

BYLAWS OF THE JACKSONVILLE BAR ASSOCIATION, INC.

**(A Not For Profit Corporation)**

**Dated as of 2019**

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## ARTICLE I

### DEFINITIONS

As used in these Bylaws, the following capitalized terms shall have the meanings given to them in this Article I or in the locations of these Bylaws specified in this Article I. Any capitalized term not defined in this Article I shall have the meaning given to it in the respective section of these Bylaws in which it first appears.

“Act” shall mean the Florida Not For Profit Corporations Act, Chapter 617, Florida Statutes, as the same may be altered, amended, modified, repealed, restated and/or supplemented, and any succeeding legislation thereto, all as the same shall be in effect from time to time. A reference to a specific section of the Act refers not only to such specific section, but also to any corresponding condition, provision and/or term of any succeeding legislation thereto, as such specific section or corresponding condition, provision and/or term is in effect on the date of application of the condition, provision and/or term contained in these Bylaws containing such reference.

“Articles” shall mean the Association’s Articles of Incorporation filed with the office of the Secretary of State of the State of Florida pursuant to the conditions, provisions and terms contained in the Act, as the same may be altered, amended, modified, repealed, restated and/or supplemented from time to time in accordance with the conditions, provisions and terms contained in the Act and these Bylaws.

“Association” shall mean The Jacksonville Bar Association, Inc., a Florida not for profit corporation.

“Board” shall mean the Association’s Board of Governors, the members of which are elected pursuant to the conditions, provisions and terms contained in Section 5.6.

“Bylaws” shall mean these bylaws as the same may be altered, amended, modified, repealed, restated and/or supplemented from time to time in accordance with the conditions, provisions and terms contained herein.

“Fiscal Year” shall mean (a) the period commencing on the formation of the Association and ending on the immediately succeeding June 30, (b) any subsequent twelve (12) month period commencing on July 1 and ending on the immediately succeeding June 30, and (c) the period commencing on the July 1 immediately preceding the day on which the dissolution and winding up of the Association is completed and ending on the day on which the dissolution and winding up of the Association is completed.

“Full Member” shall mean any natural person admitted as a Full Member of the Association pursuant to the conditions, provisions and terms contained in Section 4.2.

“Governor” shall mean a member of the Board.

“Honorary Member” shall mean any natural person admitted as an Honorary Member of the Association pursuant to the conditions, provisions and terms contained in Section 4.3.

“Member” shall mean, at the time of reference thereto, any Full Member, Honorary Member, Student Member, or Other Member, as applicable.

“Members” shall mean, collectively, at the time of reference thereto, all Full Members, Honorary Members, Student Members and Other Members.

“Person” shall be construed as broadly as possible and shall include a natural person, and an association, a business, a corporation, a governmental authority, a joint stock company, a joint venture, a limited liability company, a partnership (including a general partnership, a limited partnership and a limited liability partnership), a private limited company, a trust, an unincorporated organization and any other entity.

“Rules and Regulations” shall have the meaning given to it in Section 5.2.

“Student Member” shall mean any natural person admitted as a Student Member of the Association pursuant to the conditions, provisions and terms contained in Section 4.4.

## **ARTICLE II**

### **PRINCIPAL OFFICE**

The Association’s principal place of business shall be the address on file with the office of the Secretary of State of the State of Florida. At any time, the Board, in its absolute and sole discretion, may change the location of the Association’s principal place of business.

## **ARTICLE III**

### **REGISTERED AGENT AND REGISTERED OFFICE**

The Association’s registered agent and registered office shall be the registered agent and registered office on file with the Secretary of State of the State of Florida. At any time, the Board, in its absolute and sole discretion, may designate another registered agent and/or registered office for the Association by filing a statement of such change with the office of the Secretary of State of the State of Florida pursuant to the conditions, provisions and terms contained in the Act.

## **ARTICLE IV**

### **MEMBERS**

#### **4.1 Membership Rights.**

Only Full Members shall be considered a “member” under the Act, and only Full Members shall have the membership rights granted to a “member” in the Act, the Articles and these Bylaws.

#### **4.2 Full Members.**

Any natural person is eligible to be a Full Member of the Association if such natural person (a) is a member in good standing of The Florida Bar or authorized in-house counsel (as defined under Chapter 17 of the Rules Regulating The Florida Bar), or is a member in good standing of the bar or similar body of another state, and (b) satisfies any other requirements for eligibility contained in the Rules and Regulations. After satisfying the eligibility requirements contained in this Section 4.2, such natural person shall become a Full Member and shall have all privileges of membership in the Association contained in the Rules and Regulations as long as such eligibility requirements continue to be satisfied. In addition to such privileges of membership, Full Members shall be entitled to (i) seek election as a Governor, (ii) vote in the election of the Governors and the admission of prospective Members, and (iii) vote on the alteration, amendment, modification, repeal, restatement and/or supplement of the Articles

and/or these Bylaws. The Board shall be responsible, in its absolute and sole discretion, for determining that each Full Member has satisfied, and continues to satisfy, such eligibility requirements.

#### **4.3 Honorary Members.**

Any natural person is eligible to be an Honorary Member of the Association if such natural person (a) is a distinguished lawyer who has been admitted to practice law in the State of Florida for at least fifty (50) years, or is a distinguished visiting lawyer, in each case as determined by the Board, in its absolute and sole discretion, and (b) satisfies any other requirements for eligibility contained in the Rules and Regulations. After satisfying the eligibility requirements contained in this Section 4.3, such natural person shall become an Honorary Member and shall have all privileges of membership in the Association contained in the Rules and Regulations as long as such eligibility requirements continue to be satisfied. No Honorary Member shall be entitled to (i) seek election as a Governor, (ii) vote in the election of the Governors and the admission of prospective Members, or (iii) vote on the alteration, amendment, modification, repeal, restatement or supplement of the Articles or these Bylaws. The Board shall be responsible, in its absolute and sole discretion, for determining that each Honorary Member has satisfied, and continues to satisfy, such eligibility requirements.

