

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1. Name. The name of this corporation shall be THE MIAMI-DADE COUNTY BAR ASSOCIATION, INC. ("Association").

Section 2. Principal Office. The principal office for the transaction of business of the Association shall be at 123 NW First Avenue, Miami, Florida 33128 or at such other address in the County of Miami-Dade, State of Florida, as may be fixed from time to time by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1. Membership Classifications. There shall be the following classifications of memberships in the Association:

- a. Regular Members
- b. Associate Members
- c. Life Members
- d. Law Student Members
- e. Paralegal Members

Section 2. Regular Members. Regular members shall be the charter members and those who have been elected to such membership and whose memberships are still in good standing. No person shall be eligible for regular membership unless he or she is a member of The Florida Bar in good standing, and who is actively engaged in the practice of law, including as a mediator, arbitrator and/or neutral in Miami-Dade County as a primary occupation; indicated by their designated Florida Bar Address.

Judges of the various courts and law professors shall, at their option, be eligible for such membership, provided they are members of The Florida Bar.

Section 3. Associate Members. Any person who is:

- a. A member of The Florida Bar who is not actively engaged in the practice of law in Miami-Dade County, or
- b. Not a member of The Florida Bar but is admitted to practice before the highest court of any other state or the District of Columbia or a United States Territory, or foreign country or jurisdiction shall be eligible to become an Associate member of the Association. Associate members shall not be eligible to vote or hold office in the Association. Notwithstanding the provisions of this section, any such person, if otherwise eligible may elect to become a Regular member of the Association.

Section 4. Life Members. Any person who has been a member of the Association for a period of twenty-five (25) years and has either reached the age of seventy (70) or has

honorably retired from The Florida Bar, shall become a Life Member and shall no longer be required to pay annual dues. Life Members shall be entitled to hold office as a Director in the Association, provided that they meet all Regular Members classifications in Article II, Section 2.

Section 5. Law Student Members. Any person who is enrolled as a student at an ABA-accredited law school, or a law school for which ABA accreditation is pending and subject to proof thereof, but who is not yet a member of The Florida Bar or the bar of some other state and not yet actively engaged in the practice of law in Miami-Dade County, is eligible to become a Law Student member of the Association. Law Student members shall not be eligible to vote or hold office in the Association, including but not limited to the Young Lawyers Section. Law Student members shall be exempt from the Association's public service expectation provided in these By-Laws. The membership dues of Law Student members shall be fixed by the Board of Directors as provided in these By-Laws. The rights and privileges available to Law Student members shall be determined by the Board of Directors from time to time as needed. Law Student members eligible for membership in the Association's Young Lawyers Section shall, upon becoming a member of this Association, automatically become members of the Young Lawyers Section as provided in Article XI, Section 1 of these By-Laws. Upon graduation from law school and admission to The Florida Bar, Law Student members must submit an application to become members of the Association as provided in these By-Laws and shall enjoy a waiver of dues for new admittees as provided in these By-Laws.

Section 6. Paralegal Members. Paralegal Members. Any person who is a Florida Registered Paralegal with The Florida Bar, or a certified paralegal by the National Federation of Paralegal Associations or the National Association of Legal Assistants, or a graduate of an ABA-approved paralegal program, or a graduate from an institutionally accredited program with not less than 60 semester hours of classroom study, or a graduate of a paralegal program with no less than six (6) months' in-house training as a paralegal and with written confirmation from an attorney/employer that the person is a qualified paralegal, or who holds a baccalaureate degree in any field, with not less than six (6) months' in-house training as a paralegal and with written confirmation from an attorney/employer that the person is a qualified paralegal, or who has a minimum of three (3) years' paralegal experience under the supervision of an attorney and with written confirmation from an attorney/employer that the person is a qualified paralegal, is eligible to become a Paralegal member of the Association. Any person who is a Paralegal/Legal Studies student with confirmation of their active student status from his/her school is eligible to become a "Paralegal Student Member." Paralegal/ Legal Studies members will provide attestation from their school that they are active students in Paralegal/Legal Studies. Paralegal members and Paralegal Student Members shall not be eligible to vote or hold office in the Association. Paralegal Members and

