

**BYLAWS
of the
GEORGIA COUNCIL OF SCHOOL BOARD ATTORNEYS
of the
GEORGIA SCHOOL BOARDS ASSOCIATION**

ARTICLE I - NAME

The name of this special division of the Georgia School Boards Association shall be the Georgia Council of School Boards Attorneys (hereinafter sometimes referred to as "Council").

ARTICLE II - ORGANIZATION

The Georgia Council of School board Attorneys shall be a division of the Georgia School Boards Association, and the location of the principal office of the organization shall be at the headquarters of the Georgia School Boards Association.

ARTICLE III - PURPOSES

The purposes for which this organization is formed shall be:

- A. To identify the current legal problems of concern to those who advise school boards, to disseminate legal information and analysis to members, and to promote the exchange of legal information and analysis among members. To facilitate this purpose, members shall be encouraged to contribute to a cooperative resource center which shall be established in the office of the Georgia School boards Association for the benefit of all members of the Council;
- B. To provide a state forum on the practical legal problems faced by school attorneys incident to their primary function of providing legal counsel, advice, and representation to school boards;
- C. To promote a closer and more understanding relationship between school attorneys and their client school board members and the Georgia School Boards Association;
- D. To provide the means by which school attorneys may participate actively without losing their professional identity in the state dialogue about education under the aegis of the Georgia School Boards Association.

ARTICLE IV - MEMBERSHIP

- A. Qualification
 - 1. Any school board attorney for any of the public school systems who is a member of the Georgia School Boards Association may become a member of this organization upon the payment of the dues as herein provided. The qualification for a member shall be based upon a certification by the attorney, and attested by the school board by which he or she is retained stating that the applicant represents a specified public school system in the State of Georgia, and that school system is a member of the Georgia School Boards Association in good standing.

2. Membership is specifically limited to attorneys whose practice includes the representation of local boards of education on a regular basis and who have been selected by a Georgia School Boards Association member system as its general counsel or has been designated by a system as special counsel, such as in the area of public finance or special education. The Executive Vice President of the Georgia School Boards Association or designee shall be an ex-officio member without charge.
3. Membership shall always be on the basis of an individual attorney rather than membership by a law firm.

B. Termination

1. Membership shall terminate immediately when an attorney member ceases to represent a specified school system.
2. Any member shall promptly notify the Executive Vice President in the event of termination of the relationship of attorney-client to a specified school system, and the superintendent of that school system is also charged with the responsibility of notifying the Georgia School Boards Association of such termination.

C. Admissions Committee

1. The Executive Committee, as herein provided, shall constitute the Admissions Committee whose duty it shall be to decide any dispute or other matters relating to eligibility for membership or termination of membership.
2. The Admissions Committee's function shall be generally to qualify candidates for membership, to have the sole determination as to the termination of membership, and to keep the Board informed as to membership. The determination of the Admissions Committee shall be final as to the eligibility of any attorney for membership or continued membership in this organization.

D. Integrated Membership

1. All members of the Council shall be members of the National Council of School Boards Attorneys in accordance with its Bylaws.

ARTICLE V - GOVERNING AUTHORITY

A. Executive Committee

1. The Executive Committee shall be composed of nine (9) members, 8 of whom shall be elected by the membership of the Council of School Board Attorneys. One member of the firm employed as general counsel to GSBA shall be the ninth member, but shall not be eligible to serve as President.
2. Term of Office
Each member of the Executive Committee elected by the membership shall serve a term of three years, except that for those elected in December 1997, two shall serve for one year, three for two years and three for the three years to be determined by lot immediately following their election.

B. Powers and Duties of the Executive Committee

1. The Executive Committee shall conduct and be responsible for all business of the Council of School Board Attorneys.
2. It may call and conduct meetings and conferences of the Council of School Board Attorneys.
3. It may fix membership fees, subject to the approval of the Georgia School Boards Association's Board of Directors. Any moneys collected from membership fees shall be held and accounted for by the Georgia School Boards Association.
4. It shall fill any vacancy due to resignation, death or disqualification of a member of the Executive Committee by appointment, and such appointment shall be effective for the remainder of the term of the person who vacated the office.
5. The Executive Committee shall also plan and implement legal seminars for its membership and, as requested by the staff of GSBA, for the membership of GSBA.