#### **4.4 Student Members.**

Any natural person is eligible to be a Student Member of the Association if such natural person (a) is a full-time or part-time student in good standing with any law school that is either accredited or provisionally accredited by the American Bar Association, or has an application for admission pending with The Florida Bar, and (b) satisfies any other requirements for eligibility contained in the Rules and Regulations. After satisfying the eligibility requirements contained in this Section 4.4, such natural person shall become a Student Member and shall have all privileges of membership in the Association contained in the Rules and Regulations as long as such eligibility requirements continue to be satisfied. No Student Member shall be entitled to (i) seek election as a Governor, (ii) vote in the election of the Governors and the admission of prospective Members, or (iii) vote on the alteration, amendment, modification, repeal, restatement or supplement of the Articles or these Bylaws. The Board shall be responsible, in its absolute and sole discretion, for determining that each Student Member has satisfied, and continues to satisfy, such eligibility requirements.

#### **4.5 Other Members.**

The Board may, by the affirmative vote of a majority of the Governors, establish additional categories of membership. The requirements for eligibility and dues payable by such additional categories of membership shall be memorialized in the Rules and Regulations.

#### **4.6 Membership Process.**

After the Board has determined that a prospective Member has satisfied the applicable eligibility requirement, the prospective Member shall be admitted as a Member.

#### **4.7 Termination of Membership.**

A Member shall cease to be a Member (a) immediately upon such Member's failure to satisfy any of the applicable eligibility requirements, or (b) pursuant to the conditions, provisions and terms contained in the Rules and Regulations.

#### **4.8 Suspension of Membership.**

A Member's membership in the Association may be suspended pursuant to the conditions, provisions and terms contained in the Rules and Regulations.

#### **4.9 Dues.**

The amount of dues to be collected from each Member, the manner and timing of payment for such dues, and any other policies, procedures, rules and regulations that the Board, in its absolute and sole discretion, determines to be appropriate or necessary with respect to such dues shall be contained in the Rules and Regulations.

#### **4.10 Meetings.**

(a) Annual Meetings. An annual meeting of the Members shall be held each Fiscal Year on such date, and at such time and place, as the Board determines, in its absolute and sole discretion. Each annual meeting of the Members shall be held for (i) the election of the Governors, and (ii) the transaction of any other proper business. Anything in these Bylaws to the contrary notwithstanding, the failure to hold an annual meeting of the Members in accordance with the conditions, provisions and terms contained in the Act or these Bylaws shall not affect the validity of any action of the Association and shall not result in the dissolution or forfeiture of the Association. To the extent determined by the Board, in its absolute and sole discretion, the Association shall bear the cost and expense of each annual meeting of the Members.

(b) Regular Meetings. Regular meetings of the Members shall be held on such dates, and at such times and places, as the Board determines, in its absolute and sole discretion. The Board, in its absolute and sole discretion, may dispense with any regular meeting of the Members. Each regular meeting of the Members shall be held for the transaction of any proper business. Anything in these Bylaws to the contrary notwithstanding, the failure to hold a regular meeting of the Members in accordance with the conditions, provisions and terms contained in these Bylaws shall not affect the validity of any action of the Association and shall not result in the dissolution or forfeiture of the Association. To the extent determined by the Board, in its absolute and sole discretion, the Association shall bear the cost and expense of each regular meeting of the Members.

(c) Special Meetings. Special meetings of the Members shall be called (i) when directed by the President or the Board, or (ii) when requested in a writing signed by not less than five percent (5%) of the Full Members, which writing shall (A) describe the purpose(s) for which the special meeting is to be held, and (B) be dated and delivered to the Association's Secretary. Special meetings of the Members shall be held on such dates, and at such times and places, as the Board, in its absolute and sole discretion, determines. The business conducted at a special meeting of the Members shall be limited to the purpose(s) contained in the notice of such special meeting. To the extent determined by the Board, in its absolute and sole discretion, the Association shall bear the cost and expense of each special meeting of the Members.

(d) Conduct of Meetings. The President or, in the President's absence, the President-Elect, shall call meetings of the Members to order and act as presiding officer of such meetings. If the President and the President-Elect are not present at the meeting, the Board may elect the presiding officer of the meeting by a plurality of the votes cast by the Governors. The Secretary shall act as the secretary of all meetings of the Members. If the Secretary is not present at a meeting of the Members, the presiding officer of such meeting may appoint any other individual to act as the secretary of such meeting. The presiding officer of a meeting of the Members shall have broad discretion in determining the order of business. The rules of parliamentary procedure (whether Robert's Rules of Order or otherwise) do not

have to be observed in the conduct of a meeting of the Members. However, all meetings of the Members shall be conducted in accordance with accepted usage and common practice with fair treatment to all Members who are present at such meeting.

#### **4.11 Notice of Meetings.**

Written notice of meetings shall be posted on the Association's website and shall state the date, time and place of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called.

