

# **BYLAWS OF THE SOLO & SMALL FIRM SECTION**

## **ARTICLE I NAME AND PURPOSE**

**Section 1. Name.** The name is "Solo & Small Firm Section, The Florida Bar." (section)

**Section 2. Purposes.** The purposes of this section are to:

- (a) assist the board of governors when called on, in the implementation and promotion of the policies and objectives of The Florida Bar;
- (b) enhance the skill of the solo & small firm as well as the lawyer who has interests beyond the boundaries of a single professional specialty, by providing a forum for the exchange of ideas and information essential to improvement of the lawyer's quality of legal service;
- (c) provide an organization within The Florida Bar open to members in good standing having an interest in the economics of law practice; and
- (d) provide a forum for discussion and exchange of ideas to develop fields of economics of law practice and delivery of legal services, and to serve the public generally and The Florida Bar in interpreting and carrying out the professional needs and objectives.

## **ARTICLE II MEMBERSHIP**

**Section 1. Eligibility.**

(a) **Members of The Florida Bar.** Any member of The Florida Bar in good standing who is interested in this section is eligible for membership on application and payment of this section's annual dues. Any member who ceases to be a member of The Florida Bar in good standing will automatically be removed from this section.

**Section 2. Affiliate Membership.** The executive council (council) may enroll affiliates as defined below, on request and on payment of the prescribed dues as affiliate members of the section (referred to as "affiliates").

(a) **Law Professor - Affiliate Membership.** Any law professor employed as a faculty member of a law school offering a juris doctorate (JD) degree that qualifies graduates to take the bar exam in at least one state is eligible for affiliate membership on application and payment of this section's annual dues for law professors; provided; however, if a law professor meets the requirements of Section 1(a) above, the law professor may, at his or her election, be a member of the section.

**(b) Students of Accredited Florida Law Schools - Affiliate Membership.** Any student in good standing of a fully accredited Florida law school interested in the purposes of this section is eligible for affiliate membership on application and payment of this section's annual dues for student affiliate members established for student affiliate membership. Any student affiliate member who ceases to be a student in good standing of a fully accredited Florida law school, for any reason other than graduation, will be automatically removed from this section. On graduation and receipt of the J.D. degree a student affiliate member may continue as a student affiliate member of this section for 1 year after graduation or until the affiliate member is admitted to The Florida Bar, whichever occurs first.

**(c) Florida Legal Assistants/Legal Administrators - Affiliate Membership.** Any Florida legal assistant or legal administrator interested in the purposes of this section is eligible for affiliate membership on application and payment of this section's annual dues for legal assistant/legal administrator affiliate members. For the purposes of this section's bylaws Florida legal assistant means:

(1) a person who is qualified through education, training, or work experience and who assists a lawyer in the delivery of legal services involving the performance of specifically delegated work under the supervision and direction of a lawyer who is a member in good standing of The Florida Bar, and requiring a sufficient knowledge of legal concepts that the lawyer would perform the task absent the legal assistant; and

(2) who has satisfied the following minimum requirements:

(A) successful completion of the certified legal assistant or paralegal (CLA/CP) examination of the National Association of Legal Assistants, Inc.;

(B) graduation from an ABA-approved program of study for legal assistants or paralegals;

(C) successful completion of a course of study for legal assistants or paralegals that is institutionally accredited and that requires not less than the equivalent of 60 semester hours of classroom study;

(D) graduation from a course of study for legal assistants or paralegals, other than those set forth above, plus no fewer than 2 years of in-house training as a legal assistant or paralegal, and whose lawyer/employer attests that the person is qualified;

(E) a bachelor's degree in any field, plus no fewer than 3 years of in-house training as a legal assistant or paralegal, and whose lawyer/employer attests that the person is qualified; or

(F) seven years' continuous employment as a legal assistant or paralegal, and whose lawyer/employer attests that the person is qualified.

Florida legal administrator means any person employed by a law firm, corporate legal department, government, judicial or legal agency, or other entity devoted primarily to the practice of law, regardless of the title by which the person is classified, if the person devotes the majority of his/her working time to the performance of managerial and administrative duties connected with the entity.

