

**BYLAWS OF THE
CORAL GABLES BAR ASSOCIATION, INCORPORATED
(As amended through July 25, 2013)**

1. **NAME.** The name of this Association is The Coral Gables Bar Association, Incorporated.

2. **PRINCIPAL OFFICE.** The principal office of the Association shall be the office of the President of the Association.

3. **MEMBERS.**

3.1 **Classes of Membership.** There shall be four (4) classes of membership.

3.2 **Regular Members.** Any member in good standing of the Florida Bar is eligible for regular membership in the Association. Each Regular Member shall be entitled to one vote on any matter submitted to a vote at a membership meeting. At any duly convened membership meeting an affirmative vote of a majority of Regular Members in attendance shall be the act of the Members.

3.3 **Student Members.** Any student of an accredited law school shall be eligible for student membership in the Association. Student Members shall have no voting privileges, nor shall they be permitted to hold office, be Directors or chair any committees.

3.4 **Affiliate Members.** Any judge, and any attorney who is in good standing in another state or who is a graduate of an accredited law school, although not a member of the Florida Bar, shall be eligible for affiliate membership. Affiliate Members shall have no voting privileges, nor shall they be permitted to hold office, be Directors or chair any committees.

3.5 **Community Members.** Any non-lawyer appointed by the Board of Directors by simple majority vote in recognition of special service or support to the Association shall be eligible for community membership in the Association. Honorary Members shall have

no voting privileges, nor shall they be permitted to hold office, be Directors or chair any committees.

3.6 Membership Application. The Board of Directors shall prescribe forms and procedures for membership application and approval.

4. MEMBERSHIP MEETINGS.

4.1 Annual Meetings. There shall be an annual meeting of the Association in July of each year at which the officers and Directors of the Association shall be elected. The annual September meeting shall be the last monthly meeting at which the outgoing President shall preside.

4.2 Proxies. Every Regular Member entitled to vote at an annual meeting may vote in person or by proxy executed in writing by the Regular Member or his or her duly authorized attorney-in-fact. By the approval of the Board, procedures for online voting may be created. Such proxy shall be filed with the Secretary of the Association at least fifteen (15) days before the annual meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it.

4.3 Monthly Meetings. Regular monthly meetings of the Association shall be held at times and places to be determined by the Board of Directors, and when the times and places of such meetings are fixed and made known to the members of the Association, no special notice of such meetings shall be required.

4.4 Special Meetings. Special meetings may be called by the President, the Board of Directors or at the request of at least fifteen (15) Regular Members in good standing.

5. DUES AND FEES.

5.1 Initiation Fee and Annual Dues. No initiation fee shall be required for membership in the Association. The annual dues of the Association shall be set by the Board of Directors from time to time and shall be due and payable on the first day of each calendar year.

5.2 Delinquency. Members who fail to pay their dues on or before June 1st of the calendar year for which such dues are payable shall automatically cease to be members of the Association.

5.3 Refunds. No dues shall be refunded to any member whose membership terminates for any reason.

6. OFFICERS.

6.1 Officers. The Officers of the Association shall be a President, President-Elect, Secretary and Treasurer. No Officer may hold more than one office at the same time.

6.2 Terms of Office. Each term of office shall be for one year or until an Officer's successor is elected and installed. The President may not serve for two successive terms. The President-Elect shall serve as President the year following his or her election as President-Elect.

6.3 Qualifications. Only Regular Members in good standing of the Association may serve as elected officers. The President and President-Elect shall have served at least one year on the Board of Directors. The Secretary and Treasurer shall have served on the Board of Directors.

6.4 Vacancies. A vacancy in the office of President shall be filled by the President-Elect. A vacancy in the office of the President-Elect shall be filled by a special election by the Regular Members. A vacancy in any other office shall be filled by appointment from and by the Board of Directors.

6.5 Duties of Officers.

6.5.1 President. The President shall be the executive head of the Association and, when present, shall preside at all meetings of members and the Board of Directors. Except as provided in Paragraphs 6.6 and 7.9.2, the President shall vote at meetings only in case of a tie vote. The President shall appoint all committees. The President shall enjoy all the rights and privileges incident to or inherent in the office of President.

6.5.2 President-Elect. The President-Elect shall, in the absence of incapacity of the President, preside at all meetings of the membership and of the Board of Directors and shall perform such other duties as delegated by the President.

6.5.3 Secretary. The Secretary shall keep a written record of the proceedings of all annual or special meetings of the Association and all meetings of the Board of Directors and shall perform other duties as may from time to time be prescribed by the President or the Board of Directors. The Secretary shall also be responsible for maintaining a permanent file of the records of the Association, which records shall include official minutes of the meetings, all official correspondence, records of the Treasurer and all committee records.

6.5.4 Treasurer. The Treasurer shall be the custodian of all of the funds of the Association shall keep full and accurate records and shall maintain a current list of all members, their classifications and standings, and of all receipts, credits, assets, liabilities and general financial transactions of the Association. The Treasurer shall also endorse for collection or deposit to the credit of the Association all bills, notes, checks and other negotiable instruments of the Association. The depository bank for the Association shall be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as instructed by the Board of Directors and shall perform such other duties as may from time to time be prescribed by the President or the Board of Directors.

6.5.5 Officer Pro Tem. In the absence of any officer, the Board of Directors may delegate the absent officer's powers and duties to any other Officer, or to any Director, for the time being, except that in the absence of the President, the President-Elect, if present, will assume the President's duties.

