; to operate seminars and other educational programs; to promote fellowship among its members and to sponsor social activities for members and their guests; to present programs and conduct projects to educate the public at large about the judicial system, the role of the attorney and the rights of the individual under law; to promote service to the public by its members; and to uphold the honor, dignity and integrity of the legal profession.

ARTICLE III.

Membership

Section 1. All duly-licensed members of the Mississippi Bar who are 37 years of age and younger and residents of the Jackson, Mississippi, metropolitan area are eligible for membership in this Association. A member, upon reaching the age of 37 years, shall continue as a member until the next annual business meeting immediately subsequent to his 37th birthday, and shall continue to hold any office which he may hold at said time until the election of his successor. The age requirement is waived for any person otherwise eligible for membership who has been a duly-licensed member of the Mississippi Bar for less than three years.

Section 2. Persons holding juris doctorates, who are not duly-licensed members of the Mississippi Bar, but are otherwise qualified for membership as set forth in Article III, Section 1, may become non-voting members of the Association in the manner set forth in Article III, Section 3.

Section 3. An eligible person who desires to obtain membership in the Association shall pay dues to the Treasurer, who shall place that person's name upon the membership roster, at which time the person shall be considered a member of the Association.

Section 4. Each voting member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 5. Any member may resign by providing notice to the Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues assessments or other charges theretofore accrued and unpaid.

Section 6. Any former member may be reinstated by the Treasurer as set forth in Section 2 upon the payment of any previously unpaid dues, assessments or other charges.

ARTICLE IV.

Officers

Section 1. The officers of this Association shall be a President, a President-elect, a Secretary and a Treasurer. The duties of the officers shall be those duties usually performed by such officers.

Section 2. Each officer shall serve for one (1) year, beginning June 1 immediately following his or her election, or until his successor is elected. The President may not succeed himself in office. The President-elect shall automatically become President of the Association and shall assume the duties of President beginning June 1.

Section 3. Prior to March 1 of each year, the President shall appoint a Nominating Committee composed of the President, the Immediate Past President, and the President-elect, and this committee shall present a report nominating two (2) voting members for each office other than President and for each of the four (4) elected members of the Executive Committee whose term expires at the end of the current year. After receiving the report of the Nominating Committee, the President shall give the voting membership an opportunity to make additional nominations by written petition signed by at least twenty-five (25) voting members in good standing. No nominations shall be made or accepted for the office of President unless the duly elected President-elect is unable, unwilling or physically incapable of assuming the duties of President.

Section 4. The elections shall be by secret written ballot by mail or by anonymous electronic ballot using a secure online service selected by the Executive

Committee. The ballots shall be presented to the voting membership during the first week of March. In the event of a tie vote, the winner shall be selected by the Executive Committee.

Section 5. A vacancy in an elective office shall be filled by election of the Executive Committee. Notice of such vacancy and pending election shall be given the members of the Executive Committee with the call of the meeting.

ARTICLE V.

Executive Committee

Section 1. The Executive Committee shall include all of the officers, the Immediate Past President (who shall not be disqualified from serving on the committee because of age), and four (4) additional members, known as directors, making a total of nine (9).

Section 2. The said four (4) directors shall be nominated and elected in the same manner as the officers. Each director shall serve for two (2) years, beginning June 1 immediately following his or her election, or until his successor is elected. For the Association's 1980-81 fiscal year, two of the four directors shall be nominated and elected to serve for only one (1) year. Thereafter, their successors will serve two (2) year terms. The purpose of this provision is to establish staggered terms for the directors with two directors being elected each year.

Section 3. The Executive Committee shall meet at least quarterly upon the call of the President. Prompt and regular attendance shall be required of all members of the Executive Committee. Any Executive Committee member with three (3) or more unexcused absences shall be subject to removal from office by a two-thirds (2/3) vote of

the Executive Committee, which need not be submitted to the membership for ratification or approval. Any vacancy arising under this Section shall be filled in the manner set forth in Section 5 of this Article.

Section 4. The Executive Committee shall have the control and management of the business and affairs of the Association. The Executive Committee may remove any officer or member of the Executive Committee for cause by a two-thirds (2/3) vote of the entire Committee, upon fifteen (15) days written notice to the said officer or Executive Committee member.

Section 5. A quorum for the transaction of business shall consist of a majority of the Committee members.

ARTICLE VI.

Committees

Section 1. The standing committees of the Association shall be such committees as the Executive Committee shall designate.

Section 2. The President shall appoint all standing committees and such other special committees as directed by the Association or which he deems appropriate to carry out the functions of the Association. Committee members shall serve until the July meeting of the Association.

ARTICLE VII.

Meetings

Section 1. The annual business meeting of the Association shall be held in the month of July in each year at a time and place to be designated by the Executive Committee.

Section 2. There shall be meetings of the Association at such times as the Executive Committee may designate or upon the call of the President.

Section 3. A quorum for any meeting of the Association shall consist of one-fourth (1/4) of the voting members in good standing. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 4. No proxy shall be valid for the purposes of determining quorum, voting or for any other purpose.

Section 5. All meetings of the Association, the Executive Committee or other committees shall be governed by Roberts Rules of Order, unless otherwise provided herein.

ARTICLE VIII.

Dues

Section 1. The Executive Committee shall determine from time to time the amount of annual dues payable to the Association by members, and shall give appropriate notice to the members.

Section 2. Dues shall be payable annually during June. Dues of a new member shall be prorated as follows:

- (a) A member joining between June 1 and November 30 of a year will be billed dues for a full year; and
- (b) A member joining between December 1 and May 31 of a year will be billed dues for one-half of a full year.

In cases of hardship, the Treasurer of the Association may, in his/her discretion upon advising the President and Executive Director, vary the proration of the dues from the month the new member joins the Association.

Section 3. When any member is in default in payment of dues for a period of sixty (60) days from the date of billing, his membership may thereupon be terminated by the Treasurer.

ARTICLE IX.

Contracts, Checks, Deposits and Funds

Section 1. The Executive Committee may authorize any officer or officers of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association, and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President or President-elect of the Association.

Section 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

ARTICLE X.

Books and Records

The Association shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Executive Committee, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE XI.

Adoptions and Amendments

Section 1. These By-Laws shall take effect and be in force from and after the 1st day of July, 1974, and these By-Laws may be amended by a two-thirds (2/3) vote of the members entitled to vote at any regular or special meeting, if the notice of such meeting contains a statement that alterations, amendments or repeal of by-laws will be considered, or by a 2/3 vote of the Executive Committee.

THESE BY-LAWS ARE HEREBY CERTIFIED AS BEING TRUE AND CORRECT AS AMENDED UPON UNANIMOUS APPROVAL BY THE EXECUTIVE COMMITTEE.

THIS, THE 31st DAY OF MAY, 2010.



**COREY D. HINSHAW, PRESIDENT
JACKSON YOUNG LAWYERS ASSOCIATION, INC.**