

BYLAWS OF THE ALABAMA STATE BAR

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ARTICLE I Name & Office

The name of this organization shall be the Alabama State Bar (hereinafter referred to as the “Bar”). Its principal office shall be in Montgomery, Alabama.

ARTICLE II Purpose and Mission

- 2.1 Purpose.** The Bar is established under Chapter 3 of Title 34 of the Alabama Code. The Bar conducts its regulatory activities (admissions, licensing, discipline) as a judicial branch agency under the supervision of and pursuant to rules adopted by the Alabama Supreme Court. Under these provisions, the Bar serves multiple roles. The Bar is an integrated and unified bar, which means (1) that attorneys must be duly licensed by the Bar in order to practice law in the State of Alabama, (2) that the Bar regulates the practice of law, and (3) that the Bar functions as an association in service to its members and the public.
- 2.2 Mission.** The mission of the Bar is to protect the public by promoting the professional responsibility and competence of its members, improving the administration of justice, and increasing the public understanding of and respect for the law.

ARTICLE III Board of Bar Commissioners

- 3.1 Governing Body.** In accordance with the Alabama Code, the Board of Bar Commissioners (the “Board”) shall be the governing body of the Bar.
- 3.2 Composition.** The membership of the Board of the Bar shall be constituted as follows:
- (1) One commissioner from each judicial circuit.
 - (2) One commissioner from the electoral district of the Tenth Judicial Circuit, known as the “Bessemer Cut-off” electoral district, for electing its circuit judge.
 - (3) One additional commissioner for each 300 members of the Bar in a circuit who maintain their principal office in the circuit to be an additional representative for his or her circuit. In such circuits the original commissioner shall be identified as “Commissioner No. 1” and each additional commissioner shall be designated in sequential numbers. No circuit and no county shall be entitled to more than 10 commissioners. The Board shall identify annually the circuits entitled to more than one commissioner based upon the principal location of bar members' offices as of March 1. In determining the number of commissioners for the Tenth Judicial Circuit, members maintaining their principal office in the “Bessemer Cut-off” shall not be counted for determining additional commissioners for the Tenth Circuit.

- (4) Nine at-large commissioners who shall be selected by a majority vote of the members of the Board from nominations submitted by members of the Bar, by associations of lawyers, or by sections of the Bar, pursuant to such rules and procedures as may be prescribed by the Board. In selecting the nine at-large commissioners, the Board shall seek to ensure, to the extent possible, that the Board reflects the racial, ethnic, gender, and age diversity, as well as the geographic diversity, of the membership of the Bar.
- 3.3 Eligibility.** Each commissioner, at the time of nomination and election and during incumbency, shall be a member in good standing of the Bar and, except for the at-large members, shall maintain a principal office in the circuit he or she represents.
- 3.4 Elections.** Except for at-large commissioners, each commissioner shall be elected in the manner provided for herein. There shall be an annual election for the purpose of selecting successors to the commissioners whose terms expire. The commissioner(s) for each judicial circuit shall be elected by the members of the Bar who maintain their principal office in such circuit or the Bessemer Cut-off, for the purposes of section 3.2(2) herein. The Board shall maintain rules and regulations in regard to such annual elections and establishment of additional commissioner positions as required and consistent with the Alabama Code. The Board shall, in accordance with its rules, give at least 60 days' notice of the time for holding the election each year. The annual election shall be held on the first Tuesday in June of each year and continue for one week. The election shall be by secret ballots delivered to the Bar headquarters by a date established by the Board.
- 3.5 Term.** The term of each commissioner shall be three years from July first following his or her election. The Board shall establish initial terms for new commissioners so that, to the extent possible, the terms of the commissioners for a particular circuit will not expire simultaneously. To accomplish this the Board may designate the initial term of any new commissioner for one year, two years, or three years. Regardless of the length of the initial term, subsequent terms of that commissioner's position shall be three years. No person shall serve more than three consecutive terms as a commissioner.
- 3.6 Nominations.** Nomination to the office of commissioner shall be by written petition of any five or more members of the Bar in good standing who maintain their principal office in the circuit where such nominee maintains his or her principal office. Any number of candidates may be nominated on a single petition. Such nominating petitions shall be delivered to the Executive Director in accordance with the rules prescribed by the Board. Any member may become a candidate for commissioner from the circuit of his or her principal office by delivering to the Executive Director a written declaration in the same manner as the nominations are required to be filed.
- 3.7 Vacancies.** Should any vacancies occur on the Board, the Board shall fill such vacancies by appointment of a member of the Bar from the judicial circuit in which the vacancy exists, and such appointee shall hold for the time of the unexpired term or pending the election of his or her successor.
- 3.8 Compensation.** No commissioner shall receive any compensation for his or her service on the Board other than actual necessary expenses incurred in the discharge of his or her duties.

