

BY-LAWS
SOLO AND SMALL FIRM SECTION
ALABAMA STATE BAR

Article I

Name, Purpose, and Organization

Section 1.01. Name. The name of this Section of the Alabama State Bar (sometimes referenced hereinafter as the “Bar”) shall be the Solo and Small Firm Section (sometimes referenced hereinafter as the “Section”).

Section 1.02. Purpose. The purpose of this Section shall be to work to improve solo and small firm practitioners’ ability to meet with distinction the demands and expectations of their clients, the courts, the legal profession, and their communities. The Section shall seek to fulfill its mission by: promoting the ethical and efficient practice of law by this constituency; seeking to develop or otherwise provide educational and practice resources oriented toward this constituency; establishing and maintaining relationships with other Bar entities and other organizations; monitoring legislative, judicial, and other developments of interest to this constituency; and promoting and advocating the interests of this constituency within the Bar.

Article II

Membership and Dues

Section 2.01. Membership. Any active member of the Alabama State Bar Association who is in good standing, upon submission to the Alabama State Bar of a completed section application form and upon payment of the Section dues, if any, for the current year, shall be enrolled as a Member of this Section. Members so enrolled shall constitute the membership of this Section, and each shall be a Member in good standing.

Section 2.02. Associate Membership. The Section may recognize as an Associate Member any person who is not authorized to practice law in the State of Alabama, but who is a law student or L.L.M. student attending a law school in this State and who has registered as a law student with the Alabama State Bar under Rule I.A. of the Rules Governing Admission to the Alabama State Bar. Any person interested in attaining Associate Membership shall be considered for membership after submitting a letter of interest or other application form, as promulgated by the Section from time to time, to the Secretary of the Section. The Council shall consider the letter of interest or application at the next meeting after receipt thereof. The Council, by a majority vote of the members of the Council in attendance at such meeting, may approve or deny the requested Associate Membership.

Section 2.03. Dues. Dues shall be paid to the Alabama State Bar. Upon payment of the Section dues for the current year, a qualifying Member shall be enrolled as a Member of the Section. The amount of the dues shall be fixed by the Council from time to time.

Section 2.04. Revocation of Membership. Any Member whose license to practice law in the State of Alabama is revoked shall automatically be removed as a Member of this Section. Any Member whose license to practice law in the State of Alabama is suspended shall

automatically be suspended from all participation as a Member of this Section for so long as the Member's law license is suspended. Any previously admitted Associate Member who shall subsequently fail to be registered as a student at a law school in this state may be removed as an Associate Member of the Section. Associate Member status shall automatically terminate on September 30th of the year in which an Associate Member shall achieve admission to the Alabama State Bar.

Article III **Officers and Council Members**

Section 3.01. Officers. The officers of this Section shall be a Chairperson, Vice-Chairperson, a Secretary and a Treasurer, or a Secretary-Treasurer.

Section 3.02. Council. There shall be an 8-member Council, which shall consist of the following: the Chairperson, Vice-Chairperson, Secretary, Treasurer (or the Secretary-Treasurer), and the immediate past Chairperson, together with three other members to be elected by the Section, one from each of the three United States Federal Court Districts in the State of Alabama, one for a term of one year, one for a term of two years, and one for a term of three years. Hereafter the terms of members of the Council shall be for three years. It shall be encouraged, although not required, that succeeding Council members from each District should reside in a different division of the District than their predecessors, in order to encourage a diversity of geographic representation on the Council.

Section 3.03. Term of Office. The Chairperson, Vice-Chairperson, Secretary, Treasurer, (or the Secretary-Treasurer) shall be nominated and elected in the manner hereinafter provided at each annual meeting of this Section, to hold office for a term beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the next succeeding annual meeting of the Section, or until their successors shall have been elected and qualified. No officer or Council member may serve more than two consecutive terms in the same office, but may serve again upon the intervention of one or more terms. The members of the Council other than Officers shall be nominated and elected in the manner hereinafter provided at each annual meeting of this Section, and after the first year, to hold office for a term beginning at the close of the annual meeting at which they are elected and ending at the close of the third succeeding annual meeting of the Section, or until their successor shall be elected and qualified.

