

TENNESSEE BAR ASSOCIATION
YOUNG LAWYERS DIVISION

BYLAWS

Amended April 2017

ARTICLE I

Name

This association shall be known as the Tennessee Bar Association Young Lawyers Division (the "Division").

ARTICLE II

Purposes

The purposes of the Division shall be to serve the profession and the public through its activities and programs; to sponsor and carry on activities of particular interest and value to young and new attorneys in Tennessee; to coordinate activities of the various young lawyer groups in Tennessee; to work as an integral part of the Tennessee Bar Association; and to cooperate with and assist the various bar associations in Tennessee and their young lawyer sections or divisions, the American Bar Association Young Lawyers Division, the American Bar Association, and other organizations representing the bench and bar to promote the purposes of the Division.

ARTICLE III

Membership

Section 1. Every attorney who has been admitted to practice law by the Tennessee Supreme Court, who is a member in good standing of the Tennessee Bar Association, and who is under 36 years of age or who, regardless of age, has been admitted to practice in any state for five (5) years or less is automatically a member of the Division.

Section 2. When a member becomes 36 years of age or completes the first five (5) years of practice, whichever occurs later, the member shall remain a member of the Division through its next Annual Membership Meeting.

Section 3. Any member who assumes the position of Vice President shall continue as a member of the Division through the expiration of that member's term as Immediate Past President, without regard to that member's age or eligibility for membership under Sections 1 and 2 of this Article. Any member who assumes the position of District Representative shall continue as a member of the Division through the expiration of that member's term of office, without regard to that member's age or eligibility for membership under Sections 1 and 2 of this Article. Except as provided in this Section, all officers must be members of the Division throughout their entire term.

Section 4. During the annual convention of the Tennessee Bar Association, the Division shall hold an Annual Membership Meeting. The Annual Membership Meeting shall be held at a time and place designated by the President, and the Secretary shall give notice of the meeting to the members of the Division. The President shall set the agenda of the Annual Membership Meeting. Those members of the Division actually present at the Annual Membership Meeting shall constitute a quorum for the transaction of any business. Except as

may be otherwise provided by these Bylaws, *Robert's Rules of Order, Newly Revised* (1990 edition) shall govern the proceedings of the Annual Membership Meeting.

Section 5. The President may call a special meeting of the membership for any purpose, at any time, consistent with the bylaws. The Secretary shall give notice of any special meeting to the members of the Division by all means practicable. In no event shall notice be given less than ten (10) days prior to the meeting.

ARTICLE IV Officers

Section 1. The officers of the Division shall be the President, President-Elect, Vice President, three regional Governors, Secretary, and Treasurer.

Section 2. All officers of the Division shall be elected at large by the members of the Division.

Section 3. The three regional Governors shall each represent a separate grand division of Tennessee, and each shall be a resident of the grand division that they are elected to represent.

Section 4. The office of Vice President shall move in succession from the grand division of Middle Tennessee to the grand division of East Tennessee to the grand division of West Tennessee.

Section 5. Office of President.

a. The President shall be responsible for the daily management and operation of the Division and shall carry out its objectives and purposes. The President shall preside at all meetings of the Board and at the Annual Membership Meeting and shall perform other duties necessary to this office, as well as any other duties assigned by the Board.

b. The President-Elect shall succeed automatically to the office of President at the conclusion of the Annual Membership Meeting. The President shall serve for a term of one year. The President shall succeed automatically to the position of Immediate Past President at the conclusion of the Annual Membership Meeting.

c. As provided in the TBA Bylaws § 12, the President serves on the Board of Governors of the Tennessee Bar Association. If the President is unable to attend a meeting of the Board of Governors of the Tennessee Bar Association, the President may appoint another Executive Committee member of the Division to attend the meeting as a non-voting representative.

d. The President shall have the power to appoint chairs and members of the Division's committees (except the Long Range Planning Committee), to create new committees, to define the roles and duties of members/chairs, to abolish any of the Division's committees except its standing committees, to assign projects or duties to the Division's committees, and to

appoint members to carry out any projects of the Division. With the exception of the Long Range Planning Committee, the President shall have the power to remove any chair or member of any committee upon written notice to the person, and the President shall have the power to fill any vacancies so created.

