

BY-LAWS OF THE SAVANNAH BAR ASSOCIATION, INC.

ARTICLE I

NAME, PURPOSES, TAX-EXEMPT STATUS, OFFICES, EFFECTIVE DATE

SECTION 1.01. NAME.

The name of this corporation shall be Savannah Bar Association, Inc. (hereinafter the "Corporation").

SECTION 1.02. PURPOSES

The Corporation is organized for the following purposes: to cultivate good fellowship among its members; to encourage high ethical standards of the profession; to promote the best interests of the profession of law; to uphold and defend the Constitution of the United States and of Georgia and maintain representative government; to promote the administration of justice; to encourage cordial interaction among the members of the Corporation; to coordinate and promote such activities of the bar organizations in Savannah as are within these purposes; and to engage in any lawful activities related thereto.

SECTION 1.03. TAX-EXEMPT STATUS.

The Corporation is organized and is to operate as a non-profit organization, and it is intended that the Corporation will qualify at all times as an organization exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code" or "Internal Revenue Code"), by qualification as an organization described in section 501(c) of the Code.

SECTION 1.04. SEAL.

The Seal of the Corporation shall be in such form and shall contain such symbols and wording as the Executive Committee may from time to time adopt.

SECTION 1.05. OFFICE.

The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the Executive Committee.

SECTION 1.06. FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first (1st) day of July of a calendar year, and shall conclude on the thirtieth (30th) day of June of the next calendar year.

SECTION 1.07. EFFECTIVE DATE.

These Bylaws shall become effective on May 13, 2010.

ARTICLE II MEMBERSHIP

SECTION 2.01. CLASSES OF MEMBERSHIP.

Members in the Corporation shall consist of the following three classes: active, associate and honorary. The eligibility requirements for such classes are as follows:

(a) Active Member. Any person who is a member of the State Bar of Georgia, who is engaged in the practice of law, and who: (1) has an office, place of business or regularly practices in Savannah or (2) is a resident of Savannah. Only Active Members are eligible to vote, or serve as officers or members of the Executive Committee of the Corporation.

(b) Associate Member. Members of the legal profession, duly licensed to practice law in one of the several states or the District of Columbia, in good standing and of good moral character, but who may not be eligible for Active Membership, including but not limited to attorneys in the employ of the following: the armed services; local, state or federal government or governmental agencies; private and commercial institutions; or a law school accredited by the American Bar Association. Law students in their second or third years of a law school accredited by the American Bar Association, or recent graduates of such law schools who are in the process of studying for or awaiting results from the Georgia bar examination, are also eligible for Associate Membership. Associate Members are not eligible to vote or serve as officers or members of the Executive Committee of the Corporation, but may serve as a member of any other committee.

(c) Honorary Member. Any Judge or Justice of any State or Federal Court of record in Chatham County, Georgia, who devotes his or her full time as a Judge or Justice, or any member who has been admitted to practice before the Georgia Bar for a period of fifty (50) years or longer, shall be eligible for Honorary Membership in the Corporation. In addition, the Executive Committee may extend Honorary Membership to any person who is a member of the Bar in any one of the several states or the District of Columbia or a judge or a former judge who is not a member of State Bar of Georgia, who in the opinion of the Executive Committee, has contributed significantly to the purposes and objectives of the Corporation. Additionally, the Executive Committee may, in their discretion, extend Honorary Membership to any person or organization who in the discretion of the Executive Committee would be an asset to the Savannah Bar Association and whose objectives and purposes are similar to those of the Corporation. Honorary Members are not eligible to vote or serve as officers or members of the Executive Committee of the Corporation, but may serve as a member of any other committee.

SECTION 2.02. PROCEDURE FOR BECOMING A MEMBER

Any person desiring to become a member of the Corporation or to change his or her class of membership must file an application. All such applications shall be made to the Secretary of the Corporation. Upon ascertainment by the Secretary that the applicant has satisfied all the requirements of these Bylaws for membership, such person shall be considered by the Executive Committee for membership. Upon a majority vote of the Executive Committee, the applicant may be presented at the next general meeting for consideration and voting by the full

membership of the organization. In order to become a member, the applicant must obtain the votes of three-fourths of the members present at the general meeting where his or her name is presented for consideration. The applicant shall become a member of the Corporation upon a such a positive vote and payment of dues for the year in which application is made. Any applicant whose application for membership is rejected shall not again be eligible for consideration for membership until at least twenty-four months after the date of such rejection, except by unanimous consent of the members of the Executive Committee. Any person applying for membership in the Corporation shall abide by the Articles of Incorporation and Bylaws of the Corporation as in effect from time to time.

