

# **HILLSBOROUGH COUNTY BAR ASSOCIATION BYLAWS, YOUNG LAWYERS DIVISION**

## **ARTICLE I NAME**

There shall exist an organization named the Hillsborough County Bar Association Young Lawyers Division (hereinafter referred to as the “Division”).

## **ARTICLE II PURPOSE**

The purpose of the Division is to:

- (1) assist the Hillsborough County Bar Association (hereinafter referred to as the “Association”) in its purposes;
- (2) provide a forum for young and new lawyers to learn of the duties, responsibilities, and problems of the young and new members of the Association and The Florida Bar (hereinafter referred to as the “Bar”);
- (3) provide opportunities for continuing legal education of particular benefit to young and new lawyers;
- (4) provide assistance to young and new members of the Association;
- (5) stimulate the interest and participation of young and new lawyers and law students in the activities of the Association;
- (6) carry out projects for the betterment of relations between the Division and the Association, the Bar, the judiciary, community, and local schools;
- (7) promote young and new lawyers’ participation in pro bono legal service programs;
- (8) enhance the image and reputation of the legal profession, the Division, the Association, and the Bar; and
- (9) assist in the coordination of young and new members of the Association with their counterparts in other national, state, and local bar associations.

## **ARTICLE III FINANCE**

The Division’s fiscal year shall coincide with the Association’s fiscal year.

## **ARTICLE IV MEMBERSHIP**

All active members, in good standing, of the Association, who (a) are under thirty-six (36) years of age on the first day of the fiscal year of the Association or (b) have been admitted to practice for less than five (5) years on the first day of the fiscal year of the Association, shall automatically be members of the Division throughout the course of that fiscal year of the Association. No additional registration or payment of dues shall be required for such membership to be effective.

## **ARTICLE V DIVERSITY**

(A) Pluralism. The Division shall encourage the participation and representation in its membership and leadership, and in the bar association and the legal profession generally, of the many diverse groups within the community that the Division serves. For the purposes of these bylaws (“Bylaws”), “diversity” includes but is not limited to consideration of: (1) any status on the basis of which discrimination is prohibited or discouraged by these Bylaws; and (2) kind, size, or place of practice.

(B) Nondiscrimination. The Division shall not discriminate, and shall actively oppose discrimination, including, but not limited to:

- (1)
  - (a) ancestry, color, or race,
  - (b) cultural or ethnic background,
  - (c) economic disadvantage,
  - (d) ideological, philosophical, or political belief or affiliation,
  - (e) marital or parental status,
  - (f) national or regional origin,
  - (g) disability,
  - (h) religion, or religious or denominational affiliation,
  - (i) sex, or
  - (j) sexual orientation or preference;
- (2) kind, size, or place of practice; and
- (3) any other status on the basis of which discrimination is prohibited or discouraged by
  - (A) these Bylaws,
  - (B) federal law (whether or not the law applies directly to the Division or the Association), or
  - (C) the Association.

## **ARTICLE VI OFFICERS**

The officers of the Division shall be (a) President; (b) President-elect; (c) Secretary; (d) Treasurer; (e) Parliamentarian; and (f) Historian.

### **(A) DUTIES AND RESPONSIBILITIES OF OFFICERS.**

(1) The President shall preside at all meetings of the Board of Directors, and at all meetings of the Division, shall attend the meetings of the Board of Directors of the Association and serve as the Division's permanent liaison officer with the Association, and shall perform such other duties as usually pertain to this office or as may be assigned by the Division or the Board of Directors of the Division.

(2) The President-elect shall perform such duties as may be assigned by the President or the Board of Directors of the Division, and shall assume the responsibilities and the powers of the President in the event of the President's absence or disability.

(3) The Secretary shall be custodian of all minutes and other records or books and all property of the Division, shall keep a true record of the proceedings of all meetings of the membership and the Board of Directors, and shall perform such duties as may be assigned by the President or the Board of Directors of the Division.

(4) The Treasurer shall be the custodian of all financial records and books of the Division, shall assist the President in preparing the budget for the Division, and shall perform such duties as may be assigned by the President or the Board of Directors of the Division.

(5) The Parliamentarian shall be charged with knowledge of the Bylaws of the Division and the most current edition of Roberts Rules of Order, shall provide the President with advice on rules of procedure that may arise at any meeting, and shall perform such duties as may be assigned by the President or the Board of Directors of the Division.