### **ARTICLE V**

#### **BOARD OF GOVERNORS**

##### **5.1 Management of the Association; Authority of the Board.**

The Association's affairs and business shall be managed by and under the direction of the Board. The Board shall (a) have all of the authority, powers, privileges and rights typically possessed by the board of directors of a corporation, and (b) exercise all of the authority, powers, privileges and rights of the Association; provided, however, that the Board, in its absolute and sole discretion, may delegate all or any of such authority, powers, privileges and rights to any Governor or any officer, employee, representative or other agent of the Association. Without limiting the generality of the foregoing and subject to the terms or conditions contained in these Bylaws, the Board, for or on behalf of, and in the name of, the Association, and without review by, notice to or consent of any Member, may do all or any of the following:

(a) acquire or lease assets from any Person on such reasonable conditions, provisions and terms that the Board, in its absolute and sole discretion, determines to be appropriate or necessary;

(b) convey, dispose of, sell or otherwise transfer the Association's assets, whether for cash, securities or other assets, on such reasonable conditions, provisions and terms that the Board, in its absolute and sole discretion, determines to be appropriate or necessary;

(c) borrow funds from any Person on such reasonable conditions, provisions and terms that the Board, in its absolute and sole discretion, determines to be appropriate or necessary, and in connection therewith, pledge, mortgage, hypothecate, collaterally assign or otherwise encumber the Association's assets to secure repayment of the borrowed funds;

(d) obtain, at the Association's expense, an insurance policy or insurance policies necessary to provide coverage against losses incurred by the Association or any of the Governors in connection with the performance of their respective duties, liabilities and obligations pursuant to the conditions, provisions and terms contained in these Bylaws or in connection with matters related to the Association;

(e) cause the Association to incur and pay the Association's liabilities;

(f) employ and dismiss from employment any and all employees of the Association;

(g) engage and dismiss from engagement any and all accountants, attorneys, brokers, consultants, representatives or other agents of the Association, and consent to, or waive, any conflict of interest that may arise with respect to such engagement;



(h) acknowledge, alter, amend, deliver, enter into, execute, file, modify, publish, record, repeal, restate, and/or supplement any and all certificates, contracts, documents, instruments, notices, statements and other undertakings that the Board, in its absolute and sole discretion, determines to be appropriate or necessary in furtherance of the Association's purpose, affairs and business;

(i) open, maintain and close bank accounts and draw checks or other orders for the payment of money for or on behalf of the Association;

(j) invest the Association's funds in qualified investments that the Board, in its absolute and sole discretion, determines to be appropriate; and

(k) do any and all such other things that are (i) appropriate or necessary in the exercise of the authority, powers, privileges and rights of the Board pursuant to the conditions, provisions and terms contained in these Bylaws or in the Rules and Regulations, or (ii) permitted pursuant to the conditions, provisions and terms contained in the Act or any other applicable law and are not contrary to the conditions, provisions and terms contained in these Bylaws.

## **5.2 Rules and Regulations.**

The Board shall adopt such policies, procedures, rules and regulations that the Board, in its absolute and sole discretion, determines to be appropriate or necessary to carry out and manage the Association's purpose, affairs and business and to carry out the rules regulating the Association, including rules imposed by the Act, the Articles and these Bylaws (the "Rules and Regulations"). The Rules and Regulations may be altered, amended, modified, repealed, restated and/or supplemented from time to time by the Board.

## **5.3 Qualification.**

Governors shall be natural persons who are eighteen (18) years of age or older and who are Full Members in good standing.

## **5.4 Compensation.**

A Governor shall not receive separate compensation for her or his service as a Governor. A Governor shall be entitled to reimbursement from the Association for reasonable expenses incurred by such Governor in furtherance of the Association's affairs, business and purposes, all in accordance with the Association's reimbursement policies and procedures contained in the Rules and Regulations.

## **5.5 Number.**

The Board shall consist of thirteen (13) Governors, which number shall include the President of the Young Lawyers Section of the Association, until such number is decreased or increased as provided in this Section 5.5. The number of Governors may be decreased or increased from time to time by adoption, approval, authorization, confirmation and/or ratification of an amendment to this Section 5.5, provided that the number of Governors shall never be less than three (3). Unless the Board removes a Governor or Governors, a decrease in the number of Governors shall not shorten the current term of any incumbent Governor.

## **5.6 Election and Term.**

(a) General. No later than at each annual meeting of the Members, the Full Members shall elect Full Members to fill vacancies on the Board by a plurality of the votes cast by the Full Members. Each Full Member entitled to vote at an election of the Governors shall vote for as many candidates as there are Governors to be elected.

(b) Nomination Procedures. Within the time frames contained in the Rules and Regulations, the Board shall cause a notice to be delivered to all of the Full Members soliciting nominations to fill vacancies on the Board. Such notice shall set forth the vacancies to be filled, the duration of the term of each vacancy and a brief description of the nomination process. Nominations of candidates to fill the vacancies on the Board shall be submitted by the Full Members to the Board at least thirty (30), but not more than sixty (60), days prior to the annual meeting of the Members. No nomination shall be accepted by the Board except during the period referred in the immediately preceding sentence. The Board shall be solely responsible for determining that each candidate to fill a vacancy on the Board has qualified for election by satisfying the conditions, provisions and terms contained in the Rules and Regulations and this Section 5.6(b).

(c) Election Procedures. At least twenty (20), but not more than thirty (30), days prior to the applicable annual meeting of the Members, the Board shall cause (i) ballots to be delivered to all of the Full Members listing the candidates who have qualified for election to the Board and the voting procedures to be used, and (ii) a written notice to be delivered to all of the Full Members describing the method and timing for completing and returning the ballots. Subject to the conditions, provisions and terms contained in these Bylaws, the Board, in its absolute and sole discretion, may adopt any election policies, procedures, rules and regulations that the Board, in its absolute and sole discretion, determines to be appropriate or necessary, which policies, procedures, rules and regulations shall be contained in the Rules and Regulations; provided, however, that any election held pursuant to the conditions, provisions and terms contained in this Section 5.6(c) shall be by secret ballot and all Full Members shall be given an equal opportunity to cast their respective votes. The Secretary shall ensure the safe retention of the votes submitted for any given election for a period of sixty (60) days following the close of the voting for such election. The Board shall be solely responsible for determining, implementing and enforcing all election procedures.

