

Bylaws of Lee County Bar Association, Inc.

Article One

Name

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

Article Two

Purpose

For the advancement of the legal profession within Lee County, Florida; for improvement of business conditions under which the attorneys of Lee County practice; to promote improvements in the administration of justice and courts within Lee County, Florida; to encourage discussion on legal and civic topics of general interest; to promote the observance of legal ethics by attorneys and judges within Lee County, Florida; to promote and encourage the provisions of legal aid to the indigent within Lee County, Florida; and to promote a better understanding between the general public and the legal profession, and any other related or corresponding charitable purposes, including the distribution of its funds for such purposes.

Article Three

Membership and Dues

Section 3.01 Membership

(a) Regular Members.

Regular (voting) membership of this Association shall be open to those members of The Florida Bar in good standing, who are approved by a majority of the members of the Board of Directors, and who have paid the dues and assessments required by these Bylaws.

(b) Honorary Members.

Honorary membership of this Association may be offered by the Board of Directors to all full-time or retired judges. Honorary members of this Association shall be entitled to all rights and privileges of regular members, but shall not hold office or be required to pay dues or assessments. If a retired judge returns to the practice of law or works as a mediator, however, Honorary membership shall no longer be an entitlement, and membership in the Association shall be open to such persons only within the context of the other memberships defined under this Section.

(c) Associate Members.

The Board of Directors may, from time to time, grant Associate Membership status to individuals qualifying in any of the following categories:

(1)

Any retired attorney or jurist who is over the age of 65;

(2)

Any inactive member of The Florida Bar in good standing;

(3)

Lawyers who are not members of The Florida Bar, but are admitted in good standing to practice law in another state, territory, or nation.

(d) Lawyers in Government Service.

Lawyers in government service shall be regular members; provided, however, they shall not be assessed for any legal aid assessment assessed against other regular members. A lawyer in government service shall be a lawyer employed full time by any federal, state, district, or local governmental entity or agency, whose principal or regular place of rendering governmental services is in Lee County. It shall also include lawyers employed full time by the Lee County Legal Aid Society or Florida Rural Legal Services.

(e) Affiliate Members.

(1) Paralegals

Paralegals are individuals, who, although not members of the Florida bar, receive training and/or certification to perform paralegal tasks under the direction and supervision of an attorney. Paralegals are eligible to become a member of the Lee County Bar Association;

(2) Legal Assistants

Legal Assistants are individuals, who, although not members of The Florida Bar, are employed by a lawyer, law office, governmental law department, and who perform specifically delegated substantive legal work under the direction and supervision of an attorney;

(3) Law Office Administrator

Law Office Administrative Assistants are individuals who are employed by a lawyer, law officer, and governmental law department, as managers or administrators, but do not engage in the practice of law;

(4) Law Librarians

Law Librarians are individuals who provide professional law library services to a law library, including a law firm library, a corporate law department library, a government law library, or a separately maintained law section of a general library;

(5) Administrative/Bankruptcy Affiliates

Administrative Law/Bankruptcy Law Affiliates are members of administrative agencies, nonjudicial officers engaged in the field of judicial administration (nonlawyers), Bankruptcy Trustees, and other individuals with governmental duties closely associated to the fields of administrative adjudication or rule making, who are not actively practicing law;

(6) Law Students

Law students are individuals who are currently enrolled in an ABA accredited law school within the preceding 24 months, who are undertaking a curriculum program designed to enter the field of law.

(7) Paralegal Students

Paralegal students are individuals who are currently enrolled in an accredited university or college or have attended an accredited university or college within the preceding 24 months, who are undertaking a curriculum program designed to enter the field of being a paralegal or legal assistant.

(8) Nonlawyer Mediators and Arbitrators

Non-lawyer mediators or arbitrators are individuals who, while not being a member of the Florida bar, are certified to mediate or arbitrate legal disputes and cases within the state of Florida;

(9) Other Legal Professionals

Other legal professionals are defined as any individual that employed in an activity understood to be directly involved with the practice of law. Consideration of an individual to meet the requisite level of convexity to the legal profession is subject to approval of the Board of Directors.

