

**BYLAWS OF THE**  
**ST. JOHNS COUNTY BAR ASSOCIATION**

**ARTICLE I**

**NAME AND PURPOSE**

Section 1. Name. The name shall be “St. Johns County Bar Association.”

Section 2. Purposes. The purposes of this Association are:

- (a) To provide an organization in St. Johns County, Florida that is open to all local lawyers who have a common interest in the law.
- (b) To provide a forum for discussion and exchange of ideas leading to increased knowledge and understanding of the law on the part of local lawyers.
- (c) To provide a forum for service by local lawyers back to the St. Johns County community.
- (d) To provide a forum for local lawyers to socialize with one another.

**ARTICLE II**

**OFFICES**

Section 1. Principal Office. The principal office of the Association shall be as designated from time to time by majority vote of the Executive Council. In keeping with technological advances, the principal office of the Association may be a web address or other such electronic medium.

Section 2. Other Offices. The Association may have other offices designed by the Executive Council of the Association.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. Eligibility. Any member in good standing of The Florida Bar interested in the purposes of this Association is eligible for membership in the Association upon application and payment of this Association's annual dues. Any member who ceases to be a member of The Florida Bar in good standing shall no longer be a member of the Association, except that a person who has voluntarily turned in his or her Florida Bar license for nondisciplinary reasons is eligible to be a member of the Association.

Section 2. Affiliate Membership. The Executive Council may enroll, upon request and upon payment of the prescribed dues as affiliate members of the Association, other persons who have shown interest in and contribution to the Association's activities as defined herein below (hereinafter "Affiliates"). The purpose of affiliate membership is to foster the development and communication of multi-disciplinary information utilized in law, but not to encourage the unauthorized practice of law. The number of affiliates shall not exceed one-third of the Association membership.

(a) "Affiliate" or "affiliate member" means any person who practices as a professional dealing with the legal professionals. Such persons may include, but are not necessarily limited to, engineers, biologists, planners, architects, realtors, builders, geologists, chemists, ecologists, meteorologists, authorized house counsel, accountants, paralegals, legal assistants, clerks, government officials and staff members, law enforcement personnel, mental health professionals and providers of rehabilitative, psychological and social services, and law students enrolled at an ABA-accredited Florida law school. Additionally, any attorney who is not a member of The Florida Bar is

eligible to apply to be an affiliate.

(b) Affiliates shall have all the privileges accorded to members of the Association except that affiliates shall not vote, hold office, or participate in the selection of officers or members of the Executive Council, or advertise affiliate membership in any way.

Section 3. Administrative Year. The administrative year of the Association shall run concurrently with the election of officers.

Section 4. Annual Dues. The annual dues shall be in an amount fixed by the Executive Council and approved by simple majority vote of the Association general membership. There shall be no proration of annual dues. Upon becoming a member, dues shall be payable thereafter in advance of each membership year. Any member whose dues are in arrears for a period of three (3) months shall thereupon cease to be a member of the Association.

## **ARTICLE IV**

### **OFFICERS**

Section 1. The officers of this Association shall be a president, a vice-president, a secretary and a treasurer. In aggregate, those officers, together shall serve as the Association's Executive Council, as addressed more thoroughly at Article V.

Section 2. Duties of Officers. The duties of the officers shall be as follows:

(a) President. The president shall preside at all meetings of the Association and at all meetings of the Executive Council. He or she shall appoint all committees and committee chairs with the approval or concurrence of the Executive Council, be responsible for all reports to be submitted to The Florida Bar or to the Board of Governors of The Florida Bar, or to any other group, association or entity, and shall perform such other duties as customarily pertain to the office of the

president. The president shall be an ex-officio member of each committee of the Association.

(b) Vice-President. The vice-president shall become president in the event of death, resignation or failure of the president to serve for whatever reason; provided, however, that in case of temporary disability or absence of the president, the vice-president shall serve as acting president only for the duration of the president's disability or absence. The vice-president shall be responsible for such other duties as the president may designate. The vice-president shall be an ex-officio member of each committee of the Association.

