

**BYLAWS OF THE MARION COUNTY BAR ASSOCIATION  
EFFECTIVE AUGUST 14, 2007**

**ARTICLE I - CLASSES OF MEMBERSHIP**

Section 1. Regular Members: Any member of the Florida Bar, in good standing and actively engaged in the private practice of Law in Marion County, Florida or actively employed as a lawyer in Marion County, Florida, and who is not an associate or honorary member, shall be eligible to be a regular member providing they pay the annual dues and any assessments of the Association.

Section 2. Associate Members: Any member of the Florida Bar, in good standing, or any member in good standing of the bar or similar body of any other state, who either resides or is employed in Marion County, Florida, and who is not actively engaged in the private practice of law in Marion County, Florida, shall be eligible to be an associate member. An individual may also be granted associate membership upon due application to, and the affirmative vote of not less than three-fourths (3/4) of, the Executive Committee. Associate members shall pay dues on an annual basis at a rate determined by the Executive Committee. Associate members may neither vote nor hold elective office in the Association, but shall be entitled to all other privileges of membership. Associate membership shall automatically terminate at any time the associate member no longer qualifies for associate membership status or upon the affirmative vote of three-fourths (3/4) of the Executive Committee.

Section 3. Honorary Members: Full time judges, senior judges, magistrates, and hearing officers sitting in Marion County, Florida, and distinguished lawyers elected by a three-fourths (3/4) vote of the Executive Committee, shall be honorary members. Honorary members shall not be required to pay dues and may neither vote nor hold office in this Association, but shall be entitled to all other privileges of membership.

**ARTICLE II - MEETINGS**

Section 1. Annual Meeting: The annual meeting of this Association shall be not later than one (1) month after the annual meeting of the Florida Bar and shall be held at a place and on a date to be selected by the Executive Committee. Time and place of the annual meeting shall be announced at least one (1) month in advance by letter to the membership or in the official publication of the Association. At the annual meeting, annual reports of officers and committees shall be delivered and officers shall be elected.

Section 2. Monthly Meeting: Monthly meetings shall be held on the

second Tuesday of each month at 12:15 p.m. at a place designated by the Executive Committee. Business may be transacted at such meetings if a quorum is present at the meeting. Upon a vote of the majority of the Executive Committee, the monthly meeting can be cancelled or held on a different date and time.

Section 3. Special Meetings: Special meetings may be called by the President or a majority of the Executive Committee or may be called by the Secretary, President Elect, or Treasurer upon the request of any ten (10) members of the Association in writing. Members shall be given at least ten (10) days advance written notice of the time, place, nature, and subject of the special meeting.

Section 4. Quorum: At all meetings, twenty (20) Regular Members shall constitute a quorum for the transaction of business. The latest edition of Robert's Rules of Order shall govern the proceedings.

Section 5. Order of Business: At the annual meeting, the order of business shall be as follows:

- (A) Report of the President
- (B) Report of the Secretary
- (C) Report of the Treasurer
- (D) Report of Standing Committees
- (E) Report of Special Committees
- (F) Old Business
- (G) New Business
- (H) Election of Officers

### **ARTICLE III - OFFICERS**

Section 1. Board of Directors: The Board of Directors of the corporation shall consist of the President, President-Elect, Secretary and Treasurer.

Section 1. President: The President shall preside at all meetings of the Marion County Bar Association and meetings of the Executive Committee. The President shall perform all duties ordinarily incident to the office, and shall recommend such actions as he or she deems proper.

Section 2. President-Elect: The President-Elect shall act as President in the absence of the President and perform such other duties as may be assigned by the President of the Marion County Bar Association or the Executive Committee.

Section 3. Secretary: The Secretary shall keep minutes of all monthly,

annual, special, and Executive Committee meetings, send out notices, shall be custodian of correspondence files, and shall perform such other duties as may be assigned by the Executive Committee.