(6) The Historian shall keep a record or history of the Division's activities and achievements during the year. This person should take pictures at projects, socials, and special events. The Historian shall also work in conjunction with the Association's staff to maintain the Division's website and any social networking sites maintained by the Division.

**(B) TERMS OF OFFICE.** The President and President-elect shall serve a one-year term of office. The President-elect shall automatically assume the duties of the office of President after serving as President-elect for one year. Upon assuming the office of President, the President shall remain a member of the Division for the entire term of office, unless the President resigns or is removed from office by vote of the voting members of the Board of Directors. The Secretary, Treasurer, Parliamentarian, Historian, and Liaison to the Hillsborough County Bar Foundation shall be appointed by the President to serve one-year terms concurrently with the President. It shall be within the discretion of the President to appoint up to four members of the Division to fill the separate offices of the Secretary, Treasurer, Parliamentarian, and Historian, as well as one member

of the Division to fill the position of Liaison to the Hillsborough County Bar Foundation, which is a non-voting, ex-officio member of the Board of Directors.

**(C) SUCCESSION AND VACANCIES OF ELECTED OFFICERS.** In the event of the death, disability, or resignation of the President, the President-elect shall become the President and serve the remainder of the President's term of office and the succeeding term. The Board of Directors shall then have the discretion to elect by a majority vote an acting President-elect from among the members of the Board of Directors, who shall serve the remainder of the term of office. In the event of the death, disability, or resignation of the President-elect, the Board of Directors shall then have the discretion to elect by majority vote an acting President-elect from among the Board members of the Division, who shall serve the remainder of the term of office. In the event of such a succession, the office of the President shall be filled by a special electronic vote of the majority of the Division.

**(D) ELIGIBILITY OF CANDIDATE FOR PRESIDENT-ELECT.** In order to be eligible for participation as a candidate in the election of the President-elect, the candidate for President-elect must be a member of the Division as provided in Article IV herein on the first day of June prior to the start of his or her term as President-elect.

**(E) REIMBURSEMENT OF EXPENSES.** The President and President-elect of the Division and members of the Board of Directors shall receive such reimbursement of expenses as shall be deemed reasonable by the Board of Directors from time to time.

## **ARTICLE VII BOARD OF DIRECTORS**

**(A)** The voting members of the Board of Directors include:

- (1) the President,
- (2) President-elect,
- (3) Seven elected members at large of the Division,
- (4) the Secretary,
- (5) the Treasurer,
- (6) the Parliamentarian, and
- (7) the Historian.

The immediate past President of the Division, the members of the Board of Governors of the Florida Bar Young Lawyers Division, who are members of the Association and practice in Hillsborough County, Florida, and the Liaison to the Hillsborough County Bar Foundation will be non-voting ex officio members of the Board of Directors. The Board of Directors shall conduct,

control, and manage the affairs of the Division. The Board of Directors shall meet as directed by the President or by a majority vote of the Board of Directors. The time and place of the meetings shall be determined by the President or by majority vote of the Board of Directors.

**(B) BOARD MEMBER ELIGIBILITY.** To be eligible to serve on the Board of Directors, a member in good standing of the Division must remain a member of the Division for at least 1 year of the entire term of office and not have been removed from the Board of Directors, within the last year, for failure to comply with the attendance requirements of these Bylaws. A member of the Board of Directors who is eligible for membership in the Division for 1 of the 2 years of the term as a board member shall remain a member of the Division for the entire term of office as a member of the Board of Directors, except as otherwise provided by these Bylaws.

**(C) TERMS.** Board members at large shall serve for two (2) year terms, four (4) of which shall expire at odd numbered years and three (3) of which shall expire in even numbered years.

**(D) DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS.**

(1) All members of the Board of Directors will be expected to attend board meetings either in-person or virtually on a regular basis. Any board member who fails to attend two successive Board of Directors meetings without being excused by the President beforehand, may, at the discretion of the Board of Directors, be removed from office and/or membership on the Board of Directors subject to Article VII, Section G.

(2) All board members will be expected to attend the quarterly Division luncheons unless excused by the President.

(3) All Board members shall pay dues in an amount set annually by the Board of Directors. Board members who are government employees are exempt from the requirement to pay dues. At the discretion of the President, the Board dues requirement may be waived for individual members based on a showing of hardship.

(4) All board members will be assigned to at least one Division committee to serve as a liaison between the committee and the Board of Directors.

(5) All board members should encourage the membership to participate in any projects created or initiated by the Board of Directors from time to time.

(6) All board members should attend, and encourage the membership and local bar leaders to attend, other Division events and social functions.

