

CHARTER OF THE  
ALABAMA ASSOCIATION OF MUNICIPAL ATTORNEYS  
OF THE  
ALABAMA LEAGUE OF MUNICIPALITIES

Governing Document

This Charter governs the organization known as the Alabama Association of Municipal Attorneys (AAMA), a Section of the Alabama League of Municipalities (ALM), a nonprofit association of Alabama municipalities.

ARTICLE I

Name

The name of this organization shall be the Alabama Association of Municipal Attorneys (referred to as "AAMA" or the "Section"), which shall be a section of the Alabama League of Municipalities (referred to as ALM).

ARTICLE II

Purposes

The purposes of AAMA shall be to do all of the following, but not for pecuniary profit:

1. To strengthen the quality of legal representation of municipal corporations through continuing education and the publication of newsletters and other works of interest in the field of municipal law;
2. To be an educational and research organization for the benefit of corporate counsel representing Alabama cities and towns which are members of ALM.
3. To provide corporation counsel representing public entities the opportunity to exchange ideas, to consult with one another, and to meet with persons in or associated

with public corporation law.

4. To recognize persons who have made significant contributions to the area of municipal law.

5. In the performance of its purposes AAMA shall take no action in conflict with the constitution of ALM, nor jeopardize the tax-exempt status of ALM.

### ARTICLE III

#### Offices

The principal office of AAMA shall be the principal place of business of ALM.

### ARTICLE IV

#### 1. Membership

Any attorney admitted to practice law in the State of Alabama who represents an ALM member on either a full or part-time basis, including municipal prosecutors, municipal attorneys and their assistant or deputy attorneys, retained counsel and ALM staff members, shall be eligible for full membership in AAMA.

Any active or inactive member of the Alabama State Bar who does not qualify for full membership and who has a substantial interest in municipal law may become an associate member upon written application and approval as directed by the Board of Directors.

Any attorney who has been a member of AAMA for at least ten years and who has retired from the active practice of law and who continues to have a substantial interest in municipal law may be approved by the Board of Directors for special membership in AAMA.

Questions as to the status of an applicant as either a full or associate member shall be resolved by the Board of Directors.

#### 2. Dues

All full and associate members of AAMA shall pay dues. The amount of dues to be paid by each full member and associate member of the Section shall be determined by a majority vote of full members attending their annual meetings.

### 3. Meetings, Notice

AAMA shall hold an annual business meeting each year. This meeting may be held on the same dates and locations of an AAMA training session for members.

### 4. Quorum

The number of full members of the Section present in person at any membership meeting of members shall constitute a quorum.

### 5. Voting Rights

Each municipal attorney present in person who is a full member shall have one vote upon each matter to be considered at the annual meeting, or at any special meeting. Voting shall not be cumulative nor by proxy. Associate members shall be entitled to participate in the meetings and affairs of AAMA, but shall not have a vote.

## ARTICLE V

### 1. Board of Directors

The Board of Directors shall consist of all current officers and the two immediate past presidents who are full members of AAMA. Three members of the board shall constitute a quorum, one of whom shall be the secretary-treasurer. The Board of Directors shall hold an annual meeting in conjunction with the planning session for the Fall AAMA Conference and may meet at other times as determined by the AAMA President. Meetings may be held by telephone, video or other electronic means. Notice of any meeting of the board may be given by first-class mail, telephone, facsimile, electronic mail or other electronic means.

Except as otherwise may be provided in these bylaws, management of the affairs of AAMA is vested in the board. The board shall have power to adopt such rules for the government of AAMA as are not inconsistent with the provisions of these bylaws or the bylaws and operation of ALM.

Any action required or permitted to be taken by the board may be taken without a meeting if a quorum of the members of the board, one of whom shall be the secretary-treasurer, individually and collectively consent in writing, electronic or otherwise, to the action. The written consents shall be filed with the minutes of the proceedings of AAMA.

## 2. Officers

AAMA shall have the following officers: President, Vice President, and Secretary/Treasurer, who shall be an ALM attorney.

## 3. Terms of Office

Officers shall be elected to two (2) year terms, by a majority of the votes cast for each position by Section members present at annual meetings. Officers shall take office immediately upon their election. Nominations for Officer positions shall be by the Nominating Committee and may be by nominations from the floor at annual meetings. The Nominating Committee shall consist of not less than three nor more than five AAMA members appointed by the President of AAMA.

## 4. Reelection

Officers shall be eligible for reelection.

## 5. Qualification

An officer must hold a full membership with AAMA at the time of election and must continue as a full member during his or her term of office. The subsequent loss of eligibility to participate in AAMA as a full member shall disqualify the officer from holding office.

## 6. Duties of Officers

**President:** The President shall preside at all meetings of the members of the Section and the Board. The President may appoint members to all standing and special committees except as otherwise provided herein. The President, or designee thereof, shall represent the Section at meetings of the ALM Board of Trustees.

**Vice-President:** In the absence of the President, the Vice-President shall perform the duties of the President. In the event of a vacancy in the position of President, the Vice-President shall succeed to the office of President for the unexpired term. Vacancies in the office of Vice-President shall be filled by the President.

**Secretary/Treasurer:** The Secretary/Treasurer shall give notice and keep minutes of all meetings of the Section members and the Board, and shall maintain the Section membership list. The Secretary/Treasurer shall account for all financial matters of the Section and report thereon at their annual meeting, and shall render such financial statements as the Board may require. The Secretary/Treasurer shall also be responsible for the municipal legal news publications of the Section, and their distribution to Section members.

**Immediate Past Presidents:** Among other assignments identified in this Charter, the Immediate Past Presidents shall serve to promote participation in Section activities. The Immediate Past Presidents shall perform other duties as the Board may request to use the talents and experience of this Officer to the advantage of the Section.

## 7. Compensation

Directors and officer shall not be compensated for serving in their respective capacities.

## ARTICLE VI

### Participation in Other Organizations

AAMA may join or cooperate with other national, state and local attorneys organizations which will benefit the Section and its members.

## ARTICLE VII

## 1. Contracts and Finance

AAMA shall not have power to bind its future boards, nor to bind the ALM beyond the authorized budget to pay for goods and services without ALM consent. The President, or the Vice-President, and the Secretary/Treasurer shall be signatories to such agreements as are authorized.

## 2. Checks and Other Instruments

The Secretary/Treasurer shall have authority to execute any and all checks and other negotiable instruments authorized by the membership, on behalf of the Section.

## ARTICLE VIII

### Charter Amendment

This Charter may be amended by the members of the Section having full voting membership, who are present in person at any annual meeting of AAMA. Amendment shall require a vote in favor of amendment by at least two-thirds (2/3) of such members present. The written text of any proposed amendment shall be furnished all members at least thirty (30) days before the meeting at which the amendment is to be considered.

## ARTICLE IX

Upon termination of AAMA as a Section of ALM, all assets of AAMA shall become the property of ALM.

## CERTIFICATE OF ADOPTION

The undersigned Secretary/Treasurer of the Alabama Association of Municipal Attorneys hereby certifies that the preceding charter was duly approved and adopted by a majority vote of the attorneys present in person at the annual meeting.

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Secretary/Treasurer  
Alabama Association of  
Municipal Attorneys

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Date