

## BYLAWS OF THE YOUNG LAWYERS DIVISION, THE FLORIDA BAR

### ARTICLE I PURPOSE

The purpose of the Young Lawyers Division of The Florida Bar (the "division") is to:

- (a) assist The Florida Bar in its purposes;
- (b) encourage interest in and participation by division members in the purposes of The Florida Bar;
- (c) provide a program of activities and projects designed to be of interest and assistance to division members and, in addition, to engage in such activities as shall tend to further the best interests of the legal profession;
- (d) coordinate the activities of the division members and to serve as a medium for fostering discussion and free interchange of ideas relative to the duties, responsibilities, and problems of division members;
- (e) enhance the image and reputation of the legal professional and The Florida Bar; and
- (f) serve the public, particularly those persons outside the legal profession, through state-wide and local community projects and activities.

### ARTICLE II DIVISION MEMBERSHIP

**Section 1. Age 35 and Under.** All members of The Florida Bar in good standing ("members in good standing") under the age of 36 shall be enrolled as members of the division. However, any member who reaches the age of 36 years shall be entitled to the rights and privileges of membership for the remainder of The Florida Bar administrative year in which that member's 36th birthday occurs.

**Section 2. Practicing Five Years or Less.** In addition to the criteria for membership set forth above in Section 1 (Age 35 and Under), any member of The Florida Bar in good standing ("member in good standing") who has not been admitted to the practice of law in any jurisdiction for more than 5 years, regardless of the member's age, shall be enrolled as a member of the division until such time as the member has been admitted to the practice of law in any jurisdiction for 5 complete years. However, any member who commences the fifth year of practice in any jurisdiction shall be entitled to the rights and privileges of membership for the remainder of The Florida Bar administrative year in which the member completes the fifth year of practice in any jurisdiction.

**Section 3. Officers are Members.** Notwithstanding the criteria for membership set forth above in sections 1 and 2, during their term in office, the president and president-elect of

the division shall be enrolled as members of the division and shall be entitled to the rights and privileges of membership in the division.

### **ARTICLE III DIVISION OFFICERS**

**Section 1. Officers - Generally.** The officers of the division shall be a president and president-elect. If the president is absent or unable to act, the president-elect shall perform the president's duties.

**Section 2. President Duties and Responsibilities.** The president shall preside at all regular meetings of the division, and shall be a member and chair of the division's board of governors, as described in Article V (Board of Governors) below (the "board"). The president shall serve as an ex officio member of all general and special committees, and shall perform such other duties as the board may from time to time prescribe.

**Section 3. President-Elect Duties and Responsibilities.** The president-elect shall be a member of the board and shall perform the duties of the president if the president is absent or unable to act, and shall perform such other duties as the board may from time to time prescribe. In addition, the president-elect shall keep the records of the proceedings of the division and of the board, keep a roll of the board members, attend to correspondence, and issue notices of meetings, subject to the control of the board, unless a recording secretary has been appointed by the president.

**Section 4. Appointed Positions.** The president may appoint a recording secretary whose job it shall be to prepare minutes of each meeting and to handle such other matters as the president may deem appropriate. The president may also appoint a parliamentarian whose job it shall be to become familiar with Robert's Rules of Order and advise the president and/or president-elect on procedural matters. The president may appoint such other positions as the president determines are necessary for the effective administration of the board.

#### **Section 5. Vacancy of Office.**

**(a) President's Office Vacant.** If the president's office becomes vacant, the president-elect shall serve as president for the remainder of the term of the office vacated, and then shall serve as president for the term for which the president-elect was elected.

**(b) President-Elect's Office Vacant.** If the president-elect's office becomes vacant, the board shall elect a president-elect by the same procedure set forth in Article IV (Election of Division Officers) below, except that the first board meeting immediately following the vacancy shall be deemed to be the meeting on, or immediately before, February 1, and the candidate elected shall be immediately installed. However, if the president-elect's office becomes vacant after regular nominations for a successor president-elect have closed, that regularly elected successor shall be immediately installed as president-elect.

**(c) Both President and President-Elect's Office Vacant.** If the offices of president and president-elect shall both become vacant, the board shall elect an acting president by secret written ballot by a majority vote of the members of the board present at the next regular or special meeting of the board. Any officer installed to fill a vacancy in the office of president or president-elect shall have all rights and privileges pertaining to that office as if the officer had been regularly elected and installed.

