



Hillsborough County Bar Association

Bylaws

Amended and Restated
October 2021

"The mission of the Hillsborough County Bar Association is to inspire and promote respect for the law and the justice system through service to the legal profession and the community"

Hillsborough County Bar Association Bylaws
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HILLSBOROUGH COUNTY BAR ASSOCIATION BYLAWS

ARTICLE I- MEMBERSHIP

Section 1. Regular Membership. Applicants for Regular Membership must submit the application approved by the Hillsborough County Bar Association. These applications shall be referred to the Executive Director, whose duty it shall be to determine whether the applicant is (1) a member in good standing with The Florida Bar or (2) holds a law degree has certified that the applicant has not been suspended, disbarred or voluntarily surrendered the applicant's license to practice law in another state or federal jurisdiction or otherwise had their license to practice law in another state or federal jurisdiction revoked. If the Executive Director finds that the applicant meets either of these qualifications, and that said applicant has complied with all rules and regulations promulgated by the Board of Directors relating to membership in the Association, then said applicant shall be admitted to membership in the Association.

Section 2. Membership Suspension or Termination and Readmission. If any Regular Member admitted to membership is subsequently suspended or disbarred by The Florida Bar (or the Bar of any other state), or voluntarily resigns from The Florida Bar (or the Bar of any other state) as a result of pending disciplinary action, membership in the Association shall be terminated concurrent with the suspension, disbarment, or resignation. Further, any member may have their membership revoked upon proper motion to the Board of Directors and good cause shown. Such removal shall require approval of 75% of all Officers and Directors, not just 75% of the voting members represented at a meeting. An individual seeking readmission after suspension, termination or revocation may seek readmission upon written application and only after the applicant has been reinstated to The Florida Bar (or the Bar of any other state), if applicable. Readmission of such an applicant shall also require approval of 75% of all Officers and Directors, not just 75% of the voting members represented at a meeting.

Section 3. Affiliate Membership. Applicants for Affiliate Membership must submit the application approved by the Hillsborough County Bar Association. These applications shall be referred to the Executive Director, whose duty it shall be to determine whether or not the applicant is interested in achieving the objectives of the Association as stated in Article II of the Articles of Incorporation. If the Executive Director finds the applicant is interested in achieving the objectives of the Association, then said applicant shall be admitted to membership in the Association. If the applicant is not eligible for membership under Article I, Section 2 of the HCBA bylaws, the applicant is not eligible to become an Affiliate Member. Such Affiliate Members shall have no voting privileges, nor shall they be permitted to hold office, be Directors, or chair any committees.

Section 4. Honorary Membership. Any member of the Association who meets the following criteria for Honorary Membership is designated an Honorary Member, retaining the privileges of membership, but need not pay Association dues. The criteria is either (1) an acting judge or former judge, who has not returned to the practice of law, including administrative law judges, or (2) a distinguished member of the legal profession, who has reached the age of seventy (70), and has been a member of the Association for at least 25 years.

Section 5. Student Membership. Applicants for Student Membership must submit the application approved by the Hillsborough County Bar Association, which shall include proof that the applicant is enrolled and attending an accredited law school. If the Executive Director finds that the applicant meets these qualifications and that said applicant has complied with all rules and regulations promulgated by the Board of Directors relating to membership in the Association, then said applicant shall be admitted to membership in the Association. Such law Student Members shall have no voting privileges, nor shall they be permitted to hold office, be Directors, or chair any committees.

Section 6. Legal Professional Membership. Applicants for Legal Professional Membership, those working for or with lawyers in connection with the practice of law (e.g., paralegals and law firm administrators), must submit the application approved by the Hillsborough County Bar Association. These applications shall be referred to the Executive Director, whose duty it shall be to determine whether or not the applicant is interested in achieving the objectives of the Association as stated in Article II of the Articles of Incorporation. If the Executive Director finds the applicant is interested in achieving the objectives of the Association, then said applicant shall be admitted to membership in the Association. Such Legal Professional Members shall have no voting privileges, nor shall they be permitted to hold office, be Directors, or chair any committees.

Section 7. Dues and Fees.

