

**BYLAWS  
OF  
MIDDLE GEORGIA ACCESS TO JUSTICE COUNCIL, INC.**

**ARTICLE 1  
NAME, OFFICES, AND PURPOSES**

**1.1 Name.** The name of the corporation shall be MIDDLE GEORGIA ACCESS TO JUSTICE COUNCIL, INC., hereafter referred to as the "Corporation."

**1.2 Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and registered agent in accordance with the provisions of O.C.G.A. § 14-3-501 of the Georgia Nonprofit Corporation Code (the "Georgia Code").

**1.3 Other Offices.** The Corporation may have offices at such place or places within or without the State of Georgia as the Board of Directors may from time to time determine.

**1.4 Purposes.** As stated in the Articles of Incorporation, the Corporation is organized and at all times will be operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code"). In particular, unless otherwise determined by the Board of Directors consistent with the immediately preceding sentence, the Corporation is organized and will be operated primarily for the following educational and ancillary charitable purposes:

**Educational:** With the collaborative support of Georgia Legal Services Program, Inc., the Walter F. George School of Law at Mercer University, and the Macon Bar Association, to create and operate a solo and small-firm law practice incubator for qualified and accepted participants (principally consisting of newly graduated, newly licensed and inexperienced lawyers).

**Educational:** Not to engage in the practice of law, but instead, as an incubator, to provide essential supporting resources and services, such as training, mentoring, technology, and basic office practices and procedures, so that qualified and accepted participants directly may practice law by representing low- and moderate-income clients, thereby developing the practical knowledge and skills necessary to transition from law school to establishing their own solo or small-firm law practices.

**Ancillary Charitable:** To provide legal services to low- and moderate-income individuals in need of legal services but who demonstrably cannot afford to hire attorneys with significant practice experience.

**Ancillary Charitable:** To encourage and support entrepreneurship by novice attorneys for the ultimate purpose of fostering and growing sustainable law practices throughout Georgia, thereby providing economic opportunity not only for novice attorneys but also for employees and others associated with such solo or small-firm practices.

**Ancillary Charitable:** To utilize all available resources, including modern technology, to match people of limited means having legal needs with attorneys willing to meet those needs in a cost-sensitive manner, and specifically to develop and maintain a state of the art website and device-friendly app to facilitate the process.

## **ARTICLE 2**

### **DIRECTORS**

**2.1 Number of Directors.** The Number of Directors shall consist of at least 10 and no more than 20. The number of members of the Board of Directors can be increased by the unanimous vote of the members of the Board of Directors, and Directors elected to fill newly created vacancies shall be elected for one-year terms.

**2.2 Election and Management.** The business and property of the corporation shall be managed and controlled by the Board of Directors. Each member of the initial Board of Directors shall serve as a Director of the corporation for the term of five years or until such time as the Director may voluntarily resign, whichever is shorter. The Board of Directors of the corporation shall be self-perpetuating. Upon the death, resignation, or expiration of the term of one or more of the initial Director(s) or any other Director, the remaining member or members of the Board of Directors shall, at any duly constituted meeting thereof, elect a successor to serve for a term of five years. In the event all the Directors should die, resign, their term expire, or for any other reason fail to serve, then the successors shall be appointed by the Chief Judge of the Superior Court of the Macon Judicial Circuit. Notwithstanding the tenure granted by this section to initial or other Directors, any Director may be removed with or without cause by a vote of a majority of the members of the Board of Directors whenever in their judgment the best interest of the corporation will be served thereby. Upon such removal, the vacancy shall be filled in the same manner as provided for replacing a vacancy resulting from the death, resignation, or expiration of the term of a Director.

**2.3 Ex-Officio Directors.** The Board of Directors may also designate one or more ex-officio Directors who shall serve without vote, but who may act as advisors. The ex-officio Directors shall not be counted for the purposes of establishing a quorum.