(c) Secretary. The secretary shall be responsible for all permanent files and records of the Association, including minutes of the meetings of the Association, the Executive Council and all committee reports. He or she shall keep accurate minutes of the proceedings of all meetings of the Association and of the Executive Council, and shall maintain copies of said minutes in permanent records of the Association. The secretary may use electronic medium to execute these duties, including but not limited to, electronic newsletters and maintaining a website for the use of the Association.

(d) Treasurer. The treasurer shall serve as liaison between the Executive Council and the general membership of the Association on matters involving Association finances, and shall have the responsibility of accounting for all funds of the Association, shall approve all disbursements, shall prepare annual financial statements under the supervision of the Executive Council, and shall prepare budget requests and amendments in a timely manner in accordance with the procedures of the Association and general fiduciary obligations.

Section 3. Term of Office.

(a) President. Except for the term of office of the first president, the term of

office of the president shall begin at the conclusion of the next annual meeting of the Association after which he or she was elected and shall end at the conclusion of the next succeeding annual meeting. Upon expiration of the president's term, he or she shall be succeeded by the vice-president, upon a vote of the membership of the Association at a prescribed election. In the event that the president is unwilling or unable to complete a full term, the vice-president may hold office until the executive board sets the next available regular or special election.

(b) Vice-President. The term of office of the vice-president shall run concurrently with that of the president.

(c) Secretary. The term of office of the secretary shall run concurrently with that of the president and vice-president, and the secretary shall similarly hold the office of vice-president at the conclusion of the vice-president's term, upon a vote of the membership of the Association at a prescribed election.

(d) Treasurer. The term of office of the treasurer shall begin at the conclusion of the annual meeting of the Association during which he or she was elected treasurer. The treasurer shall similarly hold the office of secretary at the conclusion of the secretary's term, upon a vote of the membership of the Association at a prescribed election.

## **ARTICLE V**

### **EXECUTIVE COUNCIL**

Section 1. There shall be an Executive Council composed of four (4) members of the Association, those being the officers as set forth in Article IV, all of whom shall be voting Council members. All past presidents, including the immediate past president, may attend and participate at Council meetings as nonvoting honorary members of the Council, as requested by the Council.

Section 2. Term of Office. All members of the Executive Council shall serve for a term of 1 year, which shall begin at the conclusion of the next annual meeting of the Association after which he or she was elected and shall end at the conclusion of the next succeeding annual meeting.

Section 3. Governing Body. The Executive Council shall be the governing body of the Association. It shall have general supervision and control of the affairs of the Association, subject to the Bylaws of the Association. It shall, in accordance with the Bylaws, authorize all commitments or contracts, which entail the payment of money and authorize the expenditures of all Association funds. It shall not, however, authorize commitments, contracts or expenditures involving amounts of money in excess of the total amount, which is anticipated as receipts from dues during the fiscal year, plus the amount, which has been previously collected from dues and remains unexpended. The Executive Council shall authorize the president to appoint such committees as are necessary to perform such duties and exercise such power as the Council may direct. As the governing body of the Association, it shall be vested with the power and authority to formulate, fix, determine and adopt matters of policy concerning the affairs and purposes of the Association, which are not inconsistent with the policies of The Florida Bar.

Section 4. Meetings. The Executive Council shall conduct its business at regular and special meetings as provided for in these Bylaws; provided, however, the business of the Executive Council between regular or special meetings may be conducted by correspondence (including telephone calls, e-mail, letters or the like) to the extent authorized by the president. Meetings of the Council may be held by telephone conference call or if necessary via electronic medium such as email. In the event any member of the Executive Council is absent during the fiscal year, without being excused by the president in advance, from any two (2) consecutive meetings which has been

noticed at least sixty (60) days in advance, his/her office shall be deemed vacant, and such vacancy shall be filled by the remaining Executive Council until a regular or special election may be held. The president of the Association may, and upon the request of any member of the Council, shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposal upon which the Council may be authorized to act at scheduled regular or special meetings. The president may call special meetings to be conducted by telephone conference or call email. A majority of the Council, excluding any honorary members, shall constitute a quorum for the transaction of all business. A majority vote of the members of the Council present and voting as duly recorded by the secretary shall constitute the binding action of the Executive Council.