3.9 Powers of the Board. In accordance with Alabama Code § 34-3-43, the Board shall have power:

- (1) Subject to the approval of the Alabama Supreme Court, to determine, by rules, the qualifications and requirements for admission to the practice of law;
- (2) Subject to the approval of the Alabama Supreme Court, to conduct through a Board of Examiners the examination of applicants; and such Board of Examiners shall certify to the Supreme Court the names of the applicants found to be qualified; such certifications shall entitle such persons to be enrolled in the Bar and to practice law; provided, that the license tax is paid;
- (3) Subject to the approval of the Alabama Supreme Court, to formulate rules governing the conduct of all persons admitted to practice and to investigate, or cause to be investigated, and to pass upon all complaints that may be made concerning the professional conduct of any person who has been, or may hereafter be, admitted to the practice of the law;
- (4) Subject to the approval of the Alabama Supreme Court, to formulate rules governing the reinstatement of members of the bar who have been disbarred and to pass upon all petitions for reinstatement;
- (5) Subject to the approval of the Alabama Supreme Court, to establish rules governing procedure in cases involving alleged misconduct of members of the Bar and to further fulfill the disciplinary responsibilities as provided for in Article 4 of Chapter 3 of Title 34 of the Alabama Code (Sections 34-3-80 through 34-3-89);
- (6) Subject to the approval of the Alabama Supreme Court, to appoint one or more committees of commissioners or of the membership of the Bar, or partly from one and partly from the other, to take evidence in connection with any complaint filed against any attorney and forward the same to the Board;
- (7) To make rules and bylaws not in conflict with Chapter 3 of Title 34 of the Alabama Code concerning the selection and tenure of its officers and committees and their powers and duties, and generally for the control and regulation of the business of the Board and of the Bar, except that any amendments to these Bylaws shall be made in accordance with Article XVII herein;
- (8) To hold and conduct educational and social meetings and activities among the members of the Bar, to publish journals and generally to do such things as in its judgment may tend to improve the educational and ethical standing of the bench and bar;
- (9) To establish circuit or branch associations of the Bar, and, if circuit associations are established, the commissioner(s) from that circuit shall be ex officio the president of such circuit association. Said circuit or branch association shall have no authority to suspend or disbar attorneys and, in all matters, shall be subordinate to the authority of the Board;

- (10) To delegate such power as it deems appropriate to the Executive Council as provided for in Article V of these Bylaws;
- (11) To direct the disbursement of the fund created by Alabama Code § 34-3-4, which shall be paid on warrant of the state Comptroller upon certificate or voucher of the Secretary of the Board, approved by the president or vice-president of the Board. No funds shall be withdrawn or expended except as budgeted and allotted according to the provisions of Article 4 of Chapter 4 of Title 41 of the Alabama Code, and only in amounts as stipulated in the general appropriation bill;
- (12) To approve an annual budget for the Bar consistent with Article XII; and
- (13) To determine by rule the amount of the annual license tax for each attorney engaged in the practice of law in accordance with Alabama Code § 40-12-49. The Board shall have no authority, nor shall it in any way undertake, to regulate the fees or charges of lawyers for the rendition of their professional services.

ARTICLE IV

Officers

4.1 Officers. In accordance with Alabama Code § 34-3-16, the officers of the Alabama State Bar shall include the President, President-Elect, Vice-President, and Secretary. At the time of nomination and election and during incumbency, the President, President-Elect, and Vice-President each shall be a member in good standing of the Bar. In accordance with Alabama Code § 34-3-16(b)(5), the Board may elect such other officers as the Board may deem appropriate, all of whom shall be a member in good standing of the Bar and shall hold office at the pleasure of the Board and shall be subject to removal without cause by the Board at any time.

4.2 President

- (1) Election to Office. The office of President shall be filled annually by succession at the end of the Annual Meeting, at which time the President-Elect, who has served as President-Elect during the preceding year, shall succeed to the presidency. The President shall not be eligible to serve successive terms.
- (2) Duties and Responsibilities. In addition to any duties and responsibilities assigned by the Board, the President shall have the following duties and responsibilities:
 - i. The Board of Bar Commissioners. The President shall serve as President of the Board and preside over all Board meetings, including executive sessions provided that the President shall not vote except when presiding in the case of a tie. The President shall assist the Executive Council and the Executive Director in preparing agendas for Board meetings and promoting effective communications to the Board between meetings.