Article IV **Nomination, Election and Removal of Officers and Council Members**

Section 4.01. Nominations. Not less than sixty days before the annual meeting, the Chairperson shall appoint a Nomination Committee of at least three members of the Section of whom not more than one may be a member of the Council. The Nominating Committee shall make and report, via email, to the Section nominations for any offices and places on the Council held by members whose terms expire at said annual meeting, or for any offices which are then

vacant, and shall request that any other nominations from the members of the Section shall be made in writing by a date certain not less than 45 days prior to the annual meeting.

Section 4.02. Elections. In the event that no nominations are received from the Section membership by the specified date, the slate proposed by the Nomination Committee shall be deemed elected. In the event that nominations are received from the section membership by the specified date, an election shall be held. All elections shall be by written or electronically recorded secret ballot, and shall require a simple majority vote. Each Section Member shall have one vote, and appropriate measures shall be taken to ensure that each Member casts only one ballot. Votes shall be tallied and the results announced prior to the annual meeting.

Section 4.03. Removal. The Section may remove any officer or Council member, with or without cause, at any time by an affirmative vote of a majority of the members of the Section. If any elected member of the Council shall fail to attend two successive meetings of the Council, the office held by such member shall be automatically vacated, and the Council shall fill the vacancy for the unexpired term, unless the Council affirmatively votes otherwise.

Article V **Duties of Officers**

Section 5.01. Chairperson. The Chairperson shall be the chief executive officer of the Section and shall have charge of the general direction and promotion of its affairs, with authority to do such acts as are necessary or proper to carry on the business of the Section, including without limitation:

- (a) presiding at all meetings of the Section and of the Council;
- (b) formulating and presenting at each annual meeting of the Alabama State Bar a report of the work of the Section for the then past year if requested to do so by the President of the Bar;
- (c) appointing such committees as are required or otherwise permitted by these By-laws;
- (d) appointing members of the Section to act as liaison to groups and organizations as appropriate; and
- (e) performing such other duties as are delegated by the Council.

Section 5.02. Vice-Chairperson. Upon the death, resignation, or during the disability of the Chairperson, or upon the Chairperson's refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson for the remainder of the Chairperson's term, except in the case of the Chairperson's disability and then only during so much of the term as the disability continues. In order to assure the greater continuity of the functioning of the Section, it shall be the duty of the Vice-Chairperson to collect and organize all available information essential and important to the appointment of committees.

Section 5.03. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except funds and membership records. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the

Council, whether assembled or acting under submission. The Secretary shall issue notices of all meetings of the Council and of the Section. The Secretary, in conjunction with the Chairperson, as authorized by the Council, shall attend generally to the business of the Section and shall perform other such duties as are incidental to the Secretary's office or as delegated to the Secretary by the Chairperson.

Section 5.04. Treasurer. The Treasurer shall be the general custodian of all funds of the Section and shall maintain the Section's membership records. The Treasurer shall keep an accurate record of all moneys received, appropriated to, and expended for the use of the Section. At such times as may be requested by the Chairperson, or the Alabama State Bar, the Treasurer shall render an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Section. The treasurer shall perform other such duties as are incidental to the Treasurer's office or which may be delegated to the Treasurer by the Chairperson.

Section 5.05. Secretary-Treasurer. If the Section chooses to combine the offices of Secretary and Treasurer into one office, the person so elected to serve as Secretary-Treasurer of the Section shall perform the duties listed in Section 5.03 and Section 5.04 of Article V.

Article VI **Duties and Powers of the Council**

Section 6.01. General Duties and Powers. The Council shall have general supervision and control of the affairs of the Section, subject to the direction of the Board of Commissioners of the Alabama State Bar and these By-Laws. During the interval between meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section itself would be authorized to act, and any such action taken by the Council pursuant to this provision shall be reported to the members of the Section at the next meeting of the Section. The Council shall authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditures of all moneys appropriated for the use of benefit of the Section. It shall not, however, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall have been previously received or appropriated to the Section for such fiscal year.