**Section 6. Reimbursement of Expenses.** The president and president-elect of the division and members of the board shall receive such reimbursement of expenses as shall be deemed reasonable to the board from time to time.

#### **ARTICLE IV ELECTION OF DIVISION OFFICERS**

**Section 1. Eligibility - President-Elect.** The board shall elect the president-elect from among its membership. Any board member eligible to serve on the board at the time of the election shall be eligible, if elected, to hold the offices of president-elect and president.

**Section 2. Nominations - President-Elect.** Nominations for president-elect shall open and close from the floor during the in-state meeting of the board on, or immediately before, February 1 during each bar year and shall be the last item of business at such meeting.

**Section 3. Voting.** Voting shall be by secret ballot. The names of the candidates on any ballot shall be listed alphabetically. All board members who have been duly sworn to take office shall be eligible to vote. The ballots are to be transmitted on or before February 5 each year, and each board member is to be provided with 1 ballot. The voted ballots are to be received by the executive director of The Florida Bar or the executive director's designee [hereinafter, the term "executive director" shall refer to both the executive director of The Florida Bar and the executive director's designee] no later than 20 days after the date the ballots were transmitted. Only those ballots timely received shall be counted. The president shall vote, but such vote shall count only in the event of a tie. If no candidate timely receives a majority of the votes, the executive director shall immediately certify on a subsequent ballot transmitted to each board member the names of the 2 candidates receiving the greatest number of votes, and there shall be a runoff election between these 2 candidates. The names of the runoff candidates shall appear on the ballot in alphabetical order. The ballots for the runoff shall be transmitted on or before March 1 and the voted ballots must be received by the executive director on or before midnight, eastern time, on March 22, to be counted. The ballots shall be counted and the results certified as provided in the first election. Only ballots received on or before midnight, eastern time, March 22 shall be counted. The runoff candidate receiving a majority of the votes timely cast shall be declared elected. For purposes of this section, a ballot may be transmitted by any method of service of pleadings subsequent to the initial pleading allowed by the Florida Rules of Civil Procedure then in effect, so long as the ballot is actually received by the executive director.

**Section 4. Installment of President-Elect.** The candidate receiving a majority of votes timely cast shall be installed in the office of president-elect at the first annual meeting of The Florida Bar following election and shall hold the office of president-elect until installed

as president at the next annual meeting of The Florida Bar. The president shall serve until a successor is elected and installed. The same person shall not serve as president for 2 successive years, except that a president-elect who serves the unexpired term of a president shall be entitled to serve as president during the term for which the president-elect was elected pursuant to the provisions of Article III (Division Officers).

## **ARTICLE V BOARD OF GOVERNORS**

**Section 1. Board Composition.** There shall be a board of the division, to be composed of the president and president-elect, 3 representatives elected by and from the non-resident members of the division, and representatives elected by and from the members of the division in each judicial circuit.

**Section 2. Duties and Responsibilities.** The board shall have the general management and control of affairs of the division subject to the Rules Regulating The Florida Bar and these bylaws and it may recommend to the president or president-elect of The Florida Bar members of the division to serve upon the various committees of The Florida Bar.

**Section 3. Board Member Eligibility.** To be eligible to serve on the board, a member in good standing of the division must:

(a) reside in the judicial circuit that member intends to represent [for purposes of these bylaws, residency shall be determined by a member's official bar address]; and

(b) remain a member of the division for at least 1 year of the entire term of office and not have been removed from the board, within the last year, for failure to comply with the attendance requirements of Article V, Section 12 (Removal).

A member of the board who is eligible for membership in the division for 1 of the 2 years of the term as a board member shall remain a member of the division for the entire term of office as a member of the board, except as otherwise provided by these bylaws.

**Section 4. Number and Apportionment.** The total number of members of the board elected shall be equal to twice the number of judicial circuits as constituted at the time of the election, plus 3 members who shall be out-of-state representatives. The circuit representatives shall be apportioned among the circuits with:

(a) one-half of the circuit representatives apportioned among the judicial circuits on the basis of 1 representative from each circuit; and

(b) one-half of the circuit representatives apportioned among the judicial circuits on the basis of the number of members in good standing of the division residing in each respective circuit.

