

BY – LAWS
BREVARD COUNTY BAR ASSOCIATION
(A FLORIDA LAW CORPORATION NOT FOR PROFIT)

ARTICLE I. NAME

The name of this corporation, not for profit, shall be "Brevard County Bar Association, Inc."

ARTICLE II. OBJECT

The objectives of this corporation are as set forth in its Articles of Incorporation.

ARTICLE III. MEMBERSHIP

Section 1. Membership in this corporation shall consist of three classes: active, honorary, and associate. The active classification shall be limited to licensed members of The Florida Bar in good standing, residing or practicing law in Brevard County and those members of the judiciary sitting or residing in Brevard County, including judges of Compensation Claims, who also are members of the Florida Bar and who elect by the payment of annual dues to be included in the active classification. The associate certification shall be limited to attorneys licensed to practice law in any jurisdiction in the United States of America, including any territory or commonwealth, other than the State of Florida. Only active members shall be entitled to vote.

Section 2. Admission to, or reinstatement of, membership in this corporation shall be effective upon acceptance by the Board of Directors of a completed application and the payment of annual dues.

Section 3. The suspension or disbarment of any member from the practice of law in any jurisdiction shall automatically result in the immediate termination of his or her membership in this corporation.

ARTICLE IV. DUES

Section 1. Annual dues shall be due and payable on July 1st of each year. The annual dues shall be set at an amount to be determined by a majority vote of the Board of Directors, and may be modified, as necessary, by a majority vote of the Board of Directors. Any change in dues will be determined by the Board of Directors by the March board meeting of the calendar year that an increase would go into effect. Dues for members joining after January 1st of any year shall be one half (1/2) of the annual dues.

Section 2. Nonpayment of dues. All statements of dues shall be sent to members at least 30 days prior to the due date, July 1. After July 31, a late fee shall be imposed of twenty-five (\$25.00) to cover the extra expense of administration and inconvenience of the collection of delinquent dues and accounts. The Treasurer shall certify to the Executive Committee the names of all members whose dues and late fees have not been paid within ten (10) days of the Treasurer's mailing of a delinquent notice (after the initial thirty (30) day period). Delinquent members' names will be removed from the membership roster on August 31st and such members will be removed from the corporation.

ARTICLE V. OFFICERS & MANAGEMENT OF THE CORPORATION

Section 1. The Officers of this corporation shall be a President, a President-Elect, a Secretary, and a Treasurer. The property and business of this corporation shall be managed by a Board of Directors. The Board of Directors shall consist of the officers and eight (8) members. A Secretary and Treasurer pro term may be appointed by the Board in the absence of either of said officers, who may exercise the duties and powers of such officers during such absence.

Section 2. The officers and directors shall be nominated and elected and shall assume office as prescribed in these By-Laws.

Section 3. The President-Elect, the Secretary, the Treasurer and the members of the Board of Directors of this corporation shall be elected for a term of one year commencing on July 1 of the election year and terminating on June 30 the following year. The President-Elect shall assume the office of President on July 1 following his or her term of office as President-Elect and there will be no election to the office of President.

Section 4. The duties of the officers shall be as follows:

A. The President shall be the chief executive officer of the corporation and shall preside over the meetings of the Board of Directors and the corporation, and shall perform the duties delegated by the By-Laws, the corporation or the Board of Directors.

B. The President-Elect shall perform the duties of the President in the absence or inability of the President to act and shall perform such other duties as may be delegated by the By-Laws, the corporation, or the Board of Directors.

C. The Secretary shall be the custodian of all records of the corporation, shall not exhibit them to any non-member, shall maintain an up-to-date roster of the membership, shall attend the meetings of the

corporation and the Board of Directors, and shall make record of the proceedings.

D. The Treasurer shall have charge of the financial affairs of the corporation subject to control of the Board of Directors. The records of the Treasurer shall not be exhibited to any non-member. The Treasurer shall collect and hold all monies due the corporation and demand the payment of annual dues within thirty (30) days after such dues are payable and shall report to the Board of Directors the names of all members who neglect, after demand, to pay same. Checks drawn upon bank accounts of the corporation shall be signed by the Treasurer or such other officer(s) or agent(s) of the corporation as the Board of Directors may designate. The Treasurer shall submit a complete financial report to the membership as required by law. The fiscal year shall coincide with the terms of office which the officers and members of the Board of Directors shall be elected.

Section 5. The Board of Directors shall manage the affairs of the corporation. It shall select and designate the compensation of any employees of the corporation and shall have the power to terminate their employment. It shall have all powers necessary to manage the affairs of the corporation. Regular meetings of the Board of Directors shall be held on such days and at such times as the Board of Directors shall determine. Except as otherwise required herein, six (6) members of the Board of Directors shall constitute a quorum.