e. The President, with the advice of the Treasurer, shall set the policy of the Division concerning reimbursement of expenses incurred in connection with Division business, including reimbursement for travel expenses in accordance with the applicable Tennessee Bar Association reimbursement policy.

f. Upon recommendation by the Executive Committee, the President shall have the power to remove any member from an elected position for cause, upon written notice to the person. The President shall propose to the Board the names of members to fill any elected position that becomes vacant and the vacancy shall be filled pursuant to the procedure described in Article VII, Section 11.

g. If the office of President becomes vacant for any reason other than the expiration of a term of office, the President-Elect shall assume the office of President and shall serve out the unexpired term and the regular term that the President-Elect would have served in the absence of a vacancy in the office of President. If the President-Elect is unable or unwilling to serve out the unexpired term as President, the Executive Committee shall nominate a member or members of the Division to fill the unexpired term. The voting members of the Board shall elect a member of the Division to fill the unexpired term. The newly elected President shall enter the chain of officer succession pursuant to paragraph (b) of this Section 5. The Secretary may direct that any election to fill a vacancy in the office of President be conducted by mail or by electronic means, in which event the Secretary shall conduct the election and ample notice shall be provided to the Board to permit voting by all voting members of the Board.

Section 6. Office of President-Elect.

a. The President-Elect shall perform such duties as may be assigned by the President or the Board. During any time when the President is unable to fulfill the duties of office, the President-Elect shall perform the duties of the President.

b. The Vice President shall succeed automatically to the office of President-Elect at the conclusion of the Annual Membership Meeting. The President-Elect shall serve for a term of one year. The President-Elect shall succeed automatically to the position of President at the conclusion of the Annual Membership Meeting.

c. As provided in the TBA Bylaws § 12, the President-Elect serves on the Board of Governors of the Tennessee Bar Association. If the President-Elect is unable to attend a meeting of the Board of Governors of the Tennessee Bar Association, the President may appoint another Executive Committee member of the Division to attend the meeting as a non-voting representative.

d. If the office of President-Elect becomes vacant for any reason other than the expiration of a term of office, the Vice President shall assume the office of President-Elect and shall continue to serve as the Vice President. The Vice President shall serve out the unexpired

term as President-Elect and the regular term as President-Elect that the Vice President would have served in the absence of a vacancy in the office of President-Elect.

Section 7. Office of Vice President.

a. The Vice President shall chair the Long Range Planning Committee and shall perform other duties as may be assigned by the President or the Board. During any time when both the President and the President-Elect are unable to fulfill the duties of office, the Vice President shall perform the duties of the President.

b. The Vice President shall serve for a term of one year. The Vice President shall succeed automatically to the position of President-Elect at the conclusion of the Annual Membership Meeting.

Section 8. Office of Regional Governors.

a. The Division's three regional Governors shall perform duties as may be assigned by the President or the Board.

b. The three regional Governors shall serve a term of one year.

c. The three regional Governors shall be residents of the grand divisions that they are elected to represent.

Section 9. Office of Secretary.

a. The Secretary shall take minutes at all meetings of the Board and at proceedings at all Division membership meetings, including the Annual Membership Meeting, and shall prepare, circulate to members of the Board, and maintain written minutes of all such meetings. The Secretary also shall receive and give notice of the filing of petitions for candidacy for Division office and shall take all reasonable and necessary steps to ensure that members of the Division receive notice of the time and place of the Annual Membership Meeting and the procedures and deadlines for nominations and elections to all elected positions. The Secretary shall notify members of specially called meetings and the purpose of such meetings electronically and by any other means practicable.

b. The Secretary shall serve for a term of one year.

Section 10. Office of Treasurer.

a. The Treasurer shall manage the financial affairs of the Division in accordance with the Budget and with the approval of the President. The Treasurer shall prepare regular reports of the Division's finances; report periodically on Division finances to the officers and the Board; approve all expenditures of Division funds, including all requests for reimbursement; and assist the President-Elect in preparing a budget proposal for submission to the Board of Governors of the Tennessee Bar Association.

b. The Treasurer shall serve for a term of one year.