**(d) Renewal of Affiliate Membership by Florida Legal Assistants/Paralegals.**

Every application by a Florida legal assistant or paralegal for renewal of an affiliate membership in this section must be accompanied by evidence satisfactory to the section of completion by the legal assistant or paralegal of the minimum number of continuing education credits required by the National Association of Legal Assistants and an attestation of continued employment as a legal assistant or paralegal by the legal assistant's or paralegal's lawyer/employer.

**(e) Restrictions on Affiliate Membership.** Affiliate members may not vote or hold any section office, except that an affiliate member may serve in a special advisory nonvoting capacity that the council may establish at its discretion. Otherwise, affiliate members may enjoy all the benefits and privileges accorded full members of the section. The number of affiliates may not exceed one-third of the section membership.

**(f)** The word "member" wherever used in these bylaws includes both full members and affiliate members, subject to the restrictions applicable to affiliate members.

**Section 3. Administrative Year.** The administrative year of the section runs concurrently with the administrative year of The Florida Bar.

**Section 4. Annual Dues.** The annual dues are fixed by the council subject to approval by the Board of Governors of The Florida Bar. No annual dues will be prorated. On becoming a member, dues are payable in advance of each membership year. Any member whose dues are in arrears for a period of 3 months ceases to be a member of the section.

### **ARTICLE III OFFICERS**

**Section 1. Officers.** The officers of this section are a chair, chair-elect, secretary, and treasurer.

**Section 2. Chair-elect, Secretary, Treasurer and Council Members.** On or before May 1 of each year, the chair appoints a nominating committee of no fewer than 3 members and no more than 5 who must nominate 1 active member of the section for the office of chair-elect, 1 active member of the section for the office of secretary, 1 active member of the section for the office of treasurer, 9 active members for 9 positions on the council, 1 student affiliate for the student affiliate member position, 1 law professor for the law professor member position, 1 legal administrator affiliate member for the legal administrator member position, and 1 legal assistant affiliate member or paralegal affiliate member for that member position. Any active member wishing to be considered for the position of chair-elect, secretary, treasurer, or for a position on the council may, but is not required to, notify

the secretary of the section by a letter endorsed by 10 other active members of the section no later than 10 days before to the commencement of the annual meeting of the section. The nominating committee will present its report at the annual meeting of the section for the vote of the membership assembled. The candidates receiving a majority vote of those present will be declared elected. In the event more than 1 person is nominated for the position of chair-elect, secretary or treasurer, or more than 9 persons are nominated for the council, voting will be by written ballot (unless waived by a majority of members present). Nominations from the floor are to be allowed. Any person nominated for the position of chair-elect, secretary or treasurer must have served on the council for a minimum of 12 months prior to the election.

### **Section 3. Duties of Officers.**

**(a) Chair.** The chair presides at all meetings of both the section and the council. The chair appoints the membership of all divisions and committees and division and committee chairs, prepares all reports to be submitted to The Florida Bar or to the Board of Governors of The Florida Bar, and performs other duties as customarily pertain to this office. The chair is an ex-officio member of each division and committee of the section.

**(b) Chair-elect.** The chair-elect becomes the chair on the completion of the chair's term of office or in the event of the death, resignation or failure of the chair to serve for any reason. In case of temporary disability or absence of the chair, the chair-elect serves as acting chair only for the duration of the chair's disability or absence. The chair-elect is responsible for such duties as the chair may designate. The chair-elect is an ex-officio member of each division and committee of the section and is in charge of the membership program of the section and chair of the committee on membership.

**(c) Secretary.** The secretary keeps the permanent files and records of the section, including minutes of meetings of both the section and council, and keeps various committee reports, except those that are performed by The Florida Bar.

**(d) Treasurer.** The treasurer has the responsibility of accounting for all funds of this section, approves all disbursements, and prepares financial statements.

### **Section 4. Term of Office.**

**(a) Chair.** The term of office of the chair begins at the conclusion of each annual meeting of the section and ends at the conclusion of the next annual meeting of the section, at which time that individual is automatically succeeded by the chair-elect.

