



## **BYLAWS**

## **OF THE**

## **JACKSONVILLE FEDERAL COURT BAR ASSOCIATION, INC.,**

**as Amended by a Majority Vote of the Membership at a  
Meeting held on August 14, 2023, in Jacksonville, FL**

**BYLAWS OF THE**  
**JACKSONVILLE FEDERAL COURT BAR ASSOCIATION, INC.**

ARTICLE I

BUSINESS OFFICES

Section 1.1. Florida. The corporation shall have such offices as its business may require within the State of Florida.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

Section 2.1. Registered Office and Registered Agent. The address of the initial registered office in the State of Florida and the name of the initial registered agent of the corporation at such address are set forth in the Articles of Incorporation. The corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however that such designation shall become effective upon the filing of a statement of such change with the Department of State of the State of Florida as is required by law.

ARTICLE III

MEMBERS

Section 3.1. Classes of Members. The corporation shall have three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) Regular. Any person who (i) is admitted to the practice of law before a federal court, or a court of record in any of the commonwealths, states, possessions or territories of the United States or in the District of Columbia, or any tribal court of record, and is in good standing where so admitted, (ii) has a substantial interest in or participates in the area of federal law or is or has been an employee or officer of the United States or of the District of Columbia and in such capacity performs or has performed the work of a judge, lawyer, legislator, or member of a quasi-judicial board or commission; and (iii) resides in or has her or his employment or office in the Jacksonville area, shall be eligible for regular membership in the corporation. Membership shall commence upon submission of a completed application for membership and tender of the appropriate amount of annual dues, to be prorated monthly for the remaining portion of the year if application is made after the commencement of the fiscal year.

(b) Honorary. (i) The Chief Justice of the United States and Associate Justices of the Supreme Court of the United States, and (ii) any judge of the federal

courts established under Article III of the Constitution of the United States, any United States Bankruptcy Judge, any United States Magistrate Judge, and any judge of a federal court established under Article I of the Constitution of the United States who is nominated by the President and confirmed by the Senate, so long as such judge serves in active, senior, or retired status, shall be eligible for honorary membership in the corporation. In addition, any person who has rendered conspicuous service to the United States Government or to this corporation may be elected to an honorary membership by vote of not less than seventy-five percent (75%) of the members of the Board of Directors of this corporation. Honorary membership shall commence upon submission of a completed application for membership. Honorary members shall be exempt from payment of the annual dues.

(c) Associate. Any law student actively enrolled in an accredited law school and not admitted to the practice of law before a federal court or a court of record in any of the several states, commonwealths, territories, or possessions of the United States or in the District of Columbia is eligible to become a law student associate of the corporation upon completion of an application and payment of appropriate annual dues. Associates shall not be eligible to vote or hold office in the corporation.

Section 3.2. Application for Membership. Application for membership in the corporation shall be made via a method approved by the Board of Directors of the corporation. Each application must be accompanied by the dues required by these bylaws.

Section 3.3. Voting Rights. Each regular and honorary member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3.4. Termination of Membership. The Board of Directors, by affirmative vote of a majority of its members at a regular or special meeting, may expel a member for cause after an appropriate hearing. Notice shall be given to such member and shall include (i) the intention of the Board to consider and determine whether such member shall be expelled, (ii) the date, time and place of the meeting, and (iii) the accusations against the member. Such member may appear at the Board meeting and present such evidence or make such arguments as he or she may deem necessary in defense of himself or herself.

Section 3.5. Right of Appeal. Any member expelled from the corporation pursuant to Section 3.4 above or any officer removed from office shall be notified by registered mail of his or her expulsion or removal and of his or her right to appeal. Such notice shall be sent to the member's or officer's address as it appears on the records of the corporation. Appeal from such action of the Board of Directors may be made to the members of the corporation by filing notice of such appeal with the Secretary within 60 days from notice of such expulsion or removal. Such appeal will be heard at the annual meeting or at a special meeting of the membership to be called for that purpose at the discretion of the Board of Directors. In either case, a majority vote of the members present is necessary to reverse the action of the Board of Directors.

Section 3.6. Suspension of Member. A member whose dues for the fiscal year are unpaid at the expiration of 90 days after the beginning thereof shall not be regarded as in good standing and shall be dropped from the membership roster. A member who has been

dropped for non-payment of dues may be reinstated at any time by payment of the current annual dues, prorated as in the case of new members.

Section 3.7. Notice of Pending Suspension. Within 60 days after the beginning of each fiscal year, the Secretary shall notify all members whose dues are in arrears of the fact thereof, and that they will be dropped from the membership roster unless their dues are received within 30 days.