SECTION 2.03. DUES.

All members of the Corporation except honorary members, shall be liable for the payment of dues and assessments fixed in accordance with the provisions of this Section. The annual dues for members shall be fixed and determined by the Executive Committee not later than sixty (60) days prior to the first day of the fiscal year of the Corporation. The Executive Committee is empowered to fix and prorate such dues on the basis of such categories of membership, types of practice of law and periods of practice of law as it deems appropriate. All dues shall be due and payable by no later than the first day of the second month of the fiscal year of the Corporation. The Executive Committee shall have the power to levy additional assessments deemed necessary to the maintenance of the Corporation, but no such assessment shall be made except by a two-thirds vote of the entire Executive Committee. The Executive Committee may also recommend to the Corporation for approval smaller dues for members who have practiced less than three years, and for Associate and Honorary members.

SECTION 2.04 TERMINATION OF MEMBERSHIP

Termination of membership shall occur in any of the following instances:

(a) Resignation. Any member may resign at any time. No reimbursement of dues for the remainder of any fiscal year shall be made upon such resignation. Such resigned members may achieve reinstatement of his or her membership subject to and pursuant to Article II.

(b) Termination for Failure to Pay Dues. Any member who fails to pay dues within ninety (90) days following the beginning of the fiscal year of the Corporation shall automatically be terminated as a member of the Corporation. Such member may again become a member of the Corporation subject to and pursuant to Article II; provided, however, that such person shall not be required to file an application for membership if such person's membership is renewed before the end of the fiscal year during which such person's membership was terminated pursuant to this sub-section.

(c) Termination Through Expulsion. Upon the filing by any person with the Secretary of the Corporation of a certified copy of a final order for the disbarment of any member of the State Bar of Georgia, such person's membership in the Corporation shall automatically terminate. Upon the filing by any person with the Secretary of the Corporation of a certified copy of a final order for the disbarment of any member from any other Bar, such person's membership in the Corporation may be terminated at the

discretion of the Executive Committee. In addition to the above, any person's membership in the Corporation may be terminated by the two-thirds vote of the members of the Executive Committee of the Corporation then in office for such good and sufficient cause as may be determined by the Executive Committee, provided that such member shall receive adequate notice of such proposed action and have an opportunity to be heard by the Executive Committee.

(d) Reinstatement of Membership. If any person's membership has terminated by reason of this Section 2.04, and the cause of the termination has been removed, such person may reapply for membership pursuant to Sections 2.01 and 2.02 of these Bylaws.

SECTION 2.05. SUSPENSION OF MEMBERSHIP

Upon the filing by any person with the Secretary of the Corporation of a certified copy of the final order for the suspension from practice of any member from the State Bar of Georgia, such person's membership in the Corporation shall automatically be suspended for the period equal from such Bar. Upon the filing by any person with the Secretary of the Corporation of a certified copy of the final order of the suspension from practice of any member from any other Bar, such person's membership in the Corporation may be suspended by the two-thirds vote of the members of the Executive Committee of the Corporation then in office for such good and sufficient cause as may be determined by the Executive Committee and for such period of time as may be determined by the two-thirds vote of the members of the Executive Committee then in office provided that such member shall receive adequate notice of such proposed action and have an opportunity to be heard by the Executive Committee.

ARTICLE III MEETINGS OF MEMBERS AND VOTING

SECTION 3.01. ANNUAL AND CALLED MEETINGS

There shall be an Annual Meeting of the Corporation at such time during the month of May of each year as may be determined by the Executive Committee at least sixty (60) days prior to the date thereof, and there shall be such other general meetings as may be from time to time called by the President or by a majority of the Executive Committee.

SECTION 3.02. NOTICE

Notice of the Annual Meeting of the Corporation shall be given at least fifteen (15) days prior thereto, and notice of all other meetings of the entire membership of the Corporation shall be given at least five (5) days prior thereto. All such notices shall be given by sending an email message to each member at the email address of such member as shown on the records of the Corporation.

SECTION 3.03. QUORUM

The presence of twenty-five (25) Active Members of the Corporation at any meeting shall be necessary to constitute a quorum for the transaction of business.