Each Board member shall attend each and every duly called Board meeting. In the event that a Board member is unable to attend a duly called Board meeting, he or she will furnish to the Executive Director and the President a written notice (e-mail acceptable) of the reasons for such absence before the meeting, or, if unable to furnish such before the meeting, then such written notice shall be furnished by the time of the next duly called Board meeting. All such written notices shall be presented to the Board of Directors, which may approve or disapprove the absence. If a Board member misses three (3) meetings in one year without furnishing written reasons therefore as required above, or the Board disapproves three or more absences, then the Board member shall automatically be removed from office.

Section 6. No member of the corporation who has been previously suspended or disbarred from the practice of law in this state or any other jurisdiction shall be eligible to hold office as an officer or director of the corporation.

ARTICLE VI. COMMITTEES

Section 1. There shall be the following standing committees of the corporation which shall perform such functions delegated by the Board of Directors and/or the membership:

- ◆ Budget & Finance Committee
- ◆ Executive Committee
- ◆ Law Week Committee
- ◆ Mock Trial Committee
- ◆ Young Lawyers Committee

Section 2. In addition to the standing committees provided herein, the Board of Directors may create such additional committees as it deems necessary and proper to fulfill the objectives and purpose of the corporation.

Section 3. All of the Committee Chairs and members of each Committee shall be appointed by the President.

Section 4. The Treasurer shall be an ex officio member of the Budget & Finance Committee.

ARTICLE VII. ELECTIONS

Section 1. The election of officers and directors of the corporation shall be held in May of each year.

Section 2. If a nominating committee is formed, it may consist of the immediate past President, the current President, and President-Elect, and may make recommendations to the membership of candidates for election to the offices of President-Elect, Secretary, and Treasurer. Additional names from among the active membership may be placed in nomination by an active member on or before April 30th of each year.

Section 3. Candidates for election to the Board of Directors may be placed in nomination by the nominating committee, or any active member.

Section 4. The election of officers and directors shall be by secret ballot. Votes may be counted by an impartial third party approved by the Board of Directors. Election results shall be determined by the Secretary and certified by the President.

Section 5. Officers and directors shall take office on July 1 of each year. Candidates for election to an officer

position shall have previously been elected to the Board of Directors at least twice, except when no candidate for an officer position having previously served on the Board of Directors is nominated within the nomination deadline. In such an instance, a second nomination period shall be opened, during which, candidates for election to officer positions, for which no qualified candidate has been previously nominated, may be nominated by any active member.

Section 6. The ballot shall indicate whether or not any candidate is an incumbent.

ARTICLE VII. MEETINGS

Section 1. The annual meetings of the corporation shall be held in July of each year.

Section 2. The corporation shall hold such regular membership meetings, on such dates, as may be set by the Board of Directors.

Section 3. Special meetings of the membership or the Board of Directors may be called by the President. Special meetings may also be called by the Secretary at the written request of at least twenty (20) active members of the corporation. Only those matters specified in the notice of such special meeting may be considered at such meeting.

Section 4. At each regular or special membership meeting, a quorum shall consist of twenty-five (25) members.

Section 5. Notice of each meeting shall be sent by mail by the Secretary to each member of the corporation at least one week prior to any meeting, provided, however, that at least twenty-four (24) hours notice by telephone shall be sufficient in the event of a special meeting which requires emergency action.

Section 6. At each meeting of the corporation, the order of business shall be as follows, unless varied by the President:

- ◆ Call to Order
- ◆ Invocation
- ◆ Introduction of Judges
- ◆ Introduction of Guests
- ◆ Guest Speaker or Program
- ◆ Old Business
- ◆ New Business
- ◆ Elections, if any
- ◆ Adjournment

Section 7. By majority vote of the members present, the membership may overrule the President in varying or dispensing with any part of the order of business.

Section 8. All meetings shall be conducted in accordance with Robert's Rules of Order, except as otherwise provided in the corporation's Charter or By-Laws.

ARTICLE IX. VACANCIES.

Vacancies on the Board of Directors, not including officer positions, shall be filled by the member of the Corporation not currently serving on the Board of Directors who received the highest number of votes in the previous election. The votes shall be resolved by majority vote of the Board of Directors. Vacancies in officer positions of the corporation shall be filled by majority vote of the Board of Directors. Candidates to fill vacancies must meet the requirements of Article VII.

ARTICLE X. AMENDMENTS

These By-Laws may be amended by a majority vote of the active members present at any regular or special meeting of the corporation called for that purpose, provided that a quorum of the active membership is present. Notice in writing of each proposed amendment together with the time and place of the meeting shall be sent to each member of the corporation at least ten (10) days prior thereto. Any proposed amendment to these By-Laws shall be presented to the membership for adoption only after the proposed amendment has been approved by a majority of the Board of Directors or endorsed by at least twelve active members of the corporation.