Section 6.02. Appointment of Committees. The Council may authorize the Chairperson to appoint committees from the Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these By-Laws and the direction of the Board of Commissioners of the Alabama State Bar.

Section 6.03. Filling of Vacancies. The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the offices of the Vice-Chairperson, Secretary, Treasurer, or Secretary-Treasurer. In the event of a vacancy in both the offices of Chairperson and Vice-Chairperson, the Council may fill the vacancy in the office of Chairperson. Members of the Council and officers so elected shall serve until the close of the next annual meeting of the Section.

Section 6.04. Quorum and Voting. Members of the Council may participate in Council meetings either in person or by telephone or other electronic conferencing means. A majority of the Council shall constitute a quorum. The Council may take binding action by a majority vote of those participating in a meeting during which a quorum of the Council is participating.

Section 6.05. Informal Action. The Chairperson of the Section may, or upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act. The members of the Council may vote upon such proposition so submitted by communicating their vote thereon in writing, by facsimile, or by electronic mail to the Secretary, who shall record upon the minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes. In such event, a majority vote of the Council shall constitute the binding action of the Council.

Article VII **Committees**

Section 7.01. Appointment. The Chairperson may appoint such standing or ad hoc committees as may be required to fulfill the purpose of the Section. The Council may vote to change, delete, add or modify committees or committee charges at any time.

Section 7.02. Eligibility, Appointment, and Meetings. All members appointed to Committees must be members in good standing of the Section. The Chair of each committee will be appointed by the Chairperson of the Section, with the advice and consent of the Council. The Chair of each committee shall decide the appropriate number of members to serve on his or her committee and shall appoint such members with the advice and consent of the Council. Committee meetings shall be at such time and place as designated by the Chair and may be conducted in person or via telephone or other electronic conferencing means.

Section 7.03. Committee Resolutions. Committees are responsible for preparing policy resolutions and supporting background reports to be represented to the Section Council. Resolutions must have a majority vote to pass the Council for referral to the Alabama Board of Bar Commissioners. No recommendation of a committee may be adopted by this Section without the prior approval of the Council.

Section 7.04. Standing Committees. The initial committees of the Section shall be the Practice Management Committee, the CLE Committee, the Forms Committee, the Technology and Communications Committee, and the Pro Bono Committee.

Article VIII **Meetings**

Section 8.01. Annual Meeting. The annual meeting of the Section shall be held at the time and place of the annual meeting of the Alabama State Bar or at such other time and place as the Council may determine, upon such written notice as prescribed by the Council.

Section 8.02. Special Meetings. A special meeting of the Section may be called by the Chairperson upon approval of a majority of the Council, at such time and place as the Council may determine, upon such written notice as prescribed by the Council.

Section 8.03. Quorum. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 8.04. Voting. All binding action of the Section shall be by a majority vote of the members present.

Article IX **Miscellaneous Provisions**

Section 9.01. Fiscal Year. The initial fiscal year of the Section shall be July 1, 2014 through September 30, 2015. Thereafter the fiscal year of the Section shall be October 1 through September 30.

Section 9.02. Approval of Section Liabilities. All bills incurred by the Section, before being paid by the Treasurer or the Alabama State Bar, shall be approved by the Chairperson or such other person as the Council or the Alabama State Bar may direct.

Section 9.03. Compensation. No salary or compensation shall be paid to any officer or member of the Council.

Section 9.04. Section Action Effective as Bar Action. Any action of the Section must be approved by the Board of Bar Commissioners of the State Bar before the same becomes effective as the action of the Alabama State Bar. Any resolution adopted or action taken by this Section may, on request of the Section, be reported by the Chairperson of the Section to any meeting of the Board of Bar Commissioners for its action thereon.

Section 9.05. Effective Date of By-Laws. These By-Laws shall become effective upon approval by the Board of Bar Commissioners.

Article X **Amendments**

Section 10.01. Amendments. These By-Laws may be amended at any time by a majority vote of the Council and provided, further, that no amendment so adopted shall become effective until approved by the Board of Commissioners of the Alabama State Bar.

I certify that the above By-Laws were adopted by the Section on the 14th day of September, 2018.