

AMENDED AND RESTATED BYLAWS
OF
CAPITAL AREA BAR ASSOCIATION, INC.

ARTICLE I. Name

The name of this corporation is Capital Area Bar Association, Inc. It is a Mississippi nonprofit corporation.

ARTICLE II. Purposes

The corporate purposes and powers are set out in the Articles of Incorporation.

ARTICLE III. Offices

Section 3.1. Principal Office. The principal office of the Association shall be such place as the Officers from time to time may select.

Section 3.2. Additional Offices. In addition to the principal office, the Association may have such other offices as may be helpful or convenient to the Association's operations.

ARTICLE IV. Membership

Section 4.1.

(a) General Membership. Any lawyer or judge who is a member in good standing of any state or federal bar and has an interest in the Association, may become a General Member of this Association upon application and payment of dues in accordance with and in the amount as set forth in the Board of Directors Policies and Rules of Procedure as adopted by the Board of Directors (which document shall be referred to herein as the "Rules of Procedure").

(b) Honorary Membership. All members of the state and federal judiciary (during that person's tenure or while appointed) with offices in Hinds, Madison, or Rankin Counties, along with the Dean of the University of Mississippi School of Law and the Dean of the

Mississippi College School of Law, shall automatically be considered to be Honorary Members of the Association. A state or federal judge with offices in another county (and during that person's service as judge) may be made an Honorary Member upon application to the Association. Such Honorary Members may serve on and act as chairs of committees, are not required to pay dues, shall not have the right to vote in any of the affairs of the Association, and shall not have the right to serve as an Officer or Director of the Association.

(c) Student Membership. Any law student from any law school who is in good standing with said law school, may become a Student Member of this Association upon application and payment of dues in accordance with the Rules of Procedure; however, such Student Members shall not have voting privileges or be eligible for office.

(d) Other Classifications. The Board of Directors may set other classifications of dues and membership, which may vary according to age, length of practice or other reasonable standards of classification.

(e) Waiver of Dues. The Board of Directors shall have discretion to relieve individuals of dues obligations and/or provide discounts on dues obligations in consideration of active military service, recent admission to the bar, or other appropriate reason as determined by the Board of Directors. The Board shall also have authority to make rules respecting default in payment of dues, reinstatement fees and dues for periods less than a full year.

(f) Dues. The annual dues shall be in such amount as the Board of Directors shall from time to time establish and as set forth in the Rules of Procedure and shall be payable within sixty (60) days from and after-June 1 of each year. In case of non-payment the member shall stand suspended, but they shall be reinstated upon payment.

Section 4.2. Annual Meeting. The annual meeting of the members of the Association for the transaction of business shall be held prior to June 1 of each year, at the place designated in the notice. Notice of the time and place of the meeting shall be given to the members not less than three (3) days prior to the meeting. Officers and Directors elected each year shall take office on June 1.

Section 4.3. Regular Meetings. Regular meetings of the members of the Association shall be held on the third Tuesday of June, August, October, February and April of each year at a place to be designated by the Board of Directors; provided, however, the Board of Directors shall have the power to change the date and month of any regular meeting including the annual meeting by giving at least ten (10) days written notice to the members. Business may be transacted at such meetings.

Section 4.4. Special Meetings. Special meetings of the members of the Association may be called by the President, and shall be called by the Secretary, on request of any twenty (20) members, by giving at least ten (10) days' notice of the time, place and object of the meeting.

Section 4.5. Quorum. At regular meetings, those present shall constitute a quorum for the transaction of business. At special meetings, fifteen percent (15%) of the membership shall constitute a quorum.

Section 4.6. Order of Business. At the annual meeting the order of business shall be as determined by the President.

Section 4.7. Notice. Notice to members shall be provided by the Association in accordance with the Rules of Procedure.

Section 4.8. Professional Ethics. The Mississippi Rules of Professional Conduct, as from time to time amended, are hereby declared to be the standards required of members of this Association.

Section 4.9. Conduct of Meeting. Robert's Rules of Order, Newly Revised, shall govern the proceedings of all meetings.

