

**BYLAWS
OF THE
FEDERAL BAR ASSOCIATION, SOUTH FLORIDA CHAPTER, INC.**

ARTICLE I

NAME AND NATURE OF ORGANIZATION

The name of this organization is the Federal Bar Association, South Florida Chapter, Inc. (“Chapter”). The South Florida Chapter was originally chartered in 1959 by the Federal Bar Association (“FBA”) as approved by the National Council. The Chapter is incorporated under the laws of the State of Florida as a not-for-profit corporation and shall be operated pursuant to its Articles of Incorporation and these Bylaws. The Chapter is qualified as an organization described in Internal Revenue Code, Section 501(c)(6).

ARTICLE II

MISSION STATEMENT AND GENERAL OBJECTIVES

Section 2.1 Mission Statement: The Federal Bar Association is dedicated to the advancement of the science of jurisprudence and to promoting the welfare, interests, education, and professional development of all attorneys and judges involved in federal law.

Section 2.2 Chapter Statement: The South Florida Chapter of the FBA, in partnership with the FBA, seeks to monitor and advocate on federal issues that impact the practice of federal lawyers and the federal courts; keep its members abreast of current federal issues; provide opportunities for scholarship and education to the profession; provide opportunities for judges and attorneys to interact, professionally and socially; and promote high standards of professional competence and ethical conduct. The Chapter encourages its members to participate in both local and national FBA initiatives and leadership.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership shall be determined in accordance with the FBA Constitution and Bylaws.

ARTICLE IV

DIRECTORS AND ADVISORY BOARD MEMBERS

Section 4.1 Function. All corporate powers and the business and affairs of this Chapter shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall exercise all powers conferred upon it by these Bylaws and the Articles of Incorporation of the Chapter.

Section 4.2 Qualification. Directors for the Chapter must be residents of the Southern District of Florida, practice or maintain an office or chambers within the Southern District of Florida, and be members of the FBA and this Chapter.

Section 4.3 Number. This Board of Directors shall consist of two groups of directors: Regular Directors and Judicial Directors. The Board shall consist of no more than thirty-five (35) Regular Directors, who are entitled to vote and who shall be organized into five groups: Group A, Group B, Group C, and Group D, and a fifth group of Regular Directors, the Officer Group. Group A and Group B shall each consist of eight (8) Regular Directors, Group C and Group D shall each consist of seven (7) Regular Directors, and the Officer Group shall be composed of the Chapter's five officers. The Board shall also include Judicial Directors, selected in accordance with this Article, who are entitled to vote. An Advisory Board consisting of a maximum of twelve (12) persons ("Advisory Board Members") may also be elected by the

Board of Directors or appointed by the President, in their discretion, to sit with the Board of Directors in an advisory, non-voting capacity.

Section 4.4 Regular Director Election and Term. The election of new Regular Directors shall be by the members of the Board of Directors entitled to vote.

(a) The nomination of candidates for Regular Director may be made by any director.

(b) The elections for Regular Directors to serve in Groups A, B, C, and D shall be staggered; only one Group shall be up for election (or re-election) in any given year, and elections shall rotate to correspond with the expiration of the four-year terms for the directors in the particular groups. If a Regular Director has been elected pursuant to Section 4.7 to fill a vacancy that has a remaining term of less than one year, that Director's seat shall not be deemed open at the next election and that Director shall instead be automatically re-elected to a successive term.

(c) A Regular Director serving in Groups A, B, C, or D shall hold office for a four-year term, and may be elected to a second successive four-year term by those remaining directors who are not up for re-election. Following the completion of a second successive term as a Regular Director, an individual may not again serve on the Board of Directors during the Chapter's next two fiscal years. A Regular Director, however, will not be barred by this section from serving a third or subsequent successive term as a Regular Director if, at the conclusion of that director's present term, the director is serving on the National Council of the FBA.