Section 11. Executive Committee.

a. The Executive Committee shall consist of the elected officers of the division listed in Section 1 of this Article, including the Immediate Past President.

b. The Executive Committee shall also include any former President of the Division who returns to serve on the Board after his or her term as Immediate Past President and is otherwise qualified as a member of the Division in accordance with the provisions of Article III, Section 1.

ARTICLE V
District Representatives

Section 1. The membership of the Division shall be represented on the Board by fourteen District Representatives.

Section 2. District Representatives shall serve for terms of two years, staggered so that those representing odd-numbered districts shall be elected in odd-numbered years and those representing even-numbered districts shall be elected in even-numbered years.

Section 3. District Representatives shall be elected at large by the members of the Division.

Section 4. District Representatives shall coordinate and supervise designated Division activities and projects within their districts; present a written annual plan of action describing their planned activities for the year to their respective regional Governor and to the President; submit written reports on activities within their districts as requested by the President to their respective regional Governor and to the President; report periodically to the Board on activities within their districts; attend all meetings of the Board; and perform other duties as may be assigned to them by the President or the Board.

Section 5. District Representatives shall be elected from and represent the following districts:

DISTRICT	COUNTIES
1	Carter, Greene, Hamblen, Hancock, Hawkins, Johnson, Sullivan, Unicoi and Washington.
2	Anderson, Campbell, Claiborne, Cocke, Fentress, Grainger, Jefferson, Scott, Sevier and Union.
3	Knox.
4	Bledsoe, Blount, Bradley, Loudon, McMinn, Meigs, Monroe, Morgan, Polk, Rhea and Roane.

- 5 Hamilton.
- 6 Clay, Cumberland, DeKalb, Overton, Pickett, Putnam, Van Buren,
Warren and White.
- 7 Cannon, Coffee, Franklin, Grundy, Marion, Rutherford and
Sequatchie.
- 8 Jackson, Macon, Smith, Sumner, Trousdale and Wilson.
- 9 Davidson.
- 10 Cheatham, Dickson, Houston, Humphreys, Montgomery,
Robertson and Stewart.
- 11 Bedford, Giles, Hickman, Lawrence, Lewis, Lincoln, Marshall,
Maury, Moore, Perry, Wayne and Williamson.
- 12 Benton, Carroll, Crockett, Dyer, Gibson, Henry, Lake, Obion and
Weakley.
- 13 Chester, Decatur, Fayette, Hardeman, Hardin, Haywood,
Henderson, Lauderdale, McNairy, Madison and Tipton.
- 14 Shelby.

Section 6. At the time of election and during their entire term, each District Representative shall reside in or maintain a principal office in the district.

ARTICLE VI Board

Section 1. The business of the Division shall be managed by a Board. All members of the Board must be members of the Tennessee Bar Association.

Section 2. The Board shall include the following voting members: the President; the President-Elect; the Vice President; the regional Governors; the Secretary; the Treasurer; the Immediate Past President; the District Representatives; and the chairs of the Continuing Legal Education Committee, the High School Mock Trial Committee and the Publications Committee (if the members serving as chairs of these committees are not otherwise voting members of the Board).

Section 3. The Board shall include, but not be limited to, the following nonvoting members: the Meetings Coordinator; the current chairs or presidents of each local organization of young lawyers affiliated with the Division; the American Bar Association Young Lawyers Division District Representative for the district that includes Tennessee; any delegate of the Tennessee Bar Association to the American Bar Association House of Delegates who is also a

member of the Division; any member of the Division holding a seat specifically designated for young lawyers in the Tennessee Bar Association House of Delegates; a representative designated by the Tennessee Bar Association Young Lawyers Division Fellows; the Editor of *E-DICT*; and committee chairs appointed by the President. If the current chair or president of a local organization of young lawyers affiliated with the Division is unable to attend a meeting of the Board, said chair or president may appoint another member of the local organization to attend the meeting, provided that said member is a member of the Tennessee Bar Association.

Section 4. The Board shall meet immediately following the Annual Membership Meeting of the Division and at such other times and places designated by the President. Special meetings of the Board may be called upon written request of three or more members of the Board. The time and place of any such special meeting shall be designated by the President.

Section 5. The President shall be the chair of the Board.