**Section 5. Method of Apportionment.** The formula for determining the number of representatives to be apportioned to each judicial circuit shall be as follows:

(a) first, determine the average number of members in good standing of the division residing in each judicial circuit by dividing the number of members in good standing of the division residing in the state by the total number of judicial circuits; and

(b) second, divide the number of members in good standing of the division residing in each judicial circuit by such average.

Apportionment of representatives among the judicial circuits shall be in accordance with the results thus obtained, by apportioning each judicial circuit 1 representative for each multiple of 1 of the results obtained for such circuit and of 1 representative for its remaining fraction of a multiple commencing with the largest such fraction and continuing in descending order to the next largest fraction and so on until all representatives of this category shall be apportioned to judicial circuits.

**Section 6. Certification of Division Members.** The executive director shall as of October 1 each year certify to the president of the division from the official records of The Florida Bar, the number of members in good standing of the division residing in each judicial circuit. The certification shall be published in a bar publication distributed to all members of The Florida Bar on or before November 1.

**Section 7. Effect of Reduction of Representatives in Circuit.** All circuit representatives elected to the board shall serve out the full term for which elected even though a subsequent circuit membership as certified by the executive director discloses a reduction in the number of representatives to which any judicial circuit is entitled.

**Section 8. Publication of Board Vacancies.** No later than November 1 of each year, the president-elect shall cause a notice to be published in a publication of The Florida Bar setting forth the number of vacancies on the board, the seat(s) in each circuit which must be filled by election before the next annual meeting of The Florida Bar, the eligibility requirements for such seat(s), the nomination and election procedure, and whether the incumbent board member intends to seek reelection to that seat.

**Section 9. Notice of Intent to Seek Re-election.** Any board member who intends to seek reelection shall so advise the executive director of such intention in a non-binding, written, and signed notification which must be received by the executive director on or before 5:00 p.m., eastern time, October 1 in the final year of that member's term of office. A facsimile copy of the written notification is permitted, but shall be deemed to be received only when transmission is complete. The executive director shall cause such information to be published in a publication of The Florida Bar as specified in Article V, Section 8 (Publication of Board Vacancies).

**Section 10. Nominations.** Any member in good standing of the division may be nominated for election as a member of the board from the judicial circuit in which the member resides. Any member of the division who resides outside of the state of Florida may be nominated for election as a nonresident member of the board. Nominations shall be made by written petition, signed by no fewer than 5 members in good standing of the division residing in that circuit. In the case of nominees for the office of nonresident representative on the board, nominating petitions shall be signed by no fewer than 5 members in good standing of the division, residing outside the state of Florida.

**(a) Circuit Seats.** The members representing the odd-numbered circuits shall be elected in odd-numbered years, and the members representing the even-numbered circuits and the out-of-state representatives shall be elected in even-numbered years. In each judicial circuit where there is more than 1 representative to be elected, the seats of the representatives shall be designated numerically, and a nominating petition shall state the number of the seat sought by the nominee. Provided, however, that the delegation from each such circuit shall, by majority vote in caucus, have the option to have all candidates in that circuit run at large, without numerical seats, in which case the number of candidates receiving the most votes for the number of seats available shall be declared the winners. If this optional method is chosen for a given judicial circuit, all ballots, to be valid, must show a vote for exactly the same number of persons as there are offices open for election; so-called "bullet ballots" shall be void. The senior member of such delegation shall advise the president-elect prior to October 1 of each year that such optional method has been selected. The nominee who receives the most votes will occupy seat 1 and so forth until each seat is filled.

**(b) Location of Member.** In each circuit in which there is more than 1 representative to be elected, any number of candidates may be nominated on a single petition and any number of petitions may be filed, but all candidates named in a petition and all members signing such petition shall reside in the judicial circuit that the candidate is nominated to represent, and shall be members of The Florida Bar and the division in good standing.