Section 4. Treasurer: The Treasurer shall receive and disburse all funds of the Association, and shall deposit or invest its money in a manner approved by the Executive Committee. At the annual meeting, the Treasurer shall submit an annual report of monies received and expended, amounts due the Association and an estimate of the resources and expenditures for the ensuing year. The Treasurer shall also submit or provide such other interim reports as the President or Executive Committee may require.

Section 5. Vacancies. Any vacancy occurring in the office of President, President Elect, Secretary, or Treasurer, must be filled by the affirmative vote of three-fourths (3/4) of the remaining Executive Committee and ratification of the same by a majority vote at the immediately following Monthly meeting. An individual elected to fill a vacancy shall hold office only until the next annual meeting of the Association.

#### **ARTICLE IV -EXECUTIVE COMMITTEE**

Section 1. Membership: Membership of the Executive Committee shall be the President, President-Elect, Secretary, Treasurer, Membership Chair, and Immediate Past President of the Association.

Section 2. Powers: Except as otherwise provided in the articles of incorporation, or by-laws, the powers of this Association shall be exercised, its properties controlled, and its affairs conducted by the Executive Committee, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Executive Committee may from time to time, by resolution, designate. In the event of a tie vote of the Executive Committee Members, the Immediate Past-President's vote shall not be counted.

Section 3. Meetings: Meetings shall be held at such place or places as the President may from time to time designate. Regular meetings shall be held as soon as convenient after the annual meeting of the Association. The President may, as he or she deems necessary and appropriate, and the Secretary shall, if so requested in writing by two members of the Executive Committee, call a special meeting of the Committee. In such event, three days written notice to each Executive Committee members shall be deemed sufficient. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee; provided, however, that if less than a majority of the Executive Committee member are present at any meeting, a majority of the Executive Committee members present may adjourn the meeting from time to time without notice.

Section 4. Liability of Executive Committee Members: The members of the Executive Committee shall not be personally liable for the Association's debts, liabilities, or other obligations.

## **ARTICLE V - NOMINATING COMMITTEE**

Section 1. Nominations: The Executive Committee by majority vote shall appoint a nominating committee consisting of at least three (3) persons which nominating committee shall be charged with the duty of submitting a slate of officers for elections at the Monthly Meeting of the General Membership held one (1) month prior to the Annual Meeting of the Association ("Slate Meeting").

Two (2) months prior to the Slate Meeting a sample form to submit nominations to the nominating committee shall be provided to the general membership. All nominations by the membership must be received by the nominating committee, in writing, one month prior to the Slate Meeting and must include the written consent of the nominee.

Ten (10) days prior to the Slate Meeting the Nominating Committee shall submit its report in writing to the Executive Committee. The Nominating Committee's report shall be submitted to the General Membership at the Slate Meeting.

At the Slate Meeting, the then President of the Bar Association shall open the floor for additional nominations. Any member nominated at the Slate Meeting from the floor, with the consent of the nominee, shall be placed on the ballot along with the Nominating Committee Slate for election at the Annual Meeting.

Any nominee for the position of President Elect shall be required to have served at least one (1) year as an officer of the Association. Any nominee for the position of President shall have served at least two (2) years as an officer of the Association.

Section 2. Election: All officers of the Executive Committee shall be elected at the Annual Meeting by a majority of the quorum of the members present at the meeting. Any contested elections shall be decided by secret ballot. The contested election shall be presided over by the outgoing President of the Bar Association and by the Bar Association's current accounting firm. Voting shall be by secret ballot and the requirements of the secret ballot may not be waived except by amendment of these by-laws. All regular members currently in good standing as of May 1<sup>st</sup> of the election year, shall be entitled to vote in the elections. The records kept by the accounting firm of the Bar Association shall be conclusive in determining the members entitled to receive

such ballots.

Section 3. Ballot tabulation: The accounting firm shall at the end of the Annual Meeting tabulate and count the ballots.

