

**Pursuant to the By-Laws of the TBA, this will serve as notice of a By-Laws Change which was
unanimously approved by your TBA Board of Directors.
BY-LAWS OF THE TALLAHASSEE BAR ASSOCIATION, INC.**

(Adopted December 1, 2015)

ARTICLE I

NAME

This association shall be known as THE TALLAHASSEE BAR ASSOCIATION, INC.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the membership of this association shall be held at 6:00 p.m. on the first Tuesday of March of each year at the regular meeting place, one of the purposes of which shall be the election of the Board of Directors and officers for the ensuing year, all of whom shall take office immediately following election.

Section 2. Regular Meetings. Regular meetings shall be held on the first Tuesday of each month at 6:00 p.m. at a place designated by the Board of Directors. Notwithstanding the foregoing, the Board of Directors shall have the discretion to change the date and time of any regular meeting, except the February and March meetings.

Section 3. Special Meetings. Special Meetings may be held at the call of the President or by written request of a majority of the members of the Board of Directors.

Section 4. Notice. At least three days' notice in writing of each annual or special meeting shall be mailed by the Secretary to each member of the association at the address provided by the member. In the alternative, publication of the notice in the regularly scheduled newsletter of the association shall constitute satisfactory notice to the members, provided that the publication is mailed ten days prior to the regularly scheduled meeting.

Section 5. Order of Business. Order of Business at annual meeting:

- A. Report of President
- B. Report of Treasurer
- C. Election of Officers
- D. Election of Directors
- E. Transaction of Other Business Mentioned in the Notice
- F. Adjournment

Section 6. Quorum. The regular members present at any meeting of the association shall constitute a quorum. The act of a majority of the members present shall constitute the act of the association.

Section 7. Voting. Every Regular, dues paying Emeritus, Associate and Judicial member of the association, in good standing, shall have the right and be entitled to one vote, in person, or by advance absentee ballot as provided herein, upon every proposal including the election of officers, properly submitted to vote at any meeting of the association, except as set forth in Article XI.

A Regular, dues paying Emeritus, Associate or Judicial member who wishes to vote by absentee ballot must obtain a ballot from the Secretary of the association no less than 3 working days in advance of the meeting at which the vote is to be taken. At the time the Regular, dues paying Emeritus, Associate or Judicial member obtains a ballot, he or she must sign a statement certifying that he or she will be out of the circuit or physically incapacitated for the meeting and will be unable to attend the meeting to vote for that reason. The ballot must be sealed in an unmarked envelope, and placed within another envelope on which the Regular, dues paying Emeritus, Associate or Judicial member's name is written. The ballot must be returned to the Secretary no later than 5:00 p.m. of the day preceding the meeting. Before the absentee votes are counted at any meeting, the names on the outside envelope shall be compared with the list of Regular, dues paying Emeritus, and Judicial members present at the meeting. If the Regular, dues paying Emeritus, Associate or Judicial member who submitted an absentee ballot is in attendance at the meeting, his or her absentee ballot shall be discarded unopened.

ARTICLE III

MEMBERS

Section 1. Members of the association shall be divided into six classifications:

Regular Members

Judicial Members

Emeritus Members

Associate Members

Affiliate Members

Law Student Members

Section 2. Regular Members. Regular members shall be those members of the association in good standing at the time of the adoption of these By-laws, and those who shall be elected to such membership in the future. No natural person shall be eligible for election to regular membership unless he or she is a member of The Florida Bar in good standing, who resides or regularly practices law within the Second Judicial Circuit of Florida and who agrees to abide by the By-Laws of this association.

Section 3. Judicial Members. Judicial members shall be members of the Judicial branch of government serving in the Second Judicial Circuit of Florida. They shall pay no dues, may hold no office, and have no vote in the affairs of the association. However, they shall be responsible for any expenses incurred by them to the association as the result of individual participation of the member in activities of

the association. These members shall have all the privileges of membership and have one vote in the affairs of the association, if they pay dues.

Section 4. Emeritus Members. Emeritus Members shall be those members who are retired attorneys who have taken an inactive status with The Florida Bar but wish to continue their commitment to the legal profession and community. These members shall have all the privileges of membership and have one vote in the affairs of the association, if they pay dues.

Section 5. Associate Members. Associate Members shall be any member of The Florida Bar in good standing, not actively practicing law in the Second Judicial Circuit, or lawyers who are not members of The Florida Bar, but are admitted in good standing to practice law in another state. These members shall have all the privileges of membership, pay dues and have one vote in the affairs of the association.

