

## **BYLAWS OF THE ENTERTAINMENT, ARTS AND SPORTS LAW SECTION**

### **ARTICLE I NAME AND PURPOSE**

**Section 1.1 Name.** The name is "The Florida Bar Entertainment, Arts and Sports Law Section."

**Section 1.2 Purposes.** The purposes of the section are to:

- (a) provide an organization within The Florida Bar open to all Florida Bar members in good standing who have a common interest in entertainment, arts, and sports law;
- (b) provide a forum for discussion and exchange of ideas leading to increased knowledge and understanding of entertainment, arts, and sports law by bar members;
- (c) study proposed and existing legislation affecting the entertainers, artists, and athletes and recommend to the Florida Bar Board of Governors that the bar support or oppose that legislation; and
- (d) encourage volunteer lawyers to provide service to the non-profit entertainment, arts, sports and cultural groups in the state.

**Section 1.3 Fiscal Year and Administrative Year.** The fiscal year and the administrative year of the section is the same as that of the bar.

### **ARTICLE II MEMBERSHIP**

**Section 2.1 Eligibility.** Any Florida Bar member in good standing is eligible for membership on application and payment of the section's annual dues. Any section member who ceases to be a member of the bar in good standing is no longer a member of the Entertainment, Arts, and Sports Law Section absent reapplication as an affiliate member (if qualified) as defined below.

**Section 2.2 Affiliate Membership.** Persons other than those described in 2.1 may enroll as affiliate members on payment of the prescribed affiliate dues. The purpose of affiliate membership is to foster the development and communication of multi-disciplinary information utilized in entertainment, arts and sports law, but not to encourage the unauthorized practice of law. The number of affiliates may not exceed one-third of the section membership.

- (a) "Affiliate Member" means any person, excluding those described in Section 2.1 working in or involved in the arts, sports, or entertainment industry, such as entertainers, artists, athletes, accountants, promoters, or agents, or law school professors, law school students, and paralegals.

(b) Affiliate members have all the privileges accorded to members of the section except the right to vote, hold office, participate in the selection of officers or members of the executive council, or advertise affiliate membership in any way, except that affiliate members who are full-time law school professors of an ABA-accredited law school may serve as executive council members and officers other than chair and may participate in executive council votes during their tenure.

The section will reimburse the bar for expenses it incurs in administering affiliate memberships.

**Section 2.3 Annual Dues.** The annual dues for members and for affiliate members are fixed by the executive council and approved by the board of governors. Annual dues are not prorated except as allowed by the bar generally. On becoming a member, dues are payable in advance of each membership year. Any member whose dues are in arrears for 3 months ceases to be a member.

### **ARTICLE III ANNUAL MEETING**

**Section 3.1 Annual Meeting.** Each year, there is a section annual meeting of the members held at the section retreat, if held in May or June of any given year, or at The Florida Bar Annual Convention. The section administrator will post notice of the annual meeting on the section website at least 30 days before the meeting. At the chair's discretion, the annual meeting may include a conference telephone for members to participate, but not to vote, which the section administrator will post, including call-in information, at least 3 business days before the meeting. Nominations for executive council members are accepted from the floor but are to be excluded if their eligibility criteria cannot be verified before the vote. Those section members physically present at the annual meeting will vote on any vacant or contested offices and then vote on any executive council vacancies. A majority vote of those eligible to vote is binding. Officers and executive council members elected at the annual meeting begin their terms at the start of the next section administrative year.

**Section 3.2 Quorum for Annual Meeting.** There is no quorum requirement for annual meeting or other section membership meetings.

### **ARTICLE IV OFFICERS**

**Section 4.1 Officers.** The officers of the section are chair, chair-elect, secretary, treasurer, and immediate past chair.

#### **Section 4.2 Duties of Officers.**

(a) **Chair.** Except as provided in Article VI, the chair presides at all meetings of the section and at all meetings of the executive council. The chair appoints all committees and committee chairs, who serve at the discretion of the chair. No section funds may be expended without the chair's authorization. The chair may approve expenditures of section funds only in compliance with the section's annual budget and The Florida Bar's policies and procedures. The chair may not approve expenditures of

section funds exceeding \$250 without prior executive council approval in emergencies related to service to the section. The chair may authorize expenditure of section funds under \$500 without prior executive council approval and subject to approval before disbursement. In addition, the chair is responsible for all reports to be submitted to the bar or to the board of governors, and performs other duties as customarily pertain to the office of chair. The chair is an ex-officio member of each committee of the section.

**(b) Chair-Elect.** The chair-elect becomes chair in the event of 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 other duties the chair designates. The chair-elect is an ex-officio member of each committee of the section.