(d) Term. Each Governor elected pursuant to the conditions, provisions and terms contained in this Section 5.6 shall hold office until the second (2<sup>nd</sup>) annual meeting of the Members following her or his election and until such Governor's successor has been elected and qualified or until such Governor's earlier death, removal from office or resignation. There shall not be a limit on the number of terms that an individual may serve as a Governor. A Governor elected to fill a vacancy shall hold office until the expiration of the term of the Governor whom he or she replaced, and until such Governor's successor has been elected and qualified or until such Governor's earlier death, removal from office or resignation. If there are one or more Board vacancies of a shorter duration, the longer vacancies shall be filled by the candidates receiving the most votes first. The candidate(s) elected by the Members with the lowest number of votes shall fill the shortest vacancy.

## **5.7 Removal, Resignation and Vacancies.**

(a) Removal. Any Governor may be removed for cause by the affirmative vote of at least sixty-seven percent (67.00%) of the Governors. The notice of the meeting at which a vote is taken to remove a Governor shall (i) state that the purpose, or one of the purposes, of the meeting is the removal of a Governor or Governors, and (ii) identify the specific Governor or Governors sought to be removed. A separate vote shall be conducted for each Governor sought to be removed. Any vacancy created by this Section 5.7(a) shall be filled pursuant to the conditions, provisions and terms contained in Section 5.7(c). Any Governor removed from office shall not be eligible to stand for election as a Governor until the next annual meeting of

the Members. Any Governor removed from office shall turn over any and all of the Association's records in such Governor's possession to the Board within seventy-two (72) hours after such Governor's removal.

(b) Resignation. A Governor may resign at any time by delivering written notice to the Board or the President. A resignation is effective when the notice is delivered to the Board or the President unless the notice specifies a later effective date.

(c) Method of Filling Vacancies. Any vacancy occurring in the Board other than by expiration of a Governor's term, including any vacancy created by reason of an increase in the number of Governors, may be filled by the affirmative vote of a majority of the remaining Governors, regardless of whether or not the remaining Governors constitute a quorum of the Board. A vacancy that will occur at a specific later date (whether by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs, but the new Governor may not take office until the vacancy occurs.

## **5.8 Quorum and Voting.**

A majority of the number of Governors prescribed by these Bylaws constitutes a quorum at a meeting of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Governors present at the applicable meeting of the Board is an act of the Board.

## **5.9 Meetings.**

(a) Regular Meetings. Regular meetings of the Board shall be held on such dates, and at such times and places, as the President determines. The Board, in its absolute and sole discretion, may dispense with any regular meeting of the Board. Each regular meeting of the Board shall be held for the transaction of any proper business. Anything in these Bylaws to the contrary notwithstanding, the failure to hold a regular meeting of the Board in accordance with the conditions, provisions and terms contained in these Bylaws shall not affect the validity of any action of the Association and shall not result in the dissolution or forfeiture of the Association.

(b) Special Meetings. Special meetings of the Board shall be called when directed by the President or a majority of the Board. Subject to the conditions, provisions and terms contained in Section 5.10, special meetings of the Board shall be held on such dates, and at such times and places, as the President or a majority of the Board determines. The business conducted at a special meeting of the Board shall be limited to the purpose(s) contained in the notice of such special meeting.

(c) Adjournment. A majority of the Governors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place.

(d) Participation. Governors may participate in any regular or special meeting of the Board by telephone conference or similar means of communication through which all Governors participating in the meeting can hear each other at the same time. A Governor participating in a meeting by this means is deemed to be present in person at the meeting.

(e) Conduct of Meetings. The President or, in the President's absence, the President-Elect, shall call meetings of the Board to order and act as presiding officer of such meetings. If the President and the President-Elect are not present at the meeting, the Board may elect the presiding officer of the meeting by a plurality of the votes cast by the Governors. The Secretary shall act as the secretary of all meetings of the Members. If the Secretary is not present at a meeting of the Board, the presiding officer of such meeting may appoint any other individual to act as the secretary of such meeting. The presiding officer of a meeting of the Board shall have broad discretion in determining the order of business. The

rules of parliamentary procedure (whether Robert's Rules of Order or otherwise) do not have to be observed in the conduct of a meeting of the Board. However, all meetings of the Board shall be conducted in accordance with accepted usage and common practice with fair treatment to all Governors who are present at such meeting.

#### **5.10 Notice of Meetings.**

Regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting. At least two (2) days prior to a special meeting of the Board, written notice of the date, time, place and purpose of such special meeting of the Board shall be delivered to each Governor. Notice of an adjourned meeting of the Board shall be delivered to Governors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other Governors.

#### **5.11 Waiver of Notice.**

Notice of a meeting of the Board need not be given to any Governor who signs a waiver of notice either before or after such meeting of the Board. Attendance of a Governor at a meeting of the Board shall constitute a waiver of notice of such meeting of the Board and waiver of any and all objections to the date, time and place of such meeting of the Board or the manner in which such meeting of the Board has been called or convened, except when a Governor states, at the beginning of such meeting of the Board or promptly upon arrival at such meeting of the Board, any objection to the transaction of business because such meeting of the Board was not lawfully called or convened.

#### **5.12 Action Without a Meeting.**

The Board may take any action required or permitted to be taken by the Board (including any action required or permitted to be taken by the Board at a regular or a special meeting of the Board) or any committee of the Board, without prior notice if an electronic communication is circulated to the Board describing the decision to be made and providing Board members an opportunity to vote by reply electronic communication. If two or more board members respond *via* electronic communication and express a desire to have a discussion on the vote, a telephone or in-person meeting shall be scheduled for purposes of providing an opportunity for discussion. Following the scheduled discussion, a vote may resume via electronic communication. The outcome of the vote should be recorded in the prior month's meeting minutes which will be approved at the next regularly scheduled meeting.