Paralegal Student Members shall be exempt from the Association's public service expectation provided in these By-Laws. The membership dues of Paralegal members shall be fixed by the Board of Directors as provided in these By-Laws. Paralegal Members and Paralegal Student Members may only list their affiliation with the DCBA as Non-Attorney Paralegal Member or Non-Attorney Paralegal Student Members of the Dade County Bar Association. These rights and privileges available to Paralegal members shall be determined by the Board of Directors from time to time as needed.

Section 7. Admission to Membership. Any person desiring to become a member of the Association shall submit a written application on a form prescribed by the Board of Directors together with the payment of the appropriate dues.

a. Upon receipt of the application and dues, the Membership Committee shall conduct whatever investigation it deems necessary to establish that the candidate for membership is eligible and is a person of good moral character. The names of such persons shall then be presented to the Board of Directors, which shall, by a majority vote, admit or reject the candidate.

b. If a majority of the Membership Committee is unwilling to present an application to the Board of Directors, the candidate shall be notified of such action, and afforded the opportunity to be heard by the Board of Directors at its next regular or special meeting. Following the hearing, at which the candidate may appear in person, with or without counsel, the Board of Directors shall, by a majority vote, either admit or reject the applicant.

Section 8. Public Service.

a. Each member of the Association is expected to annually render appropriate public interest legal service, including such services as are approved from time to time by the Board of Directors or the Supreme Court of Florida.

Section 9. Suspension or Termination of Membership.

a. If a member of the Association is suspended or disbarred from membership in The Florida Bar, membership in the Association shall be automatically terminated, without necessity of further action by the Board of Directors. Such person may not be readmitted to membership except by filing a new membership application together with proof of reinstatement as a member in good standing of The Florida Bar. Upon the filing of the new application, the provisions of Article II Section 5 of these By-Laws shall apply.

b. The Board of Directors may, by a majority vote, suspend or terminate the membership of any member who is found to have engaged in conduct which tends to bring the legal profession into disrepute. Prior to any such vote, the member shall be notified, and afforded the opportunity to be heard by the Board of Directors at its next

regular or special meeting. At such hearing, the member may appear in person, with or without counsel.

ARTICLE III MEMBERSHIP DUES

Section 1. Establishment of Dues.

- a. The annual dues for the Association Regular members, Associate members, Law Student members, Paralegal members and any appropriate sub-categories thereof shall be fixed by the Board of Directors, by a majority vote, at least ninety (90) days prior to the beginning of each fiscal year. In establishing any such sub-categories, the Board may distinguish on the basis of years of practice and governmental service.
- b. After July 1, 1986, the Board of Directors may not vote to increase the dues of any membership class more than ten percent (10%) in any single year, unless the proposed increase is ratified by the General Membership in the manner prescribed for amendment to these By-Laws.

Section 2. Payment and Waiver of Dues.

- a. Dues shall be payable on July 1st of each year.
- b. Persons admitted to membership after the first six (6) months of the fiscal year shall only be required to pay dues for that fiscal year on a pro-rated basis.
- c. Recent graduates of law school who have not been admitted to the practice of law in any other state in a previous year, on being admitted to The Florida Bar, shall enjoy a waiver of dues for the first year of their membership, if elected to membership during the calendar year within which they were admitted to The Florida Bar. Such graduates who enter military service upon graduation shall be entitled to such exception, provided they are admitted to The Florida Bar within one (1) year from their separation from active duty.
- d. Members who serve on active duty with the Armed Forces of the United States shall continue as members without the payment of dues during the periods of such duty and the balance of the fiscal year of their separation from active duty.
- e. The Board of Directors may, by a majority vote, remit or waive the dues of any member, in whole or in part.

Section 3. Non-Payment of Dues.