SECTION 3.04. VOTING

Only Active Members shall be entitled to vote with respect to matters concerning the Corporation, including the election of the officers. Each such Active Member shall have one vote. Voting by proxy is not permitted.

SECTION 3.05. GUESTS

No person not a member of the Corporation shall be allowed to attend the meetings or social functions of the Corporation unless specifically invited as a guest by an officer or a duly authorized committee.

ARTICLE IV STANDING COMMITTEES

SECTION 4.01. EXECUTIVE COMMITTEE

The Executive Committee shall consist of officers of the Corporation and not fewer than three (3) and not more than ten (10) Active Members who shall be appointed by the President. The President shall appoint the President of the Younger Lawyers Division of the Savannah Bar Association to serve as a member of the Executive Committee. The President may appoint such other Active Members, in his discretion, to serve as members of the Executive Committee. This Executive Committee shall manage the affairs of the Corporation. Unless ordered otherwise by the Corporation by a vote of two-thirds (2/3) of its membership, the Executive Committee shall decide upon all matters related to appropriations on behalf of the Corporation. The Executive Committee shall have authority to do anything not inconsistent with the By-laws that may seem necessary or advisable for promoting or carrying out the purposes of the Corporation; provided however, that the Executive Committee shall be limited in matters of major importance to making recommendations, and shall not take the prerogative to act for and to bind the Corporation until its recommendations shall have first been submitted to the Corporation either at a regular or special meeting called for the purpose, and the recommendations have been approved by a majority vote of the members present at the regular or special meeting. "Matters of major importance" shall include, but not be limited to, the following: (1) Proposed legislative, budgetary or other political action of any governmental body affecting Savannah, Chatham County, or Georgia; (2) Proposed changes in policy of the Corporation which are a departure from existing policy; (3) Recommendations concerning judicial appointments and/or elections. The Executive Committee shall have the authority to determine the means by which its votes on matters (other than "matters of major importance") are cast, including but not limited to votes by email to the email addresses on file with the Corporation for the members of the Executive Committee, or other electronic means.

SECTION 4.02. NOMINATING COMMITTEE

It shall be the duty of the President to appoint a Nominating Committee consisting of five (5) Active Members of the Corporation, whose purpose shall be to nominate officers for the ensuing year. The Nominating Committee shall meet, decide upon and file with the Secretary of the Corporation its slate of recommended nominees for the positions of President-Elect, Secretary and Treasurer, all in the time and manner prescribed hereinbelow in Article VII. The names of the slate of nominees provided by the Nominating Committee shall be kept on file by the

Secretary of the Corporation. It is expressly forbidden for the names of the nominees to be released for publication in any newspaper or communicated to any person outside the Corporation until voting on said nominees has been completed.

SECTION 4.03. GRIEVANCE COMMITTEE

A Grievance Committee shall be appointed by the President of the Corporation annually, and shall consist of no less than three (3) and no fewer than five (5) members of the Corporation. The purpose of the Grievance Committee shall be to mediate and attempt to resolve informally complaints against members of the Savannah Bar Association, with the consent of the parties. Any person having a complaint against a member of the Savannah Bar Association, Inc. shall be notified of the existence of the Savannah Bar Association Grievance Committee and shall also be referred to the office of the General Counsel of the State Bar of Georgia. The Grievance Committee shall inform each such person referred to it that participation in the Grievance Committee dispute resolution process is voluntary and does not prohibit or supersede filing a complaint or grievance with the office of the General Counsel of the State Bar of Georgia. If the parties to the grievance consent, then the Grievance Committee shall attempt to mediate and resolve the grievance.

ARTICLE V SPECIAL COMMITTEES

SECTION 5.01. SPECIAL COMMITTEES

In addition to the Standing Committees hereinbefore named, the President shall have the authority to appoint such Special Committees as he or she deems necessary, which Special Committees may be delegated the authority to investigate and recommend such matters as may be referred to them.

ARTICLE VI OFFICERS

SECTION 6.01. OFFICERS; ELECTION

The officers of the Corporation shall assume office at the June general meeting of each year and shall consist of a President, a President-Elect, a Treasurer, and a Secretary. The Treasurer and Secretary positions may be held by the same person at the same time. The officers shall be elected as provided in Article VII hereof. Only persons who are Active Members of the Corporation may be nominated for or serve as an officer of the Corporation.