#### **5.13 Committees and Sections.**

(a) Creation; Applicable Requirements. Either the President or the Board, by a resolution adopted, approved, authorized, confirmed and/or ratified by a majority of the Board, may designate from among the Governors and/or the Members one or more committees and/or sections. Each such committee and/or section, to the extent expressly provided in such resolution, shall have and may exercise all or any of the authority, powers, privileges and rights of the Board, except as limited by the Act or any other applicable law; provided, however, that no such committee or section shall have the authority to (i) approve or recommend to Members actions or proposals required by the Act to be approved by the Members, (ii) fill vacancies on the Board or any committee or section thereof, or (iii) alter, amend, modify, repeal, restate or supplement these Bylaws. All requirements applying to the Board regarding meetings, notices, quorum, voting and waivers of notice shall apply to all committees and sections, and their respective members.

(b) Number of Members; Designation of Alternates. Each committee and section shall have two (2) or more members who serve at the pleasure of the Board. The Board, by resolution adopted by the Board, may designate one (1) or more Governors and/or Members as alternate members of any such committee and/or section, who may act in the place and stead of any absent member or members at any meeting of such committee and/or section.

(c) Governor's Duty Remains. Neither the creation of any committee or section, the delegation of any of the Board's rights, powers, privileges or authority to any committee or section, nor any action by any committee or section shall constitute, in and of itself, compliance by any Governor or Member that is not a member of such committee or section with such Governor's or Member's duties, liabilities and obligations to act in good faith, in a manner reasonably believed to be in the Association's best interest, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(d) Governing Documents. All committee and section governing documents are subject to adoption, approval, authorization, confirmation and/or ratification by the Board. Anything in these Bylaws to the contrary notwithstanding, all committees and sections are subject to the conditions, provisions and terms contained in the Act, the Articles, these Bylaws, and the Rules and Regulations.

#### **5.14 Conflicts of Interest.**

(a) No contract or other transaction between the Association and one or more of its Governors or any other Person in which one or more of the Governors are directors or officers or are financially interested shall be either void or voidable because of such financial interest or relationship, because such Governor or Governors are present at the meeting of the Board or a committee thereof that adopts, approves, authorizes, confirms and/or ratifies such contract or transaction, or because the votes of such Governor are counted for such purpose, if:

(i) the fact of such financial interest or relationship is disclosed or known to the Board or committee that adopts, approves, authorizes, confirms and/or ratifies the contract or transaction by a consent or vote sufficient for the purpose without counting the consents or votes of such interested Governor or Governors;

(ii) the fact of such financial interest or relationship is disclosed or known to the Members entitled to vote on such contract or transaction, if any, and they adopt, authorize, approve, confirm and/or ratify it by vote or written consent; or

(iii) the contract or transaction is fair and reasonable as to the Association at the time it is adopted, authorized, approved, confirmed and/or ratified by the Board, a committee of the Board or the Members, as applicable.

(b) Common or interested Governors may be counted in determining the presence of a quorum at a meeting of the Board or a committee of the Board that adopts, authorizes, approves, confirms and/or ratifies such contract or transaction.

(c) For purposes of Section 5.14(a)(i), a conflict-of-interest contract or transaction is adopted, approved, authorized, confirmed and ratified if it receives the affirmative consent or vote of a majority of the Board, or of the Governors on the applicable committee of the Board, who have no financial interest or relationship in the transaction described in Section 5.14(a); provided, however, that a single Governor may not adopt, approve, authorize, confirm or ratify a conflict-of-interest contract or transaction pursuant to the conditions, provisions and terms contained in this Section 5.14(c). If a

majority of the Governors who have no financial interest or relationship in the transaction consent or vote to adopt, approve, authorize, confirm and/or ratify the contract or transaction, a quorum is present for purposes of taking action pursuant to the conditions, provisions and terms contained in this Section 5.14(c). The presence of, consent of or vote cast by a Governor having a financial interest or relationship in the contract or transaction shall not affect the validity of any action taken pursuant to the conditions, provisions and terms contained in Section 5.14(a)(i) if the transaction is otherwise adopted, approved, authorized, confirmed and/or ratified pursuant to the conditions, provisions and terms contained in Section 5.14(a), but such presence, consent or vote of such Governor may be counted for purposes of determining whether the contract or transaction is adopted, approved, authorized, confirmed and/or ratified pursuant to the other conditions, provisions and terms contained in these Bylaws.

(d) For purposes of Section 5.14(a)(ii), a conflict-of-interest contract or transaction is adopted, approved, authorized, confirmed and ratified if it receives the affirmative consent or vote of a majority of the Full Members entitled to vote pursuant to the conditions, provisions and terms contained in this Section 5.14(d). A majority of the Full Members entitled to vote on a conflict-of interest contract or transaction pursuant to the conditions, provisions and terms contained in this Section 5.14(d) constitutes a quorum for purposes of taking action pursuant to the conditions, provisions and terms contained in this Section 5.14(d). The presence of, consent of or vote cast by a Governor having a financial interest or relationship in the contract or transaction shall not affect the validity of any action taken pursuant to the conditions, provisions and terms contained in Section 5.14(a)(ii) if the transaction is otherwise adopted, approved, authorized, confirmed and/or ratified pursuant to the conditions, provisions and terms contained in Section 5.14(a), but such presence, consent or vote of such Governor may be counted for purposes of determining whether the contract or transaction is adopted, approved, authorized, confirmed and/or ratified pursuant to the other conditions, provisions and terms contained in these Bylaws.