(d) Upon being elected and installed as an officer, the officer shall become a member of the Officer Group and, if the officer was previously a Regular Director, a vacancy shall be created in the Regular Director group in which the officer previously served. The term

of service as a director in the Officer Group shall be no more than five years (which shall not include time served as a director in Groups A, B, C, or D), served sequentially as follows: Year 1, service as Secretary; Year 2, service as Treasurer; Year 3, service as President Elect; Year 4, service as President; Year 5, service as Immediate Past President. At the conclusion of his or her term as Immediate Past President, the Immediate Past President shall: (a) if he or she not eligible to serve as a Judicial Director and a Regular Director is joining the Officer Group, serve out the remainder of the term of the Regular Director who thereafter joins the Officer Group, but, if that Regular Director's term expires contemporaneously with the Immediate Past President's term, the Immediate Past President shall succeed to the vacant four-year term in the Group in which the new officer had been serving; (b) if he or she not eligible to serve as a Judicial Director and a Judicial Director is joining the Officer Group, succeed to a vacant four-year term in the Group that is up for election; or (c) if he or she is eligible to serve as a Judicial Director, commence a new term as a Judicial Director. The Regular Director term that follows completion of a term as Immediate Past President shall be counted under these Bylaws as service of a second successive term as a Regular Director, unless that term is two years or less.

(e) Following a two-year break in service as a Regular Director, an individual is fully eligible to serve as a director in accordance with this section of the Bylaws as if he or she had not previously served any term as a director.

(f) The directors entitled to vote shall elect Regular Directors to hold office for terms commencing on October 1.

(g) The election of each Regular Director shall be by an affirmative vote of a majority of those voting.

(h) The annual election to elect Regular Directors to the Board as a result of

the expiration of Regular Director terms pursuant to this Section shall be conducted as follows:

(1) Directors may submit nominations to fill the upcoming Board vacancies by sending the names of nominees to the Secretary and the President by email no later than June 10;

(2) At the next Board meeting held after June 10, the nominees for the Board vacancies shall be discussed by the directors, and a date no later than September 30 and prior to the annual awards and installation banquet shall be set for the election of Regular Directors;

(3) Following the Board meeting at which the nominees are discussed, the Secretary shall send an email calling for an electronic vote, and directors shall cast their votes for the Board vacancies electronically by sending a response email addressed to both the President and the Secretary before the date that was set for the election of directors.

(i) An election to fill vacancies pursuant to Section 4.7 shall be conducted as follows:

(1) The election to fill vacancies resulting from unexpired terms shall be a separate election from the annual election to fill expiring terms;

(2) The President shall call for Directors to submit nominations within 30 days of the creation of a vacancy, and Directors may thereafter submit nominations to fill the vacancy by sending the names of nominees to the Secretary and the President by email no later than 14 days after the call for nominations;

(3) At the next Board meeting held after nominations are due, the nominees for the Board vacancies shall be discussed by the Directors, and, unless the majority of the Directors present elect to proceed with the election during that meeting, a date no

sooner than 7 days and no later than 14 days after that meeting shall be set by the President for the election;

(4) The Secretary shall thereafter send an email calling for an electronic vote, and Directors shall cast their votes for the Board vacancies electronically by sending a response email addressed to both the President and the Secretary before the date that was set for the election by the President.

(5) If multiple vacancies in different Director Groups are being filled through a single election, the Secretary shall assign the newly elected Directors in alphabetical order according to last name to the existing vacancies, according to the alphabetical order of the Director Groups in which those vacancies exist, and record those assignments.

Section 4.5 Selection, Number, and Term of Judicial Directors. The Board of Directors may invite a circuit judge serving on the U.S. Court of Appeals for the Eleventh Circuit, a judge or magistrate judge serving on the U.S. District Court for the Southern District of Florida, or a bankruptcy judge serving on the U.S. Bankruptcy Court for the Southern District of Florida to serve as a Judicial Director. When the Board votes to extend such an invitation, the President will communicate the invitation to the invited judge. If the invited judge accepts the invitation and agrees to serve at least one term as a Judicial Director, that judge shall thereupon become a Judicial Director. The term of service for a Judicial Director is three years, and, at the expiration of each Judicial Director term, shall be automatically renewed for a successor term if the Judicial Director elects to remain on the Board as a Judicial Director and so informs the President and Secretary. The number of Judicial Directors shall be set by the Board through the invitations extended and accepted for service as Judicial Directors.

Section 4.6 Removal of Directors. Any director may be removed from the Board of

Directors by a two-third vote of the Directors voting.

