

St. Lucie County Bar Association, Inc.
Bylaws

ARTICLE I
OFFICE

A. Registered Office. The registered office of Saint Lucie County Bar Association, Inc. (the "Association") shall be located at the business office of the current President or such other location as may be determined from time to time by the Executive Council.

B. Mailing Address. The Association's mailing address shall be Post Office Box 3014 Fort Pierce, Florida 34948 or such other location as may be determined from time to time by the Executive Council.

C. www.SLCBA.org The Executive Council shall budget to maintain and upgrade the web site and register the domain name(s) for the Association.

ARTICLE II
MEMBERS

A. Qualification and Approval

(1) Qualification. A person is qualified to be a member of the Association if the person is either (1) a member in good standing of The Florida Bar; (2) a member in good standing of any Federal District Court Bar in Florida; or (3) a retired former member who, at the time of retirement, was a member of good standing of the Florida Bar or a Federal Bar as described above.

(2) Approval. A prospective member must submit an application form and be approved for membership by the Executive Council. A person will be a member of the Association upon approval by the Executive Council and payment of the annual dues to the Association.

B. Members. All members have the right to vote and are eligible to hold office. Non payment of annual dues suspends the right to vote and eligibility to hold office.

C. Dues. Annual dues invoices shall be issued during the months of August, September, and October. The annual dues amount shall be set by the Executive Council. Dues are waived for Legal Services Attorneys employed by an IRS exempt 501 (c) 3 not-for profit organization.

D. Termination of Membership.

Membership will be terminated in this Association on any one of the following events:

- (1) Receipt by the Secretary of the written resignation of a member executed by such member or the member's duly authorized attorney-in-fact;
- (2) The death of a member;
- (3) Disbarment or suspension from the practice of law in the State of Florida.

E. Transferability of Membership. Membership in this Association is non-transferable and non-assignable.

F. Annual Meetings. The annual meeting of the members of the Association shall be held at the regular meeting during the month of May and at such time as stated in the notice of the meeting, for the purpose of electing officers and for the transaction of such other business as may properly be brought before the meeting.

G. Regular Meeting. Regular meetings of the membership shall normally be monthly at a time and place fixed by the Executive Council.

H. Special Meetings. Special meetings of the members may be called any time by the President, by majority of the Executive Council, or by written request of ten (10) members presented to the President. Meetings shall be held on the date and at the time and place specified in the notice and restricted to the matters set forth in the notice.

I. Notice of Meetings. Written or electronic notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes of such meeting, shall be given by or at the direction of the President, or member of the executive committee acting in the President's absence at least five (5) days prior to the meeting to each member of record entitled to vote at such meeting, either personally, at their last known post office, e-mail or fax address, or through the SLCBA newsletter. Notice of any meeting of the members shall not be required to be given to any member who attends such meeting in person.

J. Quorum. Unless otherwise provided by law, the members of the Association present at any properly called regular, annual, or special meeting shall constitute a quorum.

K. Voting. Each member shall, except as otherwise provided by law or by the Articles of Incorporation, at every meeting of the members, be entitled to one (1) vote in person unless the member's dues are not paid. Upon the demand of any member, the vote of officers and the vote upon any matter before the meeting, shall be by ballot, and, except as otherwise provided by law or by the Articles of Incorporation, all elections shall be decided by a majority of the members present at the meeting and entitled to vote.

L. Location. All meetings of the members shall be held in St. Lucie County, Florida.

M. Organization. The President shall call meetings of the members to order, and shall act as Chairperson of such meetings. In the absence of the President, the President-Elect or the Secretary/Treasurer, in that order, shall act as the Chairperson of such meeting. The Secretary/Treasurer shall act as secretary of all meetings of the members; but in the absence of the Secretary, the Chairperson may appoint any person to act as secretary of the meeting.

ARTICLE III EXECUTIVE COUNCIL

A. General Powers. All Association powers shall be exercised by or under the direction of the Executive Council, and the property, affairs and business of the Association shall be managed under the direction of the Executive Council, except as otherwise provided by the Articles of Incorporation or by statute.

B. Budget. It shall be the responsibility of the Executive Council to establish an annual Budget after the annual election and by the September meeting.

C. Executive Council Members.

(1) The President, the President-Elect, the Secretary/Treasurer and the Immediate Past President, are the members of the Executive Council. Except as otherwise set forth, the Executive Council members shall hold office until the next succeeding annual meeting and until their successors are elected and qualified.

(2) Vacancy of members of the Executive Council may be caused by the following:

(a) Resignation, disability, or death;

(b) Termination as member of the Association;

(c) Nonattendance, unless excused by a majority of the Executive Council, at more than 3 meetings of the Executive Council from June 1 to the last day of May.

A vacancy in the office of Past-President shall be filled by the previous Past- President, and if unable to serve then the next Past-President.

