

# **BYLAWS OF BROWARD COUNTY BAR ASSOCIATION, INC.**

## **ARTICLE I Name**

The name of this corporation, not for profit, shall be “BROWARD COUNTY BAR ASSOCIATION, INC.” (the Association).

## **ARTICLE II Purpose**

The objects of the Association are as set forth in its Charter.

## **ARTICLE III Membership**

### Section 1 -

- A. Regular members shall be the charter members and those members of The Florida Bar applying for regular membership and paying dues.
- B. The Board of Directors (the Board), in its discretion, may from time to time grant honorary membership to worthy and qualified individuals. Honorary members shall be entitled to all privileges of regular membership except those of voting and holding office, and shall be exempt from the payment of dues.
- C. Lifetime memberships shall be available to all regular members who have been members for forty years or more. Lifetime members shall have the rights of regular members but shall not be required to pay dues.
- D. Associate memberships shall be available, at the discretion of the Executive Committee by invitation or of the Board by majority vote, to those members of the community who are involved with the practice of law, directly or indirectly, including but not limited to attorneys in good standing in other jurisdictions, law school faculty, law school administrators, and law school students, legal nurse consultants, paralegals, legal assistants and secretaries, mediators and arbitrators, government employees, law firm administrators, and law librarians. Associate members shall be entitled to all privileges of regular membership except those of voting and holding office, but shall be required to pay dues.

Section 2 - Admission to, or reinstatement of regular or associate membership, shall be by

application signed by the proposed member and the payment of dues.

Section 3 - The suspension of any attorney member by the Florida Supreme Court or by the court of any other jurisdiction in which the member has been admitted shall constitute suspension of membership in the Association. The disbarment of any attorney member by the Florida Supreme Court or by the court of any other jurisdiction in which the member has been admitted or the resignation of any attorney member from the Florida Bar shall constitute termination of membership. Any suspension or other disciplinary proceeding against any non-attorney member shall be reason for the Association to suspend or terminate membership.

Section 4 - No regular, honorary, lifetime or associate member of the Association shall have any vested right, interest or privilege of, in or to the assets or property of the Association or any right, interest or privilege which may be transferable or inheritable or which shall continue if membership ceases.

#### **ARTICLE IV Dues**

Section 1 - Dues shall be determined by the Board each year when the budget is adopted.

Section 2 - Annual dues shall be payable by each regular member and associate member on or before July 1<sup>st</sup>. Any regular member or associate member who fails to pay dues within sixty (60) days thereafter shall cease to be a member.

Section 3 - Any former member who shall have ceased to be a member by reason of non-payment of dues shall be fully reinstated as a member upon payment of dues for the year of reinstatement.

#### **ARTICLE V Membership Meetings**

Section 1 - There shall be an annual meeting of the members on a day to be designated by the Board. The business to be conducted will be the installation of officers and Directors for the following fiscal year and may be any other business duly noticed and necessary at that time.

Section 2 - Special meetings may be called at any time by the Board or by the President. A special meeting shall be called upon the written request of ten (10) members. Notice shall be given at least seven (7) days before the meeting, but no special notice of the purpose of the meeting shall be required.

Section 3 - Regular meetings may be held at times and places to be determined by the Board, and no special notice of the purpose of these meetings shall be required.

Section 4 - Five (5%) percent of the regular members shall constitute a quorum at any membership meeting. Actions required to be approved shall be by majority vote of regular members present, unless otherwise required by the Charter or By-laws.

Section 5 - At each meeting, the order of business shall be as follows, unless varied by the presiding officer:

- |    |                                 |    |                     |
|----|---------------------------------|----|---------------------|
| a. | Call to order                   | f. | Committee reports   |
| b. | Invocation/Pledge of Allegiance | g. | Unfinished business |
| c. | Introduction of guests          | h. | New business        |
| d. | Guest Speaker or program        | i. | Adjournment         |
| e. | Officers' Reports               |    |                     |

**ARTICLE VI**  
**Officers and Management**

Section 1 - The officers shall be a President, a President-elect, a Treasurer and a Secretary.

Section 2 - The duties of the officers shall be as follows:

- A. The President shall be the chief executive officer and shall preside over meetings of the membership and the Board and shall perform the duties delegated by the By-laws, the membership or the Board.
- B. The President-elect shall attend membership and Board meetings, shall perform the duties of the President in the event of the President's absence or inability to act, and shall perform such other duties as may be delegated by the By-laws, the membership or the Board.
- C. The Treasurer shall have responsibility for all fiscal affairs. An accounting firm may be retained to perform such auditing functions as the Board may deem advisable.
- D. The Secretary shall have responsibility for all records, shall attend membership and Board meetings and shall cause a record of the proceedings to be made.
- E. The Board may employ an Executive Director and any other staff of the Association as it deems reasonable and necessary to accomplish the goals of the membership and the Board may delegate such duties to the Executive Director and any other staff of the Association as it deems appropriate from time to time.