Section 4.7 Vacancies. Any vacancy occurring among the Regular Directors on the Board of Directors, for any reason, shall be filled by election by the Board of Directors. A Regular Director elected to fill a vacancy shall hold office for the remainder of the term of the Regular Director being replaced, and that remaining period, unless it is two years or less, shall be counted under these Bylaws as service of one term as a Regular Director. If an officer resigns from his or her position as an officer but elects to remain on the Board of Directors, that officer shall thereafter: (a) occupy the remainder of the term of the Regular Director who thereafter joins the Officer Group, (b) if the director who is joining the Officer Group is a Judicial Director, occupy a temporary seat as a Regular Director in the Group that is next up for election; or (c) if the resigning officer is eligible to serve as a Judicial Director, commence a new term as a Judicial Director. The period of service as a Regular Director that immediately follows resignation as an officer shall be counted under these Bylaws as service of a second successive term as a Regular Director, unless that remaining period is two years or less.

Section 4.8 Quorum and Voting. A majority of the combined number of existing Regular Directors entitled to vote at the time of the vote and the number of Judicial Directors present at a meeting shall constitute a quorum for the transaction of business. There shall be one vote for each director. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless these Bylaws elsewhere require approval by more than such a majority.

(a) If the President determines that a vote of the Board of Directors is needed before the next regular meeting of the Board, such vote may be conducted electronically.

(b) An electronic vote shall be conducted by sending the question by email to

each of the directors entitled to vote and allowing such directors a minimum of 24 hours to cast their vote. Directors shall cast their votes by sending an email addressed to both the President and the Secretary within the time allotted for the vote.

(c) A record must be made of the manner and result of such votes as if the votes were taken and cast in person.

(d) An electronic vote shall be null and void due to lack of quorum if a majority of the number of existing directors entitled to vote at the time of the vote fail to cast a timely electronic vote in accordance with this section of the Bylaws.

Section 4.9 Attendance at, Time-Notice, and Call of Meetings.

(a) Regular meetings of the Board of Directors or Officers shall be held 6 times per year at such dates and times as the President shall fix by October 15 and at such places as the President shall fix at least one week before the scheduled meetings. Special meetings may also be held at such times as a majority of the Board of Directors may fix or as the President, with the concurrence of two other officers, may fix. Written notice of the time and place of special meetings of the Board of Directors shall be provided to each director by email at least seven days before the meeting, or by notice mailed to each director at least ten days before the meeting, unless the nature of the meeting is such that shorter notice cannot be avoided.

(b) Directors may participate in a meeting of the Board or any committee thereof by electronic means, and such participation shall constitute presence in person at the meeting.

(c) The directors and Advisory Board Members should be active and engaged during their terms, and all directors and Advisory Board Members are therefore required to attend (either in person or, when approved by the President and electronic conferencing is

available, through electronic conferencing) all meetings of the Board of Directors unless excused by the President or the President Elect from a particular meeting. Any Regular Director who has four unexcused absences from regular meetings of the Board of Directors during any fiscal year shall be deemed to have automatically vacated that director's seat on the Board of Directors, and that vacancy shall thereafter be filled in accordance with these Bylaws. Any Advisory Board Member who has six unexcused absences from regular meetings of the Board of Directors during any fiscal year shall be deemed to have automatically vacated that member's seat on the Advisory Board, and that vacancy may thereafter be filled in accordance with these Bylaws.

ARTICLE V

OFFICERS

Section 5.1 Officers. The officers of this corporation shall be elected by and chosen from the members of the Board of Directors of this Chapter and shall include the following:

1. President
2. President Elect
3. Treasurer
4. Secretary
5. Immediate Past President

The officers shall assume the duties of their offices on October 1 of each year and shall hold office for one year, ending the following September 30th, and until their successors shall have been elected and qualified. The officers may exercise all powers conferred upon them by these Bylaws or by the Articles of Incorporation, and any other powers that may be delegated to them from time to time by a vote of the Board of Directors.