Section 6. A quorum of the Board shall consist of at least one-third of its members. Members who are unable to be present in person shall be deemed present for the purposes of voting on any motion so long as the member is available by teleconference during the entire discussion regarding the motion and for the vote. In the event that a quorum is not present at any meeting, the voting members who are present may proceed with the business of the meeting as if a quorum existed, and their acts shall become effective if and when enough absent voting members ratify the same so that the acts have received the affirmation of a regular quorum majority.

Section 7. The young lawyer delegates holding seats specifically designated for young lawyers in the Tennessee Bar Association House of Delegates shall be reimbursed by the Young Lawyers Division in accordance with its reimbursement policies for expenses not covered by the House of Delegates for attendance at joint Young Lawyers Division and House of Delegates meetings, such as the Midwinter Leadership Conference. Reimbursement for attendance at all other Young Lawyers Division meetings shall be at the discretion of the President.

ARTICLE VII Nomination and Elections

Section 1. Any member of the Division shall be eligible for nomination to any elected position, provided that the member is otherwise qualified for the position by residence and age.

Section 2. The Secretary shall supervise the conduct of all elections, unless the Secretary is a candidate for office or is otherwise unable to serve in this capacity. If the Secretary is unable for whatever reason to supervise the conduct of elections, the President shall appoint an impartial Division officer to supervise the conduct of elections, and this person shall carry out all duties assigned to the Secretary concerning elections.

Section 3. Nominations for officer positions shall be made by written petition signed by 25 or more members of the Tennessee Bar Association. Nominations for all other elected

positions shall be made by written petition, specifying the name of the candidate and the position sought and signed by the candidate. Nomination forms shall be filed with and received by the Secretary no later than February 15 of the year in which the election is to be held. The Secretary shall devise and make available a simple nomination form.

Section 4. In order to ensure the greatest possible participation in Division elections, the Secretary shall publish information concerning the Division's upcoming elections, the positions for which elections will be held, any qualifications for the positions, and nomination and election procedures. Notice shall be contained in the December edition of *E-DICT*.

Section 5. If a member nominated for an elected position is unopposed after the deadline for filing nominating petitions and the candidate nominated otherwise qualifies for the position, the candidate nominated shall be deemed elected. As soon as possible after February 15, the Secretary shall publish to the Board and, to the greatest extent possible, to the members of the Division, the names of those nominated and the names of those elected without opposition.

Section 6. If no candidate is nominated for an elected position, a nominating committee chaired by the President-Elect and composed of the Executive Committee shall nominate a member of the Division for the position. The nominating committee shall complete its work and report its nominations to the Secretary by no later than March 15 of the year in which the election is to be held.

Section 7. Elections for all positions shall be conducted electronically. Following the February 15 nominating petition filing deadline, the Secretary shall give notice of the contested elections in the February edition of *E-DICT*. The electronic voting procedures utilized by the Division shall be substantially the same as the electronic voting procedures utilized by the Tennessee Bar Association for its annual elections with the exception that all elected positions shall be elected at large by the members of the Division. The Division's election procedures and results shall also be certified in the same manner as the Tennessee Bar Association election procedures and results.

Section 8. As soon as possible after electronic voting ends, the Secretary shall announce the results of all elections via reasonable means.

Section 9. The President shall not vote in any election except as provided in Section 10.

Section 10. A nominee for an elected position must receive a plurality of the votes cast in order to be elected. In the event of a tie vote, the voting members of the Board, except for the President, shall elect one of the members nominated for the position. The vote may be conducted electronically. At least ten (10) days' notice shall be provided to Board. The President shall vote only in the event of a tie vote by the Board.

Section 11. If an elected position (other than that of President or President-Elect) becomes vacant for any reason other than the expiration of a term of office, the President shall nominate a member or members of the Division to fill the unexpired term. The voting members of the Board shall elect a member of the Division to fill the unexpired term. The President may direct that any election to fill a vacant elected position be conducted by mail or by electronic

means, in which event the Secretary shall conduct the election and ample notice shall be provided to the Board to permit voting by all voting members of the Board.

ARTICLE VIII Committees

Section 1. With the exception of standing committees, the President shall have the power to create and abolish all committees he/she deems necessary.

Section 2. The Division shall have the following standing committees: Continuing Legal Education Committee, High School Mock Trial Committee, Publications Committee, and Long Range Planning Committee.