**2.4 No Compensation.** The Directors shall serve without compensation.

**2.5 Meetings of the Directors.** Meetings of the Board of Directors may be held at any place within or without the State of Georgia. Regular meetings shall be held at such time and place as may be from time to time determined by resolution of the Board of Directors. Special meetings shall be held at any time or place upon written notice by first class mail at least two days before the meeting, but no such notice shall be required as to any Director who attends such meeting or who signs a waiver of notice thereof either before or after the meeting. Meetings may be called by the Chairperson of the Board, the President of the Corporation, or by any two Directors.

**2.6 Action Without Meeting.** Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting in a writing or writings signed by the requisite number of Directors necessary to carry the matter, which writing or writings shall be filed with or entered upon the records of the Corporation. A telegram, telex, cablegram, or similar transmission by a Director, or a photographic, photostatic, facsimile, PDF, or similar reproduction of a writing signed by a Director, shall be regarded as signed by such Director for purposes of this Section.

**2.7 Telephonic Participation in Meetings.** Directors may participate in any meeting through telephonic or similar communications equipment by means of which all persons

participating in the meeting can hear one another, and such participation shall constitute presence in person at such meeting.

**2.8 Waiver of Notice.** Notice of a meeting of the Board of Directors need not be given in any event to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except if a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

**2.9 Contents of Notice.** The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**2.10 Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws. If at any meeting, there is less than a quorum present, a majority of these present may adjourn the meeting from time to time without further notice to any absent Director.

**2.11 Conduct of Meetings.** The Chairperson, or in the Chairperson's absence the Vice Chairperson, if any, named by the Board of Directors, shall preside at meetings of the Board of Directors. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the presiding officer, shall act as Secretary for meetings of the Board of Directors. Meetings shall be governed by the most recent edition of Robert's Rules of Order, except to the extent that these Bylaws are inconsistent with those rules.

**2.12 Adjournment.** A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors, with at least two days' notice by telephone or personal delivery, or five days' notice by first class mail, of the time and place of the meeting.

**2.13 Removal.** The Board of Directors may remove a Director with or without cause, by the vote of a majority of the Directors then in office or may remove a Director who has missed three consecutive meetings without excuse for failure to attend the three meetings by the vote of a majority of the Directors then in office.

**2.14 Resignation.** Any Director may resign by giving written notice to the Chairperson or the Secretary. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation, or if the Corporation would be left without the minimum number of duly elected Directors, in which event the resignation shall be effective upon the election of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective.

**2.15 Vacancies.** A vacancy on the Board of Directors shall exist on the death, resignation or removal of any Director. Such vacancy may be filled for the remainder of the term in accordance with the procedures in Section 2.2.

**2.16 Compensation.** The hiring, retention and salary of any staff members shall be the responsibility of the Board of Directors.

### **ARTICLE 3** **COMMITTEES**

**3.1 Executive Committee.** The Board, by resolution adopted by a majority of the Directors at a meeting of the Board at which a quorum is present, may establish an Executive Committee composed of at least five Directors, who shall be the Chairperson, the Vice Chairperson, the Treasurer, the Secretary, and one Director elected by the Board for a term of one year. Subject to Section 3.4 of these Bylaws, the Executive Committee shall be authorized to exercise all powers and authority of the Board unless specified otherwise from time to time by the Board. The Executive Committee shall act by majority vote and shall have a quorum of a majority of the member Directors. The Executive Committee shall be governed by the same rules that govern the Board of Directors concerning regular meetings, special meetings, called meetings, waiver of notice, contents of notice, telephone participation, written consent and adjournment.

**3.2 Other Committees.** Other Committees may be established by the Board from time to time. Such Committees shall consist of at least two Directors, but may consist in part of persons who are not Directors of the Corporation, as provided by the Board. Non-Director committee members shall who shall serve without vote. Such Committees shall be authorized to exercise the authority of the Board of Directors to the extent provided in the resolution creating any such committee and subject to Section 3.4 herein. Any Committee shall act by majority vote and shall have a quorum of one-third (1/3) of the member Directors, but in any event not less than two Directors.