Section 3.8. Exception to Payments of Dues. Notwithstanding the provisions of Sections 3.6 and 3.7 above, all members in the active military or naval service of the United States during a war, who do not request to the contrary, shall be exempt from the payment of dues while so engaged; and any veteran or member of the armed service who served in a work in the service of the United States, unless discharged other than honorably from the service, may be restored automatically to good standing by payment of dues for the current year assessable against him or her at the time restoration is sought.

Section 3.9. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 3.10. Transfer of Membership. Membership in this corporation is not transferable or assignable.

## ARTICLE IV

### MEMBER'S MEETINGS

Section 4.1. Place of Meeting. Regular and annual meetings of the members shall be held at any place within the Jacksonville, Florida, area designated in the notice of the meeting.

Section 4.2. Annual Meeting. An annual meeting of the members shall be held in the last quarter of each fiscal year of the corporation at a time and place designated by the Board of Directors at which meeting the members shall elect a Board of Directors and transact other business.

Section 4.3. Regular Meetings. Regular meetings of the members shall be held each fiscal year of the corporation at a time and place within the Jacksonville, Florida, area designated by the Board of Directors.

Section 4.4. Special Meetings. Special meetings of the members shall be held when directed by the President or the Board of Directors, or when requested in writing by not less than a quorum of the members entitled to vote at the meetings. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors or members requesting the meeting shall designate another person to do so.

Section 4.5. Notice. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five days before the meeting, unless the nature of the meeting is such that shorter notice cannot be avoided. Notice may be delivered via first class mail, facsimile, or electronically, at the direction of the President, or his or her designee to each member of the record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with postage thereon prepaid. If delivered via facsimile or electronically, such notice shall be deemed to be delivered when sent by the President or his or her designee, to the member's address or facsimile number as it appears on the records of the corporation.

Section 4.6. Notice of Adjourned Meetings. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjourned meeting that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 4.5, above, to each member of record on the new record date entitled to vote at such meeting.

Section 4.7. Waiver of Notice. Whenever notice is required to be given to any member, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the written waiver of notice.

Section 4.8. Closing of Records and Fixing Record Date.

(a) For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors may provide that the records shall be closed for a stated period but not to exceed, in any case, sixty days. If the records shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten days immediately preceding such meeting.

(b) In lieu of closing the records, the Board of Directors may fix in advance a date as the record date for any determination of members, such date in any case to be not more than sixty days and, in case of a meeting of members, not less than ten days

(c) If the records are not closed and no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members the date on

which notice of the meeting is delivered shall be the record date for such determination of members.

(d) When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

(e)

Section 4.9. Quorum of Members. Twelve (12) members entitled to vote shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote shall be the act of the members, unless the vote of a greater number or voting by class is required by law or by the Articles of Incorporation or by these bylaws. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for the quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 4.10. Voting of Members.

(a) Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

(b) At each election for directors every member entitled to vote at such election shall have the right to vote for as many persons as there are directors to be elected at that time and for whose election that member has a right to vote.

Section 4.11. Rules of Order. The rules of order shall consist of (in the order stated):

- (a) These bylaws;
- (b) Standing resolutions of the members; and
- (c) Robert's Rules of Order, Revised.

ARTICLE V

DIRECTORS

Section 5.1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors. The membership of the Board of Directors shall be identical to that of the Executive Committee as defined in Section 5.8 hereof. The Executive Committee shall exercise all powers conferred upon the Board of Directors by these bylaws or the Articles of Incorporation.

Section 5.2. Qualification. Directors need not be residents of this state but must be

members of this corporation.

Section 5.3. Number. This corporation shall have seven (7) directors.

Section 5.4. Election and Term.

(a) Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of members and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

(b) the nomination of candidates for directors may be made by any member, in addition to those nominations proposed by a Nominating Committees appointed for that purpose by the President. The Nominating Committee shall nominate at least an equal number of candidates for the number of directors set forth in Section 5.3 above and shall present such slate of candidates to the general membership at any of its regular meetings held in the last quarter of each fiscal year.

(c) No later than the first annual meeting of members and each annual meeting thereafter the members shall elect directors to hold office commencing October 1 of each year and shall hold office for one year, ending the following September 30th, and until his earlier resignation, removal from office, or death. Un-less otherwise provided, the Executive Committee described in section 5.8 of these bylaws shall constitute the Board of Directors of the Corporation.

(d) The election of directors shall be by secret ballot or by voice vote.

Section 5.5. Removal of Directors. Any director, or the entire Board of Directors, shall be subject to removal in the same manner as elected officers.

