

BY-LAWS OF THE
MONROE COUNTY BAR ASSOCIATION
2017

ARTICLE I
NAME AND PURPOSE

Section 1. **Name.** This organization shall be known as the Monroe County Bar Association (hereinafter “the MCBA”).

Section 2. **Purposes.** The purpose of the MCBA shall be:

- a. To provide an organization in Monroe County, Florida, that is open to all eligible lawyers; and
- b. To stimulate the interest of admitted lawyers in the objectives of the MCBA; and
- c. To promote and maintain the dignity and honor of the legal profession, promote professional, social understanding and cooperation among admitted lawyers and provide a forum for lawyers to socialize with one another; and
- d. To contribute to the education and professional advancement of admitted lawyers; and
- e. To take such other action and perform such other functions as may be deemed appropriate; and
- f. To carry out projects for the betterment of relations between the Bar, Bench, Community, and Academia and to promote improvements in the administration of justice and courts within Monroe County; and
- g. To promote a better understanding between the general public and the legal profession, and any other related or corresponding charitable purposes, including the distribution of its funds for such purposes.

ARTICLE II

MEMBERSHIP

Section 1. Members of the MCBA shall be divided into three classifications: Regular Members, Judicial Members and Affiliate Members. All such persons shall be eligible for membership regardless of race, religion, gender, or disability.

- a. **Regular Members.** Any member in good standing of The Florida Bar interested in the purposes of the MCBA is eligible for membership.

- b. **Judicial Members.** Judicial Members shall be members of the Judicial branch of government serving in the Sixteenth Judicial Circuit of Florida. They shall pay no dues, may hold no office, and have no vote in the affairs of the MCBA except for those Judicial Members that elect to pay dues shall have one vote in the affairs of the MCBA. However, they shall be responsible for any expenses incurred by them to the MCBA as the result of individual participation of the member in activities of the MCBA.
- c. **Affiliate Members.** Affiliate Members shall be legal professionals including paralegals and legal assistants. These members shall pay dues and have all the privileges of membership except voting in the MCBA elections and holding office.

Section 2. Voting and Absentee Ballots. Every member of the MCBA, in good standing, shall have the right and be entitled to one vote, in person, or in advance absentee ballot as provided herein, upon every proposal including the election of officers and members of the Board, properly submitted for a vote by the general membership by the Board at any meeting of the MCBA, except absentee voting shall not be permitted for amendments to these Bylaws. Election of officers and members of the Board shall be automatically considered submitted for a vote by the general membership by the Board. The Board may submit any proposal for a vote by the general membership of the MCBA by means of a two-thirds vote of the members of the Board present, assuming there is a quorum of the Board.

A member who wishes to vote by absentee ballot must obtain a ballot from the Secretary of the Board no less than three working days in advance of the meeting of which the vote is to be taken. At the time the member obtains the ballot, he or she must sign a statement certifying that he or she will be more than twenty (20) miles from the location of the meeting or physically incapacitated for meeting and will be unable to attend the meeting to vote for that reason. The completed ballot must be returned either to the Secretary or the President no later than 5:00 p.m. of the day preceding the meeting. If

the member who submitted the absentee ballot is in attendance at the meeting, his or her absentee ballot shall be discarded unopened.

Section 3. **Annual Dues.** The annual dues shall be in an amount fixed by the Executive Committee. There shall be no proration of annual dues. Upon becoming a member, dues shall be then payable and thereafter in advance of each membership year.

Section 4. **Application for Membership.** All candidates for membership must submit a written application, on a form approved by the Board, accompanied by a non-refundable payment in advance of such dues as may be applicable at the time of filing the application. The completed application and the appropriate dues must be submitted to the MCBA at P.O. Box 4020, Key West, Florida 33041.

ARTICLE III

EXECUTIVE BOARD

Section 1. **Composition.** The governing body of the MCBA shall be the Executive Board (referred to above and hereinafter as “the Board”), consisting of at least a four (4) Officers: President, Vice-President, Secretary and Treasurer chosen from among the voting membership of the MCBA, all of which shall be voting members of the Board. No one person shall simultaneously serve in any more than one of the foregoing positions.