**3.3 Board of Advisors.** A Board of Advisors may be established by the Board of Directors from time to time, to provide advice and consultation to the Board. The members of the Board of Advisors shall be individuals with expertise in fields of potential benefit to the Corporation.

**3.4 Committee Authority.** No committees of the Board (including the Executive Committee) shall be authorized to take the following actions:

- (a) Authorize distributions to or for the benefit of the Directors or officers;
- (b) Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- (c) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors or on any of its committees, or
- (d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

### **ARTICLE 4** **OFFICERS**

**4.1 Election.** The Board of Directors at its annual meeting shall elect a Chairperson, a Secretary, and a Treasurer.

**4.2 Other Officers.** The Board of Directors at any time and from time to time may appoint such other Officers as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**4.3 Multiple Offices.** Any person may hold any two or more offices, except that no person may hold the offices of Chairperson and Secretary.

**4.4 Term.** Each Officer of the Corporation shall hold office for a term of one year and until his or her successor is chosen or until his or her earlier resignation, death or removal.

**4.5 Chairperson.** The Chairperson shall preside at all meetings of the members of the Board of Directors; shall be an ex officio member of all committees; shall sign such papers as may be required by his or her office or as may be directed by the Board of Directors; shall make such reports and recommendations to the Board of Directors of the Corporation at any regular or special meetings concerning the work and affairs of the Corporation as in his or her judgment may be necessary for their information and guidance; may require such reports from the Treasurer, Secretary and Executive Director as in his or her judgment are necessary; and shall perform such other duties as may be incidental to the office.

**4.6 Executive Director.** The Executive Director shall manage the affairs and direct the work and employees of the Corporation, subject to and in accordance with the directions of the Board of Directors and the Chairperson; shall prepare annual budgets and additional budgets as needed for the approval of the Board; shall be authorized to incur expenses in accordance with the approved budget, or as directed by the Board; shall attend all meetings of the Board of Directors unless otherwise directed by the Board; shall be an ex-officio member of the Board and all committees; shall also from time to time make reports of the work and affairs of the Corporation to the Chairperson and the Board of Directors at their annual and other meetings; and shall perform such other duties as may be incidental to the office.

**4.7 Vice Chairperson.** The Vice Chairperson shall perform the duties of the Chairperson in event of the absence, resignation, refusal to act or inability to act of the Chairperson.

**4.8 Secretary.** The Secretary shall issue in writing all notices of meetings; shall notify individuals elected to office and to the Board of Directors; shall keep complete records and minutes of meetings of the Board; shall furnish the Board of Directors with a list of officers, members of the Board of Directors, and members of committees whose terms shall expire at the next annual meeting; shall mail such other notices as may be directed by the Board of Directors; shall be custodian of all records of the Corporation, except such records and papers as shall be kept by the Treasurer as herein provided; shall sign such papers as may be required by his or her office or as directed by the Board of Directors; and shall perform such other duties as may be incidental to the office.

**4.9 Treasurer.** The Treasurer shall receive all monies of the Corporation and have custody thereof; shall deposit the funds of the Corporation in one or more banks selected by the Board of Directors; shall disburse funds in accordance with the directions of and upon the signatures of persons designated by the Board; shall keep a full account of all monies received and paid out and shall make such reports thereof to the Chairperson, Executive Director and Board of Directors as they may require; shall receive and have custody of all deeds, securities, notes, contracts and other financial papers of the Corporation and shall place them for safekeeping in the safe deposit vaults of a bank designated by the Board and under such rules as to access as the