Section 5.6. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by election by the members. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

Section 5.7. Quorum and Voting. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which the quorum is present shall be the act of the Board of Directors.

Section 5.8. Executive Committee.

(a) The Executive Committee shall consist of the elective officers of the corporation and the immediate past President and may perform such business of the corporation which does not require a vote of the members as shall be in the best interests of this corporation. The outgoing President shall remain a member of the Committee for a

period of one year following the expiration of his or her term of office as President.

(b) Meetings of the Executive Committee shall be held on the call of the President or any two members of the Committee. A quorum shall consist of any four Committee members.

Section 5.9. Place of Meeting. Regular and special meetings by the Board of Directors, the Executive Committee, or a committee thereof shall be held within the Jacksonville, Florida, area.

Section 5.10. Time, Notice and Call of Meetings.

(a) Regular or special meetings of the Board of Directors shall be held at such times as the Board of Directors may fix, and at such other times as called by the President of the corporation or any two directors. Written notice of the time and place of regular or special meetings of the Board of Directors shall be given to each director by either personal delivery, United States mail, facsimile, or electronically. Notice shall be delivered at least three days before the meeting, unless the nature of the meeting is such that shorter notice cannot be avoided.

(b) Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

(c) Members of the Board of Directors may participate in a meeting of such Board or any committee thereof by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(d) Members of the Board of Directors may also conduct business via email as appropriate, provided that each member of the Board is included on the relevant email communication(s) and the requirements of Section 5.7 are met.

## ARTICLE VI

### OFFICERS

Section 6.1. Officers. The officers of this corporation shall be elected from the members of this corporation and shall be as follows and in the order named:

1. President
2. President Elect
3. Vice President (Membership)
4. Vice President (Programs)



5. Secretary
6. Treasurer

They shall be chosen from among the membership of the corporation and shall assume the duties of their offices on October 1 of each year and shall hold office for one year, ending the following September 30th, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office, or death.

Section 6.2. Duties. The officers of this corporation shall have the following duties:

(a) The President shall be the chief executive officer of the corporation, shall perform such duties as may be required by these bylaws and may appoint standing or special committees as necessary or appropriate to the corporation's business, including, but not necessarily limited to, a Budget and Finance Committee, Program Committee, Continuing Legal Education Committee, Nominations and Elections Committee, and Membership Committee.

(b) The President-Elect shall perform such duties as are delegated by the President, and shall represent the corporation at other bar association meetings. In the event of the absence or inability to act of the President, the President Elect shall perform the duties of the President. The President-Elect shall succeed the President at the expiration of the latter's term. The President-Elect shall prepare monthly News & Notes for distribution to membership and shall ensure that the website is current.

(c) The Vice President (Membership) shall encourage all members of this corporation to participate in corporation activities, shall promote programs within the corporation which involve the total membership in carrying out the objectives of this corporation, shall be in charge of recruiting new members for this corporation, and shall provide certificates of membership to each member.

(d) The Vice President (Programs) shall secure a speaker or panel or other appropriate programs for corporation meetings which will carry out the objectives of this corporation as set forth in the corporation's Articles of Incorporation, shall be responsible for all matters of protocol at corporation meetings and activities.

(e) The Secretary shall conduct the general correspondence of this corporation, shall give notice of all meetings as may be required, shall keep a record of the proceedings of the meetings of the corporation, shall keep a roster of the membership, shall perform such other duties as properly pertain to this office or may be required by the bylaws of this corporation, shall make all arrangements for the meeting place and food service for all meetings of this corporation, and shall propose bylaws amendments as needed

(f) The Treasurer shall collect and receive all moneys due the corporation, shall deposit the same to the credit of the corporation in such bank as may be designated by it, shall make disbursements therefrom as authorized by at least two officers, shall keep the

Secretary informed of the financial standing of each member of this corporation, shall notify all members on or before the first day of October of each year of the status of their dues for the ensuing year, shall notify all members whose dues are delinquent on or before 60 days after the beginning of each fiscal year of that fact, shall keep an itemized record of all moneys received, by whom paid and for what purpose, shall submit to the corporation membership, whenever requested by it and at the end of each fiscal year, a report in writing itemizing the receipts and disbursements for the year, shall keep all books, vouchers and records available for audit, shall file any necessary tax returns, and shall perform such other duties as properly pertain to the office or as may be required by the bylaws of the corporation.

Section 6.3. Removal of Officers. Any officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other good cause as determined on the same basis as termination of a member pursuant to Section 3.4 of these bylaws. Any officer so removed shall have the same right of appeal from that decision as described in Section 3.5 of these bylaws for a terminated member.