(f) Patron Members

The Board of Directors may, from time to time, grant Patron Membership status to business partners of the Lee County Bar Association. Examples of Patron Members may include sponsors, court reporters; experts who provide testimony or consultation to attorneys or their clients; translators; or other business leaders or entities who have interaction with lawyers for whom Patron Membership would prove mutually beneficial.

Section 3.02 Duration:

All classes of membership shall be of one year duration and shall be required to be renewed annually by the payment of the required dues, except for honorary members who are not required to pay any dues. Honorary memberships are automatically renewed unless terminated by the Board.

Section 3.03 Dues and Assessments.

Dues and assessments shall be set by the Board of Directors from time to time.

Section 3.04 Rights of Members.

The right of a member to vote and all of his or her other rights and interest in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

Section 3.05 Application and Membership.

A prospective member shall be eligible for membership upon the presentation of an application for membership to the Board of Directors and payment of the annual dues. Applications for membership received prior to July 1 shall be accompanied by the full payment of dues and assessments, however, the annual amount of dues and assessments will be reduced by one-half for all applications for membership received after July 1.

Section 3.06 Resignation and Termination

(a) Automatic

Any member may resign from the Association by delivering a written resignation to the President or Secretary. The Board of Directors, by a majority vote, may terminate the membership of any member of this Association without refund of dues for the remaining term of the year for the following reasons:

- (1) Conviction of a felony; or
- (2) Failure to pay dues or assessments within 30 days of the due date and upon 15 days written notice of delinquency by the Treasurer or Executive Director; or
- (3) Disbarment or suspension from the practice of law in the State of Florida by The Florida Bar.

(b) By Vote

The Board of Directors may terminate the membership of any member of the Association, regardless of membership category, by a majority vote of the Board of Directors members in attendance at a regular or special meeting, for the following reasons:

- (1) Unethical conduct or conduct detrimental to the purposes, objectives, or reputation of the Association;
- (2) Failure to pay any dues or special assessments.

Article Four

Meetings

Section 4.01 Annual Meetings

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

Section 4.02 Special Meetings

Special meetings may be called at any time by the Board of Directors or by the President. Notice, which may be by regular mail, facsimile or electronic mail, 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 4.03 Regular Meetings

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

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. Attendance may be in-person or by approved means. At each meeting, the order of business shall be as follows, unless varied by the presiding officer:

- a. Call to order
- b. Invocation/Pledge of Allegiance
- c. Recognize Dignitaries and Guests
- d. Guest Speaker or Program
- e. Adjourn

Section 4.04

Notwithstanding anything contained herein, the Law Week, Membership, and Diversity meetings and other special meetings will follow a different schedule at the discretion of the President.

Section 4.05 Meetings of the Board of Directors

Meetings of the Board of Directors may be held at times and places to be determined by the President, with notice of the meetings to all Board of Directors and no special notice of the purpose of these meetings shall be required. Any Board member may call a special meeting in an emergency with 24 hours' notice to all Board of Directors members.

Five (5) voting members shall constitute a quorum at any membership meeting. Actions required to be approved shall be by majority vote of Board of Directors members participating.

The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

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

- a. Call to order
- b. Approval of Minutes
- c. Executive Director's Report
- d. Treasurer's Report
- e. Committee Reports
- f. Unfinished Business
- g. New Business
- h. Adjournment

Article Five

Officers and Management

Section 5.01 Officers

The officers shall be a President, a Vice President / President-elect, a Secretary, and a Treasurer.

Section 5.02 Voting Members of Board of Directors

The voting members of the Board of Directors shall number nine in total, consisting of the four officers referenced in Section 1 of this Article, as well as four Members at Large and the Association's Young Lawyers Division President. The members shall be elected as set forth in Article VI of these Bylaws. The Secretary and Treasurer will be appointed by the President from among the Board of Directors.

Section 5.03 Non-Voting Ex-Officio Members

(a) Immediate Past President

The Immediate Past President shall also be a member of the Board of Directors but will be a non-voting member.