**(b) Chair-elect.** The term of office of the chair-elect runs concurrently with that of the chair, beginning at the conclusion of the annual meeting of the section during which that person was elected chair-elect and ending at the conclusion of the next annual meeting of the section when that individual becomes chair.

**(c) Secretary and Treasurer.** The term of office of the secretary and the term of office of the treasurer begin at the conclusion of each annual meeting of the section and end at the conclusion of the next annual meeting of the section.

**(d) Chair Emeritus.** Any past chair who remains a member in good standing of the Solo & Small Firm Section of The Florida Bar may apply and become a chair emeritus member of the council with approval of the council. A chair emeritus member is a member of the long range planning committee and is eligible for expenses and other reimbursements as the council designates. An emeritus member has no voting privileges, but may attend the council meetings and is encouraged to participate in meeting discussions. An emeritus member's presence will not be counted for establishing any quorum.

The immediate past chair will remain on the council for 1 year immediately following service as chair. Following this 1-year period of service on the council, the immediate past chair will then move into chair emeritus status and serve for 1 year as chair emeritus liaison to the council. The chair emeritus liaison is responsible for overseeing chair emeriti in providing work product to the council. After this 1-year term, the chair emeritus liaison is eligible to return to the council if nominated and elected. Otherwise, the chair emeritus liaison will remain in chair emeritus status.

**Section 5. Vacancies.** The chair fills all vacancies except vacancies in the offices of chair and chair-elect, which latter vacancies are filled in the manner provided by these bylaws. In the event that the offices of both chair and chair-elect become vacant, then the council must fill the vacancy of chair from among its members for the unexpired term, and at the next annual meeting of the section a chair and a chair-elect will be elected and they will take office in the manner provided for in these bylaws.

**Section 6. Affiliates.** Affiliate members may be appointed to advisory positions on the council at the discretion of the chair. There may be no more than 4 affiliate members on the council at any given time and they may not vote on section matters.

## **ARTICLE IV EXECUTIVE COUNCIL**

**Section 1. Governing Body.** The council is the governing body of the section between the annual meetings of the section. The chair of the section is the chair of the council, the secretary of the section is the secretary of the council and the treasurer of the section is the treasurer of the council. The council has general supervision and control of the affairs of the section, subject to the provisions of the Rules Regulating The Florida Bar and the bylaws of this section. It must authorize all commitments or contracts. No expenditure of section funds may be made without authorization of the council. It may not authorize commitments, contracts or expenditures involving amounts of money in excess of the total amount that is budgeted as disbursements for that fiscal year. It is vested with the power and authority to formulate, fix, determine, and adopt matters of policy concerning the affairs and purposes of the section that are not inconsistent with the policies of The Florida Bar. The council will conduct its business at regular and special meetings as provided for in these bylaws; provided, however, the business of the council between regular meetings

may be conducted by correspondence, telephone, facsimile, or other electronic means to the extent authorized by the chair.

**Section 2. Membership.** The membership of the council consists of the chair, chair-elect, immediate past chair, secretary, treasurer, and 18 voting members serving staggered 2 year terms. The section will elect 9 members of a 2 year term at each annual meeting of the section. This section also will elect the following nonvoting members: 1 law student of an accredited Florida law school, 1 law professor, 1 Florida legal administrator, and 1 legal assistant or paralegal as defined in Article III. The legal administrator and legal assistant must represent the interests of Florida legal administrators, legal assistants, and paralegals in general. All nominees must have previously agreed to accept the nomination.

**Section 3. Term of Office.** All members of the council serve a term of 2 years, the terms of the members of the council being staggered so that 9 members take office at each annual meeting of the section, the term commencing with the conclusion of the annual meeting of the section following their election and ending at the conclusion of the annual meeting of the section 2 years later. The nonvoting law professor, law student, legal administrator, legal assistant or paralegal may each serve a 1-year term commencing with the conclusion of the annual meeting of the section following elections and ending at the conclusion of the next annual meeting of the section.