Section 4. Elections: The nominee receiving the highest number of votes cast shall be elected to the position for which they were nominated. If no nominee for a particular office received a majority vote there shall be a run-off election between nominees receiving the highest number of votes. Run-off elections shall be at the next meeting of the general bar membership following the annual meeting. The Officer previously holding the position before the Annual Meeting shall continue to hold the same position until the run-off is decided.

## **ARTICLE VI - COMMITTEES**

Section 1. Creation. The Executive Committee shall create from time to time such committees as may be deemed advisable and necessary to carry out the purposes of the Association. They shall define the powers and duties, functions of the committees.

Section 2. Number. The Executive Committee shall have the power to appoint and/or modify such committees as they deem necessary.

Section 3. Chairs: The Executive Committee shall appoint the chair- persons of committees on an annual basis at the first meeting of the Executive Committee after the annual meeting. The Chairperson shall then select the membership of the committees. All members of the committee shall serve at the pleasure of the Executive Committee.

Section 4. Standing Committees: There shall be four standing Committees of the Association:

4.1 Membership Committee: The Membership Committee shall work to encourage Membership of the Association, keep an updated list of the Membership and shall be charged with additional responsibilities at the direction of the President or Executive Committee.

4.2 Bench and Bar Committee: The Committee shall encourage and foster professional conduct and relationship between the local bar Members and the Judiciary. The Committee shall be made up of at least one Member of the Bar Association appointed by the

Executive Committee and one Member of the local Judiciary appointed by the Chief Judge of the County.

4.3 Law Day Committee: The Committee shall plan and coordinate the yearly Law Day Luncheon and Law Week Activities of the Marion County Bar Association.

4.4 Nominating Committee: The Committee shall fulfill the duties as set forth in Article V of these by-laws.

## **ARTICLE VII - DUES**

Section 1. Annual Dues: The Annual dues for regular and associate membership shall be established by the Executive Committee and shall be payable by each member yearly with the year beginning July 1<sup>st</sup> or as otherwise modified by a decision of the Executive Committee. The Executive Committee may set a different amount or waive dues for the judiciary, government employees, non-resident members, members on active duty with the Armed Forces or members retired from active practice of law and may provide for pro rata payment of the current year's dues by new members and can assess fees for late payments by the membership.

Section 2. Assessments: Upon the presentation of the Executive Committee, Special Assessments can be made upon each member of this association following written notice to each member and upon the vote of the majority of the members present and voting and any regular monthly meeting in the association. Assessments shall continue from year to year unless withdrawn.

## **ARTICLE VIII- BUDGET**

Section 1. Budget: On or before the Annual Meeting of each year the Executive Committee by majority vote shall recommend a proposed budget to the Association. Said budget should include all anticipated expenses and dues for the following year. The budget shall be adopted by a majority vote of the members present on or before the Annual Meeting of the Association. The funds of the Association shall be deposited in such financial institutes as the Executive Committee shall designate and shall be withdrawn only upon the check order of the Treasurer or such persons as are designated by the Executive Committee. The budget is to be used as a guideline for the Executive Committee but may be modified by the Executive Committee as needs arise and as the Executive Committee determines it is in the best interests of the Association. The Executive Committee shall by vote be required to authorize any expenditure in excess of \$500.00 by the Association. The President

or Treasurer shall have authority to authorize any expenditure up to \$500.00.

### **ARTICLE IX - AMENDMENTS**

Section 1. Amendments: Amendments of the By-Laws of the Association shall be adopted, amended or rescinded by a majority vote of a quorum of the members present at any regular meeting of the membership provided that due notice of the proposed action shall have been given to the membership in writing at least thirty (30) days before the meeting. Amendments to the Charter of the Association may be amended as set forth in Article VII of said Charter which was filed for record on the 4<sup>th</sup> day of January 1989, in the office of the Florida Secretary Of State.

RATIFIED, ACCEPTED, AND APPROVED BY THE MEMBERSHIP OF THE ASSOCIATION ON THE 14<sup>TH</sup> DAY OF AUGUST, 2007.

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RENEE E. THOMPSON, SECRETARY