**(c) Treasurer.** The treasurer serves as liaison to the bar and other sections on matters involving the section's finances and accounts for all funds of the section, reviews all proposed disbursements, prepares annual financial statements under the supervision of the executive council, and timely prepares budget requests and amendments in accordance with bar policy.

**(d) Secretary.** The secretary is responsible for all permanent files and records of the section, including the minutes of all meetings and all committee reports. The secretary keeps accurate minutes of the proceedings of all meetings of the section and of the executive council and furnishes copies of the minutes to the section administrator.

**(e) Immediate Past Chair.** The immediate past chair is a non-voting member of the executive council. The chair may appoint the immediate past chair to any standing or ad hoc committee. An immediate past chair is not eligible to become a member of the executive council or a section officer for at least 2 years after expiration of his or her term as immediate past chair.

#### **Section 4.3 Term of Office, and Prerequisites of Office.**

**(a) Chair.** The term of office of the chair runs concurrently with the section administrative year. Chair nominees from the floor must have previously served as chair, chair-elect, secretary, or treasurer and demonstrated continued service to the section. On expiration of the chair's term, the chair assumes the office of immediate past chair.

**(b) Chair-Elect.** The term of office of the chair-elect runs concurrently with that of the chair. Candidates for chair-elect must have previously served as chair, chair-elect, secretary, or treasurer and demonstrated continued service to the section. On expiration of the chair-elect's term, in the absence of a qualified competing nominee, the chair-elect assumes the office of chair.

**(c) Treasurer.** The term of office of the treasurer runs concurrently with that of the chair. Candidates for treasurer must first have:

- (1) served 2 of the prior 3 years as a non-officer council member; and

(2) demonstrated leadership service to the section, such as serving as a chair or actively participating member of a section committee; as chair, planner, or frequent speaker for EASL educational programs; or in some equivalent capacity evidencing distinguished service and responsibility.

**(d) Secretary.** The term of office of the secretary runs concurrently with that of the chair. Candidates for secretary must first have:

(1) served 2 of the prior 3 years as a non-officer council member; and

(2) demonstrated leadership service to the section, such as serving as a chair or actively participating member of a section committee; as chair, planner, or frequent speaker for EASL educational programs; or in some equivalent capacity evidencing distinguished service and responsibility.

**(e) Immediate Past Chair.** The term of office of the immediate past chair runs concurrently with the chair. If the immediate past chair does not fulfill the term, the office remains vacant until filled by the next immediate past chair.

**(f) Duration of Service.** Continuous service in any office following 2 years as a non-officer member of the executive council qualifies a member for any officer position. To qualify for chair or chair-elect, a candidate must have served each required prerequisite office for no less than 8 months.

**Section 4.4 Vacancies.** Except as otherwise provided in these bylaws, the executive council will fill any vacant office for the balance of the unexpired term by vote at the next executive council meeting.

## **ARTICLE V EXECUTIVE COUNCIL**

**Section 5.1 Membership.** The section has an executive council composed of the officers plus 10 non-officer section members who serve staggered 2-year terms.

To become a member of the executive council, a member must have been a member of the section in good standing for at least 2 years before the member's nomination and have demonstrated a commitment of service to the section during the membership.

The section seeks to diversify its executive council by electing members who represent the section geographically and substantively. The board of governors liaison to the section is an ex-officio, non-voting member of the executive council.

### **Section 5.2 Governing Body.**

**(a)** The executive council is the governing body of the section. It has general supervision and control of the affairs of the section, subject to the Rules Regulating The Florida Bar, the standing board policies, and these bylaws.

(b) The executive council approves the annual budget of the section each year as required by the bar and has general oversight over the expenditure of funds consistent with the annual budget and specific oversight over the expenditure of funds as set forth in Section 4.2(a). It will not authorize commitments, contracts, or expenditures involving amounts of money in excess of the total amount anticipated as receipts from revenues during the fiscal year plus the amount that has been previously collected from revenues and remains unexpended.

(c) The executive council has the sole authority to review and recommend to the bar approval or cancellation of contracts, including but not limited to website contracts, hotel facilities contracts, and joint-program agreements that must be signed by the bar following approval by the section. A copy of all contracts that the executive council will consider for approval and recommendation to the bar will be provided to the executive council members by email at least 1 week before the meeting at which the executive council will consider the contract for approval.

(d) The executive council has the power and authority to formulate, fix, determine and adopt matters of policy concerning the affairs and purposes of the section, including but not limited to, sponsorship benefits, complimentary or discount participation at seminars or events, and other matters affecting income and expenses, which policies must be consistent with the policies of the bar. The executive council must approve all section recommendations to the bar, the board of governors, any branch of the judiciary, or to any other body, and, if made to other than the board of governors, must have the prior approval of the board of governors.