ARTICLE V. Officers

Section 5.1. Election of Secretary-Treasurer.

(a) Nominating Committee. Immediately after November 1 of each year, the President shall appoint a Nominating Committee consisting of five (5) persons. The President shall appoint to this Committee two (2) former Presidents of the Association and three (3) persons from the Association's membership. The Nominating Committee shall meet before December 1 of each year and shall nominate at least two (2) members for the office of Secretary-Treasurer. Such nominations shall be immediately made public by the Officers to the membership.

(b) Nominating by Petition. Any member not nominated by the Nominating Committee may be nominated by petition filed with the Secretary-Treasurer signed by not less than twenty (20) members in good standing. Such petition shall be delivered to the Association on or before January 15 each year.

(c) Voting Procedure. The names of all persons nominated, together with a brief biographical sketch, shall be sent by the Executive Director or Secretary-Treasurer to all voting members. The election shall be conducted in accordance with the Rules of Procedure.

(d) If no candidate receives a majority of the votes cast, then the person receiving the highest number of votes shall be declared elected to the position of Secretary-Treasurer.

Section 5.2. President. The President shall be the principal executive officer of the Association and Chairman of the Board of Directors. The President shall preside at all meetings of the Association and the Board of Directors. The President shall have general supervision over the other Officers and the affairs and business of this Association. The President shall perform all duties ordinarily incident to the office of President and recommend such action as the President deems useful to the Association. The President shall have power to appoint any committee the President may desire and prescribe its duties. The President may add duties to any standing committee. The President shall be responsible for publicizing the activities of the Association, and shall serve, along with other members as the President shall from time to time designate, as the liaison between the Association and the media.

Section 5.3. Vice President and President Elect. The Vice-President and President-Elect shall act in the absence of the President, and shall succeed to the Presidency for a one-year term at the expiration of such officer's term as Vice-President and President-Elect. This officer shall perform such duties as may be assigned to such person by the President.

Section 5.4. Secretary-Treasurer. The Secretary-Treasurer shall succeed to the Vice-Presidency for a one - year term at the expiration of such person's term as Secretary-Treasurer. The Secretary-Treasurer shall supervise the receipt and disbursement of and account for the funds of the Association, subject to approval of the Board of Directors. This officer shall supervise the deposit and disbursement of all Association money in the name of the Association. This officer shall supervise all membership records and the collection of all dues. This officer shall be the administrative officer of the Association and shall supervise and cause notices to be sent, and shall preserve its official minutes and correspondence. This officer shall supervise such other duties as may be assigned to this officer by the President.

Section 5.5. Executive Director. The Association shall have an Executive Director and such assistants as may be needed who shall be appointed by the Board of Directors. The position of Executive Director will require the person to work closely with the Secretary-Treasurer. The Executive Director will be the agent of any Officer of the Association, to perform such duties as are assigned to the Executive Director from time to time by the Officers. The Executive Director shall also act as Registered Agent of the Association.

ARTICLE VI. Committees

Section 6.1. Standing Committees. The Standing Committees of the Association shall be the Budget Committee, and such other committees as the Board of Directors shall designate. Each committee shall prepare a written report of its activities prior to April 1 of each year and shall submit it to the President.

The membership of each committee shall consist of a Chairman and other members as needed, who shall serve under the auspices of the President.

Section 6.2. Duties of the Committees. In addition to their other duties, it shall be the function and duty of the committees to investigate, study and make recommendations. They shall report in writing to the President. No standing or special committee shall make an official statement or take an official position on behalf of the Association on any proposal, issue, election or legislation without the prior express written approval of a majority of the Board of Directors.

The Budget Committee - this committee shall, with the assistance of the Treasurer, each year prepare a budget for the operation of the Association's spending during that year. The budget shall be prepared and submitted to the Board of Directors for its action prior to May 31 of each year.

Section 6.3. Special Committees. The Board of Directors may from time to time create other special committees and define their duties. Members of such committees shall be appointed by the President.