Section 2. **Duties of Board.** The Board shall have general supervision and control of the affairs of the MCBA, subject to provisions of these Bylaws.

Section 3. **Duties of Officers.** In addition to any other duties prescribed herein, the duties of the Officers of the MCBA shall be as follows:

- a. **President.** The President shall preside at all meetings of the MCBA and the Board and shall perform such duties and acts as usually pertain to her or his office. The President may prepare a report of the activities of the MCBA for past year presentation at the annual meeting of the MCBA and submission to the Board.

- b. **Vice President.** The Vice President shall perform the duties of the President in the absence of the Chair at any meeting of the MCBA or the Board.
- c. **Secretary.** The Secretary shall be custodian of all books, papers, and other property of the MCBA and shall act as Secretary of all meetings of the MCBA or of the Board, and shall give such notices as may be required by these Bylaws, or as requested by the President.
 - d. **Treasurer.** The Treasurer shall be the custodian of and shall keep an accurate record of all moneys received, appropriated or expended or the use of the MCBA and shall present a financial report at each meeting of the Board.

Section 4. **Election of Board.** The Board shall be elected by a written secret ballot by a plurality of members voting, to include both those in attendance at the annual meeting and absentee ballots done in accordance with the procedures for absentee voting set forth in Article II, Section 2 of these Bylaws.

Section 5. **Term of Office.** Each Officer of the Board shall be elected for a term of one year by the membership of the MCBA. Voting shall be conducted in accordance with these Bylaws. Cumulative voting shall not be allowed. Officers so elected shall serve from the time of their election until the close of the next succeeding fiscal year, or until their successors have been validly elected and qualified. Any vacancies on the Board shall be filled as set forth in Article III, Section 6 of these Bylaws.

Section 6. **Vacancies.** If any member of the Board shall fail to attend three successive meetings of the Board, except for reasons acceptable to a majority of the other members of said Board, the office held by such member may be vacated upon the motion and approval thereof by a majority of the Board. Any member of the Board may resign at any time by sending a written notice of such resignation to the Secretary of the Board and such resignation shall take effect upon receipt thereof by the Secretary. Any vacancy on the Board shall be filled from among members of the MCBA by appointment by a majority vote of the remaining members of the Board to serve the unexpired term.

Section 7. **Eligibility of Board Members.** A member of the MCBA in good standing is eligible for election to the Board.

Section 8. **Nomination of Board Members.** No less than seven (7) days prior to the Annual Meeting and general election of the MCBA, any member of the MCBA in good standing may be nominated or self-nominated for each office of the Board by sending written notice of such nomination to the Secretary of the Board. The Secretary shall, immediately upon receipt of the nomination, review the nomination and determine the qualification of the nominee.

The Secretary shall prepare the ballot for the annual meeting each year. The ballots shall list each officer seat to be filled and the nominee(s) for each such position.

Absentee voting shall be allowed at the annual meeting by a member of the MCBA, in good standing, only in accordance with the procedures for absentee voting set forth in Article II, Section 2 of these Bylaws.

Section 9. **Ex Officio Board Members.** The Board shall also have as additional *ex officio* members the immediate past president of the Board, and the current circuit representatives to the Board of Governors of The Florida Bar and the Young Lawyers Division Board of Governors of The Florida Bar.

ARTICLE IV

MEETINGS

Section 1. **Annual Meeting.** The annual meeting of the MCBA shall be held during the month of February of each year, one of the purposes of which shall be the election of the Executive Board for the ensuing year, all of whom shall take office immediately following election. Notice to all members as to the time and place of the annual meeting shall be given at least fifteen (15) days in advance thereof.

Section 2. **Special Meetings.** Special meetings of the MCBA may be called by the President or by written petition of any member upon majority approval of the Board at such time as the Board may determine.

Section 3. **Board Meetings.** Meetings of the Board may be called by the President or by three (3) members of the Board and shall be held at such time and place as may be

designated in the notice of such meeting. When not assembled, the Board may act upon submission by a majority vote of the members thereof; provided, however, that the Board shall meet at least four (4) times per year, unless it decides otherwise.