Section 6. Affiliate Members. Affiliate Members shall be paralegal professionals certified by The Florida Bar. These members shall pay dues and have all the privileges of membership except voting in association elections and holding office.

Section 7. Law Student Members. Law Student Members shall be those persons elected to membership by the Board of Directors with the approval of the association. Those persons eligible for law student membership are those enrolled in and currently attending an accredited law school and law school graduates awaiting admission to The Florida Bar. These members shall have all the privileges of membership except voting in association elections and holding office.

Section 8. Application for Membership. All candidates for membership must submit a written application, on a form approved by the Board of Directors, accompanied by a non-refundable payment in advance of such dues as may be applicable at the time of filing the application. The completed application and the appropriate dues must be submitted to the Board of Directors at any meeting of the Board. The Board of Directors, after becoming satisfied as to the eligibility of the applicant, shall submit the candidate's name to the membership of the association at its next meeting. Upon approval of the application by a majority vote of the membership, the applicant shall be admitted to the appropriate membership category in the association as the case may be.

Section 9. Expulsion or Suspension from Membership. In the event any member is found guilty by the Board of Governors of The Florida Bar of having violated the Integration Rule, any Canon of Professional or Judicial Ethics, or any of the additional Rules Governing Conduct of attorneys in Florida, or any amendment in addition to such canons and rules as may be adopted by the Supreme Court of Florida from time to time, or is found guilty by the Board of Directors of the association of non-compliance with any provision of the By-Laws other than Article IV or of conduct which, in the judgment of the Board of Directors after a hearing before the Board of Directors or such committee as the Board may designate, tends to bring the legal profession or its members any disrepute, such member shall be subject to expulsion or suspension as may be determined by a two-thirds vote of a quorum of the Board of Directors and by a majority vote of the Regular, dues paying Emeritus, Associate and Judicial members of the association. Provided, upon any judgment of suspension or disbarment by the Board of Governors of The Florida Bar which is not set aside by the Supreme Court, the member so suspended or disbarred shall automatically cease to be a member of this association, and his or her membership herein may be reinstated only upon filing a new application after he or she is reinstated as a member in good standing of The Florida Bar.

Section 10. Definition of Suspension and Expulsion.

A. A suspended member is one who has failed to comply with any of the requirements of these By-Laws and who has received written notice of suspension as provided in the By-Laws along with the reason for suspension and the manner in which the suspended member can correct and terminate the suspension. A suspended member loses all rights vested in him or her by these By-Laws other than the right to correct or terminate the suspension and to regain the member-in-good-standing status prior to expulsion according to the terms of the suspension as provided by these By-Laws.

B. A member expelled from this association ceases to be a member and must re-apply for membership as provided for in these By-Laws for new members.

C. Anyone who has previously been a member of the Tallahassee Bar Association and who is applying for membership will be required to pay all past financial obligations to the association before being readmitted to membership.

ARTICLE IV

DUES AND OBLIGATIONS

The annual dues for members are payable by January 15 of each year. All other obligations incurred by any member to the association shall be due and payable within 60 days of the date of billing. In the event any member shall not timely pay his or her dues or obligations, his or her membership shall automatically be suspended until all outstanding dues and obligations are paid in full. The annual dues of the association are set by the Board of Directors and may be changed from time to time by a two-thirds vote of those Board members present. The Tallahassee Bar Association Board of Directors may for good cause waive the payment of dues.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number of Directors. Unless otherwise provided in these by-laws, the business, property and affairs of this association shall be managed by a Board of Directors composed of twelve persons elected from the Regular and dues paying Emeritus or Associate membership who shall be members in good standing of this association, seven of whom shall be elected as directors of the association and five of whom shall be elected as officers of the association. In addition to those directors herein provided for as elected directors, the Board of Directors of this association shall also consist of certain non-elected directors who shall be the immediate past president of this association, and those members of the Board of Governors of The Florida Bar who are also Regular, Emeritus or Associate members of this association, the newsletter editor of the association and the president of the Legal Aid Foundation, Inc. Such non-elected members of the Board of Directors shall serve in an ex-officio, non-voting capacity.

Section 2. Terms of Office. Each regular director shall be elected to hold office for a term of two years. Each special director shall be elected to hold office for a term of one year.

Section 3. Qualifications. Five of the seven elected members of the Board of Directors shall be known as regular directors and shall be members in good standing of The Florida Bar and this association

prior to the commencement of the meeting for which they are elected. The remaining two elected members of the Board of Directors shall be known as special directors. One special director shall have been a member in good standing of The Florida Bar and this association for at least twenty years prior to commencement of the term for which he or she is elected. The other special director shall be a member in good standing of The Florida Bar and a young lawyer as defined by Article VIII, Section 1, of these bylaws prior to commencement of the term for which he or she is elected, and shall also serve as a director of the Young Lawyer's Section.