- ii. Executive Council. The President shall serve as chair of the Executive Council and preside and vote at meetings of the Executive Council in accordance with Article V of the Bylaws. The President shall, with assistance from the Executive Director, convene and set agendas for meetings of the Executive Council.
 - iii. Meetings of the State Bar. The President in coordination with the Executive Director shall oversee the planning of the Annual Meeting and preside over the Annual Meeting. If a Mid-Year Meeting is held, the President in coordination with the Executive Director shall oversee the planning for that meeting and preside over it.
 - iv. External and Member Relations. The President in partnership with the Executive Director shall promote effective communications with members, the media, and the public; promote positive relations with all three branches of State government; promote cooperative and supportive relations with affiliated organizations and other bar associations; and represent the Bar at external events, meetings, and conferences.
 - v. Strategic Planning and Execution. The President in partnership with the Executive Director shall ensure that the State Bar maintains a strategic plan to be reviewed and updated on an annual basis. The President shall also promote the execution of the strategic plan during his or her tenure. With input from the Executive Council, the President shall propose goals and priorities for the State Bar to the Board that are consistent with the strategic plan. The President shall attempt to carry out the goals and priorities approved by the Board.
 - vi. Staff Evaluations. The President shall ensure that Executive Director and General Counsel are evaluated annually in accordance with the policies adopted by the Board.
- (3) Compensation and Expenses. The President will not receive financial compensation for executing the duties of the office unless the Board, in its discretion, elects to pay an allowance in an amount to be set by the Board. The President shall be reimbursed for reasonable expenses incurred in executing the duties of the office in compliance with state laws.

4.3 President-Elect

- (1) Election. The President-Elect shall be elected annually and shall take office as president-elect at the end of the Annual Meeting held during the year of such election. Such president-elect shall succeed to the presidency at the end of the Annual Meeting held during the next succeeding year, at which time the term of the preceding president shall expire. The President-Elect shall be elected by the members of the Bar in good standing, who shall vote by secret ballot. Ballots may be cast online, by delivery in person to Bar headquarters, or by U.S. Mail. Ballots must be received on or before the date designated by the Board.

- (2) Qualifications. To qualify for election as President-Elect, a candidate shall file at Bar headquarters a nominating petition signed by at least 25 members in good standing by the date established by the Board, provided, however, that the deadline for filing nominating petitions shall be at least 90 days prior to the election. Candidates for President-Elect shall comply with all election procedures adopted by the Board.
- (3) Duties and Responsibilities. In addition to any duties and responsibilities assigned by the Board, the President-Elect shall have the following duties and responsibilities:
 - i. Board of Bar Commissioners. The President-Elect serves as an ex-officio member of the Board and may attend all meetings, including executive sessions, of the Board. The President-Elect shall not vote as a member of the Board, unless he/she is a member of the Board by election pursuant to § 34-3-41, except that the President-Elect, if presiding over a meeting of the Board, may vote in case of a tie.
 - ii. Executive Council. The President-Elect shall serve as a member of the Executive Council.
 - iii. Other Duties and Responsibilities. The President-Elect shall have such other duties and responsibilities as reasonably assigned by the President or the Board.
- (4) Compensation and Expenses. The President-Elect shall not receive financial compensation for executing the duties of the office. The President-Elect shall be reimbursed for reasonable expenses incurred in executing the duties of the office in compliance with state laws.

4.4 Vice President

- (1) Qualifications. The Vice-President shall be a current member of the Board.
- (2) Election to Office. At its Annual Meeting, the Board shall elect a Vice-President, who shall be a current member of the Board. The Vice-President shall hold office at the pleasure of the Board and shall be subject to removal without cause by the Board at any time.
- (3) Duties and Responsibilities. In addition to any duties and responsibilities assigned by the Board, the Vice-President shall have the following duties and responsibilities:
 - i. Executive Council. The Vice-President shall serve as a member of the Executive Council.
 - ii. Board of Bar Commissioners. Except in circumstances where the Vice-President is presiding over a meeting of the Board, the Vice-President is a voting member of the Board. In the absence or disqualification of the President, the Vice-President shall preside over meetings of the Board. If presiding over a meeting of the Board, the Vice-President may vote only in case of a tie.

- iii. Other Duties and Responsibilities. The Vice-President shall have such other duties and responsibilities as reasonably assigned by the President or the Board. In the President's absence or disqualification, the Vice-President shall discharge the duties of the President and shall preside at any meeting of the Board or the State Bar.
 - (4) Compensation and Expenses. The Vice-President shall not receive financial compensation for executing the duties of the office. The Vice-President shall be reimbursed for reasonable expenses incurred in executing the duties of the office in compliance with state laws.
- 4.5 Secretary.** Except as otherwise provided by the Board, the Executive Director shall serve as the Secretary. The qualifications, term and evaluations, duties and responsibilities, and compensation of the Executive Director are addressed in Article VI.
- 4.6 Vacancies and Succession.** In accordance with Alabama Code § 34-3-16(f), in the event a vacancy in the office of the President, the Vice-President shall succeed to the presidency, and shall serve out the unexpired term. In the event the Vice-President shall succeed to the presidency, the Board shall elect a new Vice-President for the unexpired term in the manner provided for herein. In the event of a vacancy in the office of President-Elect, a President also shall be elected at the same time and in the same manner as the President-Elect.

