

**BYLAWS
OF THE**

**HOWELL EDMUNDS JACKSON
AMERICAN INN OF COURT**

**ARTICLE I
GENERAL**

SECTION 1. PURPOSE.

The purposes of the Howell Edmunds Jackson American Inn of Court are set forth in its Organizational Charter issued by the American Inns of Court Foundation.

SECTION 2. PRINCIPAL LOCATION.

The Howell Edmunds Jackson American Inn of Court shall be located in the city of Jackson, County of Madison, State of Tennessee.

**ARTICLE II
ORGANIZATION**

SECTION 1. THE EXECUTIVE COMMITTEE.

The Executive Committee is composed of the officers and the chairs of the various committees formed by the Executive Committee and such other members as are determined by the Masters. The duties of the Executive Committee, and its members, are set forth in the Organizational Charter, and as set forth herein.

SECTION 2. THE OFFICERS.

The officers of the Inn shall be a president, a counselor, a secretary/treasurer or secretary and treasurer, and such other officers as the Masters deem necessary. The officers serve a two-year term or as otherwise directed by the Masters, and may succeed themselves only once. The officers are selected by the Masters in accordance with the Organizational Charter of the Inn.

SECTION 3. COMMITTEES.

The Executive Committee may establish standing and ad hoc committees from time to time from among the active members of the Inn, and from time to time may change or discontinue committees.

Initially, the following standing committees shall be established: Membership Committee, Program Committee, Social Committee, Reporting Committee, Bylaws Committee, and Liaison Committee.

Among such other duties as may be assigned by the Masters and the Executive Committee, the duties of each committee shall be as follows:

Membership Committee – The Membership Committee shall solicit and review applications and make recommendations to the Executive Committee, for membership in the Inn; shall maintain records of attendance and oversee attendance; and shall assign members to Pupilage groups.

Program Committee – The Program Committee shall oversee and approve program topics and shall be responsible for submitted programs for Continuing Legal Education credit.

Social Committee – The Social Committee shall be responsible for planning, scheduling, arranging, and collecting monies for approved social functions of the Inn within the parameters as set forth by the Executive Committee.

Reporting Committee. The Reporting Committee shall be responsible for the distribution of news, announcements, and other information among members of the Inn, and to the American Inns of Court Foundation; shall be responsible for submitted program reports to the American Inns of Court Foundation; and, shall prepare articles for the Bencher.

Bylaws Committee. The Bylaws Committee shall be responsible for the establishment of the initial Bylaws of the Inn and to alter and amend as it becomes necessary until they are fully adopted by the Masters.

Liaison Committee. The Liaison Committee shall maintain communication with local law schools, other legal organizations, and the local community in order to advise interested persons of Inn activities.

The officers shall appoint committee members and chairs of the committees, who shall serve two year terms, or as otherwise directed by the Executive Committee, and may succeed themselves only once.

Committees may create ad hoc sub-committees, as appropriate.

SECTION 4. EXECUTIVE COMMITTEE.

The Masters nominate the Inn's at-large Executive Committee members. Elections are held in conjunction with the last meeting of the program year. All Executive Committee members are elected by a majority of the Masters. Executive Committee members serve for a one-year term and are eligible to serve successive terms.

SECTION 5. PUPILAGE GROUPS.

The Membership Committee will assign all active members to a Pupilage Group, which shall be approved by the Executive Committee. Each Pupilage Group shall be chaired by a Master appointed by the Executive Committee. The Masters for a Pupilage Group and each Pupilage Group shall be reassigned every two years.

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP.

The Howell Edmonds Jackson AIC will have such number of active members as the Masters may decide from time to time. The categories of Members shall be divided into four classification: (i) Masters of the Bench ("Masters") are lawyers and judges with eighteen or more years of experience; (ii) Barristers are lawyers and judges with from eight to eighteen years of experience; (iii) Associates are lawyers with less than eight years of experience; and (iv) Finally, Students are law students who are in their final year of law school.

The Inn's members are drawn from Madison County. Membership is open to all qualified persons, regardless of race, color, sex, age, religion, national origin, or handicap. Thus, the Howell Edmonds Jackson AIC reflects the rich diversity of the bench and bar in Madison County Tennessee and includes representatives of the plaintiffs' bar, defense counsel, solo practitioners, government lawyers, corporate counsel, persons working in large and small firms, and federal, state, and local trial and appellate judges. Efforts are made to ensure that no law firm or type of practice is disproportionately represented.

Masters serve five-year terms. Master may serve more than one term or may choose emeritus membership. The first class of Barristers serve a staggered term of two, three, four, and five-year terms. Thereafter Barristers serve a term of five-years. Barristers may serve more than one term. The first class of Associates serve two and three-year terms. Thereafter, Associates serve a two-year term. Associates may serve only one term. Students are members of the Inn during their final year of law school.

Members are eligible for re-election to the Inn as long as there has been at least a one-year hiatus between their terms. Members are not permitted to change their membership classification during their term but may be placed in a different classification if they are re-elected to the Inn.

In addition to the active members, the Inn extends emeritus memberships to Masters who have completed their full term of membership in good standing. Emeritus members may participate in the Inn's educational and social programs at their own expense.

SECTION 2. SELECTION OF MEMBERS.