- a. In the event a member shall fail to pay his or her dues on or before September 1st of the year in which they are payable, such member shall be automatically suspended from membership in the Association. In the event such member shall not then pay his or her dues within thirty (30) days thereafter, membership shall automatically be terminated.

b. A former member who shall have ceased to be a member by reason of non-payment of dues, if otherwise approved by the Membership Committee, shall be fully reinstated as a member upon payment of dues for the year in which reinstatement is sought.

ARTICLE IV

GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The Association shall hold an annual meeting of the members in the County of Miami-Dade, State of Florida, in the month of June each year on a date to be fixed by the Board of Directors.

Section 2. Regular Meetings. Regular meetings of the Association shall be held at times to be determined by the Board of Directors, and when so fixed and made known to the membership, no special notice of the purpose of such meetings shall be required.

Section 3. Special Meetings. Special meetings may be called by the President or the Board of Directors after notice of not less than five (5) days. Upon written request of at least fifty (50) voting members of the Association, the President shall call a special meeting. Each notice of a special meeting shall state the purpose of such meeting.

Section 4. Quorum and Voting.

a. Seventy-five (75) voting members of the Association shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Association, provided that at least fifteen percent (15%) of the voting members must be present at any meeting called to disapprove any action of the Board of Directors pursuant to the provisions of Article VI, Section 7.

b. The voting members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

c. At all meetings of the Association, the order of business shall be prescribed by the presiding officer.

d. At all meetings of the Association, the term, "majority vote", shall mean the vote of a majority of the voting members present and voting at the meeting during which business is transacted.

ARTICLE V

OFFICERS

All Officers must be Regular members in good standing who are actively engaged in the practice of law as their principal occupation and have served at least two full years' service on the Board of Directors within the last three years to be eligible to run for an

Officer position. Officers must maintain their primary office for the practice of law in Miami-Dade County as indicated by their designated Florida Bar address.

Section 1. Elective Officers. The Association shall have a President, President-Elect, Vice-President, Secretary and Treasurer, who except for the President, shall be elected for a one year term by the voting members of the Association and shall not succeed themselves in the same position, except as set forth in Section 8 below. Each year, upon the end of the term of the President, the President-Elect shall succeed to the office of President without further vote of the membership.

Section 2. President. The President shall be the chief executive officer of the Association subject to the oversight of the Board of Directors, shall preside at all meetings of the Association and the Board of Directors, shall appoint all committees except the Executive Committee, which shall be selected by the Board of Directors, and shall perform all the duties as are usually possessed or exercised by chief executive officers or which may from time to time be prescribed in or limited by these By-Laws or by the Board of Directors. The President shall vote at meetings only in case of a tie vote, and shall not succeed himself or herself as President of the Association. The President may appoint a parliamentarian for consultation at any meeting of the association.

Section 3. President-Elect and Vice-President. The President-Elect and the Vice-President shall perform such duties as are delegated to them by the President or the Board of Directors. In the absence of the President, the next highest ranking officer shall perform the duties of the President.

Section 4. Secretary. The Secretary shall keep an accurate written record of all meetings of the Association and of the Board of Directors, be responsible for maintaining the permanent files of the Association, be responsible to oversee the giving of notice for all board and membership meetings, and shall keep a record of the names and addresses of all the members of the Association.

Section 5. Treasurer. The Treasurer shall be the custodian of all funds of the Association, shall supervise the financial records maintained and the financial actions taken by the Executive Director, shall periodically review the financial condition of the Association and make reports to the Board of Directors and the membership at such intervals as the Board of Directors shall direct, shall supervise the preparation of an annual budget, shall obtain an audit of the Association's financial statements as may be prescribed by the Board of Directors or according to generally accepted accounting principles, but in no event shall the time between audits exceed three fiscal years, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 6. Removal of Officers. Any Officer of the Association may be removed for cause by the affirmative vote of two-thirds (2/3) of the entire Board of Directors. The absence of an Officer from four (4) meetings of the Board during any annual term of office without written excuse acceptable to the Board shall result in an automatic removal from office and such office shall become vacant at the conclusion of the next scheduled meeting of the Board.