ARTICLE V Executive Council

- 5.1 Composition.** The Bar shall have an Executive Council comprised of the President, the President-Elect, the Vice-President, the Immediate Past President, and three commissioners elected by the Board in accordance with this Article.
- 5.2 Elections.** At the Annual Meeting each year, the Nominating Committee shall present its recommendations for the three commissioners to serve on the Executive Council for the upcoming year. The Board may also consider any other commissioner who wishes to be considered for a seat on the Executive Council by the Board in addition to the nominees in the Nominating Committee's report. The President shall preside over the Board's election of the commissioners to serve on the Executive Council.
- 5.3 Duties and Responsibilities.** The Executive Council shall advise the President and set the agenda for Board meetings. In addition, in accordance with Alabama Code § 34-3-43(d), the Executive Council may, by majority vote, act in place of the Board *except with respect to the following*:
- (1) Matters expressly reserved to the Board by Chapter 3 of Title 34 of the Code of Alabama or other applicable law;
 - (2) The adoption of any amendments to the Bylaws;

- (3) Any matter or issue that the current Board has expressly voted to reserve as its responsibility;
- (4) Matters involving: licensure rules, fees, or dues; bar examiner and grader stipends; and, bar passage cut score;
- (5) The approval of memorandums of understanding when exchanging funds, services, or endorsements by the Bar;
- (6) Approval of contracts with the Alabama State Bar Foundation;
- (7) Appointments to internal or external positions;
- (8) The establishment of any Bar award or the approval of the recipient of any Bar award or any committee or section award;
- (9) The creation or dissolution of committees established by the Board;
- (10) The approval rules relating to attorney discipline, ethics, professional responsibility, and the practice of law;
- (11) The establishment of local grievance committees;
- (12) The approval of any policy affecting Bar governance, finances, or operations;
- (13) The approval of rules governing appointments and elections of bar commissioners and officers;
- (14) Decisions regarding formal support for or opposition to legislative proposals;
- (15) Decisions to initiate and settle litigation and file amicus briefs, other than lawsuits relating to disciplinary matters or seeking recoveries for the Client Security Fund;
- (16) The approval of all MCLE rules and regulations;
- (17) The approval of any member benefit requiring financial commitment or administrative support from the Bar;
- (18) The approval of insurance plans for members or any other benefit authorizing a third-party to solicit or advertise directly to members;
- (19) The hiring or termination of the Executive Director or General Counsel;
- (20) The approval of new, unbudgeted permanent positions of employment;
- (21) The approval of Bar programs and initiatives that require the expenditure of the Bar's financial resources;

- (22) The creation or dissolution of any section and the section's initial bylaws as well as the amount of section dues; and
 - (23) The adoption of strategic or long-range plans for the Bar.
- 5.4 Reporting to the Board.** At any meeting of the Board, an initial agenda item shall include a report by the President, or his or her designee, of actions taken by the Executive Council in its meetings since the prior meeting of the Board. The approved minutes of any Executive Council meetings held since the last Board meeting shall be distributed to the Board at its next meeting.
- 5.5 Non-voting Members.** The Executive Director and General Counsel shall be non-voting advisors to the Executive Council and may attend its meetings except insofar as they are excused from a meeting of the Executive Council by the President.
- 5.6 Term and Term Limits.** A member of the Executive Council shall serve for a one-year term until the subsequent Annual Meeting at which elections for the Executive Council are held. Elected commissioners and other officers serving on the Executive Council are not subject to limits on the number of consecutive terms that they may serve.
- 5.7 Eligibility.** In order to be eligible to be a member of the Executive Council, an officer or commissioner must continue to hold the office making them eligible for membership on the Executive Council.
- 5.8 Vacancies.** In the event of a vacancy on the Executive Council in a seat held by an elected commissioner, the President may nominate an individual to the Board for election for the remainder of the unexpired term.
- 5.9 Quorum and Meeting Procedures.** Quorum for meetings of the Executive Council shall consist of a majority of statutory members of the Executive Council. The Executive Council may meet remotely in a manner consistent with applicable requirements of Chapter 25A of Title 36 (the Open Meetings Act) and notice of such meetings shall also be provided in compliance with any such applicable requirements.

ARTICLE VI

Bar Staff

6.1 Executive Director

- (1) Qualifications. The Executive Director shall have such qualifications as established by the Board.
- (2) Term and Evaluation. The Executive Director shall serve at the pleasure of the Board. At its Annual Meeting, the Board shall elect the Executive Director as Secretary of the State Bar. The Executive Director shall be evaluated annually pursuant to the policies adopted by the Board, which shall include clearly stated

evaluation criteria consistent with the duties and responsibilities of the Executive Director.