## **ARTICLE VI**

### **TERMS OF OFFICERS AND EXECUTIVE COUNCIL MEMBERS:**

#### **NOMINATION AND ELECTION OF OFFICERS AND EXECUTIVE COUNCIL**

Section 1.     Election of Officers. The president, vice-president, secretary, and treasurer shall be elected by a plurality of the membership of the Association in attendance at its annual meeting. Nominations may be provided by the Executive Council and shall be accepted from the floor.

Section 2.     Election of Executive Council Members. The members of Executive Council members, shall be elected each year for a one (1) year term commencing at the conclusion of the annual meeting of the Association. A plurality of the Association membership attending the annual meeting shall elect those Executive Council members. Nominations may be provided by the Executive Council and shall be accepted from the floor.

Section 3.     Vacancies. Except as is otherwise provided herein, any permanent vacancy

occurring in an office or membership on the Executive Council shall be filled for the balance of the unexpired term by vote of the Executive Council at its next meeting. The Executive Council may choose to assume the tasks associated with the vacancy until the next available special or regular election.

## **ARTICLE VII**

### **COMMITTEES**

Committees may be designated by the Executive Council with such duties and powers as may be directed and designated by the Executive Council.

## **ARTICLE VIII**

### **MEETINGS**

Section 1. Annual Meeting. The Association will hold at least one annual meeting for the election of officers. Notice to all members as to the time and place of such annual meeting shall be given at least thirty (30) days in advance thereof.

Section 2. Annual Executive Council Meeting. There shall be an annual meeting of the Executive Council following as soon as practicable after the annual meeting of the Association.

Section 3. Other Meetings. There shall be such other regular or special meetings of the Executive Council and membership of the Association as may be designated by the president, provided that notice of such other meetings of the Association (but not of the Executive Council) shall be given to the membership at least thirty (30) days in advance thereof.

**ARTICLE IX**

**AMENDMENTS**

These Bylaws may be amended at any annual meeting of the Association by a majority vote of the members of the Association present and voting, provided such proposed amendment shall first have been approved by a majority of the Executive Council.

**ARTICLE X**

**TRANSACTION OF ASSOCIATION BUSINESS**

Section 1. Expenditures. Cash withdrawals, checks or drafts on any funds of the Association may be signed by any current officer after approval of the expenditure or reimbursement by majority vote of the Executive Council for amounts \$500.00 or less. Any current officer may sign cash withdrawals, checks or drafts on any funds of the Association exceeding \$500.00 after approval of the expenditure or reimbursement by a majority vote of the members present at a regular or special meeting of the Association. Adoption of the annual Budget at a regularly scheduled meeting of the Association shall be considered approval of the expenditure or reimbursement.

Section 2. Deposits. Any officer has the authority to deposit funds of the Association in any account that shall have been established by majority vote of the Executive Council. No funds of the Association may be deposited by any officer in any account not so established.

Section 3. Execution of Association Documents. Except as expressly set forth in these Bylaws, either the president or vice-president may execute in the name of the Association, together with the Secretary attesting, all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Executive Council or by these Bylaws, or necessary to effectuate the purposes of the Association.

Section 4. Audit. The president will arrange for an audit, as needed, of the books, records and accounts of the Association by an accountant chosen by the Executive Council.

## **ARTICLE XI**

### **MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the Association shall run concurrently with the annual election of officers.

Section 2. Salary. No salary or compensation shall be paid to any member of the Association for performance of services to the Association, but the Executive Council may authorize the payment of reasonable out-of-pocket expenses resulting from performance of such services.

Section 3. Policy. No action of this Association shall be contrary to the policies of The Florida Bar as established by its Board of Governors.

Section 4. Non-Discrimination. The Association will not discriminate based on race, color, religion, sex, age, national origin or disability.

ADOPTED BY A MAJORITY VOTE OF THE ASSOCIATION present on the \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