Section 3 – Any member of the Association is eligible for a position as an officer of the Board of Directors who has been a member of the Board of Directors for at least twenty four (24) months in the ten (10) years prior to the date he or she would take office.

## **ARTICLE VII Board of Directors**

Section 1 - The Board shall consist of the officers, the immediate past-President, the President or President-elect of the Young Lawyers Section, one (1) judge appointed by the Chief Judge of the 17<sup>th</sup> Judicial Circuit, and eighteen (18) elected Directors.

Section 2 - There shall be an Executive Committee of the Board, consisting of the President, the President-elect, the Treasurer, the Secretary and the immediate past-President. The Executive Director, if any, shall be an ad hoc member of the Executive Committee, but shall not have the right to vote.

Section 3 - The property and business of the Association shall be managed by the Board. Nine (9) members of the Board shall constitute a quorum, but a smaller number may adjourn a meeting not attended by a quorum to a later specific date with notice thereof to all Board members. Minutes of each Board meeting shall be available to any member of the Association.

Section 4 - Five (5) members of the Board, by vote in any Board meeting or by a petition filed with the Secretary within seven (7) days after any action taken, may require any such action to be referred to the membership for approval or disapproval at any meeting of the membership at which a quorum is present.

Section 5 - The Board shall not endorse any candidate for elective office.

Section 6 - The Board shall adopt a budget for each fiscal year, which budget shall be adopted no later than the final Board meeting of the preceding fiscal year, and may amend the budget at any time to reflect actual operations. A notice shall be placed in the Broward Barrister that the adopted budget is available for review by any member by written request to the Executive Director. The Board may transfer unexpended funds allocated from one budget line item to another if necessary to accomplish the goals of the membership and Board. The Board shall approve compensation of all employees and shall have all powers necessary to manage the affairs of the Association.

Section 7 - The Board shall not authorize monetary contributions to any organizations or individuals unless such contributions are related to the legal profession.

Section 8 - Regular Board meetings shall be held as the Board may determine.

Section 9 - Special meetings may be called by the President and shall be called by the President at the request of three (3) Board members. Reasonable notice, verbal or written, of special meetings shall specify the matters to be considered.

Section 10 - Directors shall be elected to the Board from each of the following geographical areas and shall serve a two (2) year term. The principal office address shall determine the area from which a member is elected.

<u>Group</u>	<u>Geographical Area</u>	<u>Number of Directors</u>
(1) Northeast	From all addresses on Oakland Park Blvd north and east of the centerline of State Road 7 (441)	2
(2) Southeast	South of the centerline of State Road 84 and east of the centerline of State Road 7 (441)	2
(3) West	West of the centerline of State Road 7 (441) south of the centerline of Commercial Blvd. and north of the centerline of State Road 84	3
(4) Central	East of the centerline of State Road 7 (441) south of all addresses on Oakland Park Blvd. and north of the centerline of State Road 84	7
(5) Northwest	North of the centerline of Commercial Blvd and west of the centerline of State Road 7 (441)	2
(6) Southwest	South of the centerline of State Road 84 and west of the centerline of State Road 7 (441)	2

Section 11 - The Groups from the Northeast, Southeast, Southwest, and Northwest shall have staggered terms so that One (1) director from each group shall be elected in the even years and One (1) Director shall be elected in the odd years. In the West group, one (1) Director shall be elected in the even years and two (2) Directors shall be elected in the odd years. In the Central Group, three (3) Directors shall be elected in the even years and four (4) Directors shall be elected in the odd years. The first additional Director from the Northwest will be elected in April 2016 to a regular two (2) year term. The first additional Director from the Southwest will be elected in April 2016 to a one-time three (3) year term and will be eligible to serve a second two (2) year term.

Section 12 - No Director shall serve more than two (2) consecutive terms (including any term of more than one (1) year in length served by virtue of election or appointment to fill a vacancy.) After that, a Director must remain off the Board for a period of one (1) year before serving

another term.

Section 13 - In the event a Board member is absent from three (3) consecutive Board meetings, or a total of four (4) Board meetings in any one year without written excuses acceptable to the Board, such Board member shall be automatically removed from the Board. At the following regular meeting, a regular member shall be appointed pursuant to Article VIII, Section 3.B. to serve for the unexpired term.

Section 14 - Board members shall take office as of July 1<sup>st</sup> in the year of their respective election, or in the case of an appointment to fill a vacancy, at the next Board meeting.