(b) Judicial Liaisons

(1) Terms

The Chief Judge of the Twentieth Circuit of Florida in the Chief Judge's sole discretion may appoint up to two (2) Judicial Liaisons to serve as members of the Board of Directors as non-voting members. These appointments shall be for a two-year term each, with multiple or consecutive terms allowed. The terms do not have to be staggered. In the event of a vacancy, the Chief Judge may fill the position at any time during a term, with the replacement appointee serving the remainder of the departed member's term. The terms will be two calendar years, starting January 1 of year one and ending December 31 of year two.

(2) Eligible Appointees

Any current or Senior Judge or Magistrate located in Lee County, Florida, whether County, Circuit or Federal.

(3) No Obligation to Appoint

Section 5.03(b) of these Bylaws does not create an obligation for the Chief Judge to appoint Judicial Liaisons.

Section 5.04 Duties

The duties of the officers shall be as follows:

1. The President shall be the chief executive officer and shall preside over meetings of the membership and the Board of Directors and shall perform the duties delegated by the By-laws, the membership or the Board of Directors.
2. The Vice President shall be the President-elect and shall attend membership and Board of Directors 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 of Directors.
3. The Treasurer shall attend membership and Board of Directors meetings and shall also have responsibility for all fiscal affairs. An accounting firm maybe retained to perform such auditing functions as the Board may deem advisable.
4. The Secretary shall attend membership and Board of Directors meetings and shall also have responsibility for all records, shall attend membership and Board of Directors meetings and shall cause a record of the proceedings to be made.
5. The Members at Large, Immediate Past President and the Association's Young Lawyers Division President shall attend membership and Board of Directors meetings and undertake such duties and responsibilities as are requested by the President.
6. 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. The Executive Director and staff shall be charged with the day-to-day operations of the Association and such other and further duties and responsibilities as the Board of Directors may delegate as it deems appropriate from time to time. The Board of Directors has final say on all employment matters.
7. The Board of Directors has final say on all issues or actions that arise, including the power to overturn an action of decision of the president.
8. The Board of Directors may draft a written resolution to memorialize actions taken by the board.

Section 5.05 Resignation and Removal

(a) Resignation. An officer or board member may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, its board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

(b) Removal from Office. The board of directors may remove any officer at any time with or without cause. At least six (6) members of the Board of Directors must vote for removal at a Regular or Special meeting before any Board Member or officer may be removed Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 5.06 Board of Directors and Executive Council

Anywhere Executive Council of the Lee County Bar is still used, it is referring to the Board of Directors of the Lee County Bar Association. The term Board of Directors and Executive Council are one in the same.

Article Six

Nomination, Elections and Vacancies

Section 6.01 Nominations

1. There shall be a Nominating Committee consisting of the President, Vice President and the immediate past-President.
2. The Nominating Committee shall call for nominations for the Member at Large position in the July and August issues of the *Res Gestae*. Nominations may also be made from the floor at any regular meeting for July, August and September. By September 15th, the Nominating Committee shall prepare for publication in the October issue of the *Res Gestae*, a slate of nominees for each vacancy. If there are no qualified nominees for President Elect, the Nominating Committee shall nominate someone from the general membership. The Nominating Committee shall contact the proposed candidates and obtain their consent to the nomination before publication. No member of the Nominating Committee may seek election. If there are insufficient nominees for Member at Large, the position(s) will be filled pursuant to the Vacancies provisions of this section by the incoming President.
3. Only a Member at Large of the Board of Directors, or a Young Lawyers Division President who has served in any prior year as Member at Large may be nominated to The President Elect/Vice President position.
4. The Young Lawyers Division President may not also be President of this organization in the same calendar year.
5. The Young Lawyers Division President may not run for President Elect/Vice President if that person has no prior year serving on the Board of Directors as Member at Large.