Section 7. Vacancies in Offices. A vacancy in the office of President shall automatically be filled by the President-Elect. A vacancy in any office except President-Elect shall be filled by vote of the Board of Directors. Any vacancy in the office of President-Elect shall be filled by special election.

Section 8. Terms of Officers Filling Vacancies. In the event of a vacancy in the office of Treasurer, Secretary, and/or Vice President, if the vacancy was filled within six months of the next scheduled election, the person having filled the vacancy may run for the same position in the following election.

ARTICLE VI

BOARD OF DIRECTORS

All Directors must be Regular or Life members in good standing as defined in Article II above. Directors must maintain their primary office for the practice of law in Miami-Dade County as indicated by their designated Florida Bar address.

Section 1. Composition of Board and Quorum.

a. The property and business of this Association shall be managed by the Board of Directors which shall consist of the Officers and thirty (30) members elected as Directors from the five groups as determined by the number of years admitted to practice, as well as up to eight (8) members as representatives of Affiliated Associations if such Affiliated Associations are established.

b. Twelve members of the Board of Directors shall constitute a quorum, but a smaller number may adjourn a meeting not attended by a quorum to a later specific date, with notice thereof to all members of the Board. A resume of the business conducted at such meeting of the Board of Directors shall be given at the next meeting of the Association at the request of any member of the Association.

c. Each Director shall serve on committees during each year of his or her term of office as provided under Article IX.

Section 2. Terms of Office. The terms of office of those elected as Directors shall be three years. Two Directors shall be elected each year from each of five Groups of members. Each Group shall be established based upon the number of years members have been admitted to practice, and the Groups shall be as equal in number as possible. The Groups shall be established as of April 1, 1986, and as of the first of April of each

third year thereafter. The proposed Groups shall be determined by the Secretary, subject to approval of the Board of Directors. Directors shall take office as of July 1st, in the year of their election.

Section 3. Removal of Directors.

- a. The absence of a Director from four meetings of the Board during any annual term of office without written excuse acceptable to the Board, shall result in an automatic removal from office and such office shall become vacant at the conclusion of the next scheduled meeting of the Board.
- b. Any Director may be removed for cause by the affirmative vote of two-thirds (2/3) of the entire Board of Directors.

Section 4. Vacancies on Board of Directors.

- a. Any vacancies on the Board shall be filled from the respective groups by the Board for the period only until the next regular election, at which time the remainder of the term shall be filled by election from such group. In the event of a vacancy prior to the next regular election in any of the groups of the Board, the Board may fill the vacancy through the process of appointment by Board vote from the existing unsuccessful candidates for the respective group, and/or, upon distribution of an application for which interested members of the respective group may apply and a majority vote of the board approves.
- b. In the event a Director is elected to an office, the directorship shall become vacant when he or she assumes the office to which he or she has been elected.
- c. Whenever, in any group, vacancies are to be filled by election, for terms of varying lengths, the length of terms of those elected shall be determined by the numerical number of votes cast, those receiving the larger number of votes being elected to the longer terms.

Section 5. Meetings.

- a. Meetings of the Board of Directors shall be held regularly at such times and places as the Board may fix.
- b. Special meetings of the Board of Directors may be called by the President, and shall be called by the President at the written request of three Directors. Reasonable notice shall be given of all Special Meetings. Notice shall specify the matters to be considered at such special meeting, and such notice may be verbal or by telephone.
- c. Except as otherwise provided by these By-Laws, the meetings of the Association shall be conducted in accordance with Roberts Rules of Order, latest revision. The president shall have the discretion to suspend the rules when necessary during meetings; except those rules governing what constitutes a majority for passage of any item(s).