Section 4. Duties of the Board. Unless otherwise provided in these By-Laws, the Board of Directors shall transact all business of the association. It shall determine the policies, fiscal matters, and in general assume responsibility for the guidance of the affairs of the association.

Section 5. Quorum. The presence of a majority of all the voting Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of such Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 6. Time of Meeting. Regular monthly meetings of the Board of Directors shall be held prior to each regular meeting of the association, at a time specified by the President. Special meetings of the Board of Directors shall be held upon the call of the President or a majority of the Directors. Notice of such special meeting shall be given by the Secretary to each Director not less than three days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 7. Special Electronic Vote. The provisions of this Article notwithstanding, in the event that the President, in his or her sole discretion, determines that there is a need for the Association to take action on a time-sensitive matter requiring a Board vote to be taken prior to the next scheduled regular Board meeting, then the President may call for an electronic vote by issuing a Notice of E-Mail Vote ("NOTICE"). No electronic vote shall become effective to decide the issue unless all of the following conditions are met:

- a. The NOTICE shall be e-mailed to the full membership of the Board at least 24 hours in advance of the date and time of closure of the vote, which date and time shall be stated in the Notice in bold text under the heading "DEADLINE TO VOTE";
- b. The subject line of the NOTICE shall read: "TBA Notice of E-Mail Vote";
- c. The NOTICE shall clearly state the issue to be decided by electronic vote, which issue should, to the extent practicable, be limited to a single subject; and
- d. Upon the expiration of the deadline to vote described above, the total number of electronic votes (yea, nay or abstain) cast by the Board's voting members must equal or exceed the number of members whose presence is required to attain a quorum for voting at a regular Board meeting as described in Section Five of this Article.

Nothing in this section shall be construed to authorize proxy voting at regular board meetings or after-the-fact votes on any issues heard and decided by vote of a quorum of the Board at a regular meeting.

Section 8. Removal of Directors and Officers. Any Director or Officer may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the association will be served thereby, by a two-thirds vote of a quorum of the Board of Directors. Failure to attend two consecutive regular meetings or three meetings in any six-month period without an excuse acceptable to a

majority of a quorum of the Board of Directors shall constitute cause for removal of a Director or Officer.

Section 9. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of an officer or Director to any other Officer or Directors, but no Officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 10. Vacancy. A vacancy in any office, other than the office of the President or President-Elect, shall be filled by appointment of the Board of Directors, from the membership of the Board of Directors. Any vacancy occurring on the Board of Directors, other than as specified above, shall be filled by appointment by the Board of Directors.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the association shall be the President, President-Elect, Secretary, Treasurer, and Treasurer-Elect, all of whom shall be Regular or dues paying Emeritus or Associate members and shall also serve as members of the Board of Directors. Each Officer shall be elected to hold office for a period of one year.

Section 2. Duties of Officers.

A. The President shall:

- (1) preside at all meetings of the membership and the Board of Directors;
- (2) make all committee appointments;
- (3) be a member ex officio of all committees;
- (4) perform all other duties usually pertaining to the Office of the President.
- (5) the president may, when deemed reasonably necessary and appropriate, establish special committees to perform such additional functions and duties as deemed beneficial to the organization or, to recommend such additional actions to be considered and voted on by the membership.

B. The President-Elect shall:

- (1) preside at all meetings of the Board of Directors and membership in the absence of the President;
- (2) perform such other duties as delegated by the President.

C. The Secretary shall:

- (1) record the minutes of all meetings;
- (2) confer with the President for possible omissions;

- (3) send duplicate copies of minutes to the President and members of the Board of Directors within 20 days following each monthly or special meeting;
- (4) give notice of all meetings required by these By-Laws except when alternative notice is provided herein, or when requested by the President or Board of Directors;
- (5) maintain committee reports;
- (6) carry on all necessary correspondence of the association;
- (7) perform such other duties as delegated by the President or Board of Directors;
- (8) act as parliamentarian.