SECTION 6.02. PRESIDENT

The President shall serve for a term of one year and until a successor is elected and qualified, but no person shall be eligible to succeed himself or herself as President of the Corporation. The President shall be the Chief Executive Officer of the Corporation and shall be responsible for the administration of the Corporation, including general supervision of the policies and programs adopted by the Executive Committee of the Corporation. The President shall act as spokesman for the Corporation; shall preside at all meetings of the Executive Committee, and all general

meetings of the membership; shall appoint committees of the Corporation as necessary or appropriate; shall have immediate supervision of the employees of the Corporation which shall include persons as the Executive Committee may determine.

SECTION 6.03. PRESIDENT-ELECT

The President-Elect shall serve for one year and shall automatically become President of the Corporation at the expiration of his or her term as President-Elect. The President-Elect's duties shall also include the planning, scheduling and supervision of programs and presentations at the general meetings of the Corporation.

SECTION 6.04. SECRETARY

The Secretary shall attend all general meetings and Executive Committee meetings and shall keep accurate minutes of these proceedings. The Secretary shall maintain said minutes in the Corporation's corporate book and shall make copies of minutes available at each regular meeting and Executive Committee meeting so that the membership can be kept informed of the Executive Committee activities and the activities of the Corporation generally. The Secretary will be responsible for maintaining records of the Corporation and shall conduct the official correspondence of the Corporation and make all required reports to the State Bar of Georgia. The Secretary's duties shall also include maintaining a current membership list

SECTION 6.05 TREASURER

The Treasurer will maintain an accurate account of all monies received and expended during the year. Upon request a Treasurer's report will be available for all Executive Committee meetings and all general meetings. The Treasurer shall be responsible for filing all Federal and State income tax returns for the immediate preceding fiscal year and shall make any and all filings, returns and deposits relating to Federal and State income tax, social security and state unemployment. The Treasurer will have the responsibility for signing all checks and withdrawals on the Corporation's bank account.

SECTION 6.06. VACANCIES.

In the event a vacancy occurs in the office of the President as a result of death, resignation or otherwise, the President-Elect shall perform the duties and functions of that office for the remainder of term in which such vacancy occurs. The fact that such vacancy is filled by the President-Elect shall not affect such person's succession to the Presidency at the expiration of the term for which he or she was chosen to serve as President-Elect, any provision in these Bylaws to the contrary notwithstanding. In the event a vacancy occurs in any office other than the President, a special election to fill such post shall be held by the membership which election shall be conducted pursuant to the terms of Article VII hereof.

SECTION 6.07. COMPENSATION

Officers of the Corporation shall not receive any compensation for their service, but they may be entitled to the reimbursement of reasonable and necessary expenses, if any, incurred by them as officers, provided that nothing herein contained shall be construed to preclude any such officer from serving the Corporation in any other capacity and receiving compensation therefor. The compensation of employees, if any, of the Corporation shall be fixed by the Executive

Committee and the compensation of any agent or consultant shall either be so fixed or shall be fixed by officers thereunto duly authorized.

ARTICLE VII NOMINATING PROCEDURES AND ELECTIONS

SECTION 7.01. SCOPE OF ARTICLE

This Article shall govern the procedures for the nomination of candidates and the election of officers of the Corporation.

SECTION 7.02. NOMINATING COMMITTEE.

The President shall appoint a Nominating Committee by the first day of February of each year. The Nominating Committee shall meet no later than the first day of April of each year to determine a slate of recommended, eligible candidates for the positions of President-Elect, Secretary and Treasurer. After meeting to deliberate on the individuals to be recommended for election as officers of the Corporation, the Nominating Committee shall decide upon a slate of individuals consisting of one Active Member of the Corporation for each of the offices of President-Elect, Secretary and Treasurer. This slate of proposed officers of the Corporation shall be communicated to the Secretary of the Corporation and presented for consideration by the membership at the Annual Meeting in May. With the exception of President, the members of the Nominating Committee shall be eligible for nomination for any position as to which nominations are required, so long as they meet the eligibility requirements for such position set forth in these Bylaws.

SECTION 7.03. NOMINATIONS.

The Nominating Committee shall notify members of the Corporation no later than the February monthly meeting of each year that nominations for the position of President-Elect, Secretary and Treasurer shall be open for a period from the first (1st) day of March until the fifteenth (15th) day of March of that year (the "Nomination Period"). Provided the nominee meets the eligibility requirements set forth in these Bylaws, nominations from the membership for the positions of President-Elect, Secretary and Treasurer may be made in writing by any member of the Corporation by filing such nominations with the Nominating Committee during the Nomination Period.