**Section 5.3 Term of Office.** Except as provided in sections 5.4, all non-officer council members serve for a term of 2 years, the terms of these members staggered so that one-half of the non-officer members takes office at the start of each section administrative year. The terms of non-officer council members that expire after the effective date of these bylaws run through the end of the section administrative year.

**Section 5.4 Vacancies.** Except as otherwise provided in these bylaws, the executive council fills any unscheduled vacancy on the executive council for the balance of the unexpired term of that office by vote at its next meeting. An executive council member who has not attended at least 1/3 of properly-noticed meetings for any administrative year will be deemed resigned from the executive council creating a vacancy.

**Section 5.5 Executive Council Meetings.** The executive council conducts its business at meetings called by the chair or a majority of the executive council members. The section administrator gives executive council members notice of meetings by e-mail at least 10 days before the meeting. The chair has discretion to hold meetings in person or by telephone conference call, video conference or any other electronic means. The chair has discretion to allow attendance at in-person meetings by telephone or electronic means. Members participating by telephone or electronically are present at the meeting to constitute a quorum and vote. Members may not vote by proxy. Members present at the meeting by telephone or electronically may vote by e-mail to the section administrator to fill an executive council vacancy to preserve the privacy of their votes only for the duration of the meeting. The chair may call for a vote of the executive council by e-mail if the vote

is required by Florida Bar rules or policies and there is insufficient time to call a meeting. A majority vote of executive council members attending a meeting binds the section.

**Section 5.6 Quorum for Executive Council Meetings.** A majority of executive council members constitutes a quorum for executive council meetings. Non-voting members of the executive council will not count toward the quorum.

## **ARTICLE VI SECTION COMMITTEES**

**Section 6.1 General.** Except as otherwise provided, the chair designates committees with duties and powers as the chair chooses.

**Section 6.2 Legislative Committee.** The section maintains a legislative committee consisting of at least 3 members, including the chair.

**Section 6.3 Nominating Committee.**

**(a)** The section maintains a nominating committee consisting of the immediate past chair, the current chair, and the chair-elect.

**(b)** At least 60 days before the annual meeting, the section administrator requests nominations for upcoming executive council vacancies by post on the section website. Although members may nominate candidates from the floor, they should submit nominations to the committee at least 2 weeks before the annual meeting so the committee can verify that nominees meet the requirements of Sections 4.3 and 5.1.

**(c)** The committee investigates all nominations in an expeditious, thorough, and fair manner and announces its proposed slate of candidates 1 week before the annual meeting. The immediate past chair is entitled to vote within the committee for its slate of nominees.

## **ARTICLE VII SOCIAL MEDIA**

The section complies with the bar's social media policy and adheres to and enforces the section's existing written policies relating to use of the listserv. Listserv policies are prominently displayed on the section website in a separate section entitled Rules for Listserv Participation. Violation of listserv rules results in removal from listserv participation.

## **ARTICLE VIII AMENDMENTS**

Section members may vote to adopt amendments to these bylaws at any annual meeting subject to the following procedure. The section administrator provides the executive council with the exact language of proposed amendments at least 15 days before the meeting noticed for the vote. Any edits to proposed amendments other than scrivener, numbering, or grammar edits are provided and noticed by the same terms. If adopted, the

section administrator will post the language of each proposed amendment on the section website and send the language of each proposed amendment to the section listserv at least 30 days before the annual meeting. The section then requests board of governors approval of the amendments. Amendments adopted and approved will become effective on board approval.

## **ARTICLE IX MISCELLANEOUS**

### **Section 9.1 Compensation.**

(a) No salary or compensation will be paid to any section member for service to the section, but the executive council may authorize payment of reasonable out-of-pocket expenses resulting from performance of these services if those expenses have been approved by the executive council before they are incurred. In emergencies related to service to the section, the chair may authorize expenditure of section funds under \$250 without prior executive council approval and subject to executive council approval before disbursement. Section members notify the executive council as soon as any expenditures are anticipated. This provision supersedes the provisions of Section 4.2(a) for payment to section members.

(b) No section member negotiates or executes facility contracts on behalf of the section. Any benefits received by a section member in connection with the negotiation of a facilities contract including, but not limited to, credit card points, airline miles, hotel status awards, airline or hotel upgrades, must be disclosed, in writing, to the executive council before the execution of the related agreement, whether the benefit is to be received before, during, or after the event. Any contract executed without prior approval of the executive council and the bar is unauthorized, and the person executing the contract solely is personally responsible for all obligations under the contract.

**Section 9.2 Actions Consistent with The Florida Bar Board of Governors Policies.** No action of the section contradicts the policies of The Florida Bar as established by its board of governors.

**Section 9.3 Fees and Charges.** All fees and charges for section events are uniformly applied.

**Section 9.4 Conduct of Meetings.** Except as otherwise provided in these bylaws, the current edition of Roberts Rules of Order will govern all meetings of the section and the executive council