## **5.15 Duties and Obligations.**

Each Governor shall perform her or his duties and obligations as a Governor, including her or his duties and obligations as a member of any committee of the Board upon which such Governor serves, in good faith, in a manner reasonably believed to be in the Association's best interest, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

## **ARTICLE VI**

### **OFFICERS**

#### **6.1 Officers.**

The Association's officers shall consist of a President, a President-Elect, a Secretary and a Treasurer, each of whom shall perform the duties and obligations contained in Section 6.4. At each annual meeting of the Members, the Full Members shall elect a Full Member to serve as the President-Elect by a plurality of the votes cast by the Full Members at such annual meeting of the Members. The President-Elect shall succeed the President at the conclusion of the President's term pursuant to the conditions, provisions and terms contained in Section 6.3(b). The Secretary and Treasurer shall be elected by a plurality of the votes cast by the Governors at the meeting of the Board immediately succeeding each annual meeting of the Members. The Board from time to time may appoint or elect other officers who shall have the authority and perform the duties and obligations prescribed by the Board or contained in the Rules and Regulations. One individual simultaneously may hold any two (2) or more offices.

#### **6.2 Qualification.**

Officers shall be natural persons who are eighteen (18) years of age or older and who are Governors in good standing. No officer shall be required to run for re-election to the Board while he or she is serving as the President-Elect. In order to qualify to election as President-Elect, a Full Member shall have served as a Governor for at least four (4) years as of the date their term as President-Elect begins.

### **6.3 Term.**

The officers shall take office on July 1 following their appointment by the Board and shall hold office during the applicable terms specified below:

(a) President. The President shall hold office for a period of one year and until her or his successor shall have been duly appointed and qualified or until her or his earlier death, removal from office or resignation. No member shall serve as President for two (2) successive terms; provided, however, that (i) service of the President-Elect as acting President shall not be considered service as President, and (ii) nothing shall prevent a President from continuing to hold office until a successor is duly appointed and qualified if no individual is serving as President-Elect at the completion of the President's term as President.

(b) President-Elect. The President-Elect shall hold office for a period of one year and thereafter automatically shall become President at the end of the then-current President's term. The President-Elect shall succeed the President on July 1 following her or his service as President-Elect for the immediately succeeding Fiscal Year without further appointment. If an individual served as President-Elect as a result of filling a vacancy created when the then-current President-Elect succeeded to the Presidency, then the Board, in its absolute and sole discretion, may require him or her to serve an additional one year term in the office of President-Elect in which case the office of President-Elect shall not be open for nomination following her or his appointment as President-Elect.

(c) Secretary. The Secretary shall hold office for a period of one year and until her or his successor has been duly appointed and qualified or until her or his earlier death, removal from office or resignation.

(d) Treasurer. The Treasurer shall hold office for a period of one year and until her or his successor has been duly appointed and qualified or until her or his earlier death, removal from office or resignation.

### **6.4 Duties and Obligations.**

The Association's officers shall have the following duties and obligations:

(a) President. The President shall be the Association's chief executive officer and shall have general and active management of the Association's affairs and business, subject to direction of the Board. Without limiting the generality of the foregoing and subject to the conditions, provisions and terms contained in these Bylaws, the President shall (i) preside at all meetings of the Members and the Board, (ii) appoint, and act as an ex-officio member of, all committees, (iii) call special meetings of the Members when necessary, (iv) acknowledge, adopt, alter, amend, deliver, enter into, execute, file, modify, publish, record, repeal, restate and/or supplement any and all certificates, contracts, documents, instruments, notices, statements and other undertakings that the President determines to be appropriate or necessary in furtherance of the Association's affairs, business and purpose, and (v) perform such other duties and obligations as, from time to time, may be (A) prescribed by the Board, or (B) contained in the Rules and Regulations. Except as otherwise provided by law or the Board, the President may authorize any other officer, employee,

representative or other agent of the Association to fulfill any of her or his duties or obligations in her or his place and stead.

(b) President-Elect. The President-Elect, in the absence or disability of the President, shall perform, or cause to be performed, the duties and obligations, shall exercise the powers of the President and shall act in an advisory capacity at all times. The President-Elect shall be an ex-officio member of all committees, shall preside at meetings of the Members and the Board in the absence of the President, and shall otherwise perform the functions of a Vice President. The President-Elect shall perform such other duties and obligations as, from time to time, may be (i) prescribed by the Board or by the President, or (ii) contained in the Rules and Regulations.

(c) Secretary. The Secretary shall record or cause to be recorded all proceedings of such meetings in the Association's records and authenticate the Association's records. The Secretary shall (i) oversee the maintenance of all of the Association's records (other than the financial records), (ii) verify the minutes of the meetings of the Members and the Board, and (iii) perform such other duties and obligations as, from time to time, may be (A) prescribed by the Board or by the President, or (B) contained in the Rules and Regulations.

(d) Treasurer. The Treasurer shall (i) be responsible for verifying all of the Association's financial records, funds and securities, (ii) keep full and accurate accounts of receipts and disbursements, (iii) receive and give receipts for monies due and payable to the Association, and deposit monies in the Corporation's name in the depositories designated by the Board, and (iv) perform such other duties and obligations as, from time to time, may be (A) prescribed by the Board or by the President, or (B) contained in the Rules and Regulations. If required by the Board, the Treasurer (at the Association's sole cost and expense) shall give a bond for the faithful discharge of the Treasurer's duties and obligations in the sum and with the surety or sureties that the Board determines.