- (3) Duties and Responsibilities. In addition to any duties and responsibilities assigned by the Board, the Executive Director shall have the following duties and responsibilities:
 - i. As Secretary, the Executive Director shall execute such duties and responsibilities as reasonably assigned by the Board.
 - ii. In connection with meetings of the Board, the Executive Director shall be responsible for calling the role, ensuring a quorum is present, assisting with the tabulation of votes, and preparing and distributing the minutes of all meetings.
 - iii. The Executive Director shall execute such duties and responsibilities as are assigned to the Secretary in the Code of Alabama.
 - iv. The Executive Director shall lead the Bar staff and manage all operations of the Bar; serve on ex-officio on all committees; and attend in an ex-officio capacity the meetings of the Board.
- (4) Compensation. The Executive Director shall be paid a salary and receive benefits as determined on an annual basis by the Board. The Executive Director shall be reimbursed for reasonable expenses incurred in executing the duties of the office in compliance with state laws.
- (5) Employees. Subject to the budget approved in accordance with Article XII herein, the Executive Director shall have the authority to employ and terminate employees of the Alabama State Bar who are not assigned to the Office of General Counsel. With respect to any involuntary termination of an employee, the Executive Director and the General Counsel shall consult with each other before terminating the employee.

6.2 General Counsel

- (1) Qualifications. The General Counsel shall have such qualifications as established by the Board.
- (2) Term and Evaluation. The General Counsel shall serve at the pleasure of the Board subject to Rule 6(c) of the Alabama Rules of Disciplinary Procedure. Specifically, the Board's decisions concerning the appointment of the General Counsel, the General Counsel's compensation, and the termination of the General Counsel's employment shall be subject to the approval of the Alabama Supreme Court. The General Counsel shall be evaluated annually pursuant to the policies adopted by the Board, which shall include clearly stated evaluation criteria consistent with the duties and responsibilities of the General Counsel.
- (3) Duties and Responsibilities. In addition to any duties and responsibilities assigned by the Board, the General Counsel shall have the following duties and responsibilities:

- i. The General Counsel shall be responsible for the Center for Professional Responsibility and administering the Rules of Professional Conduct and the Rules of Disciplinary Procedure.
 - ii. The General Counsel shall investigate all allegations that would constitute grounds for discipline or transfer to disability inactive status, recommend disposition based upon the facts revealed by the investigation, perform all prosecutorial functions, and any other duties conferred upon him or her by the Executive Council or the Board.
- (4) Compensation. The General Counsel shall be paid a salary and receive benefits determined on an annual basis by the Board subject to Rule 6(c) of the Alabama Rules of Disciplinary Procedure. The General Counsel shall be reimbursed for reasonable expenses incurred in executing the duties of the office in compliance with state laws.
- (5) Employees. Subject to the budget approved in accordance with Article XII herein, the General Counsel shall have the authority to employ and terminate employees of the Bar who are assigned to the Office of General Counsel. With respect to any involuntary termination of an employee, the Executive Director and the General Counsel shall consult with each other before terminating the employee.
- 6.3 Other Bar Employees.** All other employees of the Bar are employees at will and shall have such duties and responsibilities as assigned by either the Executive Director or the General Counsel.
- 6.4 State Employees.** All employees of the Bar shall be employees of the State of Alabama.

ARTICLE VII Committees and Task Forces

- 7.1 Regulatory Commissions and Committees.** There exists certain commissions and committees that assist the Bar to perform its regulatory functions as set forth in Article XI.
- 7.2 Standing Committees**
- (1) Identity and Duration. The standing committees of the Bar are the Nominating Committee, the Finance and Audit Committee, the Personnel Committee, and the Strategic Planning Committee. The standing committees may be terminated only by amendment of these Bylaws.
 - (2) Standing Committees Generally. A standing committee may adopt, amend, and repeal such rules for its own governance as it may deem advisable, not inconsistent with any resolution of the Board or the Executive Council, the Bar policy governing Committees and Task Forces, or these Bylaws. Rules of Procedure adopted by a standing committee, and any amendments thereto, must be approved by the Board.

(3) Nominating Committee

- i. **Purpose.** The Nominating Committee shall be responsible for nominating the Secretary, the Vice-President, the three members of the Board who shall serve as voting members of the Executive Council, and other officers and agents of the Board. Before the Annual Meeting, the Nominating Committee shall receive recommendations from the President-Elect for the nominations of the Vice-President, three members of the Board to serve as voting members of the Executive Council, and such other officers and agents of the Board as the President-Elect shall recommend for appointment. At the meeting of the Board at the Annual Meeting, the Nominating Committee shall make nominations to the Board for the election of the Vice-President, the Secretary, the three non-officer voting members of the Executive Council, and such other officers and agents of the Board as the Board may deem appropriate, all of whom shall hold office at the pleasure of the Board and shall be subject to removal without cause by the Board at any time.
- ii. **Membership.** The Nominating Committee shall consist of three members of the Board who are appointed by the President-Elect 30 days before the meeting of the Board that occurs at the Annual Meeting. The Nominating Committee shall elect a chairperson from among its members.
- iii. **Report to the Board.** The Nominating Committee shall submit a report of its nominations to the Board at the initial meeting of the Board at the Annual Meeting.