Section 6.4. Vacancies. Any vacancy, however occurring, in any office other than the office of President may be filled by election by the members. Any vacancy, however occurring, in the Office of the President shall be filled by the succession of the President Elect.

## ARTICLE VII

### BOOKS AND RECORDS

#### Section 7.1. Books and Records.

(a) This corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees of directors.

(b) The Secretary of this corporation shall keep a record of its members, giving the names and contact information of all members entitled to vote.

(c) Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.2. Member's Inspection Rights. Any member, upon written demand stating the purpose thereof, shall have the right to examine in person or by agent or attorney, at any reasonable time or times, for any proper purpose its relevant books and records of accounts, minutes, and records of members and to make copies thereof.

Section 7.3. Fiscal Year. The fiscal year of this corporation shall coincide with the fiscal year of the Eleventh Circuit, which presently commences October 1 and ends September 30 of the following year.

## ARTICLE VIII

### DUES

Section 8.1. Dues. The Board of Directors/Executive Committee shall have power to levy, assess and collect, and provide for the collection of, dues or assessments in accordance with these bylaws. Members who have been admitted after the first month of a fiscal year shall pay any dues owing to the corporation an amount prorated monthly based upon the amount levied and assessed by the Board of Directors for that fiscal year.

## ARTICLE IX

### CORPORATE SEAL

Section 9.1. Form. The Board of Directors shall provide a corporate seal which shall have the name of the corporation inscribed thereon, and may be facsimile, engraved, printed, or an impression seal.

## ARTICLE X

### AMENDMENT

Section 10.1. Power to Amend. These bylaws may be altered, amended, modified, restated and supplemented, or repealed and new bylaws adopted, by the Board of Directors, or by a majority of the members present or represented at a duly called regular or special meeting of the membership for which a quorum is present.

## ARTICLE XI

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.1. Indemnification. The corporation will indemnify each of its directors and officers and former directors and officers to the fullest extent permissible under applicable law. Any such director or officer will be entitled to indemnification by the corporation in any action, suit or proceeding (including any appeal thereof) resulting from the fact that he or she is or was a director or officer of the corporation or is or was serving at the corporation's request as a director, officer, employee or agent of another corporation, joint venture, partnership, trust or other enterprise, 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 corporation's best interests and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The determination of whether the applicable standard of conduct has been met will be made as provided by the Florida Not For Profit corporation Act (the "Act"). Anything in this ARTICLE XI to the contrary notwithstanding, the corporation will not indemnify any officer or director if he or she was not wholly successful on the merits or otherwise (within the meaning of the Act) and a judgment or other final adjudication

establishes that his or her actions, or omissions to act, were material to the action, suit or proceeding so adjudicated and constitute: (a) willful or intentional misconduct or a conscious disregard for the best interests of the corporation, (b) a transaction in which he or she derived an improper personal benefit, directly or indirectly, (c) a violation of the criminal law, unless he or she had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful, or (d) in the case of a director, a circumstance under which he or she has personal liability for an unlawful distribution under the Act.

Section 11.2. Advancement of Expenses. The corporation may, before final disposition of any action, suit or proceeding (including any appeal thereof), advance funds to pay for or reimburse expenses incurred in connection with such action, suit or proceeding by an individual who is a party thereto because he or she is or was a director or officer of the corporation if the director or officer delivers to the corporation a signed written undertaking to repay any funds advanced if (a) the director or officer is not entitled to mandatory indemnification under the Act and (b) it is ultimately determined that he or she has not met the relevant standard of conduct or is otherwise not entitled to indemnification under the Act or these Bylaws. Requests for advancement of expenses must be made by delivery to the corporation of (x) a written statement requesting such advance, (y) evidence of the expenses incurred, and (z) the signed written undertaking required by this Section 10.2, in form and substance reasonably acceptable to the Board of Directors.

Section 11.3. Additional Indemnification. In addition to any indemnification and advancement of expenses provided for in Section 10.1 and Section 10.2, the corporation may make such other and further indemnification or advancement of expenses of any of its agents, directors, employees or officers as may be approved from time to time by the Board of Directors, to the extent permitted by applicable law.

Section 11.4. Exculpation. Anything contained in these bylaws to the contrary notwithstanding, the corporation's directors and officers and former directors and officers shall not be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy in their capacities as directors or officers, except as described in Section 617.0834 of the Act, for so long as the corporation is a qualifying nonprofit organization recognized under Section 501(c)(3), Section 501(c)(4) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.