

**BY-LAWS OF THE
MANATEE COUNTY BAR ASSOCIATION, INC.**

Restated to include by-law revisions thru 10/29/2014

**ARTICLE I
Purpose, Powers, and Divisions**

Section 1 - These By-Laws constitute the code of rules adopted by the Manatee County Bar Association, Inc. for the regulation and management of its affairs. The Association and its Board of Directors shall have such authority as is provided for by law including Florida Statutes Chapter 617 and these Bylaws. The Board shall ensure that the Association obtains and maintains income tax exempt status as provided for in § 501 of the Internal Revenue Code.

Section 2 - The purpose of the Association shall be to improve the administration of justice in Manatee County, Florida, through the education of members and general public on issues of legal importance and through the support of local, state and federal legislation. The Association will also work to improve the professionalism and collegiality of its members by hosting, sponsoring or presenting seminars, judicial forums and social activities for its members.

Section 3 – The Association shall designate a Young Lawyers Division (YLD) of the Manatee County Bar Association. The purpose of the YLD shall be to provide for the unique mentoring, professionalism and practice support issues and challenges facing new members of the Bar, to advise the Association Board on such issues, and to organize, host and present pro bono, charitable and social events. The Division shall be governed by a board of directors and is authorized to adopt its own Bylaws which shall not be inconsistent with these Bylaws, and which shall be kept on file in the offices of the Association. The YLD is authorized to make applications for grants without further authorization of the Association Board. Funds raised or granted to the YLD shall be kept and maintained by the Association. However, the Treasurer shall ensure assets, liabilities, income and expenses of the YLD are distinctly stated in the Association's financial statements. The YLD board shall have the authority to make decisions on the expenditure of YLD funds without further review by the Association Board, with the limitation that no expenditure is authorized for which designated YLD funds are not available, or which would be for a purpose which would jeopardize the Association's status as a Florida not for profit corporation or as a tax exempt entity under § 501 of the Internal Revenue Code. The YLD is not a distinct legal entity and unless provided for herein or approved by the Association Board shall not have the authority to enter contracts binding on the Association.

**ARTICLE II
Officers and Directors**

Section 1 - Officers. There shall be the following officers of the Association, to wit, President, President-Elect, Secretary and Treasurer.

Section 2 - Directors. The governing body of the Association shall be the Board of Directors, consisting of not less than seven (7) and not more than twelve (12) members of the Association, which shall include the officers set forth in Section 1 above, the Immediate Past-

President the President of the Young Lawyers Division of the Manatee County Bar Association, or his or her designee.

ARTICLE III
Election of Officers and Directors

Section 1(a) - Election of Officers and Directors. At the Regular Meeting in April each year, the presiding officer shall ask for nominations by the members of the Association for officers and directors whose terms are expiring. The Nominating Committee shall convene and make a report of the nominees for officer or director to the general membership at the regular meeting in May. At the Annual Meeting in June, the nominations for office of President-Elect, Secretary, Treasurer and Directors shall be presented to the membership. Those candidates receiving a majority vote shall be declared elected to the respective offices. Election may be by acclamation for any office or seat for which a single candidate runs unopposed. Each director so elected shall serve for a period of two (2) years, except for the Young Lawyers Division President or designee, who shall serve for a period coinciding with that Division's President. The terms shall be staggered so that no more than four (4) directors' terms will expire in any given year.

Section 1(b) - At the Annual Meeting, the Nominating Committee shall present for the office of President the name of the person elected President-Elect at the last preceding election. No other nominations for the office of President shall be accepted, unless the current President-Elect declines to serve as President, or said office has been vacated and not filled. In such event, the President shall be elected in the same manner as the other officers.

Section 1 (c) - Each of the officers elected shall serve for a period of one (1) year or until the date a successor takes office.

Section 2 - A vacancy in the Board of Directors or the office of Secretary or Treasurer shall be filled by action of the remaining members of the Board. A vacancy in the office of President-Elect shall only be filled by an election. A special election may be called for this purpose which election shall be at any regular meeting upon thirty (30) day notice.