**(c) Time for Filing Nominating Petitions.** Nominees shall endorse their written acceptance on such petitions, but no nominee shall accept nomination for more than 1 seat. All nominating petitions shall be filed with the executive director at The Florida Bar's headquarters office on or before 5:00 p.m., eastern time, December 15 prior to the year of the election. A petition may be withdrawn at any time by written notice to the executive director prior to January 1. A candidate may change the number of the seat sought by withdrawal of the petition and by the filing of a new petition in the form and by the time set forth above. Original nominating petitions and changes in the number of the seat must be received on or before 5:00 p.m., eastern time, December 15 prior to the year of the election. Filing by facsimile is permitted, but shall be deemed to be received only when transmission is complete. On a date to be fixed by the executive director, the nominating petitions shall be canvassed and tabulated by the executive director who shall certify in writing the names of all members who have been properly nominated and file such certificate with the clerk of the Supreme Court of Florida.

**(d) No Nominations for Particular Seat.** For the purpose of this section, if no representative is nominated for any given seat in a judicial circuit, or if a circuit shall run its elections at large and a sufficient number of representatives are not nominated to all seats in the judicial circuit, then such shall constitute a vacancy to be filled as follows: such vacancy shall be advertised in 2 January issues of The Florida Bar News requesting applications of interested persons within a particular circuit to fill the vacancy. As of February 1, the current representatives in the judicial circuit where the vacancy occurs, or such board members as designated by the president-elect, shall make recommendations to the president-elect to fill the vacancy from those who have

applied. If no persons have applied to fill the vacancy, the current representatives in the judicial circuit where the vacancy occurs, or such other persons on the board that are designated by the president-elect, shall make other recommendations. The current representatives or such other person appointed by the president-elect for the board shall attempt to make at least 2 recommendations for each vacancy. The president-elect shall thereafter make a recommendation to fill the vacancy that must be approved by a majority of the board. The individual appointed to fill the vacancy must be eligible to remain a member in good standing of the division for at least 1 year of the entire term of office.

### **Section 11. Voting.**

**(a) Manner.** Voting shall be by secret ballot. The ballots shall be transmitted on or before March 1. Only voted ballots received by the executive director on or before midnight, eastern time, March 21 shall be counted and tabulated. Immediately after March 21, the executive director shall canvass and tabulate the ballots received, certify the results of the election, and file such certificate with the clerk of the Supreme Court of Florida. The candidate for a seat receiving a majority of the votes cast for the seat shall be declared elected.

If no candidate receives a majority, there shall be a runoff election between the 2 candidates receiving the highest number of votes. The ballots for the runoff shall be transmitted on or before April 1 and the voted ballots must be received by the executive director on or before midnight, eastern time, April 22. The ballots shall be counted and the results certified as provided in the first election. The runoff candidate receiving a majority of the votes cast for that particular seat shall be declared elected. The 3 candidates for the nonresident seats receiving the highest number of votes cast for the seats shall be declared elected and the 2 candidates receiving the fourth and fifth highest number of votes cast shall be alternative nonresident members who shall serve if a vacancy occurs in the nonresident member seat(s) for any reason.

**(b) Election Results.** In the event that only 1 candidate has been nominated for a particular seat on the board or for the seat of nonresident representative, such candidate shall be declared elected. The results of the election certified by the executive director shall be transmitted by the president-elect to the officers, members of the board, and all candidates, and will be posted on The Florida Bar's Internet website.

**(c) Term of Membership.** Except as otherwise provided in these bylaws, each elected member of the board shall hold office for 2 years commencing at the conclusion of the annual meeting of The Florida Bar following election or appointment to office and continuing until a successor is qualified and elected. The term of office for those persons elected or appointed to fill a vacancy shall run for the balance of the term.

### **Section 12. Removal.**

**(a) Removal.** Any member of the board of governors may be removed for cause by resolution adopted by two-thirds of the entire membership of the board of governors.

**(b) Loss of Eligibility.** In addition, a member of the board who at any time during the member's term no longer resides in the judicial circuit that member was elected to represent shall be removed as a member of the board upon either notification or determination by the executive committee that the member has failed to satisfy that requirement. It is each member's responsibility to immediately notify the president in writing that he or she no longer resides in the circuit he or she was elected to represent. Upon either such notification, or a determination by the majority vote of the executive committee that the member has failed to satisfy that requirement, the member's seat shall automatically be declared vacant and the vacancy thereby created shall be filled as provided by these bylaws.