**(E) MEETINGS.** The Board of Directors will normally meet at least once a month during the months of September, October, November, January, February, March, April, and May and at other times at the call of the President, or upon the written request of three board members. The time and place of any Board of Directors meeting shall be announced prior to the date set by written notice directed to the members of the board.

**(F) QUORUM.** The majority of the voting members of the Board of Directors shall constitute a quorum and a majority vote of those present shall suffice for any actions of the Board of Directors.

**(G) REMOVAL.**

(1) Any member of the Board of Directors may be removed for cause by two thirds vote of the voting members of the Board of Directors.

(2) In addition, a member of the Board of Directors who, at any time during the member's term no longer is a member of the Association, shall be removed as a member of the Board of Directors upon either notification or determination by the President of the Division that the member has failed to satisfy this requirement. It is each board member's responsibility to immediately notify the President in writing that he or she no longer is a member of the Association. Upon either such notification, or a determination by the President that the member has failed to satisfy this requirement, the member's seat shall automatically be declared vacant and the vacancy thereby created shall be filled as provided by these Bylaws.

**(H) VACANCIES.** Unless otherwise provided in these Bylaws, any vacancy on the Board of Directors due to death, resignation, removal, or any other cause or reason shall be filled by appointment by the President of the Division approved by a majority of the voting members of the Board of Directors, for the unexpired term of the seat which has been vacated. The individual appointed to fill the vacancy must be a member in good standing, be eligible to remain a member of the Division for at least one (1) year of the entire term of office and not have been removed from the Board of Directors within the last year.

**(I) SUSPENSION.** A member of the Board of Directors may be suspended for cause by two-thirds vote of the voting members of the Board of Directors. During a suspension, a suspended member of the Board of Directors shall not have any rights, duties or other responsibilities of a member of the Board of Directors. Suspension shall remain indefinite unless or until whichever of the following occurs first: (i) the suspension is lifted by two-thirds vote of the voting members of the Board of Directors; (ii) the expiration of the term of the suspended member of the Board of Directors; or (iii) the resignation or removal of the suspended member of the Board of Directors. A suspended member of the Board of Directors may not seek re-election to the Board of Directors unless or until their suspension is lifted as described above.

## **ARTICLE VIII RECORDS**

**(A) COPIES TO PRESIDENT AND PRESIDENT-ELECT.** It shall be the responsibility of every officer and Board member to furnish the President and President-elect with a copy of all correspondence or other documents relating to the business of the Division upon request of the President or President-elect.

**(B) TRANSFER OF FILES.** Immediately following the installation of new officers, the retiring President and all committee chairs, shall deliver to the Association staff their complete files

relating to the Division activity, and the President-elect shall at the same time deliver to the successor in office the records of the Division.

**(C) TRANSFER OF RECORDS OF THE DIVISION.** Within a period of thirty (30) days next preceding the installation of new officers, the President-elect shall review the records of the Division and transfer to the Association for storage those records of the Division that are more than one (1) year old, and that, in the opinion of the President-elect are no longer active. The President-elect shall report to the Board of Directors the records thus transferred.

## **ARTICLE IX DIVISION MEETINGS**

The Division shall have an annual membership meeting. The President and President-elect along with all members of the Board of Directors shall be present at the Division's annual meeting, unless excused by the President. Special meetings of the members of the Division may be called by the President or by a vote of the majority of the Board of Directors. At the annual meeting and special meetings, the members of the Division present shall constitute a quorum.

## **ARTICLE X ELECTIONS**

Elections shall be held by secret, mail or electronic ballot each year. The membership of the Division shall elect a President-elect and the necessary members at large of the Board of Directors.

(A) All candidates shall nominate themselves by written letter to the Association no later than April 10 of each year.

(B) The vote for the President-elect and the appropriate Board of Directors shall be by secret ballot with the candidates' names listed alphabetically.

(C) All ballots shall be transmitted to the members of the Division on or before May 1 of each year and shall be required to be submitted for tabulation on or before May 15 of each year.

(D) The election shall be by a plurality of the votes cast.

(E) Ballots containing the votes for a lesser number of candidates than there are vacancies shall be received and counted in the elections for the Board of Directors.

(F) In the event of a tie vote between candidates for any position, a run-off election by secret ballot of the members of the Division shall be conducted as soon as practical after the initial election and said run-off election shall be conducted in a manner similar to the initial election.

## **ARTICLE XI COMMITTEES**

In order to serve on a standing committee, the individual must be a member of the Division.