- A. **Application Fee.** An application fee may accompany each application for membership. The amount of the fee shall be determined by the Board of Directors, but in no event shall it be in excess of 50% of the annual dues.
- B. **Payment of Dues and Fees.** Dues are due and payable on July 1 of each Bar year. Dues for members may be prorated on a semiannual basis.
- C. **Nonpayment of Dues.** Any member delinquent in payment of dues for more than sixty (60) days shall have all membership privileges and benefits suspended until payment is made. Any member delinquent in payment of dues more than ninety (90) days shall be dropped from membership unless in the discretion of

the Executive Director, cause exists to grant a further extension to the delinquent member.

- D. **Reinstatement of Membership.** Any member dropped from membership for failure to pay dues may be reinstated within that fiscal year upon payment of all outstanding dues or fees.

Section 8. Rights of Members. All rights, obligations, and privileges not otherwise delegated in these bylaws are hereby reserved to the members with voting privileges. Regular and Honorary Members shall have the right to vote and hold office.

ARTICLE II – OFFICERS, DIRECTORS and EXECUTIVE DIRECTOR

Section 1. Composition of Board of Directors.

- A. **Board of Directors.** The fifteen (15) members of the Board of Directors shall include the President, the President-elect, the Immediate Past President, the Secretary, the Treasurer, the current President of the Young Lawyers Division, and the nine (9) elected Directors.
- B. **Secretary and Treasurer.** The Secretary and Treasurer shall be appointed by the President and shall have the right to vote at meetings of the Board of Directors.
- C. **Ex-Officio Members.** The President of the Hillsborough County Bar Foundation and two designated judges who sit in Hillsborough County, Florida shall be ex-officio members of the Board of Directors, who may attend and participate at such meetings, but without vote.

Section 2. Duties of the Board of Directors. The Board of Directors will normally meet at least once a month during the months of September, October, November, December, January, February, March, April and May, and at other times at the call of the President of the Association, or upon the written request of three (3) Directors. Officers and Board of Directors who have four (4) unexcused absences from the Board of Directors meetings will vacate their position unless a majority vote for retention is approved by the Board. The President will determine if the absence is unexcused and will notify the Officer or Board member. The Board of Directors shall have full power to manage or delegate the management of the day-to-day affairs, finances, and property of the Association, including, without limitation, the following:

A. Financial Responsibility.

1. The Board of Directors, prior to August 31st of each bar year, shall approve a budget prepared by the Executive Director or Treasurer for the ensuing fiscal year containing itemized statements for recommended association expenditures within 10% of estimated association revenues. If recommended expenditures exceed estimated revenues by more than 10%, approval of the budget shall require approval of 75% of all Officers and Directors, not just 75% of the voting members represented at a meeting.
2. The Board of Directors shall have the power to authorize the President or other designated persons to bind the Association to contracts and to borrow money for the Association, but the Board of Directors shall not be entitled to incur debt in any one fiscal year on behalf of the Association in an amount in excess of 5% of the expected annual receipts by the Association for that fiscal year. In no event shall the total debt of the Association exceed the amount of 10% of the expected annual receipts of the Association based upon the approved budget for that fiscal year, except as provided in (A)(3) below.
3. The Board of Directors may receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real property or any interest therein wherever situated. The acquisition of real property must be approved by a majority vote of the members present at any regular meeting of the Association after five (5) days written or electronic notice to the membership.

B. Dues.

1. **Dues of Regular Members.** The annual dues of Regular Members shall be an amount determined by the Board of Directors. In no event shall the Board of Directors increase the dues by an amount that exceeds 10% of the previous year's dues, except to meet the requirement of (B)(4) below. A category under Regular Members, such as military, government and full-time law professors, etc., at a special dues rate can be established by the Board of Directors.
2. **Dues of Affiliate Members.** The annual dues of Affiliate Members shall be an amount determined by the Board of Directors. In no event shall these dues be more than double the dues amount for Regular Members.
3. **Dues of Student Members.** The annual dues of Student Members shall be an amount determined by the Board of Directors.
4. **Dues of Legal Professionals.** The annual dues of Legal Professionals, such as

paralegals and law firm administrators, shall be amount determined by the Board of Directors.