Board shall determine; shall keep full account of all deeds, securities, notes and financial papers of the Corporation and shall make such accountings and reports thereof to the Chairperson, Executive Director and Board of Directors as they may require; shall cause the books of account of the Corporation to be reviewed at least once annually by a public accountant if directed to do by the Board of Directors; shall cause to be prepared and shall present at each annual meeting of the Directors a comprehensive financial statement; shall sign such papers as may be required by his or her office or as may be directed by the Board of Directors; and shall perform such other duties as may be incidental to the office. He or she shall not be required to give any bonds, unless the Board of Directors provide otherwise and in the amounts as they shall determine, for the faithful performance of his or her duties. The said books of account shall be open at any time during regular business hours to inspections by any Director, the Chairperson, the Executive Director and the Secretary.

**4.10 Contracts.** Unless authorized in a particular instance by the Board of Directors by resolution, no Officer, employee, or agent shall have any authority to bind the Corporation by any contract, to pledge its assets or credit, or subject it to pecuniary liability, for any amount in excess of \$500. If so authorized or if less than \$500, any of the foregoing Officers singly may execute contracts or deliver instruments on behalf of the Corporation, pledge its assets or credit, or subject it to pecuniary liability.

**4.11 Removal.** The Board of Directors may remove any Officer with or without cause whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment of an Officer or other agent shall not of itself create contract rights.

**4.12 Resignation.** Any Officer may resign at any time on written notice to the Board of Directors, to take effect immediately unless a future effective date is specified, without prejudice to any rights of the Corporation under any contract to which the Officer is a party.

**4.13 Vacancies.** A vacancy in any Office shall exist on the death, resignation or removal of any Officer. In case of a vacancy, the Board of Directors may elect a new Officer. In case of the absence of any Officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such Officer to any Officer or to any Director.

## **ARTICLE 5**

### **MISCELLANEOUS PROVISIONS**

**5.1 Amendment.** The Board of Directors shall have the power to adopt and amend these Bylaws, by the vote of two-thirds (2/3) of the Directors then in office, in any way not inconsistent with the Articles of Incorporation, the Bylaws, or the laws of the State of Georgia or the United States.

**5.2 Dissolution.** The Board of Directors may cease corporate activities and dissolve the Corporation as provided in the Articles of Incorporation of the Corporation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article I hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors shall determine.

**5.3 Indemnification.** The Corporation shall indemnify, hold harmless, and defend its Directors, Trustees, Advisors and Officers against any liability or other expense arising in connection with their service to the Corporation, to the extent not prohibited by Sections 14-3-850 through 14-3-858 of the Official Code of Georgia Annotated, as currently in effect and as hereafter amended, and may indemnify its employees and agents to the same or a narrower extent. The Board of Directors may obtain liability insurance coverage for any or all of the Corporation's Directors, Trustees, Advisors, Officers, employees or agents.

**5.4 Conflict of Interest.** A Director shall disclose to the Board of Directors the existence and nature of any direct or indirect conflicting interest which the Director has with regard to any transaction contemplated by the Board of Directors (a "Conflicting Interest") and all facts known to the Director respecting the subject matter of the transaction to the extent required by Section 14-3-860 through 14-3-865 of the Georgia Code. A Conflicting Interest shall exist in Board actions including, but not limited to, actions concerning a transaction:

(a) in which the Director or a related person has a beneficial financial interest,  
or

(b) in which the Director or a related person is presently serving as a director, trustee, officer or general partner of another party.

Pursuant to the provisions of Section 14-3-862 of the Georgia Code, the action must be approved by a majority (but not less than two) of the Directors who do not have a Conflicting Interest and the presence of the Director with the Conflicting Interest will not affect the outcome if the other requirements of the applicable sections of the Georgia Code are met.

THIS IS TO CERTIFY that the above Bylaws of MIDDLE GEORGIA ACCESS TO JUSTICE COUNCIL, INC. were duly adopted by the Board of Directors on December 14, 2017, by written consent in lieu of a meeting.



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William P. Adams, President/CEO & Chairman of  
the Board of Directors