Section 5.2 Duties. The officers of this corporation shall have the following duties:

(a) The President shall be the chief executive officer of the Chapter, shall perform such duties as may be required by the Articles and the Bylaws of the FBA and may

appoint standing or special committees as necessary or appropriate for the conduct of the business of this Chapter and of the FBA. The President shall have the authority, directly or by delegating such power to one or more directors, to enter into commitments or contracts for the Chapter in an amount not to exceed \$2,000 per commitment or contract, except that a resolution of the Board of Directors may authorize a greater amount for a particular commitment or contract. The President or his or her delegated representative shall participate in national FBA meetings to represent the Chapter.

(b) The President (or his or her delegated representative) and the National Delegate (whom the Board of Directors shall appoint from time to time) shall represent the Chapter in the National Counsel of the FBA.

(c) In the event of the absence or inability of the President to act, the President Elect shall assume the duties of the President, and shall perform such other duties as the President may delegate. At the expiration of the President's term, the President Elect shall succeed the President and the President shall succeed the Immediate Past President.

(d) The Treasurer shall oversee the collection and receipt of all moneys due the Chapter, shall keep the Board of Directors informed of the financial standing of the corporation, including by submitting a written report at least annually that details the financial standing of the Chapter, shall keep all books, vouchers and records available for audit, shall file a tax return for the corporation each year, and shall perform such other duties as properly pertain to the office or as may be required by these Bylaws. The Treasurer shall succeed the President Elect at the expiration of the latter's term or if the position of President Elect should become vacant.

(e) The Secretary shall furnish notice of election results to the National Office

of the FBA and to the Eleventh Circuit Vice Presidents of the FBA, shall conduct the general correspondence of this Chapter, shall give notice of all meetings as may be required, shall keep a record of the proceedings of the meetings of the corporation, shall keep a roster of the membership, shall perform such other duties as properly pertain to this office or may be required by these Bylaws, and shall succeed the Treasurer at the expiration of the latter's term or if the position of Treasurer should become vacant.

Section 5.3 The Immediate Past President shall advise the President and the President Elect and shall perform such other duties as the President may delegate. If the position of Immediate Past President should become vacant before the end of its term, the position shall remain vacant until completion of the President's term.

Section 5.4 Removal of Officers. Any officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other cause by a majority vote of the Board of Directors.

Section 5.5 Vacancies. Any vacancy, however occurring, in any office shall be filled by succession in accordance with these Bylaws, except for Secretary, which shall be filled by election by the Board of Directors.

ARTICLE VI

BOOKS AND RECORDS

Section 6.1 Books and Records.

(a) This corporation shall keep correct and complete books and records of accounts and shall keep minutes of the meetings of its Board of Directors.

(b) Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.2 Fiscal Year. The fiscal year of this corporation shall commence October 1 and end September 30 of the following year.

ARTICLE VII

BUSINESS OFFICES

Section 7.1 Florida. The corporation may have such offices as its business may require within the State of Florida.

ARTICLE VIII

CORPORATE SEAL

Section 8.1 Form. The Board of Directors may provide a corporate seal which shall have the name of the corporation inscribed thereon, and may be facsimile, engraved, printed, or an impression seal.

ARTICLE IX

AMENDMENT

Section 9.1 Power to Amend. These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, at any regular or special meeting of the Board of Directors by a majority of the Board of Directors entitled to vote at the meeting, provided that a quorum is present and ten days' prior written notice has been given by email of the purpose of the meeting.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.1 Indemnification of Officers and Directors. This corporation shall indemnify each of its directors and officers and former directors and officers to the full extent permissible under law. Any such director or officer shall be entitled to indemnification by the corporation in any action, suit, or proceeding resulting by reason of the fact that he or she is or

was a director or officer of this corporation or is or was serving at the request of this corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The determination of whether the applicable standard has been met for purposes of approving indemnification by this corporation shall be made by: (i) the majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceedings; (ii) the written opinion of independent legal counsel, if a quorum of disinterested directors so directs; or (iii) if there are no directors who are not parties to the action, suit, or proceedings or who are disinterested, by a majority vote of a quorum of the Board of Directors.

ARTICLE XI

RULES OF ORDER, AMENDMENTS AND RESOLUTIONS

Section 11.1. Rules of Order. The rules of order shall consist of (in the order stated):

- (a) the Bylaws of this Chapter;
- (b) Standing Resolutions passed by this Chapter's Board of Directors; and
- (c) Robert's Rules of Order, Revised.