D. Meetings. Meetings of the Executive Council shall be called at the discretion of the President.

E. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Executive Council may be taken without a meeting through written or electronically confirmed consents of a majority of the Executive Council. Such written consents are recorded in the minutes of the proceedings of the Executive Council.

F. Resignation. Any member of the Executive Council may resign at any time by giving written notice to the Executive Council or to the Secretary/Treasurer of the Association. The resignation of any member shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation of an officer of the Association shall serve as a resignation as a member of the Executive Council.

ARTICLE IV OFFICERS

A. Number. The officers of the Association shall be a President, President-Elect, and Secretary/Treasurer. They shall hold office from June 1 to May 31 of each year. The Secretary/Treasurer shall be elected by the members for a term of one (1) year and then hold the office of President-Elect for one (1) year and then hold the office of President for one (1) year.

B. Powers and Duties of Officers.

(1) President.

(a) Shall be the Chief Executive Officer of the Association.

(b) Shall preside at of all meetings of the Association.

(c) Shall be a member ex-officio of all committees.

(d) Shall have the power to make all committee appointments.

(e) Shall perform the duties delegated by the Bylaws, by the Association, or by the Executive Council.

(f) Shall perform all other duties usually pertaining to the office of president.

(g) Shall be the official spokesperson for the Association.

(h) Shall provide leadership in accomplishing the aims and purposes of the Association.

(2) President-Elect.

(a) The President-Elect shall preside at all meetings of that Association in the absence or inability of the President.

(b) Shall be responsible for the duties of the President in

the absence or inability of the President to act as President.

(c) Shall perform the duties delegated by the Bylaws, by the Association, or by the Executive Council.

(d) Shall render assistance to and cooperate with the President and to provide the fullest measure of counsel and advice to the President.

(3) Secretary/Treasurer

(a) The Secretary/Treasurer shall record the minutes of all meetings.

(b) Shall give notice of all meetings required by the Statutes, Bylaws or Resolutions.

(c) Shall have custody of the seal of the Association and all records of the Association.

(d) Shall perform the duties delegated by the Bylaws, by the Association, or by the Executive Council.

(e) Shall be custodian of all funds and securities of the Association.

(f) Shall keep a record of the accounts of the Association and report thereon at each regular meeting of the Executive Council and the meetings of the members.

(g) Shall prepare and file all reports and returns required by The Secretary of State.

(h) Shall perform the duties delegated by the Bylaws, by the Association, or by the Executive Council.

C. Vacancies. Vacancy in the office of President shall be filled by the President-Elect. Vacancy in the position of President-Elect shall be by special election held at the next regular meeting after providing notice to the bar members at least 14 days prior to the meeting. Vacancy in the position of Secretary/Treasurer shall be by appointment made by the Executive Council. Vacancy of officers may be caused by the following:

- (1) Filling vacant office of the Association;
- (2) Resignation, disability, or death;
- (3) Termination as member of the Association;
- (4) Non-attendance of three (3) monthly meetings without good

cause during the term of office.

ARTICLE V COMMITTEES

A. Committees. All members of committees of this Association shall be appointed by the President, upon request and expression of intent of such member to serve, and their term of office shall be for a period of one year or less, if sooner terminated by the action of the President. The President shall appoint all committee chairpersons, who shall submit to the Executive Council for approval a proposed course of action and scope of work to be done by the committee, including but not limited to a proposed budget. The final powers, duties, functions and scope of each committee shall be as approved by the Executive Council.

B. Standing Committees. Standing committees shall include the Judicial Liaison Committee, Pro Bono Committee, and Medical Profession Liaison Committee.

ARTICLE VI PROPERTIES OF ASSOCIATION

A. Properties Of Association. No member, solely by virtue of membership status, shall have any right, title or interest in any of the property or assets, including any earnings or investment income of the Association, nor shall any of such property or assets be distributed to any member (regardless of status or category) on the dissolution or winding-up thereof.

B. Liability Of Members. No member, solely by virtue of membership status, shall have any personal liability for any debt or obligation of the Association unless otherwise agreed in writing by such member.

C. Improper Use Of Association. No member, solely by virtue of membership status, shall use, or attempt to use, the Association for personal financial gain or any purpose other than those stated in Articles of Incorporation.

ARTICLE VII NON-PROFIT OPERATIONS - COMPENSATION

Association will not have or issue shares of stock. No dividend will be paid and no part of the income of this Association will be distributed to its members or officers.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

Any proposal to change these Bylaws shall be provided in writing and distributed to all members of the Executive Council at least two (2) weeks prior to any meeting of the Executive Council. Any proposal to amend the Bylaws must pass by two-thirds (2/3) vote of the Executive Council present at the meeting. Notice of any amendment to these Bylaws shall be given to all members by posting the proposed amendment at least two weeks prior to the meeting for ratification by a majority of the members present at the meeting.

**ARTICLE IX
RULES OF ORDER**

"Roberts Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.