(A) The President shall designate the standing committees for each year of the Division after the President takes office. Those standing committees may include, but are not limited to, the following:

(1) **Grants, Awards, and Bylaws Committee:** Responsible for preparing annual grant applications that partially fund our events, as well as award applications that recognize members of our legal community. The committee will periodically review the Bylaws and make recommended changes to the Board of Directors. The committee will execute other special projects, as directed by the Board of Directors, which will ensure the long-term success of the Division. The President-elect shall chair this Committee.

(2) **Professionalism and Ethics Committee:** Responsible for planning, coordinating and overseeing all professionalism or ethics related continuing education, programming and projects sponsored by the Division, including providing opportunities for members to earn continuing legal education (CLE) credits. This committee additionally considers Diversity, Equity & Inclusion components for the Division's events.

(3) **Law-Related Education Committee:** Responsible for organizing and implementing various projects and events which enhance law education, including, but not limited to, the Division's involvement in Law Week and the Honorable Robert J. Simms High School Mock Trial Competition. Additionally, this committee may organize lawyer volunteers for law-related education events.

(4) **Member Services Committee:** Responsible for developing and monitoring programs to promote active membership in the Division, and for delivering services to existing Division members, including mentorship opportunities. This committee will also promote healthy living and young lawyer wellness.

(5) **Community Outreach Committee:** Responsible for planning, coordinating and overseeing community outreach efforts of the Division to benefit the community and improve relations between lawyers and the Tampa Bay community.

(6) **Pro Bono Committee:** Responsible for coordinating, staffing, and providing a liaison for pro bono projects and activities of the Division, as well as encouraging member involvement in pro bono activities.

(7) **Social Events Committee:** Responsible for planning, coordinating and overseeing all Division social activities and events to promote social and collegial interaction among Division members, their families, and other members of the Bar. This committee is also responsible for planning and executing the Division's fundraising activities.

(B) The President shall have the power to appoint special committees as may be authorized by the Board of Directors for a term not to exceed two (2) years.

(C) The President shall be an ex officio member of every committee whether standing or special and shall be empowered to call a meeting of any such committee. The President shall appoint an individual to chair or vice-chair each standing or special committee. The chair shall be empowered to call meetings of that committee and to appoint subcommittee chairs.

## **ARTICLE XII PROCEDURE**

The most current edition of Robert Rules of Order shall govern all procedure matters at all meetings, unless superseded by the provisions hereof.

## **ARTICLE XIII BYLAWS INTERPRETATION**

Unless the context otherwise requires, the singular shall include the plural and consistent with the policies of the Bar, gender specific language shall not be employed. If any member of the Board of Directors requests an interpretation of these Bylaws, or the President, President-elect, or Secretary deems confusion to exist regarding the Bylaws, a committee consisting of the President, President-elect, Secretary, and Parliamentarian shall meet as soon as practicable (by telephone conference call or otherwise) and resolve any confusion or make the appropriate interpretation by majority vote of the committee. Such interpretation shall be communicated immediately in writing to the affected persons or entities. The determination of the committee shall be deemed final, unless subsequently amended in accordance with these Bylaws.

## **ARTICLE XIV NOTICE REQUIREMENT**

Any notice required or authorized by the Bylaws may be given by publication in any magazine, circular, or other announcement of the Association or individually transmitted by mail, fax, or email to members of the Division entitled to notice.

## **ARTICLE XV AMENDMENTS**

(A) **APPROVAL.** These Bylaws may be amended at any annual or special meeting of the membership by two thirds vote of the members of the Division present and voting; or through an electronic referendum by two thirds of the members voting electronically, provided that any proposed amendment has been previously approved by a majority of the voting members of the Board of Directors of the Division and notice of the meeting or electronic referendum and the substance of the proposed amendment(s) shall be provided to all members of the Division at least two (2) weeks before the meeting or electronic referendum. All amendments approved by the membership are subject to Article IV, Section 3 of the Bylaws of the Association, which requires

approval of such amendments by the Board of Directors of the Association prior to implementation.

**(B) CORRECTION.** The Board of Directors of the Division may correct the punctuation, grammar, terminology, or numbering of these Bylaws or any amendment where appropriate, if the correction does not change the meaning.

**(C) REFORMATION.** The Board of Directors of the Division may reform these Bylaws to conform them to the Division's authority, in recognition of a new or changed name or fact, or to correct a mistake, if such reformation does not otherwise change meaning.