Section 6. Disapproval of Board Action by General Membership. Nine Directors by vote in any Directors meeting or by petition filed with the Secretary within seven days after any action taken, may require any such action to be referred to the Association for approval or disapproval at any meeting at which fifteen percent (15%) of the Regular members of the Association are present.

Section 7. Endorsements by Board. The Association shall not endorse any candidate for elective office. Nor shall the Board on behalf of the Association comment and/or issue any statements approving or condemning the acts, policies or positions of public officials, public figures, or candidates for public office except where such action is necessary to defend the Association.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1. Procedure for Nominations.

a. On or before May first of each year, the Secretary shall prepare and have communicated to each member of the Association by email access to a list of the Regular and Life members who are in good standing, as shown by the Treasurer's records, divided into the five groups provided in Section 1 and 2 of Article VI above, and shall also mail and/or email a nominating ballot which shall list Officer and Director vacancies to be filled. The signature of six (6) Regular or Life members on one or more nominating ballots shall cause the nomination of any Regular or Life member for the office or directorship which he or she would be qualified to take if elected. Nominating ballots must be mailed or delivered to the office of the Association by the time specified thereon which shall be not less than seven (7) days from the date the ballots are mailed and/or emailed by the Secretary. The Secretary shall, immediately on the time having expired for making nominations, compile a list of nominees and mail and/or email to each a message requesting the nominee to advise the Secretary within seven (7) days from the date of the message whether he or she accepts the nomination; if the message is not acknowledged with an affirmative acceptance of the nomination within the seven (7) days, then the person so nominated shall be left off the ballots.

b. A person nominated for more than one office, including that of a Director, may accept the nomination for only one (1) office.

c. No member who holds any judicial or other elective public office, the duties of which require the major portion of his or her time, shall be eligible to hold concurrently any office of the Association, or be a member of the Board of Directors or serve as the Chair or a member of any Committee.

Section 2. Procedure for Elections.

- a. The Elections Committee as set forth in Art. IX, Sec. 2, subd. d., shall appoint Poll Officers familiar with regular procedures of the Association elections to canvass the nominating ballots and cause to be emailed or otherwise conveyed electronically, or mailed upon request, to each Regular and Life member in good standing a ballot containing the names of those nominated and designating the time and date by which the ballots are to be counted or by which a delegated vendor of online voting will report the vote. On or before the time designated for the counting of the ballots, which shall be approximately seven (7) days after the ballots have been electronically distributed, Regular and Life members in good standing may vote. The Board of Directors may schedule in-person voting. In-person voting may be offered in addition to, but not replace, online voting. All ballots shall be counted at the designated time and place under the supervision of the Elections Committee.
- b. Election shall be by the highest number of votes cast. The nominee for office, or nominees, when more than one vacancy is to be filled in any Directors' group, receiving the largest number of votes shall be elected.
- c. Tie votes shall be determined by the Elections Committee by random drawing conducted in the presence of the Committee.
- d. Votes cast for a smaller amount of nominees than the number of Director vacancies to be filled in a particular group shall not be counted.
- e. The Elections Committee acting by a majority thereof shall conduct and supervise all elections hereunder and shall determine the results thereof and any controversies arising in connection therewith, subject to an appeal to the Board of Directors within ten (10) days. This Committee may delegate clerical duties required to be performed.

ARTICLE VIII

EXECUTIVE DIRECTOR

The Executive Director shall serve at the pleasure of the Board of Directors and shall be directly responsible to the President, and shall carry out all of the staff functions required to effectuate the actions approved by the Board of Directors, including maintenance of adequate quarters for the Association, supervision of all employees of the Association, and such other duties as may be assigned by the President or the Board of Directors.