All licensed lawyers and judges living or working in Madison County are eligible for membership in the Howell Edmonds Jackson Inn either as Masters, Barristers, or Associates. In addition, students enrolled in law schools who are entering their final year of studies are eligible for Student membership. Former members of the Inn may be nominated for membership as long as they have not been active members of the Inn for at least one year. The Inn favors making the Inn

experience available to as many lawyers practicing in Madison County as possible.

In the spring of each year, the Membership Committee solicits nominations for new Masters, Barristers, and Associates from the Inn's active members and from state and federal judges. The Membership Committee then identifies persons who have a demonstrated interest in developing their own professional skills and in improving the quality of justice in Madison County Tennessee and submits its recommendations to the Inn's Executive Committee. The Executive Committee extends the invitations to join the Inn.

The Inn also may request the Nashville School of Law, Vanderbilt University School of Law, and University of Memphis School of Law to recommend students who are about to begin their final year of studies for membership in the Inn. Each law school may recommend three students who, by their academic performance and participation in extracurricular activities, have demonstrated an active interest in the practice of law.

SECTION 3. ATTENDANCE POLICY.

All active members are expected to attend and to participate actively in the Inn's meetings. Three unexcused absences during a program year will be deemed to be a resignation unless the executive committee waives the provision for good cause. Persons who are unable to attend a particular meeting must inform the president prior to the meeting of the reasons for their absence to have an excused absence. Absences without advance notice are not excused. Members who desire to be excused from a meeting should telephone, email, or fax the President and obtain approval.

SECTION 4. GUEST POLICY.

The Inn's programs are primarily for the members' benefit. However, members may invite guests. Members who wish to invite guests must inform the President in advance of the meeting of their guests' names. The member must also agree to be responsible for the cost of the guests' meals and for the continuing legal education fees if their guests desire credit for attending the program. Members may pay for their guests prior to the meeting or may request to be billed.

SECTION 5. MEETINGS AND PROGRAMS.

The program year begins in September with an introductory dinner. Thereafter, the Inn holds meetings as determined by the Masters. Meetings are held at such place as determined by the Masters. Each meeting begins with a cocktail reception. Dinner follows the reception, and then one of the Inn's teams presents a program dealing with a practical aspect of the practice of law.

SECTION 6. ANNUAL DUES.

The annual dues for each category of members will be set from year to year by the officers. The Student members pay no dues. Scholarships for all or part of the

dues are available in appropriate circumstances. The funds provided by the dues defray the Inn's operating expenses, including the cost of the members' meals at the monthly Inn meeting, the dues to the American Inns of Court Foundation, and the CLE fees charged by the Tennessee Commission on Continuing Legal Education and Specialization.

The American Inns of the Court Foundation has received a 501(c)(3) designation from the Internal Revenue Service, and the Howell Edmonds Jackson AIC benefits from this designation as an affiliate of the Foundation. Members may deduct their dues either as a business expense or as a charitable contribution. Members electing to deduct their Inn dues as a charitable contribution must reduce the amount of their contribution by the value of the meals.

ARTICLE IV VOTING AND ELECTIONS

SECTION 1. MASTERS.

Masters are the only category of members with a right to vote. With the exception of Emeritus and Honorary Masters, each Master shall be entitled to one vote on all matters of the Inn. A majority of voting Masters shall constitute a quorum of the transaction of business. Every act done or decision made by a majority of the Masters in attendance at a meeting shall be regarded as the act of all the Masters.

SECTION 2. EXECUTIVE COMMITTEE.

Each member of the Executive Committee shall be entitled to one vote on all matters submitted to the committee. In the event of a tie, the President shall have the deciding vote. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the members in attendance at the meeting called for that purpose shall be regarded as the act of the entire committee.

SECTION 3. ELECTIONS.

The nomination and election of the President and Counselor will occur in every even-numbered year during the months of May or June at a meeting of the active Masters especially called for that purpose. Selection of these and other officers shall be in accordance with the Organizational Charter. Selection of other officers shall also occur in every even-numbered year at a meeting especially called for that purpose.

SECTION 4. VACANCIES.

When a position as an officer, committee chair, or master chair becomes vacant, the procedures for election and selection of officers and chairs shall be followed when the vacancy occurs; however, the duration of the vacant position shall not be counted against the new officer or chair in regards to any maximum term of service.

**ARTICLE V
FISCAL MATTERS**

SECTION 1. FISCAL YEAR.

The fiscal year of the Howell Edmunds Jackson American Inn of Court shall be the same as the fiscal year of the American Inns of Court Foundation, which is from July 1 to June 30 of each year.

SECTION 2. DUES.

Dues are established as provided in Article III, Section 6. Dues shall be levied by the Treasurer during the month of September of each year. Failure to pay assessments and dues prior to the third meeting of the Inn year and after reasonable notice may be considered by the Executive Committee as grounds to terminate membership of the person in default.

SECTION 3. EXPENSES.

This American Inn of Court shall pay all reasonable expenses incurred by members of the Executive Committee for such things as attendance at state, regional or national events of the American Inn of Court Foundation and payment to an administrator.

**ARTICLE VI
ADOPTION AND AMENDMENTS**

SECTION 1. ADOPTION.

These Bylaws will be adopted by this American Inn of Court upon approval by a majority of the Masters and after being submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Masters may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or the President.

SECTION 2. AMENDMENTS.

Amendments to these Bylaws may be made by a majority of the Masters of this American Inn of Court and must be submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Masters may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or the President.