**Section 13. Vacancy During a Board Member's Term.** Any vacancy on the board arising in the office of a representative of any judicial circuit due to death, resignation, removal, or any other cause or reason shall be filled from the membership of each such circuit by appointment by the president, approved by a majority of the board, for the unexpired term of the seat which has been vacated. The individual appointed to fill the vacancy must be a member in good standing, be eligible to remain a member of the division for at least 1 year of the entire term of office, and not have been removed from the board, within the last year.

**Section 14. Board Member Duties and Responsibilities.** In addition to the other duties and responsibilities of the board members set forth in these bylaws, board members shall also have the duties and responsibilities set forth below.

**(a) Interaction with Local Young Lawyers Division, Sections, or Groups.** Each board member shall be responsible for:

(1) attending meetings of the young lawyers division or section board of directors for the circuit in which such member is a representative or, at a minimum, ensuring that at least 1 board member from the circuit attends such meetings;

(2) establishing or attempting to establish as ex-officio members of the young lawyers division or section boards of directors, board members of the circuit or county in which such young lawyers division or section is located (through amendment of local affiliate bylaws or otherwise);

(3) encouraging 100 percent participation by their affiliates in board projects such as the Child Friendly Rooms, Holidays in January, Law School for the Public, Speakers' Bureau, and any other projects created or initiated by the board from time to time; and

(4) personally inviting local young lawyers division or section officers and directors (to the extent board meetings are held in locations where a young lawyers division or section has been established), other local bar leaders, and local legislators to board meetings and social functions.

**(b) Updating Judicial Directory.** Each board member shall be responsible for helping to keep the board's judicial directory updated by monitoring and immediately

advising the judicial directory chair of new circuit and county court judicial appointments for the circuit which the board member represents and assisting in a prompt manner the judicial directory committee in obtaining completed information sheets on all current and newly appointed circuit and county court judges for the circuit which the board member represents.

**(c) Updating Local Affiliate Officer and Director Directories.** Each board member shall be responsible for helping to keep the board's directory of officers and directors of local affiliates of the circuit which they represent updated by advising the local bar affiliates networking committee of yearly changes in the officers and directors of such affiliates and submitting a list of such officers and directors to the committee chair no later than August 1 of each year.

**(d) Updating Current Board Member Address, Telephone, and Facsimile Information.** Board members shall keep their current physical street and mailing addresses, telephone and facsimile numbers, and e-mail address updated with the membership records office of The Florida Bar.

**(e) FEMA/Disaster Relief Liaison.** Each board member shall serve as a disaster relief liaison for his or her respective circuit by serving as a contact person in states of emergency and assisting the division's Federal Emergency Management Agency (FEMA)/disaster relief committee in recruiting volunteers.

**(f) SCOPE Participation.** Each board member satisfying the requirements to participate as a panel attorney for the board's SCOPE (Seek Counsel of Professional Experience) project shall volunteer to serve as a SCOPE panel attorney.

**(g) Law School Liaison.** Each board member serving in a circuit in which a law school is located shall serve as a liaison of this board to that law school.

## ARTICLE VI MEETINGS

**Section 1. Number of Meetings.** The board shall meet not less than 5 times during each bar year, at such times and places as the president may announce. One such meeting shall be held in conjunction with the annual meeting of The Florida Bar.

**Section 2. Robert's Rules of Order.** Except as provided in these bylaws, the current version of Robert's Rules of Order shall be the rules that govern the conduct of all meetings of the division.

**Section 3. Quorum.** A majority of the members of the board shall constitute a quorum for the transaction of business at all meetings.

## ARTICLE VII COMMITTEES

**Section 1. Executive.** The president, with the approval and consent of the board, may appoint an executive committee consisting of the president, president-elect, and at least 5

and not more than 10 other members of the board. The executive committee by two-thirds vote may exercise the powers of the board during any period when the board is not meeting, subject to such limitations as may be imposed by the board.

**Section 2. Budget.** In addition to the other committees, there shall be a budget committee to be composed of the president, president-elect, and at least 1 member of the board to be named by the president.