- 5. **Reserve.** The Board shall ensure that the Association maintains a reserve of 25% of the Association's annualized dues income.

- C. **Public Statements.** The Board of Directors, through the President or other designee, shall have the right to issue or join public statements on matters related to the legal profession with approval of a majority of the Officers and Directors represented at a meeting. If the statements have the potential to generate public controversy, such statements shall require approval of 75% of all Officers and Directors, not just 75% of the voting members represented at a meeting.

- D. **Membership Qualifications.** The Board of Directors shall determine the qualifications of any applicant for membership in the Association not specified in Article I.

- E. **Executive Director and Staff.** The Board of Directors shall employ, and establish compensation for, the Executive Director and any other staff of the Association as they deem reasonable and proper.

- F. **Membership Vote.** The Board of Directors shall determine the process for membership votes that shall include, but not be limited to, written ballot, e-ballot or voice vote, either electronically or through the mail to membership, or at the regular or a special meeting of the membership.

- G. **Judicial Preference Poll.** The Board of Directors may conduct a judicial preference poll regarding any elected judgeship of any court operating within Hillsborough County, Florida. The judicial preference poll shall be accomplished after the period to qualify for office has concluded. The poll results may be disseminated to the general public of the county in advance of the election.

- H. **Judicial Evaluation.** The Board of Directors may evaluate all appointed or elected judiciary of all courts operating within Hillsborough County, Florida, and shall establish procedures to conduct any such evaluations.

- I. **Quorum.** The Board of Directors shall be empowered to transact business when a quorum of voting members is present. A quorum shall consist of more than 50% of the voting members of the Board of Directors.

Section 3. Duties of Officers.

- A. President.** The President shall preside at all meetings of the Association and of the Board of Directors. The President shall also appoint from among the Regular Members of the Association the Secretary and the Treasurer. Additionally, the President may appoint the chairs and members of all committees and sections and may create and appoint special committees.
- B. President-elect.** The President-elect of the Association shall assume the office of President at the conclusion of the term of office as President-elect. The President-elect shall perform such duties as the President shall assign and shall perform the President's duties in the event of the President's absence, illness or removal.
- C. Immediate Past President.** The Immediate Past President shall perform all the duties of the President in the absence, illness or removal of the President and the President-elect.
- D. Secretary.** The Secretary shall keep the minutes of the meetings of the Association at which business is conducted and at meetings of the Board of Directors. The Secretary shall: attend to the correspondence of the Association; notify the Board of Directors of all applications for membership; compile Officer and Director nominations; receive and tabulate ballots and publish the results of Board elections; keep and receive as property of the Association all papers, addresses, and reports; give all required notices to the membership and Board of Directors; and handle all other administrative duties of the Association assigned by the President. The Secretary may delegate some or all of these duties to the Association staff subject to the Secretary's supervision. The Treasurer shall act as Secretary in the Secretary's absence, illness or removal.
- E. Treasurer.** The Treasurer shall keep an accounting of all dues, assessments, and other revenues of the Association, which shall be open to any member, and shall be audited at least every three (3) years by a certified public accountant selected by the Board of Directors. The Treasurer shall make disbursements at the direction of the Board of Directors. The Treasurer shall prepare an annual financial report of the Association's finances and present the report to the Board of Directors after the end of the fiscal year. The Treasurer shall be bonded in an amount to be determined by the Board of Directors as an expense of the Association. The Treasurer may delegate some or all of these duties to the Association staff, subject to the Treasurer's supervision. The Treasurer shall act as Secretary in the Secretary's absence, illness or removal. The Treasurer serves as the Chair of the Finance Committee.

Section 4. Procedures for Election of Officers and Directors.