Section 15 – Any member of the Association is eligible for a position on the Board of Directors if they have been a member for at least twenty four (24) consecutive months immediately prior to the date he or she would take office.

Section 16:

In each Geographic Group in which there is more than One (1) Director to be elected in a given year, the offices of the Directors to be elected in that year shall be designated numerically by the Executive Director in January of the year of the election. Any Board member who has provided to the Executive Director the written notice of intent to seek re-election by December 31 of the year preceding the election as set forth in Article VII Section 1 shall be identified on the ballot with an "(i)" after their name.

## **ARTICLE VIII Nomination and Elections**

Section 1 - Nominations

- A. There shall be no Nominating Committee. Any regular member who desires to seek election may obtain the signatures of ten (10) members on one or more Nominating Petitions. The Petitions must state the Office or Geographic Group and Seat Number for which the member seeks election. The signed petition must be received in the Association office no later than 5:00 p.m. on March 1.
- B. A Member of the Board of Directors may communicate a written notice to the Executive Director of his or her intention to seek re-election to a second consecutive term on the Board, indicating the geographic group of the seat sought, in lieu of a Nominating Petition.
- C. While a person is serving as Secretary of the Board of Directors, he or she may communicate a written notice to the Executive Director of his or her intention to seek election to the position of Treasurer of the Board of Directors for the next fiscal year, in lieu of a Nominating Petition.
- D. While a person is serving as Treasurer of the Board of Directors, he or she may communicate a written notice to the Executive Director of his or her intention to seek election to the position of President-Elect of the Board of Directors for the next fiscal year, in lieu of a Nominating Petition.

- E. The written notice of intention to seek re-election to the Board of Directors or intention to seek election to the position of Treasurer or President-Elect must be received by the Executive Director no later than 5:00 p.m. on December 31 of the year immediately preceding the election. The Nominating Petition and the written notice of intention to seek re-election or intention to seek election to the position of Treasurer or President-Elect may be transmitted by hand-delivery, regular U.S. Mail, postage pre-paid, or electronically.
- F. No member may be nominated for more than one (1) position.

## Section 2 - Elections

- A. Voting shall be by secret ballot and the requirements of secret ballot may not be waived except by amendment of these Bylaws.
- B. The President shall cause ballots to be generated containing the names of all candidates seeking election. Procedures for distributing, receiving and tabulating ballots shall be established by the Board of Directors and shall be such as to preserve the confidentiality of individual ballots. On or by April 1 the ballot shall be distributed to all voting members. To be valid, completed ballots must be received at the Association office by 5:00 p.m. on April 15<sup>th</sup>. The Association may hold elections by electronic means, in whole or in part.
- C. The Elections Committee, consisting of the President, the immediate past-President and one (1) regular member from each of the six (6) geographic areas as set forth in Article VII, Section 10 not running for a position in the election, appointed by the President, must count the ballots no later than May 1<sup>st</sup>. Election shall be by the highest number of votes received. Tie votes shall be determined by choosing of straws by the candidates affected.
- D. The Elections Committee shall prepare a written report of the election immediately upon completion of the ballot count, and shall submit the written report to the Board of Directors by the next business day. The written report shall be included in the minutes of the next regularly-scheduled Board of Directors Meeting.
- E. The Elections Committee must notify the candidates of the elections results within twenty-four hours of its completion of the written report, and any candidate may request a copy of that portion of the written report related to the office or group sought by that candidate.
- F. Any controversy arising in connection with the elections shall be submitted to the Elections Committee within seven (7) days of the completion of the written report, or objection is waived. Controversies shall be considered and determined

by the Elections Committee by May 15<sup>th</sup>. An appeal may be taken to the Board of Directors within ten (10) days of the Elections Committee's decision.

- G. The office of President shall be filled by the person elected President-elect at the preceding year's election.

### Section 3 - Vacancies

- A. A vacancy in the office of President shall be filled by the President-elect who shall serve as President for the remainder of the fiscal year and for the ensuing fiscal year. A vacancy in the office of President-elect shall be filled by a qualified Board member or Officer selected by the Board who shall serve as President-elect for the remainder of the fiscal year. A vacancy in the office of Treasurer shall be filled by a qualified Board member or Officer selected by the Board who shall serve as Treasurer for the remainder of the fiscal year. A vacancy in the office of Secretary shall be filled by a qualified Board member selected by the Board who shall serve as Secretary for the remainder of the fiscal year.
- B. A vacancy on the Board of Directors shall be filled by the Board by appointing an eligible member from the same geographic Group in which the vacancy arose. A vacancy in the position of Judicial representative to the Board shall be filled by the Chief Judge of the 17<sup>th</sup> Judicial Circuit. Any individual filling a vacancy pursuant to this provision shall serve for the remainder of the unexpired term.