(4) The Finance and Audit Committee

- i. **Purpose.** The Finance and Audit Committee shall be responsible for making recommendations to the Board regarding budgets and other financial matters, recommending the financial policies of the Bar, and overseeing the finances of the Bar.
- ii. **Membership.** The Finance and Audit Committee shall be composed of 13 voting members, including the President, President-Elect, Vice-President, and Immediate Past President. There shall be nine appointed members. The terms of the appointed members shall be three years and so staggered that the terms of one third of the appointed members shall expire at the adjournment of each Annual Meeting. The President shall appoint three members to replace those members whose terms expired the prior year. The President shall designate the chairperson. The Executive Director and the Finance Director of the Bar shall serve as non-voting, ex-officio members of the committee. A member who fails to attend meetings or to reasonably assist the committee in fulfilling its purpose may be removed and replaced by the President. The President shall fill all vacancies for unexpired terms of members.

- iii. **Meetings and Minutes.** Meetings of the Finance and Audit Committee should be held as soon as practical after the adjournment of the Annual Meeting and thereafter with such regularity as is necessary to carry out its purpose. Minutes of each meeting should be recorded and maintained by the Executive Director or his or her designee.

(5) The Personnel Committee

- i. **Purpose.** The Personnel Committee shall be responsible for recommending to the Board the policies of the Bar regarding Bar staff.
- ii. **Membership.** The Personnel Committee shall be composed of nine voting members. The terms of the members shall be three years and so staggered that the terms of one third of the appointed members shall expire at the adjournment of each Annual Meeting. The President shall appoint three members to replace those members whose terms expired the prior year. The President shall designate the chairperson. The Executive Director shall serve as a non-voting, ex-officio member of the committee. Failure of a member to attend meetings or to reasonably assist the committee in fulfilling its purpose may be removed and replaced by the President. The President shall fill all vacancies for unexpired terms of members.
- iii. **Meetings and Minutes.** Meetings of the Personnel Committee should be held as soon as practical after the adjournment of the Annual Meeting and thereafter with such regularity as is necessary to carry out its purpose. Minutes of each meeting should be recorded and maintained by the Executive Director or his or her designee.

(6) The Strategic Planning Committee

- i. **Purpose.** The Strategic Planning Committee shall be responsible for developing, updating, amending, and monitoring execution of the Bar's strategic plan.
- ii. **Membership.** The Strategic Planning Committee shall be composed of 13 voting members. The President-Elect shall serve as a member and the chairperson of the committee. There shall be twelve appointed members. The terms of the members shall be three years and so staggered that the terms of one third of the appointed members shall expire at the adjournment of each Annual Meeting. The President shall appoint four members to replace those members whose terms expired the prior year. The Executive Director shall serve as a non-voting ex-officio member of the committee. A member who fails to attend meetings or to reasonably assist the committee in fulfilling its purpose may be removed and replaced by the President. The President shall fill all vacancies for unexpired terms of members. The Chairperson may appoint additional non-voting members in his or her discretion.

- iii. **Meetings and Minutes.** Meetings of the Strategic Planning Committee should be held as soon as practical after the adjournment of the Annual Meeting and thereafter with such regularity as is necessary to carry out its purpose. Minutes of each meeting should be recorded and maintained by the Executive Director or his or her designee.

7.3 Other Committees

- (1) **Creation, Purpose, and Duration.** The President, with the consent of the Board, may establish such other committees determined to be necessary and appropriate. Once established, such committees shall continue in existence unless a committee's duration is limited by the Board when approving the committee's establishment. The Board may dissolve these committees at any time.
- (2) **Membership.** In consultation with the Executive Director, the President shall appoint the members of all committees of the Bar except as provided in these Bylaws.
- (3) **Chairpersons.** The President shall appoint the chairpersons of each committee, whose terms expire when their successors are appointed and after the adjournment of the Annual Meeting following such appointment.
- (4) **Meetings and Minutes.** Meetings of committees should be held as soon as practical after the adjournment of the Annual Meeting and thereafter with such regularity as is necessary to carry out their purpose. Minutes of each meeting should be recorded and maintained by the chairperson or his or her designee.
- (5) **Reports.** Each committee shall file an annual report with the President and the Board before the Annual Meeting.

7.4 Task Forces

- (1) **Creation, Purpose, and Duration.** The President, in his or her discretion, may create one or more task forces to conduct such task(s) as the President deems appropriate for the benefit of the Bar. A task force shall remain in existence from the time of its creation until the next Annual Meeting, except that a President may enter an order calling for the continuation of a task force until the next Annual Meeting.
- (2) **Membership.** The President shall appoint members of task forces, including their chairperson(s). The Executive Director, or his or her designee, shall serve as an ex-officio member of all task forces.
- (3) **Meetings and Minutes.** Meetings of task forces should be held as soon as practical after their creation and thereafter with such regularity as is necessary to carry out their purpose.
- (4) **Reports.** Each task force shall file a report with the President before the Annual Meeting.