- A. Nomination of Officers and Directors.** There shall be no Nominating Committee. No later than 5:00 p.m. on April 10 of each year, Regular and Honorary Members of the Association may file written nominations with the Executive Director for candidates for President-elect and for the Board of Directors of the Association. The President of the Association in office shall not be eligible for nomination but shall automatically become Immediate Past President of the Association for the next Bar year. Nominations shall not require a second. No mailings or advertisements for President-elect and Board of Directors shall be made prior to January 1 of each year.
- B. Ballots.** The President shall cause ballots to be created containing the names of all candidates for President-elect and all candidates for Director. Procedures for distributing, receiving and tabulating ballots shall be established by the Board of Directors of the Association and shall be such as to preserve the confidentiality of individual ballots. The names of the candidates for President-elect and for the office of Director shall be listed on the same ballot. The ballot shall contain space for a write-in candidate for the office of President-elect and the office of Director. The requirement of secret ballots may not be waived except by amendment of these bylaws.
- C. Election of Officers and Directors.** The election of the President-elect and the Directors shall be made by secret ballot of the members. All members in good standing and qualified to vote shall be sent ballots on or before May 1 of each year, which shall be required to be returned for tabulation on or before May 15 of each year. The number of vacancies on the Board of Directors to be filled at the election shall be determined by the number of terms expiring in any given year. The Director nominees receiving the highest number of votes shall be elected to that office. If no nominee for President-elect receives a majority of votes cast on the first ballot, a runoff election shall be held. If a tie exists for the office of Director, a runoff shall be held. A runoff ballot shall be sent to all Regular and Honorary members. Runoff ballots shall be required to be returned on or before May 31. The Executive Director of the Association shall preserve all returned ballots for a period of thirty (30) days after the election results are announced, and during said time the ballots shall be open to inspection by any interested member of the Association.
- D. Time of Notice.** If any required date as prescribed in these bylaws falls on Saturday, Sunday, or a legal holiday, the required date shall be the end of the

next day that is not one of the aforementioned days.

Section 5. Term of Officers and Directors. The term for each elected and appointed Officer shall be one year. The nine elected Directors shall hold office for two years; however, Directors shall not hold office more than three (3) consecutive two-year terms. The terms of the Directors are to be staggered and the number of vacancies on the Board of Directors shall be determined by the number of Directors whose terms expire in the election year. The nominees receiving the highest number of votes for Directors shall be elected to two-year terms, and if there are one-year vacancies, the nominees receiving the highest number of votes after the two-year terms have been filled shall be elected to fill one of the one-year terms.

Section 6. Vacancies.

- A. **President.** In the event of a vacancy in the office of President:
 1. The President-elect shall automatically become President for the unexpired portion of the term of the office thus vacated, and shall, in addition, serve as President during the Bar year following election as President-elect.
 2. The Immediate Past President shall not serve as President during the Bar year following election as President.

- B. **President-elect.** In the event of a vacancy in the office of the President-elect occasioned by circumstances other than the circumstances specified in Paragraph A of this Section, the Association shall, at a special election held pursuant to the direction of the Board of Directors, elect a President-elect for the unexpired portion of the term of the office thus vacated, and the person thus elected to the vacated office shall have all the powers and prerogatives specified in these bylaws with respect to President-elect.

- C. **Director.** In the event of vacancy in the office of Director, it shall be the duty of the remaining Directors and the President to determine the member of the Association nominated for the office of Director who failed to be elected, but received the next highest vote total, and said member shall be declared elected to the office of Director to succeed the member vacating said office. If there is no such member available who was nominated but failed to be elected, the Board of Directors shall select a successor from the membership.

- D. **Other Vacancy.** In the event there is a vacancy in any other office of the Association, it shall be the duty of the President of the Association to appoint a

successor to fill that vacancy.

Section 7. Removal of Officers and Directors. The removal of any Officer or Director shall require approval of 75% of all Officers and Directors, excluding the individual who is the subject of removal, not just 75% of the voting members represented at a meeting. The provisions of Article II, Section 6 shall apply to filling of the vacancy created by such removal.

Section 8. Executive Director. The officers and directors shall establish policies and directives governing the programs and business of the association and shall delegate to the Executive Director, subject to the provisions of these bylaws, authority, and responsibility to see that the policies and directives are appropriately followed. The Executive Director shall keep an accounting of all dues, assessments, and other revenues of the Association. The Executive Director shall make disbursements at the direction of the Board of Directors. The Executive Director shall prepare, in conjunction with the Treasurer, an annual financial report of the Association's finances and present the report to the Board of Directors after the end of the fiscal year. The Executive Director shall have authority and be responsible for the day-to-day operations of the association and to oversee and direct the employees of the association in accordance with the policies and directives of the association as established by the officers and directors including disbursements of reasonable expenses less than \$5,000.00.