SECTION 7.04. VOTING.

Voting for officers shall be cast in person by Active Members present at the Annual Meeting of the Corporation. There is no voting by proxy, as all votes must be cast in person.

SECTION 7.05. REQUIRED NUMBER OF VOTES.

Persons to be elected as officers of the Corporation must be elected by a majority of the votes cast. In the event no candidate for an office receives a majority of the votes cast in the first ballot, a vote between the two persons receiving the highest number of votes for such office in the run-off election to be held at such time as determined by the Executive Committee, which run-off election shall be held in accordance with the procedures set forth in Section 7.04.

SECTION 7.06. OTHER PROCEDURES FIXED BY EXECUTIVE COMMITTEE.

The Executive Committee may by resolution prescribe such other procedures as may be necessary or appropriate for the conducting of elections, including but not limited to votes cast by way of electronic ballots sent via email to the email addresses on file with the Corporation for the members of the Executive Committee, for return to and tallying by the Secretary of the Corporation, or by other electronic means as the Executive Committee may determine as necessary or appropriate.

ARTICLE VIII SECTIONS

SECTION 8.01. ORGANIZATION.

Members of the Corporation may be organized into Sections upon approval of the Executive Committee upon consideration of a written application submitted to the Executive Committee and signed by any combination of at least twenty-five (25) members of the Corporation who have agreed to become members of any such Section as hereinafter provided.

SECTION 8.02. APPROVAL OF SECTIONS.

The Executive Committee shall have complete power, authority and discretion as to whether or not the application for the creation of a Section shall be approved, provided, however, that the Executive Committee may approve the establishment of a Section only upon the vote of three-fourths of the members of the Executive Committee then in office.

SECTION 8.03. POWERS AND DUTIES OF SECTIONS.

Each Section shall have such powers and duties, not inconsistent with the Articles of Incorporation and Bylaws of the Corporation, as may be appropriate to the accomplishment of its purposes. No Section, nor any member thereof, shall be authorized to make any public statement, to sponsor or to express approval or disapproval of any legislation or candidate for elected office, or to take other action in the name of the Corporation without prior approval of the Executive Committee.

SECTION 8.04. FINANCIAL MATTERS OF SECTIONS.

Each Section must submit its dues proposal for the next ensuing fiscal year to the Executive Committee at least forty-five (45) days prior to the Annual Meeting of the Corporation. the Executive Committee shall have the authority to approve or disapprove dues proposals of each Section. Upon obtaining approval from the Executive Committee, each Section shall thereafter set its dues for the next ensuing fiscal year. Each Section so constituted shall be authorized to collect dues from its members and otherwise collect and disburse monies subject to such rules and regulations as may be set forth by the Executive Committee.

SECTION 8.05. REVIEW OF SECTION ACTIVITIES.

Each Section must submit to the Executive Committee a report of the activities of the Section for the immediately preceding year and projected goals for the next ensuing fiscal year at least forty-five (45) days prior to the Annual Meeting of the Corporation. The Executive Committee shall periodically review the activities of each Section with particular reference to the programs of the

Section and the number of persons participating. The Executive Committee may, acting solely within its own discretion, terminate the formal existence of a Section upon the basis of such review if it deems that the continuance of such Section is not in the best interests of the Corporation; provided, however, that the Executive Committee may terminate the existence of a Section only upon the vote of three fourths of the members of the Executive Committee then in office.

SECTION 8.06. SELECTION OF OFFICERS AND DIRECTORS OF SECTIONS.

Notwithstanding any provision in the bylaws of any Section of the Corporation to the contrary, each section of the Corporation shall elect its officers annually. The commencement and conclusion of such election shall be scheduled to coincide with the election of officers and directors of the Corporation.

SECTION 8.07. STANDING SECTION - YOUNGER LAWYERS DIVISION.

The Younger Lawyers Division of the Savannah Bar Association shall be a standing section of the Corporation whose existence and organization is hereby acknowledged and approved, without need for initial organization or approval requirements set forth at sections 8.01 and 8.02, subject to the Executive Committee's review and termination powers set forth in section 8.05.