Section 6.4. Removal of Committee Chairpersons or Members. The President of the Association may remove any Committee Chairperson or any committee member for good cause shown. Grounds for removal of a Committee Chairperson shall include: Failure to call committee meetings, failure to attend committee meetings, failure to complete or cause completion of duties assigned to that committee by the President of the Association, or failure to turn in a written report of that Committee's activities prior to the end of the Association's fiscal year. Grounds for removal of a committee member shall include: Failure to attend committee meetings or failure to complete duties assigned to that committee member by the Committee Chairperson. No removal of a Committee Chairperson or member shall be effected without giving that person at least five (5) days written notice of the pendency of such person's removal and the grounds therefor.

ARTICLE VII. Board of Directors

Section 7.1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 7.2. Number, Tenure and Qualifications. The number of Directors of the Association shall be ten (10). The members of the Board of Directors shall consist of the President, Vice-President and President-Elect, Secretary-Treasurer, the immediate past President, the President and President-Elect of the Jackson Young Lawyers Association and four (4) members elected from the membership of the Association. Two (2) Directors shall be elected each year in order to have staggered terms for the Directors. The President, Vice-President and

President-Elect, Secretary-Treasurer, and the President and President-Elect of the Jackson Young Lawyers Association shall serve on the Board of Directors only for the term of their office. The immediate past President shall serve only for the year immediately following the person's service as President. Upon the adoption of the original Bylaws by the Association, two (2) persons shall be elected to the Board to serve for the fiscal year ending April 1983, and two (2) years terminating at the completion of the fiscal year ending April 30th, 1984. At the expiration of the initial term of office of each respective Director, the Director's successor shall be elected to serve a term of two (2) years.

Section 7.3. Manner of Election of Board of Directors. The nominees to serve on the Board of Directors shall be selected by the Nominating Committee, in the same manner as set forth in Article V hereof. At least two (2) persons shall be nominated for each of the positions available on the Board of Directors. However, other persons may be nominated by petition in the manner provided for in Article V herein. The nominees for the Board of Directors shall be included on the ballot listing the Officer nominees and shall be voted upon in the same manner as set forth in the aforesaid Article V.

Section 7.4. Regular Meetings. A regular meeting of the Board of Directors shall be held at least quarterly beginning in June of each year and after each annual meeting of the Association. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than the resolution.

Section 7.5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or a majority of the Directors, to be held at such place or places within the State of Mississippi as may be designated in such call, including meetings by way of telephone and/or electronic mail or as provided in the Rules of Procedure. Any and all

business may be transacted at said meeting without the necessity of such objects being stated in the call. Notice of all special meetings of the Board of Directors shall be given in writing to each Director by at least three (3) days service of the same by in accordance with the Rules of Procedure, provided, that by unanimous consent of the Directors executed in writing before or after such meetings, a special meeting may be held without notice at any time or place.

Section 7.6. Quorum. A minimum of four (4) Directors elected and then serving who are present or otherwise participating in the meeting shall constitute a quorum for the transaction of business at any regular or special meetings.

Section 7.7. Vacancies. All vacancies on the Board of Directors whether caused by resignation, death or otherwise may be filled by a majority vote of the Board of Directors at a Regular Meeting or Special Meeting. A Director appointed to fill any vacancy shall hold office for the unexpired term of that Director's predecessor and until the successor is qualified and elected.

Section 7.8. Informal Action by Board. Any action required to be taken at a meeting of the Board may be taken with like effect without a meeting as provided for in the Rules of Procedure.

Section 7.9. Waivers. In lieu of any notice of meeting or place of meeting such meetings may be held at any time and at any place upon the written waiver of notice by all of the Board members, whether before or after the time stated herein. The attendance of a Director at any meeting shall be deemed a waiver of notice unless the Director's appearance at such meeting is made for the sole purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 7.10. Removal of Officers or Directors. The Board of Directors shall have the power to remove any Officer or Director of the Association for good cause shown. Grounds for removal of an Officer or Director shall include: Failure of that Officer or Director to attend at least one-half of the meetings of the Association and Board of Directors during the first six (6) months of the Director's term or failure to attend at least one-half of such meetings during the duration of the Director's term. At least five (5) days written notice of the pendency of the removal proceeding, the grounds therefor, and the time that the proceeding shall be taken up by the Board of Directors shall be given to the Officer or Director sought to be removed. A vote of a majority of the membership of the Board of Directors present and voting shall be necessary to remove any Officer or Director of the Association.