ARTICLE IV
Duties of Officers and Directors

Section 1 - President. It shall be the duty of the President to preside at all meetings of the Association and Board of Directors. The President shall make an annual report of the condition of the business and affairs of the Association; shall cause to be called the Annual, Regular and Special Meetings of the Association and Board of Directors in accordance with these By-Laws; shall sign and make all contracts and agreements in the name of the Association and Board of Directors, and shall see that they are properly carried out; shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law; shall enforce these By-Laws and perform all the duties incident to the position and office and which are required by law and should see that adequate minutes and records are maintained; and shall make and appoint chairs to such committees as deemed appropriate from time to time.

Section 2 - President-Elect. During the absence and inability of the President to render and perform his or her duties or exercise the powers as set forth in the By-Laws or in the acts under which this Association is organized, the same shall be performed and exercised by the President-Elect; and when so acting the President-Elect shall have all the powers and be subject to all the responsibilities hereby given to or imposed and shall have such duties in the formulation and arrangement of programs as the President may assign. In the event the office of President should become vacant prior to the expiration of the term, the President-Elect shall become President for the remainder of the term and for the following year.

Section 3 - Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Association in appropriate books; shall have and serve all notices of the Association; shall be custodian of the records and of the seal and affix the latter when required; shall keep a list of the names of the members of the Association, divided into classes, alphabetically arranged, their respective place of residence, and the post office or mailing address; shall present to the Board of Directors at their stated meeting all communications addressed to the Secretary officially by the President or other officer of the Association; shall present to the President or to the appropriate committee for presentation to the members at their stated meeting all communications addressed to the Secretary officially or to the Association that involve matters of interest to the Association; shall attend to all correspondence and perform all the duties incident to the office of Secretary.

Section 4 - Treasurer. The Treasurer shall have the care and custody and be responsible for all the funds of the Association and deposit all such funds in the name of the Association in such bank, or banks, as the Board of Directors may designate; shall sign, make and endorse in the name of the Association all checks, drafts, warrants and orders for the payment of money and pay out and dispose of the same and receipt therefore under the direction of the President or the Board of Directors; shall exhibit at all reasonable times his or her books and accounts to any officer or member of the Association, upon application at the Association's office at any and all reasonable times; shall render a statement of the condition of the finances of the Association at each Regular Meeting of the Board of Directors and at such other times as may be required, and a statement of condition of the finances of the Association at any other meeting of the members when requested. The Treasurer shall be a member of the budget committee and shall assist that body in the study of revenue and expenses and periodic development of an Association budget.

Section 5. - Executive Director. The Board of Directors shall have the authority to retain an Executive Director for this Association who shall report to the President and whose duties shall be prescribed by the Board, but who shall have the primary obligation of assisting all Officers and Directors in the performance of their duties, as well as assisting committees of the Association in the performance of their committee functions, and also assisting communication and education within the Bar. The terms and conditions of the position, the method of retaining the Executive Director, the compensation thereof and the term of shall be established by the Board from time to time.

ARTICLE V
Committees and Sections

There shall be the following Board Committees, in addition to such other committees as the President deems appropriate from time to time:

Section 1 - Law Library. The Association believes the existence of a modern, efficient and accessible law library is an essential component to the administration of justice within Manatee County. Therefore, there shall be a Law Library Committee. The committee's purpose is to assist court and County officials with making funding, technology, staffing and resources decisions, to make recommendations to the Association Board concerning the adoption of policy positions, and to communicate to decision-makers the policy positions adopted by the Association Board. The President, upon taking office, shall serve as an ex officio member of the committee and appoint or re-appoint committee members as he/she deems appropriate. The terms of the members, except those members holding their positions by virtue of their office, shall coincide with the President. The committee shall include, at a minimum, the court administrator or designee, a member of the Manatee County judiciary appointed by the Chief Judge, the Clerk of the Circuit Court or designee and at least one executive or attorney working for the circuit legal aid agency. The committee shall meet at such times and locations as the committee deems necessary and proper to conduct its business.