ARTICLE IX INDEMNIFICATION AND INSURANCE

SECTION 9.01. INDEMNIFICATION

The Corporation shall indemnify each person who is an officer, employee, or agent of the Corporation, and each of the Corporation's Sections and committees and their officers (including the heirs, executors, administrators or estate of each such person), and each person who is or was serving at the request of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise to the full extent permitted under section 14-3-851 of the Georgia Nonprofit Corporation Code or any successor provisions of the laws of the State of Georgia. Upon any determination that such indemnification is proper, this indemnification responsibility shall extend to the payments of liability, cost, or expense for claims asserted against, or paid or incurred by, such person in his or her capacity as such an officer, employee or agent to the maximum extent permitted by said sections of said sections of the Georgia Nonprofit Corporation Code. The indemnification obligation of the Corporation set forth herein shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which any party may be entitled under any other Bylaw provision or resolution approved by the members pursuant to The Georgia Nonprofit Corporation Code.

SECTION 9.02. INSURANCE.

The Corporation may purchase and maintain insurance at its expense, to protect itself and any person who may be indemnified under this Article IX against any such liability, cost, payment or expense whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE X
AMENDMENT

SECTION 10.01. AMENDMENT OF BYLAWS

These By-Laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the members present at a general or specially-called meeting of the members of the Corporation. Each member of the Corporation shall be given at least five (5) days notice in writing that such proposed amendment will be presented at the meeting, accompanied by a copy of the proposed amendment to the By-Laws.

ARTICLE XI
CANONS

SECTION 11.01. CANONS

The Canons of Professional Ethics adopted by the State Bar of Georgia and now of force therein or as hereafter amended, shall be the Canons of Professional Ethics of the Savannah Bar Association. The Standards of Conduct adopted by the State Bar of Georgia and now of force therein or as hereafter amended, shall be the Standards of Conduct of the Savannah Bar Association.

ARTICLE XII
RULES OF PROCEDURE

SECTION 12.01. RULES OF PROCEDURE

The procedure governing the meetings of the Savannah Bar Association, Inc. shall be those set forth in Robert's Rules of Order Newly Revised except as the rules may be inconsistent with the provisions of the By-Laws, and no motion to table shall carry unless supported by a two-thirds (2/3) majority of the members voting on the motion.

ARTICLE XIII
CONFLICTS OF INTEREST

No officer or committee member shall participate in or vote on a matter which would involve a conflict of interest.

SECTION 13.01. CORPORATE CONFLICTS.

In the event that it is proposed that the Corporation shall enter into any contract or transaction with any corporation, partnership, association or other organization in which one or more of its officers or committee members are officials, or if it is proposed that the Corporation take any other action which would inure to the direct pecuniary benefit of any such person, then the material facts shall be disclosed to the Executive Committee. The Executive Committee, acting

in good faith, may authorize the contract or transaction, or use of funds, by the affirmative vote of the majority of the disinterested Executive Committee.

SECTION 13.02. INDIVIDUAL CONFLICTS.

The Board shall adopt a conflict of interest policy which shall guide officers and committee members as to the appropriateness of their involvement in certain actions.

SECTION 13.03. CONFLICT OF INTEREST POLICY.

See Exhibit A.

By-laws adopted by vote of the membership
as of the 13 day of May, 2010.



SECRETARY OF THE CORPORATION {L.S.}

COLIN McRAE
PRINT NAME

SAVANNAH BAR ASSOCIATION, INC.
BY-LAWS

EXHIBIT A

Conflict of Interest Policy

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Corporation") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any officer of the Corporation or member of a committee with powers delegated by the Executive Committee, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a.** An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b.** A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 of this Exhibit, a person who has a financial interest may have a conflict of interest only if the appropriate committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee and members of a committee with powers delegated by the Executive Committee considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists.

3. Procedures for addressing the Conflict of Interest

a. An interested person may make a presentation at the meeting of the Executive Committee or other committee with powers delegated by the Executive Committee, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the committee shall determine by a majority vote of the disinterested committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the Executive Committee and all other committees with powers delegated by the Executive Committee shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the Executive Committee who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Executive Committee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each officer, member of the Executive Committee and member of a committee with powers delegated by the Executive Committee shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

By-laws Exhibit A adopted by the
membership as of the 13 day of May, 2010.



{L.S.}

SECRETARY OF THE CORPORATION

Colin McRae

PRINT NAME