ARTICLE VIII. Miscellaneous

Section 8.1. Limits on Public Statements. No Officer, Director, Committee Chair or Committee Member shall make an official statement or take an official position on behalf of the Association on any proposal, issue, election or legislation without the prior express written approval of a majority of the Board of Directors.

Section 8.2. Contracts. The President or Vice-President and President-Elect is authorized with prior approval of the Board to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and to institute, join in, or become a party to any suit at law or in equity in which the Association may have an interest. The Secretary-Treasurer of the Association may attest the signatures of such Officers and affix the corporate seal, if any, to any such instrument; however, the presence of such attesting signature or corporate seal shall not be required for the validity of such instrument unless required by law.

Other Officers or employees may be empowered by the Board of Directors to execute such contracts or instruments as the Board directs.

Section 8.3. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific incidents.

Section 8.4. Banking Transactions. All checks, drafts, or other orders for the payment of money issued in the name of the Association shall be signed by the Secretary-Treasurer or such other Officer or employee of the Association and in such manner as shall be, from time to time, determined by resolution of the Board of Directors.

Section 8.5. Deposits. All funds of the Association not otherwise employed shall be, from time to time, deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.6. Fiscal Year and Audit. The fiscal year of the Association shall commence on June 1 of each year and end on the 31st day of May each year. After the close of each fiscal year of the Association, financial transactions of the Association for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board of Directors, and a written report of the review shall be made to the Board of Directors within ninety (90) days after the close of the fiscal year.

Section 8.7. Benefits. No part of the receipts or assets of the Association shall ever inure to the benefit of any individual or private organization except for such organization which qualifies for income tax exemption under Section 501(c) of the Internal Revenue Code of 1986, or subsequently applicable Internal Revenue Code section.

Section 8.8. Corporate Seal. The Board of Directors may provide a suitable corporate seal for use by the Association, but no seal shall be necessary for the validity of any transaction except as may be required by law.

Section 8.9. Indemnification and Insurance.

(a) Right of Indemnification. The Association may reimburse, indemnify and hold harmless each Director, Officer and employee of the Association from and against all fines, judgments, settlements and expenses and other amounts actually and reasonably incurred in connection therewith of such person which arise in whole or in part by reason of being or having been a Director, officer, or employee of the Association if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association (and, in the case of a criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful). Such right of indemnification may be to the full extent allowable and in the manner provided by Mississippi law as it may from time to time be amended and shall inure to such person's legal successors and representatives. Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of a proceeding upon receipt of an undertaking by or on behalf of the Director, Officer or employee to repay such amount if it is determined ultimately that the person is not entitled to be indemnified.

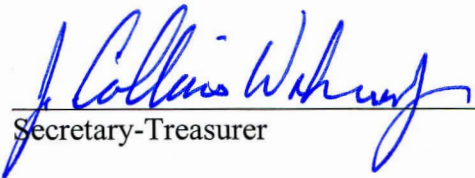
(b) Purchase of Insurance. The Association is authorized to purchase and maintain insurance for itself, its Directors, its Officers and its employees protecting against liabilities and expenses described herein, and the limitation on the payment of indemnification set forth above shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to or for the benefit of any Director, Officer or employee.

Section 8.10. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting or at any special meeting called for the purpose, provided that written notice of proposed amendments shall have been provided to the members not less than three (3) days in advance of such meeting in accordance with the Rules of Procedure.

These Amended and Restated Bylaws were adopted by this Association at a duly constituted meeting held on June 21, 2011.



President



Secretary-Treasurer