D. The Treasurer shall:

- (1) be custodian of all funds and securities of the association;
- (2) keep a record of the accounts of the association and report thereon at each regular meeting and special reports when requested;
- (3) make a report at the annual meeting and special reports when requested;
- (4) deposit all monies of the corporation in the name of The Tallahassee Bar Association, Inc., in a financial institution selected and designated by the Board of Directors, subject to withdrawal for authorized purposes upon the signature of the President, Treasurer, or other persons duly authorized by the Board of Directors.
- (5) prepare and file reports and returns required by all governmental agencies;
- (6) maintain at all times a current list of the members of the association in good standing or under suspension;
- (7) prepare quarterly statements and mail the same within 20 days of the next monthly meeting of the association. The December statement shall include the billing for the annual dues for the next year.
- (8) notify any member in violation of any provision of these By-Laws resulting in such member being suspended from the association of the effective date of any such suspension and the reasons therefore along with the requirements for the prevention of such suspension as well as the procedure required for reinstatement as a member in good standing in the event of the suspension by written notice delivered by personal delivery from a Director of the association or by certified mail;
- (9) perform such other duties as delegated by the President or Board of Directors.
- (10) review the qualifications of all persons nominated for office and make a report to the President.

E. The Treasurer-Elect shall assist the Treasurer as requested and:

- (1) be custodian of all funds and securities of the association in the absence of the Treasurer;
- (2) keep a record of the accounts of the association and report thereon at each regular meeting and special reports when requested in the absence of the Treasurer;
- (3) make a report at the annual meeting and special reports when requested in the absence of the Treasurer or at the request of the President;
- (4) assist with deposits of all monies of the corporation in the name of The Tallahassee Bar Association, Inc., in a financial institution selected and designated by the Board of Directors, subject to withdrawal for authorized purposes upon the signature of the President, Treasurer, or other persons duly authorized by the Board of Directors.
- (5) assist in preparing and filing reports and returns required by all governmental agencies;
- (6) assist in maintaining at all times a current list of the members of the association in good standing or under suspension;
- (7) assist in preparing quarterly statements and mail the same within 20 days of the next monthly meeting of the association. The December statement shall include the billing for the annual dues for the next year.
- (8) assist in notification of any member in violation of any provision of these By-Laws resulting in such member being suspended from the association of the effective date of any such suspension and the reasons therefore along with the requirements for the prevention of such suspension as well as the procedure required for reinstatement as a member in good standing in the event of the suspension by written notice delivered by personal delivery from a Director of the association or by certified mail;
- (9) perform such other duties as delegated by the President, Treasurer or Board of Directors;
and
.
- (10) generally become familiar with all activities and duties of the Tallahassee Bar Association and of the office of Treasurer in order to competently and thoroughly assume the position of Treasurer for the year immediately following election as Treasurer-Elect.

Section 3. Qualifications for President-Elect. No person shall be elected to the Office of President-Elect unless he or she shall have previously served on the Board of Directors of the association for at least one year in other than an ex-officio, non-voting capacity.

Section 4. Vacancy. A vacancy in the Office of President shall be filled automatically by the President-Elect. A vacancy in the Office of Treasurer shall be filled automatically by the Treasurer-Elect. A vacancy in the Office of President-Elect or Treasurer-Elect shall be filled by special election. A vacancy in any other office shall be filled by appointment from and by the Board of Directors, according to these By-Laws.

ARTICLE VII

ELECTIONS

Section 1. Time. The election of the Board of Directors and Officers shall be at the annual meeting of the association as set forth in Article II, Section I.

Section 2. Procedure.

A. Prior to January 25th of each year, the nominating committee shall convene for the purpose of selecting nominees for each office and directorship to be filled at the upcoming annual election. The nominating committee shall select at least one nominee for each office and directorship, and is encouraged to select two nominees for each office and directorship. The nominating committee shall submit its report of nominations to the Treasurer immediately upon completion, but no later than five days after such meeting. The Treasurer shall, immediately upon receipt of the report of the nominating committee, review the proposed nominations and determine the qualification of all those nominated and, prior to the regular meeting of the association in February of each year, submit a report to the President of the association. The President of the association shall then review the report of the Treasurer and, consistent with the report, authorize the report of the nominating committee to be made to the membership of the association at the regular meeting in February of each year.

B. No member of the nominating committee may be selected by the nominating committee as a nominee for any office.

C. Following the report of the nominating committee at the regular meeting of the association in February of each year, the floor shall be opened for additional nominations to each office. No further nominations shall be made or accepted thereafter.

D. The Treasurer shall be present at said meeting and shall be prepared to notify the President, or officer in charge of the meeting, as to the qualifications of any person nominated from the floor to serve as any officer or director.

E. The Secretary shall prepare the ballot for the annual meeting each year. The ballots shall list each officer and director position to be filled and the nominees for each such position.

F. A majority of the votes cast shall be necessary for the election of any officer. In the event any ballot does not show a majority for any one nominee for any office listed, there shall be a run-off election between the persons receiving the highest and second highest number of votes, and the person receiving a majority of the votes cast in the run-off election shall be elected to that office.