ARTICLE VIII

Sections

- 8.1 Purpose.** The Board may form sections of the Bar which shall have the purpose to promote and expand knowledge, education, training, and collaboration among certain members of the Bar consistent with the Section Policy adopted by the Board. Sections shall continue in existence under the terms established by the Board.
- 8.2 Membership and Meetings.** Membership in a section shall be voluntary. The members of each section shall be members of the Bar and shall meet such other requirements as the bylaws of the section provide. Each section shall meet during the year as the section may desire or as required by the section's bylaws.
- 8.3 Bylaws and Leadership.** Each section shall adopt bylaws and may adopt amendments thereto which are not inconsistent with these Bylaws and which shall become effective when approved by the Board. The scope and purpose of each section shall be described in its bylaws. Each section shall have a chair. It may also have a chair-elect and such other officers and council as its bylaws may provide.
- 8.4 Funds.** With the approval of the Board, section members may be required to pay dues. Section funds shall be administered by the Finance Director subject to the Bar's Section Financial Policies.
- 8.5 Dissolution.** During any year a section may be dissolved by a vote of seventy percent of the section members. The Board may also vote to dissolve a section. In the event of a dissolution of a section, any funds held by or for the benefit of the dissolved section shall be deposited in the general fund of the Bar.

ARTICLE IX

Affiliate and Collaborative Organizations

The Bar affiliates and collaborates with certain outside organizations that facilitate the mission of the Bar. The Board shall approve all memorandums of understanding ("MOUs") and any amendments thereto with affiliate and collaborative organizations outlining the roles and responsibilities of both the Bar and the outside organization regarding cooperation and coordination of activities. The Executive Council shall annually review all such MOUs and make recommendations to the Board.

ARTICLE X

Membership and Meetings of the Membership

Membership in the Bar shall be governed by the Alabama Rules Governing Admission to the Alabama State Bar. There shall be an Annual Meeting of the lawyers of Alabama, open to all members of the Bar in good standing, to be held at such place and time as the Board shall designate. The Justices of the Alabama Supreme Court shall be invited to attend the Annual Meeting.

ARTICLE XI

Regulation of the Practice of Law and Discipline

- 11.1 Rules of Conduct.** Members of the Bar shall follow the Rules of Professional Conduct and all other rules governing lawyer conduct and discipline duly adopted by the Alabama Supreme Court.
- 11.2 Discipline.** All members of the Bar are subject to the disciplinary jurisdiction of the Disciplinary Commission and the Disciplinary Board of the Bar, with review by the Alabama Supreme Court.
- 11.3 Regulatory Commissions, Committees, and Boards.** The Bar executes its regulatory and disciplinary function pursuant to the Alabama Code and the rules duly adopted by the Alabama Supreme Court, including the Rules Governing Admission to the Alabama State Bar, the Rules for Mandatory Continuing Legal Education, the Alabama Rules of Professional Conduct, the Alabama State Bar Client Security Fund Rules, the Alabama Rules of Disciplinary Procedure, the Alabama Standards for Imposing Lawyer Discipline, and the Alabama State Bar Rules of Specialization. In accordance with the Alabama Code and these rules, the Bar supports the following commissions, committees, and boards: the Disciplinary Commission, the Mandatory Continuing Legal Education Commission, the Committee on Character & Fitness, the Board of Bar Examiners, the Disciplinary Board, the Unauthorized Practice of Law Committee, and the Client Security Fund Committee.
- 11.4 Creation and Composition.** The regulatory commissions, committees, and boards are established by the Alabama Code or Alabama Supreme Court rule. The Bar's appointments to these commissions, committees, and boards shall be made in accordance with the applicable statute or court rule or, in the absence of such authority, by the Board.

ARTICLE XII

Budget & Financial Matters

- 12.1 License Tax and Dues.** The Board shall annually review and establish the license tax in accordance with Alabama Code § 40-12-49 and the dues for each section of the Bar.
- 12.2 Budget.** After consulting with the President, the Executive Director shall annually submit for approval a budget to the Finance & Audit Committee for review. Following that review, the proposed budget will be presented to the Board for approval or modification at the September Commission meeting.
- 12.3 Financial Policies.** The Board shall periodically adopt policies concerning its financial affairs and the authority of the Executive Director to make expenditures for the Bar on an emergency basis whenever necessary to protect the Bar's personnel or property or to address any imminent legal or reputational risk to the Bar.
- 12.4 Records of Transactions.** The Bar, through its Finance Director, shall maintain at its office a correct and complete records of all transactions of the Bar in a manner that satisfies the Board and the requirements of the Examiners of Public Accounts.