Section 2 - Nominating. The Nominating Committee shall consist of the immediate past President, who shall be chairman, the President and President-Elect. Prior to the May meeting each year, the Nominating Committee shall convene and shall make diligent inquiry of the general membership as to any member who may desire to serve as a director or officer of the Association.

Section 3 – Bylaws. The Bylaws Committee shall consist of the President, immediate Past President, and at least three (3) other members of the Board of Directors. The Committee shall meet annually in September to review the Bylaws and to propose any changes thereto.

Section 4 – Budget. There shall be a Budget Committee which shall consist of the Treasurer and at least two other members of the Board. The purpose of the committee shall be to periodically study the revenue and expense patterns of the Association and to periodically, usually prior to the beginning of the Association's fiscal year, develop a budget statement for the Board making such recommendations as the committee determines is appropriate to ensure the long term fiscal stability of the Association.

Section 5 – Ad Hoc Committees. The President is authorized to create additional ad hoc committees from time to time for such purposes and with such members as the President determines to be in the Association's best interests. Each such committee shall continue in existence until the President or a successor President determines same is no longer needed.

Section 6 – Sections. Upon sufficient showing of interest by members, the Board may, from time to time, create practice area Sections. The purpose of a Section shall be to provide for fellowship, mentoring, networking and continuing education opportunities for members practicing in a given practice area, and to organize, host and present pro bono events. A Section shall be

governed by an executive committee from among which will be selected a Chairperson and other desired officers. Sections are authorized to adopt their own Bylaws which shall not be inconsistent with these Bylaws, and which shall be kept on file in the offices of the Association. Sections are authorized to make applications for grants without further authorization of the Association Board. Funds raised or granted by a Section shall be kept and maintained by the Association unless otherwise authorized by the Board. To the extent a Section's funds are held by the Association, the Treasurer shall ensure assets, liabilities, income and expenses of the Section are distinctly stated in the Association's financial statements. Sections shall have the authority to make decisions on the expenditure of their funds without further review by the Association Board, with the limitation that no expenditure is authorized for which designated Section funds are not available, or which would be for a purpose which would jeopardize the Association's status as a Florida not for profit corporation or as a tax exempt entity under § 501 of the Internal Revenue Code. Sections are not distinct legal entities and unless provided for herein or approved by the Association Board shall not have the authority to enter contracts binding on the Association.

ARTICLE VI **Meetings**

Section 1 - Annual Meeting. The Annual Meeting of the Association shall be held on the last Wednesday in June of each year, or at such other time as may be set by the Board upon due notice to all members. The election of officers and directors to serve for the ensuing year shall take place at the Annual Meeting.

Section 2 - Regular Meetings. Regular meetings of this Association shall be held at such times and locations as the Board determines from time to time. The Board shall ensure members receive reasonably advanced notice of the Association's meeting and event schedules, as well as any changes in or cancellation of Regular Meetings or other planned events.

Section 3 - Quorum. One-fourth (1/4) of the membership shall constitute a quorum at the Annual and Regular Meetings of the Association. In the event a quorum is not present, any action taken at said meeting, shall not be deemed effective, unless ratified by a two-thirds (2/3) majority of the members in attendance at the next Regular Meeting of the Association or any subsequent Regular Meeting.

Section 4(a) - Board of Directors Meetings. The President, working with the Executive Director, shall develop a schedule for the year's Regular Meetings of the Board, which shall usually be held on the first Wednesday of the month, at times and places to be designated by the President. Emergency or Special Meetings of the Board shall be called by the President, whenever deemed necessary. Emergency or Special Meetings may also be called upon the request to the President of two (2) members of the Board. Such notice as is reasonable under the circumstances shall be given for any emergency or special meeting.

Section 4(b) – Five (5) members of the Board of Directors shall constitute a quorum of the Board.

ARTICLE VII
Membership

Section 1 - Categories of Membership. Membership in the Association shall be divided into three (3) categories: active members, honorary members and emeritus members.