G. The person or persons receiving the highest number of votes for director or special director shall fill the vacancies on the Board of Directors being voted upon.

H. The office of President shall not be voted upon but shall be filled each year by the person who was elected President-Elect at the preceding regular election.

I. Absentee voting shall be allowed at the annual meeting by a Regular, dues paying Emeritus, Associate or Judicial member of the Association, in good standing, only in accordance with the procedures for absentee voting set forth in Article II, Section 7 of these By-Laws.

Section 3. Tellers. Such members as designated by the President shall serve as tellers at the election of officers and directors. No candidate for election shall serve as teller.

Section 4. Special Election. In the event a vacancy occurs in the office of President-Elect, the President shall appoint a nominating committee, the composition of which shall be provided in Art. IX, Section 1.A. At the next regular meeting following their appointment, the nominating committee, after submitting their report to the Treasurer and receiving approval therefore, shall report to the membership, which report shall include two nominees for the office of President-Elect. Following the report of the nominating committee, the floor shall be opened for additional nominations. No further nominations shall be made or accepted thereafter. At the next regular meeting, the Secretary shall present a ballot listing all nominees for the office of President-Elect, showing which nominees were nominated from the floor. The election shall be conducted as provided in Art. VII, Section 2.F.

ARTICLE VIII

SECTIONS

Section 1. Young Lawyer's Section.

There shall be created a Young Lawyers Section (hereinafter "YLS") of the Association. All Regular TBA members under the age of 36 at the beginning of the TBA's fiscal year or within the member's first five years of practice, and all law students shall automatically qualify for membership in the YLS. No additional payment of dues is required for YLS membership. The primary purpose of the YLS is to stimulate the interest of law students and recently admitted lawyers in the objectives of the TBA.

The YLS shall be governed by a board, consisting of a President, President-Elect, Secretary, Treasurer, eight members elected from the regular membership of the YLS, and the young lawyer representative elected to serve on the TBA Board of Directors. Election of the Officers and Board members shall be held concurrent with voting for officers and directors of the TBA, and shall be conducted in accordance with the rules regulating election of the TBA Board and the YLS Bylaws, which shall more fully set forth the purpose and goals of the YLS its composition, election and term of its Board members, scheduled meetings, committee appointments and fiscal responsibility.

ARTICLE IX

STANDING COMMITTEES

Section 1. Nominating Committee.

A. Composition. There shall be a nominating committee consisting of the current President, the President-Elect, who shall be chairman of the committee, one past President of the association, and three members from the Regular, dues paying Emeritus or Associate membership of the association at large. One of the members at large shall be a member of The Florida Bar and a young lawyer as defined by Article VIII, Section 1 of these bylaws. Appointments to the nominating committee shall be made at the first meeting of the association following the annual meeting where elections are held.

B. Duties.

(1). To determine throughout the year which members of the association are most concerned with the advancement of the association, and to meet and thereafter, according to these By-Laws, submit nominees' name to the membership of the association by the fifth meeting of the association following the annual meeting at which elections are held.

Section 2. Budget Committee.

A. Composition. There shall be a budget committee consisting of the current treasurer, who shall be chairman of the committee, the President-Elect, and three Regular, Emeritus or Associate members from the membership of the association at large.

B. Duties.

(1). Annual Budget. The budget committee shall prepare an annual budget and submit it to the Board for approval at the regular meeting held in December of each year.

(2). Fiscal Policy. The budget committee shall make recommendations to the Board on fiscal policy as may be appropriate from time to time.

ARTICLE X.

FISCAL YEAR

The fiscal year of the association shall be designated by the Board of Directors from time to time.

ARTICLE XI.

AMENDMENTS

The Regular, dues paying Emeritus, Associate and Judicial membership may amend, revise, add to, repeal, or rescind these By-Laws, or any article hereof, and/or adopt new By-Laws at pleasure by a two-thirds vote of a quorum of the Regular, Emeritus and Associate membership, provided that notice of the proposed alteration, amendment, revision, addition, repeal, or rescission of the By-Laws, or adoption of new By-Laws, shall have been given at least three days preceding the meeting along with a copy of the proposed amendment, revision, addition, repeal, or rescission. Amendments to the By-laws shall be voted upon at a regular meeting, following notice and an opportunity for debate by the Regular, Emeritus, Associate and Judicial membership. Amendments to the proposed amendments shall be allowed from the floor provided such amendment to the proposed amendment is limited to the same subject and does not seek to broaden the scope of the previously noticed amendment. Notwithstanding the provisions of Article II, Section 7, absentee voting for amendments to the By-laws shall not be allowed.