C. Nominating Committee - Initial Executive Committee

1. Eight members of the initial Executive Committee shall be nominated and elected at the December, 1997 meeting of the Council. Thereafter, a nominating committee consisting of the President, immediate past President, President-elect, the member of the Executive Committee from the firm serving as general counsel for GSBA and one other member of the Executive Committee selected by the President shall nominate a slate of candidates for the vacancies to be filled that year. The nominating committee shall seek to nominate from its membership experienced school board attorneys from all sections of the state who represent various size school districts in order to insure a diverse committee and an opportunity for all interested school board attorneys to participate in the affairs of the council.
2. The nominating committee shall report its nominated slate at the annual business meeting of the Council and conduct the election the members to the Executive Committee. An opportunity for making nominations for election to the Executive Committee from the floor shall be afforded the membership of the Council prior to the taking of the vote electing Executive Committee members.
3. Persons elected to the Executive Committee shall take office at the annual meeting of the Council.

D. Officers

1. The Officers of the Council shall be a President and President-elect, who shall be elected for one-year terms by the membership of the Executive Committee at the annual meeting of the Council from the membership of the Executive Committee. The election of officers shall be held following the election of members to the Executive Committee.
2. The President of the Council shall preside over all meetings of the Executive Committee and the Council. In absence of the President, the President-elect shall preside.
3. The administrative secretary of the Council of School Board Attorneys, who shall not have voting power, shall be the Executive Vice President of the Georgia School Boards Association, or designee. The duties of the administrative secretary shall be set forth by the Board of Directors of the Georgia School Boards Association.

E. Liability

The Council of School Board Attorneys and/or the Georgia School Boards Association shall not be held liable for the actions of its officers, members, or employees thereof, unless such officers,

members or employees have been specifically authorized by the Executive Committee of the Council of School Board Attorneys, in the case of the Council of School Board Attorneys, or the Board of Directors, or Executive Vice President of the Georgia School Boards Association, in the case of the Georgia School Boards Association.

F. Assets of Dissolution

In the event the Council of School Board Attorneys is dissolved or its existence terminated in any manner, all real and personal property that may be held for use of the Council of School Board Attorneys shall become the sole property of the Georgia School Boards Association, or its successor organization, and in no event shall any of such real or personal property, or any proceeds from the sale thereof, be distributed to, or inure to the pecuniary benefit of, any member of the Council of School Board Attorneys.

ARTICLE VI - MEETINGS

A. Membership - Annual Meeting

The annual membership meeting of the Council of School Board Attorneys shall be held at a time and place to designated by the Executive Committee in conjunction with an annual school law seminar for its members. However, notice of such meeting shall be given to the membership at least thirty days prior to the meeting.

B. The number of members who attend the annual business meeting of the Council of School Board Attorneys shall constitute a quorum for the purpose of electing directors and transact all other business and all action shall be by majority vote of the members present.

C. Executive Committee

1. The Executive Committee shall meet at least once each year at the annual business meeting of the Council of School Board Attorneys and at other times as designated by the Committee at its annual meeting. Other meetings of the Executive Committee may be called by the President, the Executive Vice-President of GSBA, or by any three (3) members of the Executive Committee. Members of the Executive Committee shall receive at least five (5) days written notice of all meetings.

2. Quorum

Five (5) members of the Executive Committee shall constitute a quorum for all meetings of the Committee. Nothing herein shall preclude members of the Executive Committee from voting by mail or telephone, providing that each member of the Executive Committee is given reasonable opportunity to vote on propositions propounded by mail or telephone, and is given at five (5) days advance notice by mail or telephone of the question to be propounded.

3. Voting

A majority of the members of the committee present and voting shall be binding as to any action taken.

ARTICLE VII - AMENDMENTS

New Bylaws may be adopted, or these Bylaws may be amended or repealed by the vote or written consent of a majority of the members present at the annual meeting and entitled to vote