Section 6.02 Elections

1. Annual elections shall be held to elect a Vice President/President-elect, as well as Members at Large.

2. By October 15th a ballot containing the names of all those seeking election shall be provided to all voting members, along with return envelopes. To be valid, ballots must be received at the Association office by 5:00 p.m. on November 15th. The Association may hold elections by electronic means, in whole or in part.
3. Ballots will be counted by the Nominating Committee no later than December 1st. Election shall be by the highest number of votes received. Tie votes shall be determined by choosing of straws by the candidates affected.
4. Any controversy arising in connection with the elections shall be submitted to the Nominating Committee within seven (7) days of the completion of the ballot count, or the objection is waived. Controversies shall be considered and determined by the Nominating Committee by December 15th. An appeal may be taken to the Board of Directors within ten (10) days of the Nominating Committee's decision.
5. The office of President shall be for a one-year term and shall be filled by the preceding year's Vice President/President-elect.
6. The office of Vice President/President-elect shall be for a one-year term and shall be filled by annual election as set forth above, in this Section.
7. The office of Secretary shall be for a one-year term and shall be filled in December of each year, for the following calendar year, by internal appointed of one of the Members at Large.
8. The office of Treasurer shall be for a one-year term and shall be filled in December of each year, for the following calendar year, by internal appointed of one of the Members at Large.
9. The Members at Large shall be for two-year terms and shall be filled by annual election as set forth above in this Section, alternating two or three Members at Large as needed to fill the nine voting members of the Board of Directors
10. The President's appointment for Member at Large and the Young Lawyer's Division President are eligible for nomination as Secretary or Treasurer.

Section 6.03 Vacancies

(a) Vacancy of Board of Directors Member

A vacancy in any office shall be filled by appointment by the President and confirmation of Board of Directors until the next election cycle.

(b) Vacancy in Office of President

In the event of a vacancy in the office of President, the vacancy shall be filled by the Vice President / President-elect who shall serve as President for the remainder of the calendar year and for the ensuing calendar year.

Article Seven

Committees and Sections

Section 7.01 Creation of Committees

The Board of Directors may create such Committees as it determines appropriate for the operation of the Association and may assign members of the Board of Directors to any Committee as a standing member or to act as a liaison. The President shall appoint the Committee chair and a

liaison from the Board of Directors to the committee with the approval of the Board of Directors. Committee members shall be selected by the President from among those expressing interest. Committee members shall serve for the calendar year of the Association except for members of those Committees with rules approved by the Board of Directors that provide for staggered two-year terms or termination of Committee membership for cause or nonparticipation. With the prior approval of the Board of Directors, each Committee shall have the power to adopt and amend rules for its own governance. The Board of Directors has final say, and may overrule or nullify any decisions, rules, or other actions by the Committees.

Section 7.02 Creation of Practice Sections

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

- a) Adopt rules for its own governance.
- b) Select its own Chair and/or Vice Chair.

In the event a Section does not exercise its powers under “A” and “B” above, the President may select its Chair and Vice Chair. Dues for Section membership shall be recommended by the Chair and approved by the Board of Directors.

The Board of Directors by majority vote may remove any practice section chair or committee chair without approval or ratification by any practice section or committee.

The Board of Directors by majority vote may dissolve any practice section and/or committee bylaws without approval or ratification of that practice section or committee.

The Board of Directors has final say, and may overrule or nullify any decisions, rules, or other actions by the Sections.

Section 7.03 Young Lawyers Division

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 calendar 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. The Board of Directors has final say, and may overrule or nullify any decisions, rules, or other actions by the Division.

Section 7.04 Limitation of Authority

No Committee or Section shall obligate the Association to 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 of Directors 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 Eight

Time and Review

Section 8.01 Legal Authority

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 8.02 Fiscal Year

The fiscal year of the Association is January 1st through December 31st.

Section 8.03 Review and Dispute

Final interpretation of these Bylaws will be decided by the Board of Directors. The Board has the power to resolve any disputes and sole authority to determine any questions that may arise from these Bylaws.

Article Nine

Amendment to Charter and By-laws

The Association may, at any meeting wherein a quorum is present, amend its 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. The sixty (60) day period may be waived by unanimous consent of the Board of Directors. 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 a 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 Ten

Notices

All notices to Members shall be in writing and mailed by regular mail or sent by facsimile or transmitted by electronic mail as shown upon the Association books. It is the responsibility of the Members to provide current contact information to the Association.

Article Eleven

Effective Date

These By-laws shall be effective _____, 2020.