## **6.5 Removal, Resignation and Vacancies.**

(a) Removal. Any officer may be removed for cause by the affirmative vote of at least sixty-seven percent (67.00%) of the Governors. Any vacancy created by this Section 6.5(a) shall be filled pursuant to the conditions, provisions and terms contained in Section 6.5(c).

(b) Resignation. An officer may resign at any time by delivering written notice to the Board or the President. A resignation is effective when the notice is delivered to the Board or the President unless the notice specifies a later effective date.

(c) Vacancies.

(i) President. If a vacancy occurs in the office of President, the President-Elect shall immediately become the President and shall serve for the remainder of the former President's original one year term as well as for the one year term for which he or she otherwise would have served after the expiration of her or his term as President-Elect.

(ii) President-Elect. If a vacancy occurs in the office of President-Elect ninety (90) or more days prior to the next annual meeting of the Members, a special meeting of the Members shall be held within thirty (30) days after the occurrence of such vacancy. At such special meeting of the Members, the Members shall elect an individual to fill such vacancy pursuant to the conditions, provisions and terms contained in Section 5.6. The individual elected to serve as President-Elect at such special meeting of the Members immediately shall assume the office of President-Elect and serve for the unexpired term of her or his predecessor. If a vacancy occurs in



the office of President-Elect less than ninety (90) days prior to the next annual meeting of the Members, the Board shall elect an individual to fill such vacancy by a plurality of the votes cast by the Governors at the next regular meeting of the Board.

(iii) President and President-Elect. If a vacancy occurs in both the office of the President and President-Elect, a special meeting of the Members shall be held within thirty (30) days after the occurrence of such vacancies. At such special meeting of the Members, the Members shall elect an individual to fill each such vacancy pursuant to the conditions, provisions and terms contained in Section 5.6. The individual elected to serve as President at such special meeting of the Members immediately shall assume the office of President and serve for the unexpired term of her or his predecessor, and the individual elected to serve as President-Elect at such special meeting of the Members immediately shall assume the office of President-Elect and serve for the unexpired term of her or his predecessor. At the annual meeting of the Members immediately succeeding such unexpired terms, the Full Members shall elect (A) a Full Member to serve as the President by a plurality of the votes cast by the Full Members at such annual meeting of the Members, and (B) a Full Member to serve as the President-Elect by a plurality of the votes cast by the Full Members at such annual meeting of the Members.

(iv) Other Officers. If a vacancy occurs in any other office, including Secretary or Treasurer, the Board shall fill such vacancy at the next regular meeting of the Board. The individual appointed to serve as the applicable officer at such regulated meeting of the Board immediately shall assume the applicable office and serve for the unexpired term of her or his predecessor.

## **6.6 Compensation.**

An officer of the Association shall not receive separate compensation for her or his service as an officer of the Association. An officer of the Association shall be entitled to reimbursement from the Association for reasonable expenses incurred by such officer in furtherance of the Association's affairs, affairs and purpose, all in accordance with the Association's reimbursement policies and procedures contained in the Rules and Regulations.

## **6.7 Executive Director.**

The Association may employ an Executive Director. The Executive Director shall be responsible for implementation of the Association's strategy and day-to-day management of the Association, subject to the oversight of the Board. The Board shall determine the Executive Director's compensation.

# **Article VII**

## **CONTRACTS AND CHECKS**

### **7.1 Contracts.**

The Board may authorize the President or any other officer, employee, representative or other agent of the Association to enter into any contract or execute or deliver any document or instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances. In the absence of any specific authorization, any deeds, mortgages and instruments of assignment or pledge made by the Association shall be executed in the name of the Association by the President.

### **7.2 Checks, Drafts, Etc.**

All checks, drafts and/or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association may be signed by the President or any other officer, employee, representative or other agent of the Association as authorized by the Board.

## ARTICLE VIII

### BOOKS AND RECORDS

The Association shall maintain (a) minutes of all meetings and actions taken without a meeting by the Board and the Members within the past three (3) years, (b) accurate accounting records, and (c) a record of the Members that includes the names and business addresses of all of the Members. The Association also shall keep a copy of (i) the Articles, (ii) these Bylaws, (iii) written communications to the Members within the past three (3) years, (iv) a list of the names and business addresses of the current Governors and the Association's current officers, and (v) a copy of the Association's most recent annual report, as filed with the Secretary of State of the State of Florida.

## ARTICLE IX

### DISTRIBUTIONS

No dividend may be paid, and no part of the income or profits of the Association may be distributed to the Governors, the Members or any of the Association's officers.

## ARTICLE X

### INDEMNIFICATION

#### 10.1 Indemnification.

(a) To the fullest extent permitted by the conditions, provisions and terms contained in the Act and any other applicable law, the Association shall indemnify each of the Governors, the Association's officers, the former Governors and the Association's former officers (each, a "Covered Person") in any action, proceeding or suit (including any appeal thereof) resulting from the fact that he or she is or was a Governor or an officer of the Association or is or was serving at the Association's request as a director, governor, manager, officer, employee, representative or other agent of another corporation, joint venture, partnership, trust or other enterprise or any committee or section of the Association, if he or she acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the Association's best interests and, with respect to any criminal action, proceeding or suit (including any appeal thereof), had no reasonable cause to believe her or his conduct was unlawful; provided, however, that no Covered Person shall be entitled to indemnification pursuant to the conditions, provisions and terms contained in this Article X in any action, proceeding or suit (i) in which the Covered Person's actions, or omissions to act, are material to the cause of action adjudicated thereunder and constitute a violation of criminal law, unless such Covered Person had reasonable cause to believe her or his conduct was lawful or had no reasonable cause to believe her or his conduct was unlawful, (ii) in which the Covered Person's actions, or omissions to act, are material to the cause of action adjudicated thereunder and constitute a transaction by which such Covered Person derived an improper personal benefit, (iii) brought by or in the right of the Association or any Member in which the Covered Person's actions, or omissions to act, are material to the cause of action adjudicated thereunder and constitute willful misconduct or conscious disregard for the best interests of the Association, or (iv) not brought by or in the right of the Association or any Member in which the Covered Person's actions, or omissions to act, are

material to the cause of action adjudicated thereunder and constitute recklessness or such actions, or omissions to act, are committed in bad faith, with a malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, property and/or safety. Anything contained in this Article X to the contrary notwithstanding, the Association shall select, and shall only be required to indemnify a Covered Person for the costs and expenses of, legal counsel to represent a Covered Person that is entitled to be indemnified by the Association pursuant to the conditions, provisions and terms contained in this Article X.