ARTICLE III - MEETINGS

Section 1. Regular Meetings. The regular meetings of the Association shall be held at such times and places (including remotely/electronically) and on such dates as may be fixed by the Board of Directors, provided that:

- A. There shall not be fewer than six (6) membership meetings or events in any fiscal year that include meals free of charge to Regular, Affiliate, and Honorary members.
- B. At least five (5) days written or electronic notice of each such regular meeting shall be given to the membership.

Section 2. Special Meetings. Special meetings of the Association may be called at the discretion of the President.

Section 3. Rules of Order. Voting members present at a meeting have the right to attend meetings, make motions for the Association to take any action consistent with its purpose, discuss, and vote. Absent voting members shall be permitted to give another present voting member their proxy to make motions, discuss and vote on their behalf. If a motion is made by a voting member (or via proxy) and seconded by a voting member the President shall, after the voting members have had an opportunity to discuss the motion, put the motion to a vote. Upon conclusion of the vote, the President shall announce the result of the majority of the vote or 75% of the vote where

ARTICLE IV - COMMITTEES, SECTIONS, AND DIVISIONS

Section 1. Committees.

- A. Standing Committees.** The HCBA Board of Directors may create and abolish such Standing Committees from time to time as is necessary and proper to aid in carrying out the affairs of the Association, and to meet the mission and goals of the Association. The President and Board of Directors shall prescribe the duties of such committees.:
- B. Special Committees.** The President shall have power to appoint Special Committees to perform certain functions for the fiscal year, and such Special Committees shall automatically terminate upon installation of the Officers and Directors for the following Bar year unless the Special Committee is constituted by the Board of Directors for more than one year.

Section 2. Sections.

- A.** In addition to the Committees heretofore mentioned in this Article, there shall be Sections of the Association dedicated to discussion and exchange of ideas among members leading to increased knowledge and understanding of their respective areas of legal practice. The Section chairs shall be appointed by the President of the Association. The Board of Directors may create and appoint Sections. No Section shall incur any debt payable by the Association without prior approval of the Executive Director. Projects and program expenses of the Section must be covered by the income for the project and programs, unless otherwise approved by the Board of Directors.
- 1.** Any group that wishes to become a Section of the Association must petition the Board of Directors. The petition shall be filed with the Executive Director and shall include the following:
- a.** A statement of the basic purpose of the proposed Section, including the specific areas of interest.
 - b.** A statement demonstrating the need for the creation of the proposed Section, showing the overlap, if any, of any current section.
 - c.** An estimate of how many members of the Association will join the proposed section, including a list of committed initial members.

- d. A statement of the types of programs proposed for the initial year of establishment.

- B. Any Section heretofore authorized by this Article that shall consist of one-hundred-twenty-five (125) or more Regular Members of the Association may elect its own Officers and Directors, adopt individual bylaws to govern the execution of the Section's powers and duties, and may establish and collect individual dues, which may be billed and collected by the Association with annual Association dues. Bylaws adopted by any Section shall be approved by the Association's Board of Directors prior to implementation.

Section 3. Young Lawyers Division. There shall be a Young Lawyers Division of the Association, whose membership shall include all Regular Members of the Association under the age of thirty-six (36) years or admitted to practice fewer than five (5) years. The Young Lawyers Division shall be entitled to special funding as determined on a yearly basis and approved by the Board of Directors. The Young Lawyers Division may elect Officers and Directors, adopt individual bylaws to govern the executive of the Division's power and duties, and may establish and collect individual dues, which may be billed and collected by the Association with annual Association dues. Bylaws adopted by the Division shall be approved by the Association's Board of Directors prior to implementation.

ARTICLE V - AMENDMENTS

These bylaws or the Articles of Incorporation of this Association may be amended by a majority vote of the members present at any regular meeting of the Association after five (5) days written or electronic notice to the membership of such proposed amendment. However, and unless otherwise excluded, non-substantive changes to these bylaws may be made by the affirmative vote of two-thirds of the entire Board of Directors.