Section 3. Each committee shall have the right and duty to perform the functions as may be assigned by the President or the Board and shall perform other functions as may be assigned to it by the President or the Board.

Section 4. There shall be a standing committee of the division called the Long Range Planning Committee. The committee shall include six members appointed for staggered terms of three years and one member who shall serve as Reporter of the committee appointed for a term of one year. Each year, the incoming Vice President shall fill the two vacancies resulting from expired terms and the position of Reporter. Vacancies that occur during a term shall be filled by appointment of the officer who made the original appointment to that position. To the greatest extent possible, the members of the committee shall represent a cross-section of the Division's members, taking into account geographic and other factors. In addition to the seven appointed members of the committee, the President, President-Elect and Vice President shall each hold voting positions on the committee. The Vice President shall serve as chair of the committee and shall have the power to call meetings as the chair deems necessary. The Vice President shall not vote except in case of a tie vote. The committee shall have the responsibility for the Division's long range planning. The Long Range Plan shall be revised a minimum of every five (5) years. The committee shall meet at least three times annually, and it shall submit a report to the President and Board each year at or before the Annual Membership Meeting on the progress of the Long Range Plan. No new project for which net expenditures in excess of \$1,000 are anticipated during the first twelve months of the project may be implemented until it is submitted to the committee, which shall review the project and submit a recommendation to the Board. If the committee recommends against implementation of a project, the project shall not be implemented by the Division unless the Board approves its implementation.

ARTICLE IX Public Policy

Section 1. The Division, through the voting members of the Board, as defined in Article VI, Section 2 of these Bylaws, shall consider, debate, and make policy recommendations on matters of interest and concern to the legal profession and young lawyers.

Section 2. All recommendations shall be in the form of a resolution, and must be approved by a majority vote of a quorum of the voting members of the Board. Voting may occur in-person,

electronically, or telephonically, provided that all resolutions must have first been submitted for discussion at a meeting of the Board prior to the vote.

A quorum shall be one-third of the Board's voting members, consistent with Article VI, Section 6 of these Bylaws. When voting takes place in-person, members who are unable to be present in person shall be deemed present for the purposes of voting on any motion so long as the member is available by teleconference during the entire discussion regarding the motion and for the vote.

Voting may also take place telephonically via a teleconference of voting members of the Board. A quorum shall be one-third of the Board's voting members.

Electronic voting is also permitted, and shall require a majority vote of all voting members of the Board.

Telephonic and electronic voting shall only be utilized after a resolution has been discussed at a Board meeting.

Section 3. Any member of the Division may, by written notice to the Division's secretary, introduce a resolution for the Division to consider.

Section 4. Each resolution shall be in writing and consist of a written report that supports the recommendation. The report shall state the relevant facts, authority, and argument with candor and reasonable objectivity. The report shall not imply a policy that is not evident from the recommendation. The secretary of the Division shall be responsible for promulgating a concise form for resolutions and accompanying reports.

All resolutions shall conclude with a paragraph stating, "The Young Lawyers Division of the Tennessee Bar Association urges the Board of Governors to," and shall be followed by a concise statement of the action sought in the resolution.

If the resolution is for the Division to join another entity in sponsoring a resolution in the American Bar Association Young Lawyers Division Assembly ("ABA Assembly"), the written report shall set forth the text of the proposed resolution and identify all proposed co-sponsors of the resolution.

Section 5. All resolutions must be submitted to the secretary of the Division in such a time as to allow publication in E-DICT prior to the meeting at which the resolution is to be discussed. In the event that a resolution is not submitted in time for publication in E-DICT, the Division president, in his/her sole discretion, may (1) delay discussion of the resolution until the next Board meeting, (2) seek publication of the resolution in TBAToday, (3) authorize electronic communication of the resolution and accompanying report to members of the Division, or (4) make the text of the resolution and accompanying report available on the Division's website. If the president chooses to make the resolution and report available on the Division's website, the TBA staff person responsible for assisting the Division shall alert members of the Division to this proposed resolution through notices posted on all the Division's social media accounts.

In no event shall a resolution be considered for a vote unless notice has been provided to members of the Division at least five days prior to the Board's meeting in a manner described in the preceding paragraph.