6.5.6 Transfer of Records. Within one calendar month of the installation of new officers, all records shall be transferred from the prior office holder to the new office holder.

6.5.7 Records Maintenance. Organization records must be maintained for 7 years.

6.6 Removal. Any Officer may be removed for cause after proper notice and the opportunity to be heard, by an affirmative vote of a minimum of two thirds (2/3) of the Board of Directors including the President who will have the right to vote on removal. A presumption of cause is established if an Officer fails to attend three monthly Board of Directors meetings during the year of service.

7. BOARD OF DIRECTORS.

7.1 Composition. The Board of Directors shall consist of the Officers, the Immediate Past President and twelve (12) other members elected as Directors by the membership.

7.2 Terms of Office. Directors shall serve for a term of one year or until their successors are elected and installed. Directors may serve successive terms.

7.3 Qualifications. Only Regular Members in good standing may serve on the Board of Directors.

7.4 Vacancies. Any vacancy on the Board shall be filled by the Board from the regular membership and any Board member filling such a vacancy shall serve until the next election at the annual meeting of the Association.

7.5 Powers. All powers necessary for the management of the Association which are not otherwise reserved to the Officers shall be vested in the Board of Directors.

7.6 Regular Meetings. Regular meetings of the Board of Directors shall be held each month in Coral Gables at such time and location as the President may designate. When the times and places are made known to the Directors, no special notice of such meetings is required.

7.7 Special Meetings. Special meetings of the Board may be called by the President or any three (3) members of the Board. All Directors shall receive at least five (5) calendar days notice of such special meetings. A written waiver of notice signed by a Director before or after a meeting shall be the equivalent of giving the Director notice of the meeting. Attendance of a Director at meeting shall constitute a waiver of notice of the meeting except when the Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

7.8 Quorum and Action. A majority of the Board of Directors shall constitute a quorum, but a smaller number may adjourn meetings. Each Director and each Officer shall have one (1) vote on all matters except the President who shall vote only in the event of a tie. A vote of the majority of the Directors present at a duly convened meeting shall constitute the act of the Board unless otherwise provided in these bylaws. The Directors present at a duly organized meeting may continue to transact business until adjournment

notwithstanding the withdrawal of enough Directors during the meeting to leave less than a quorum.

7.9 Set Aside of Board Action. Any three members of the Board by vote at any Director's meeting, or by petition filed with the Secretary within three days thereafter, may require any action taken by the Board at the meeting to be referred to the Regular Members for approval or disapproval at any membership meeting. A majority of Regular Members present at such meeting may approve or disapprove of the action taken by the Board.

7.9.1 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if majority consent is obtained. Any such action shall be reflected in the minutes.

7.9.2 Removal. Any Director may be removed for cause after proper notice and the opportunity to be heard by an affirmative vote of a minimum of two thirds (2/3) of the Board of Directors. A presumption of cause is established if a Director fails to attend three monthly Board of Directors meetings during the year of service.

8. NOMINATING COMMITTEE AND ELECTIONS.

8.1 Nominating Committee. The Nominating Committee shall consist of the President, the President-Elect and the immediate Past-President. The President-Elect shall Chair the Nominating Committee. If the President-Elect is unable to serve, the Board of Directors shall appoint a Chairman. In the event any designated member(s) of the Committee is unable to serve, then the Chairman shall appoint a Regular Member not holding office in the Association.

Each May, the Nominating Committee shall submit to the Board of Directors, at the regular Board meeting, nominees for the Officers and Directors of the Association. The offices to be filled are as follows: President-Elect, Treasurer, Secretary and nine (9) Directors. In the event the President-Elect cannot serve for the forthcoming year, the Nominating Committee

shall also submit a nomination for President. Prior to presentation of the full slate to the general membership the Board of Directors shall, by majority vote, (1) approve the nine (9) Directors submitted by the nominating committee or (2) vote to substitute other nominees to complete a full slate of nine (9) Directors. The nominations shall be announced at the regular June membership meeting. Any Regular Member present at the June membership meeting may nominate other candidates who shall be placed on the ballot.

8.2 Elections. Elections shall be held at the annual meeting, as set forth in Bylaw 4.1 of the Association. In uncontested elections, the nominee shall be elected by voice vote. In contested elections, printed ballots listing all nominees and providing spaces for write-in nominees, shall be distributed to all Regular Members present who shall complete and return the ballots during the meeting. All Regular Members present may cast one vote for each vacant office and directorship and the candidates receiving the most votes (including proxies) shall be declared elected. The election results will be tallied and announced prior to adjournment of the meeting, should any runoff elections be necessary due to tie votes, such election shall be conducted prior to adjournment of the meeting.

8.3 Installation. The newly elected Officers and Directors shall be installed at a banquet/event in October. It shall be the duty of the elected President to make the arrangements for such banquet.

9. COMMITTEES. The President shall establish committees as deemed necessary for the growth and development of the Association, with commensurate powers and duties. The President shall appoint the Chairs and Members of all committees. The Chair of each committee shall be responsible for the progress and effectiveness of the committee and shall, if required, submit a report at each regular meeting of the Board. A majority of the Members of any

committee shall have the authority to change the membership of the committee to facilitate active functioning.

9.1 Committee Reports. The Chair of each committee shall turn over to the Secretary at the end of the fiscal year all permanent records and files of the committee.

10. Robert's Rules of Order Revised. Robert's Rules of Order Revised shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

11. AMENDMENTS. These Bylaws may be repealed, rescinded, altered, or amended either in whole or in part by the affirmative vote of not less than two thirds (2/3) of the Board of Directors.

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