- 12.5 Accounting / Financial Reports.** At each meeting of the Board, the President, Executive Director, or their designee shall present an overview of the financial statements of the Bar including but not limited to an analysis of expenditures compared to the budget. The Executive Director and Finance Director shall certify to the Board on a quarterly basis compliance with all financial requirements provided by state law and any directives from the Examiners of Public Accounts.
- 12.6 Audit.** Financial accounts and records of the Bar shall be audited at the end of each Fiscal Year in such manner as shall be satisfactory to the Board and within the parameters of the legal requirements applicable to the Bar.

ARTICLE XIII Records

- 13.1 Minute Book.** The Executive Director shall keep and maintain a minute book containing the minutes of the meetings of the Board and the Executive Council and shall oversee the collection of records and minutes from committees, sections, and other bar-related organizations.
- 13.2 Open Records Act.** The Bar shall comply with the Open Records Act as applicable.

ARTICLE XIV General Policies

- 14.1 Conflict of Interest.** Members of the Board and employees of the Bar should avoid any actions or activities that create conflicts of interest with their service on the Board and employment with the Bar. The Board shall adopt policies in furtherance of this principle and document acknowledgement by Board members on an annual basis.
- 14.2 Fraud Prevention and Whistleblower.** The Board shall maintain a formal whistleblower policy that covers good faith reports of internal fraud involving employees of the Bar and members of the Board.
- 14.3 Communications.** The Executive Director and President of the Bar and their designee are the only two authorized individuals to communicate formal positions of the Bar.
- 14.4 Relationship to Other Authorities.** These Bylaws are adopted pursuant to authority from the State of Alabama and are at all times subject to the laws of the State of Alabama. In case of any conflict between these Bylaws and any existing or future laws of the State of Alabama or rules duly adopted by the Alabama Supreme Court, these Bylaws shall yield to such legal authorities.

ARTICLE XV

External Appointments

- 15.1 General.** The Bar makes appointments to certain external organizations. The rules governing those appointments are generally controlled by the external organization. The Executive Director shall maintain a current List of External Appointments made by or on behalf of the Bar that memorializes specific details pertaining to the appointments. In making appointments, consideration shall be given to the Bar's commitment to racial, gender, ethnic, and geographical diversity. The Board, the President, or the Executive Director may make such appointments, nominations, or recommendations to external organizations as requested by such external organizations.
- 15.2 Appointments by the Board.** Except as set forth herein or as established by the external organization that governs the appointments, the Board shall make all external appointments on behalf of the Bar. As of the adoption of these Bylaws, the Board makes appointments to the following organizations: American Bar Association House of Delegates; Court of the Judiciary; Judicial Compensation Commission; Judicial Inquiry Commission; Lawyers Hall of Fame Selection Committee; Alabama Law Foundation; Legal Services of Alabama, Inc.; Alabama Private Investigation Board; and the Study Commission on Pre-Trial Services and Alternative Courts.
- 15.3 Recommendations for appointments by the Board.** As of the adoption of these Bylaws, the Board makes recommendations for appointments to the following organizations: Alabama Board of Court Reporting and Alabama Securities Commission.
- 15.4 Appointments by the President.** As of the adoption of these Bylaws, the President makes appointments to the following organizations: Alabama Supreme Court Commission on Dispute Resolution; Eleventh Circuit Judicial Conference; Indigent Defense Review Panel; Judicial Reallocation Commission; and Judicial Conference for the State of Alabama.

ARTICLE XVI

Insurance and Sovereign Immunity

To the extent allowed by law, the Bar shall procure appropriate liability and directors' and officers' insurance for the benefit of members in their volunteer service to the Bar. Nothing herein is intended to waive the protections afforded by the doctrines of sovereign immunity and state agent immunity.

ARTICLE XVII

Amendments to Bylaws

These Bylaws have been adopted by a majority of the full board and may be amended at any meeting of the Board by a majority of the full Board, provided the proposed amendment is presented as a discussion item in writing at the previous meeting of the Board. Any amendments to the Bylaws are subject to approval by the Alabama Supreme Court and must be presented to the Court at least 60 days before presentation to the Board for a vote.

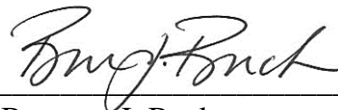
ARTICLE XVIII
Transition and Effective Date

These Bylaws supersede any previously adopted Bylaws. These Bylaws shall become effective at the conclusion of the Bar's Annual Meeting on July 15, 2023. The Board shall conduct a review of these Bylaws every five years.

These Bylaws were APPROVED by the Alabama State Bar Board of Bar Commissioners on the 15th day of July, 2023.

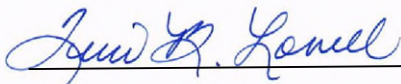


Gibson Vance
President, 2022-2023



Brannon J. Buck
President, 2023-2024

ATTEST:



Terri B. Lovell, Secretary
Alabama State Bar