**(a) Duties and Responsibilities.** It shall be the budget committee's responsibility to ensure that the financial affairs of the division are handled properly. The budget committee shall prepare a tentative budget for the division for the succeeding fiscal year. The board, after considering the tentative budget, shall approve and adopt a proposed budget for the succeeding fiscal year in time to submit to the budget committee of The Florida Bar by a date specified by that committee, but no later than December 1 of each year. The division's budget committee chair shall file the proposed budget with the executive director and submit a copy of the proposed budget to the budget committee of The Florida Bar immediately upon its adoption by the board.

**(b) Reimbursement Requests.** All requests for reimbursement shall be submitted to the budget committee chair with the appropriate supporting documentation.

**(c) Amendments to Budget.** Any amendments or modifications to the budget in excess of \$2,500 shall be submitted to and considered by a quorum of the budget committee prior to being considered by the board. If such an amendment or modification is submitted at least 24 hours prior to the last division meeting during any fiscal year, the budget committee shall convene to consider the amendment or modification before the last division meeting. The requirements of this paragraph can be waived by a two-thirds vote of the board.

**Section 3. Bylaws Committee.** There will be a bylaws committee to be composed of the president, the president-elect, and at least 1 member of the board to be named by the president.

**Section 4. Standing and Special Committees.** The board or the president may create such standing committees and such special committees as they may deem advisable and shall define the duties, functions, and scope of such committees thereof. Standing committees shall continue in existence until terminated by the board; and special committees shall be terminated at the end of each annual meeting of The Florida Bar.

**Section 5. Duties and Responsibilities of Committee Chairs Generally.** The chair of each committee shall submit to the board a final or annual written report no later than the beginning of the meeting held in conjunction with the annual meeting of The Florida Bar and such interim written or oral reports as may from time to time be requested by the president.

## ARTICLE VIII RECORDS

**Section 1. Copies to President and President-Elect.** It shall be the responsibility of every officer and board member to furnish the president and president-elect a copy of all correspondence or other documents relating to the business of the division.

**Section 2. Transfer of Files.** Immediately following the installation of new officers, the retiring president and all committee chairs shall deliver to the succeeding president their complete files relating to the division activity, and the president-elect shall at the same time deliver to the successor in office the records of the division.

**Section 3. Transfer of Records of the Division.** Within a period of 30 days next preceding the installation of new officers, the president-elect shall review the records of the division and transfer to the executive director for storage those records of the division that are more than 1 year old, and that, in the opinion of the president-elect are no longer active. The president-elect shall report to the board the records thus transferred.

## **ARTICLE IX AMENDMENTS**

**Section 1. Manner of Amendment.** These bylaws may be altered or amended at a regularly scheduled meeting of the members of the board. An announcement shall be made that a bylaws change shall be considered at the next regularly scheduled meeting; and the proposed bylaw change shall be submitted, in writing, to the board at least 2 weeks prior to the meeting at which the bylaw change shall be considered.

**Section 2. Vote Necessary for Adoption.** A two-thirds vote of the board members present and voting shall be necessary to adopt the proposed bylaw change.

**Section 3. Approval by The Florida Bar Board of Governors.** Amendments approved by the board shall be subject to ratification by the Board of Governors of The Florida Bar.

## **ARTICLE X BYLAWS INTERPRETATION AND COMPLIANCE**

If any board member requests an interpretation of these bylaws, or the president, president-elect, or chair of the bylaws committee deems confusion to exist regarding the bylaws, a committee consisting of the president, president-elect, and chair of the bylaws committee shall meet as soon as practicable (by telephone conference call or otherwise) and resolve any confusion or make the appropriate interpretation by majority vote of the committee. Such interpretation shall be communicated immediately in writing to the affected persons or entities. In the event it becomes impossible, through the passage of time or for any other reason, to comply with these bylaws, a committee consisting of the president, president-elect, and chair of the bylaws committee shall meet as soon as practicable (by telephone, conference call or otherwise) and a majority of the committee shall agree on the corrective action that is as consistent with the letter and spirit of the bylaws as possible. The determination of the committee shall be deemed final, unless subsequently amended in accordance with these bylaws.

## **ARTICLE IX GENDER CLAUSE**

Unless the context otherwise requires, the singular shall include the plural and consistent with the policies of The Florida Bar, gender specific language shall not be employed.