(b) Whether the applicable standard of conduct has been met to entitle a Covered Person to be indemnified pursuant to the conditions, provisions and terms contained in Section 10.1(a) shall be determined in a manner consistent with the conditions, provisions and terms contained in the Act and any other applicable law by (i) the Board by the affirmative vote of a majority of a quorum consisting of Governors who are not parties to the action, proceeding or suit, (ii) the affirmative vote of a majority of the members of a committee duly designated by the Board consisting of two (2) or more Governors who are not at the time parties to the action, proceeding or suit, or (iii) the written opinion of independent legal counsel, selected by (A) the Board by the affirmative vote of a majority of a quorum consisting of Governors who are not parties to the action, proceeding or suit, or the affirmative vote of a majority of the members of a committee duly designated by the Board consisting of two (2) or more Governors who are not at the time parties to the action, proceeding or suit, or (B) if a quorum of the Board cannot be obtained pursuant to the conditions, provisions and terms contained in clause (i) of this Section 10.1(b) or if a committee cannot be duly designated by the Board pursuant to the conditions, provisions and terms contained in clause (ii) of this Section 10.1(b), the affirmative vote of all of the Board (in which the Governors who are parties may participate).

(c) In addition to any indemnification provided for pursuant to the conditions, provisions and terms contained in Section 10.1(a), the Association may, in its absolute and sole discretion, make such further and other indemnification of any of the Governors and/or the Association's officers, employees, representatives and/or other agents as may be approved from time to time by the affirmative vote of a majority of the Board.

## **10.2 Advancement of Costs and Expenses.**

(a) To the fullest extent not prohibited by the Act or any other applicable law, the Association may, in its absolute and sole discretion, advance, from time to time, reasonable out-of-pocket costs and expenses (including any arbitration or court costs, and/or reasonable disbursements and fees for accountants, expert witnesses, investigators, outside legal counsel and other professionals) incurred by a Covered Person in defending any action, proceeding or suit prior to the final disposition of such action, proceeding or suit, provided that the Association reasonably believes that the Covered Person is entitled to be indemnified pursuant to the conditions, provisions and terms contained in Section 10.1(a), and provided further that the Covered Person agrees in writing to repay to the Association any such advanced costs and expenses if an arbitrator or a court, as applicable, with competent jurisdiction determines that the Covered Person is not entitled to be indemnified pursuant to the conditions, provisions and terms contained in Section 10.1(a).

(b) In addition to any advancement of costs and expenses provided for pursuant to the conditions, provisions and terms contained in Section 10.2(a), the Association may, in its absolute and sole discretion, make such further and other advancement of costs and expenses for any of the Governors and/or the Association's officers, employees, representatives and/or other agents as may be approved from time to time by the affirmative vote of a majority of the Board.

## ARTICLE XI

### MISCELLANEOUS

#### 11.1 Amendment of Bylaws.

These Bylaws may be altered, amended, modified, repealed, restated and/or supplemented only upon (i) the affirmative vote of at least sixty-seven percent (67.00%) of the Governors in attendance at any regular or special meeting of the Board and (ii) no less than ninety (90) days following such vote, the further approved by the affirmative vote of a majority of the Full Members in attendance at any regular or special meeting of the Members. Any alteration, amendment, modification, repeal, restatement and/or supplement shall be certified in writing by the Association's Secretary.

#### 11.2 Notice.

All demands, distributions, documents, notices, payments, reports, requests, returns and/or other communications delivered pursuant to the conditions, provisions and terms contained in these Bylaws, or in the Act or any other applicable law, shall be in writing and shall be deemed to be sufficient if (a) delivered personally, (b) mailed by certified or registered mail, return receipt requested, postage prepaid, (c) mailed by first class mail, postage prepaid, (d) sent by electronic mail, facsimile, telecopy or other electronic transmission device, or (e) sent by a nationally-recognized, overnight courier guaranteeing next Business Day delivery. All such demands, distributions, documents, notices, payments, reports, requests, returns and/or other communications shall be deemed to have been delivered and received (i) in the case of personal delivery, on the date of such delivery, (ii) in the case of delivery by certified, first class or registered mail, on the third (3<sup>rd</sup>) Business Day following such mailing, (iii) in the case of delivery by electronic mail, facsimile, telecopy or other electronic transmission device, on the date of such delivery if delivered on a Business Day, or if not delivered on a Business Day, then on the next Business Day after the day delivered, and (iv) in the case of delivery by a nationally-recognized, overnight courier guaranteeing next Business Day delivery, on the Business Day following dispatch. For purposes of this Section 11.2, "Business Day" means any day that is not a Saturday, Sunday or day on which the State of Florida's courts located in Jacksonville, Florida are authorized or required to be closed.

#### 11.3 Determinations by the Board.

Except as otherwise expressly provided in these Bylaws, or in the Act or any other applicable law, all issues and questions regarding the Association or these Bylaws shall be answered or decided by the Board.