**Section 4. Vacancies.** The chair will appoint a member to serve the balance of the term of council positions that are permanently vacant because:

- (a) the position was not filled at the annual meeting of the section;
- (b) death, resignation, ineligibility, or other reason;
- (c) a member of the council missed any 3 meetings (excluding long range planning meetings) in 1 fiscal year irrespective of any excused absences; or
- (d) a member of the council has 2 unexcused absences from meetings (excluding long range planning meetings) during that member's term of office.

**Section 5. Absences.** Requests for an excused absence must be sent to the chair, with a copy to the section's Florida Bar program administrator, no later than seven (7) days following the meeting for which an excused absence is required or the absence will automatically be deemed to be an unexcused absence. The chair must determine if a person's absence from a council meeting is excused. If the chair determines that a person's absence is unexcused, that decision may be appealed to the council and may be overruled by majority vote of the council.

**Section 6. Executive Committee.** The members of the executive committee consist of the chair, chair-elect, secretary, and treasurer. The council may elect 3 of its membership to also serve on the executive committee. The provisions of Section 4 of this article apply to its membership. The executive committee has the powers delegated to it by the council, including managing the affairs of the section during the interim between meetings of the council. In so doing, the executive committee has the same powers as the council, provided

any action that it may take may not conflict with the policies and expressed wishes of the council. The executive committee action is binding on the section by majority vote of the executive committee. The executive committee may take action by correspondence, telephone, facsimile or other electronic means to the extent authorized by the chair.

## **ARTICLE V COMMITTEES**

**Section 1. Special Committees.** The section chair appoints as many committees as are necessary to fulfill the goals and needs of the section. Any member of the section may be appointed to serve on a committee or as chair of a committee.

**Section 2. Reports.** At the request of the section chair, the chair of each committee will submit a written report of the committee's activities during the preceding year to the council.

## **ARTICLE VI MEETINGS**

**Section 1. The Section.** The annual meeting of this section must be held at each annual convention of The Florida Bar. The members of the section, present and in person, at any annual meeting of the section, constitutes a quorum and a majority vote of those present is binding.

**Section 2. Council.** Each new council must hold its organizational meeting during the annual meeting of the section. The council may hold 1 other regular meeting between each annual meeting. The business of the council may be conducted between its meetings by correspondence, telephone, facsimile or other electronic means to the extent authorized by the chair. The date and location of the regular meeting will be fixed by the chair of the section and written notice of such date and location must be given by the chair to each member of the council at least 14 days prior to the meeting. Special meetings of the council may be held at times and places as the chair designates by written notice to each member of the council at least 14 days prior to the meeting. At any meetings, the written proxy of any member will be recognized and may be voted by the holder designated. The majority of the council, whether in person or by written proxy, will constitute a quorum. In determining the quorum of the council, the past chair, by virtue of the office, will not be counted.

**Section 3. Committees.** Committees will meet at the discretion of their chairs.

**Section 4. Annual Meeting Program.** The council is responsible for the section program for the annual meeting of the section. Any program must provide adequate time for the annual meeting of the section and the chair, and chair-elect must prepare the agenda for the business meeting.

## **ARTICLE VII AMENDMENTS**

These bylaws may be amended at any annual meeting of the section by a majority vote of the members of the section present and voting, after approval by a majority of the council. No amendment becomes effective unless approved by the Board of Governors of The Florida Bar.

## **ARTICLE VIII MISCELLANEOUS**

**Section 1. Action of The Florida Bar.** No action of this section will be represented or construed as the action of The Florida Bar until the action has been approved by The Florida Bar Board of Governors. The executive council and Board of Governors of The Florida Bar must approve all section recommendations to The Florida Bar, any branch of the judiciary, or to any other group or body to which the recommendations may be directed. The executive council must approve all section recommendations made to the Board of Governors of The Florida Bar.

**Section 2. Financial Obligations.** No financial obligations of the section may be paid without prior approval by the council.

**Section 3. Compensation and Expenses.** No salary or other compensation will be paid to any member of this section for performance of services to this section, but the chair may authorize the payment of reasonable out-of-pocket expenses resulting from performances of such services.

**Section 4. Policies of The Florida Bar.** The section may take no action contrary to the policies of The Florida Bar as established by its Board of Governors.