## **ARTICLE IX Committees and Sections**

Section 1 - The Board may create such Committees as it determines appropriate for the operation of the Association. The President shall appoint the Committee chair and a liaison from the Board to the committee with the approval of the Board. Committee members shall be selected by the President from among those expressing interest. Committee members shall serve for the fiscal year of the Association except for members of those Committees with rules approved by the Board that provide for staggered two-year terms or termination of Committee membership for cause or nonparticipation. With the prior approval of the Board, each Committee shall have the power to adopt and amend By-laws for its own governance.

Section 2 - The Board may, in addition to Committees, create various Practice, Geographic or other Interest Sections to accomplish the aims and purposes of the Association. With the prior approval of the Board, each Section shall have the power to:

- A. Adopt and amend By-laws for its own governance.

B. Select its own Chair/Vice Chair.

In the event a Section does not exercise its powers under a and b above, the President may select its Chair/Vice Chair. Dues for Section membership shall be established by the Board.

Section 3 - There shall be a Young Lawyers Section of the Association, whose membership shall include all Regular members of the Association in good standing who either: (1) have not attained the age of thirty-six (36) at the beginning of the fiscal year of the Association; (2) have not begun their sixth year following the first date of admission to the highest court of any state; or (3) are eligible for officer positions as defined in the Young Lawyers Section By-laws. The Young Lawyers Section shall be entitled to special funding as determined on a yearly basis and approved by the Board of Directors. The Young Lawyers Section may elect Officers and Directors and adopt individual By-laws to govern the Section's power and duties.

Section 4 – The Board of Directors, by majority vote of the Directors, may create regional Sections of the Association with specific geographic areas, whose membership shall include all Regular members of the Association in good standing whose practice is physically located within the designated area. The Regional Section shall be entitled to special funding as determined on a yearly basis and approved by the Board of Directors of the BCBA. Regional Sections may elect Officers and Directors and adopt individual By-laws to govern the Section's power and duties.

Section 5 - No Committee or Section shall obligate the Association, take any action or make any public statements in the name of the Association or of the Committee or Section except:

- A. upon specific approval from the Board or President, or
- B. to make financial commitments that are within its approved budget, or
- C. to publicize activities or events of the Committee or Section.

## **ARTICLE X**

### **Affiliate Bar Associations**

Section 1 - The Board may approve the affiliation of other voluntary Bar Associations with the Broward County Bar Association (“the BCBA”).

Section 2 - The purpose of the affiliation will be to provide specific resources of the BCBA for the benefit of the Affiliate Bar Associations, to increase membership in the BCBA, and to bring closer cooperation within the legal community.

Section 3 - Each Affiliate Bar Association will maintain its independence, including its own Board of Directors, Officers and Bylaws.

Section 4 - An Affiliation Agreement between each Affiliate Bar Association and the BCBA must be approved by the Board of Directors of each party. The Affiliation Agreement shall set forth the following:

- A. The extent of the resources of the BCBA that will be available to the Affiliate Bar Association.
- B. How the dues, which will be collected by the BCBA for membership in both parties, will be divided.
- C. Other matters to which the parties may agree.

Section 5 - No Affiliate Bar Association shall obligate the BCBA to take any action or make any public statements in the name of the BCBA except upon specific written approval from the Board of Directors of the BCBA or the BCBA President.

#### **ARTICLE XI Time**

Section 1 - If any time or date specified in these By-laws falls on a weekend or legal or court holiday, the effective date shall be the next business date.

Section 2 - The fiscal year of the Association is July 1<sup>st</sup> through June 30<sup>th</sup>.

#### **ARTICLE XII Amendment to Charter and By-laws**

The Association may, at any meeting wherein a quorum is present, amend its Charter or By-laws. Any proposed amendment must be presented to the Board of Directors for review at least sixty (60) days prior to the date of such meeting. If the Board of Directors endorses the proposed amendment by a majority vote, the proposed amendment shall be submitted to the membership, which may adopt the proposed amendment by a vote of the majority of the regular members present at the meeting. If the Board of Directors fails to endorse the proposed amendment by majority vote, the proposed amendment will still be submitted to the membership, but must receive the affirmative vote of two-thirds (2/3) of the regular members present at the meeting to be adopted. No proposed amendment shall be acted upon unless the text of the amendment is given in a notice of the meeting, which notice shall be given at least seven (7) days prior to the date of such meeting.

#### **ARTICLE XIII Effective Date**

These By-Laws as amended shall be effective July 1, 2017.