Section 6. Immediately upon receipt of a resolution, the secretary shall determine whether it complies with the form mandated in these Bylaws. If the resolution or report does not comply with the Bylaws, the secretary shall notify the proponent seeking introduction of the resolution of the deficiency in writing, and provide a copy of the communication to the Division's president. If the resolution does comply with the Bylaws, the secretary shall docket the resolution and provide it to the Division's Executive Committee and to the TBA staff person responsible for assisting the Division.

Upon receipt of a compliant resolution, the secretary of the Division shall assign the resolution a number. The assigned number shall follow the form of the year in which the resolution is introduced followed by the sequential number of the resolution for that year; e.g., the first compliant resolution proposed in 2017 would be docketed as "Resolution 17-1."

All compliant resolutions shall be added to the agenda of the next Board meeting occurring after the notice mandated in Article IX, Section 5 has been provided to the members of the Division.

Section 7. The secretary of the Division shall oversee all discussion of resolutions, except that the president may delegate another member of the Board to oversee discussion if the secretary wishes to speak about a resolution or is one of the sponsors of the resolution. The secretary shall ensure that the discussion of any resolution is as fully informed as possible, and that each opposing viewpoint is fairly considered. Rules appertaining to the discussion of resolutions shall follow the most recent edition of Robert's Rules of Order Newly Revised, unless inconsistent with these Bylaws.

All Board members, whether voting or nonvoting, shall be permitted to participate in discussion relating to a proposed resolution. Additionally, the secretary may recognize any member of the Division to speak about the proposed resolution. The secretary may also recognize any TBA staff member, TBA officer, or TBA committee or section chair as an invited guest who may speak about the proposed resolution.

All discussion must be germane to the issues raised by the proposed resolution.

Section 8. All resolutions shall recommend action to the Tennessee Bar Association Board of Governors. Resolutions may seek the adoption of public policy by the Tennessee Bar Association, recommend positions regarding pending or potential legislation, or seek authority to propose or join in the proposal of a resolution to the ABA Assembly.

Section 9. All resolutions adopted by the Division shall be presented to the Tennessee Bar Association Board of Governors by the president or president-elect of the Division, except that, in a manner consistent with the Board of Governors' bylaws, the president or president-elect may delegate the responsibility for presenting a successfully adopted resolution to another member of the Division.

ARTICLE X
ABA YLD Affiliation and Assembly Delegates

Section 1. The officers shall take all steps necessary to maintain the affiliation of the Division with the American Bar Association Young Lawyers Division ("ABA YLD") and to encourage participation of officers and members of the Division in ABA YLD activities.

Section 2. The President shall take all necessary steps to ensure that all available positions for Tennessee delegates to the ABA YLD Assembly are filled for each meeting of the Assembly. To the extent consistent with the bylaws and other rules or procedures of the ABA YLD and in cooperation with the chairs or presidents of other Tennessee young lawyer organizations affiliated with the ABA YLD, the President shall designate or appoint Division members to serve as delegates to the ABA YLD Assembly.

ARTICLE XI
Invited Guests

Section 1. It is the policy of the Division to take all steps necessary to achieve and maintain a diverse Board. It is also the policy of the Division to encourage members of this Division who are also members of a population traditionally underrepresented on the Board based upon gender, race, ethnicity, or sexual orientation to seek Board positions.

Section 2. To accomplish the policies contained in Article X, Section 1, the Board shall have the authority to invite members of this Division who are also members of diverse groups or associations, as identified by the Diversity Committee of this Division, to the meetings of this Division.

ARTICLE XII
Amendment

Upon the recommendation of the Long Range Planning Committee, these Bylaws may be amended by (1) a two-thirds vote of the members of the Division present and voting at any Annual Membership Meeting; (2) a two-thirds vote of the members of the division present and voting at any meeting of the membership of the Division properly called by the President; or (3) a two-thirds vote of the voting members of the Board. No amendments to the Bylaws may be made until ten (10) days notice has been given to the membership as to the facts and contents of the proposed amendments. Upon such approval by the Division or Board, such amendments shall be presented for approval to the Board of Governors of the TBA and no amendment so adopted shall be effective until so approved.