Section 4. **Order of Business.** Order of Business at annual meeting:

- a. Report of President
- b. Report of Treasurer
- c. Election of Officers
- d. Transaction of Other Business
- e. Adjournment

Section 5. **Quorum.** Ten (10) members shall constitute a quorum at any meetings of the MCBA, and a majority of the Board shall constitute a quorum at any meeting of the Board. All binding action of the MCBA, or of the Board, shall be by a majority vote of the members present at any meeting at which a quorum is in attendance. Robert's Rules of Order shall govern the proceedings.

Section 6. **Proxy.** Board members who are unable to attend a Board meeting may assign their vote by proxy to any other Board member who will be present at the Board meeting. All proxies must be in writing (or via email) sent to either the assignee of such proxy or to the President or Secretary and such writing must clearly state to whom the proxy is being given. The Board member granting the proxy may revoke it any time prior to the call of the order of the Board meeting. If a Board member who was going to be absent is present at the Board meeting, any proxy given by that Board member to any other board member is automatically revoked and the Board member giving the proxy shall cast his or her vote in person.

ARTICLE V

AMENDMENTS

Section 1. **Amendments.** These by-laws may be amended from time to time by a majority of the members present and voting provided a quorum is present, or by the Board at any meeting of the Board attended by all Board members and by a vote of one hundred percent (100%) of the Board.

ARTICLE VI
COMMITTEES

Section 1. **Committees.** The Board may appoint committees and define their duties.

Section 2. **Function of the Committees.** The Board or individual members thereof as designated by the Board shall work with and assist committee of the MCBA in performing the functions of the committee. The Board shall act upon requests made by the various committees and shall act to approve or disapprove reports of the committee and the requests for appropriations from or action by the MCBA.

ARTICLE VII
FISCAL RESPONSIBILITY

Section 1. **Fiscal Year.** The fiscal year shall be designated by the Board from time to time. The terms of the newly elected Officers of the Board shall commence immediately upon their election at the Annual Meeting of the MCBA as set forth in Article III, Section 4 of these Bylaws.

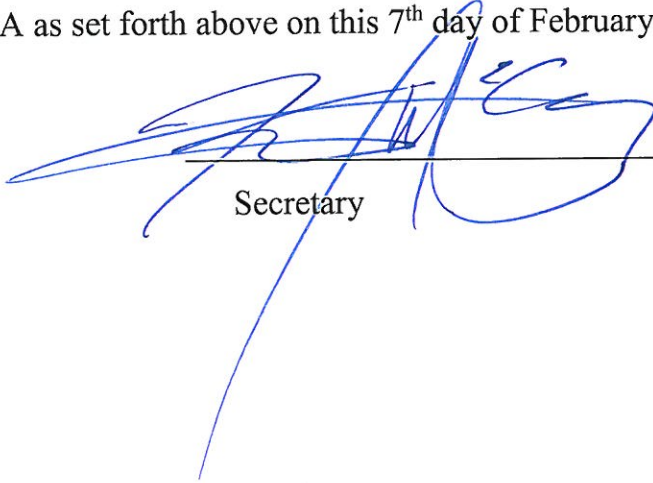
Section 1. **Funds Collected.** All donations, grants, and other funds collected or generated by the MCBA shall remain in a bank account designated as the MCBA bank account. The Officers shall expend such money as is reasonable to promote MCBA activities and goals consistent with Article I, Section 2 of these Bylaws. Any expenditure over two hundred and fifty dollars (\$250.00) shall be approved by a majority vote of the members of the Board.

ARTICLE VIII
ADOPTION

These Bylaws shall be effective upon adoption. These Bylaws shall be deemed adopted by the affirmative vote of two-thirds (2/3) of the members present at the meeting following the presentation thereof to the membership of the MCBA. The membership of the Board constituted at the time of adoption shall continue in effect until the time for election of new officers as provided herein.

CERTIFICATION OF ADOPTION

I, Kevin McCarthy, being the elected or appointed Secretary of the Monroe County Bar Association hereby certify that these Bylaws were amended and duly adopted by the membership of the MCBA as set forth above on this 7th day of February, 2017.



Secretary