A. Active Members - Only active members shall be entitled to voting privileges. Members of The Florida Bar in good standing who maintain an office for the practice of law in the Twelfth Judicial Circuit, or reside in Manatee County, or who are members of The Florida Bar and employed in Manatee County in any non-judicial position, are eligible for membership in the Association.

B. Honorary Members - All state and federal judges and full time magistrates whose jurisdiction extends to Manatee County, Florida shall be honorary members of the Association and, in addition, the Board of Directors may extend honorary memberships to such other persons as it deems appropriate. All constitutional officers in Manatee County, Florida shall be eligible for honorary membership in the Association.

C. Emeritus Members – All retired state and federal judges from any jurisdiction within or outside the State of Florida are eligible for membership in the Association. After application and acceptance by the Board, emeritus members shall have all of the same rights and privileges in the Bar Association as active members.

In addition to the foregoing categories, the Board of Directors may, from time to time, establish additional categories of membership. In so doing, the Board shall establish criteria for admission, assessment of dues, and removal of such members.

Section 2 - Application for Membership. All persons seeking admission to the Association must meet the qualifications set forth and shall submit a written application for membership. Each application shall be referred to the Board of Directors for approval. Upon meeting requirements as to qualifications, upon payment of annual dues as required herein and upon approval by the Board of Directors, such applicants shall be considered to be a member of this Association.

Section 3 – Suspension, Termination and Reinstatement of Membership. Any member against whom a complaint is filed in the Supreme Court of Florida by The Florida Bar shall stand suspended from membership in the Association pending disposition of said complaint, and shall automatically cease to be a member of this Association if found guilty of professional misconduct resulting in disbarment or suspension by the Supreme Court of Florida. After readmission by The Florida Bar, such person may reapply for membership. Membership in the Association is a privilege and not a right. The Board of Directors, in its sole discretion, may refuse to approve an application for membership or renewal, and may remove a member when, in its sole discretion, it deems the removal to be in the Association’s best interests.

ARTICLE VIII
Membership Fees and Dues

Section 1 - No initiation fee shall be required of any member. Annual dues and dates of assessment shall be set by the Board of Directors from time to time so as to coordinate, as best as possible, with the Association's fiscal year and budgeting process. Honorary members shall not be obligated to pay dues. The dues for active and emeritus members shall include the amount necessary to pay for all scheduled activities of the membership.

Section 2 - Any member neglecting to pay dues or obligations of any kind to the Association, including reasonable assessments for the activities of the Association, for a period of three (3) months after they are due, provided notice thereof has been transmitted, shall forfeit all rights as a member of the Association, at the discretion of the Board of Directors, and if such dues or obligations are still unpaid after one (1) additional month, he or she may be dropped from the roll for such non-payment at the end of the calendar year.

ARTICLE IX
Voting and Attendance

Section 1 - The business of this Association shall be conducted by viva voce vote or written ballot, provided that any election of officers must be by written ballot if requested by any member before the voting begins in the event of a contested election. Board members may, upon the approval of the President and with the availability of adequate audio or visual equipment at the meeting location, attend, participate and vote upon Board matters electronically where their physical attendance is prohibited due to illness or absence from the jurisdiction due to travel.

ARTICLE X
Miscellaneous Provisions

Section 1(a) - The Corporation is authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of such person's being or having been an Officer, Director or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, to the full extent permitted by law, except where such person is finally determined to have been guilty of bad faith or improper conduct of duty as such Officer, Director or agent.

Section 1(b) - The Association is authorized to pay expenses incurred in defending any such action, suit, or proceeding in advance of its final disposition to the extent, if any, authorized by the membership upon receipt of an undertaking by or on behalf of the person or persons involved to repay such amount unless it is ultimately determined they are entitled to be indemnified by the Association.

ARTICLE XI

Amendments

These By-Laws may be amended by the affirmative vote of a two-thirds (2/3) majority of the active members voting at any Regular or Special Meeting of the Association, provided notice of such amendment or amendments and the exact nature thereof shall have been given to the members of the Association at least five (5) days prior to the date of the meeting at which said amendment or amendments are to presented for consideration.

Amended: October 29, 2014