ARTICLE IX

COMMITTEES

[Section I. Composition and Appointment.](#)

a. EXECUTIVE COMMITTEE

This Committee shall consist of the Officers and five Directors, one from each of the five groups of Directors, and shall be chosen by the Directors. They shall have such powers and perform such duties as the Board of Directors may from time to time prescribe. Actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting. The President shall serve as chairperson of the Executive Committee.

b. The President shall appoint the chairperson and members of all Standing and Special Committees, except the Executive Committee and except as otherwise provided in these Bylaws. Each committee shall contain at least one member who has served on such committee the year immediately preceding and at least one member of the Board of Directors shall serve on each committee.

c. There shall be seven (7) Standing Committees in addition to the Executive Committee, with powers and duties as set forth herein. At least one member of the Board of Directors shall serve on each Standing Committee, but a majority of each committee shall consist of Regular members outside the Board of Directors.

d. Special committees as required from time to time may be created with such powers and duties as may be approved by the Board of Directors. Each special Committee created by the Board of Directors will sunset on June 30 of each year but may be re-created and approved by the Board of Directors on or after July 1. Leadership of any such Special Committee shall be appointed or rolled over at the request of the President.

e. Upon the chairperson of each committee shall devolve the responsibility for the progress and effectiveness of the committee and the respective chairperson of the several committees shall, if required, submit reports for consideration by the Board of Directors at each regular meeting of the Board. A majority of the members of any committee shall constitute a quorum and the President shall have full authority to change the membership of committees, other than the Executive Committee, in order to facilitate their active functioning.

f. The President shall be an ex-officio member of every committee and may call a meeting of any committee.

g. The chairperson of each committee shall turn over to the Secretary at the end of the fiscal year all permanent records and files of the Committee.

Section 2. STANDING COMMITTEES.

a. BUDGET COMMITTEE

This committee shall prepare a budget of the estimated income and expenditures of the Association for submission to and approval by the Board of Directors at a meeting prior to the end of the fiscal year and shall also submit such other recommendation on finance as may be requested from time to time by the Board of Directors.

b. BY-LAWS COMMITTEE

This committee shall be charged with the duty and responsibility of recommending from time to time as the need arises or when requested so to do by the Board of Directors or membership, such changes of these By-Laws as may be deemed necessary or proper.

c. COURTS COMMITTEES

For the purpose of facilitating the practice of law, expediting justice and increasing the dignity of and respect for the Court, these committees shall be the means of contact between the Association, its members, and the courts of this community. They shall at all times strive to simplify the handling of litigation and shall work at all times with the Judges of the courts to bring about the enactment and enforcement of such rules as will affect the handling of law suits with the minimum of effort and inconvenience to both the Judges and the lawyers.

In order to facilitate the practice of law, the President may appoint court sub-committees as needed. These sub-committees may include, but are not limited to, Appellate Court, Circuit Court-General Jurisdiction, Circuit Court-Criminal Jurisdiction, Circuit Court-Family Law Jurisdiction, Circuit Court-Juvenile Jurisdiction, Circuit Court-Probate and Guardianship Jurisdiction, County Court and special jurisdictional divisions as needed, Federal Court and Worker's Compensation Claims.

d. ELECTIONS COMMITTEE

This Committee shall be charged with conducting the annual elections of the Association as prescribed in Article VII of these By-Laws. The President shall appoint the President-Elect as Chair and five regular members in good standing.

e. MEMBERSHIP COMMITTEE

This Committee shall be charged with the duty and responsibility of obtaining new members and performing the duties elsewhere prescribed herein. The President-Elect or Vice President as Chair of the Membership Committee.

f. LONG RANGE PLANNING COMMITTEE

This Committee shall be composed of a broad section of the membership and shall include the President, Immediate Past- President and President-Elect.

g. LEGAL AID & OFFICE OF PUBLIC SERVICE COMMITTEE

The Committee shall include the Director of Legal Aid & Office of Public Service together with such other members as appointed by the President and Executive Director of Dade Legal Aid & Office of Public Service. The Committee shall assist and support the mission of Dade Legal Aid and its Pro Bono Services.

ARTICLE X

LEGAL AID AND OFFICE OF PUBLIC SERVICE

Section 1. Purpose. The Legal Aid and Office of Public Service is an on-going activity supported by the Association. Dade Legal Aid provides staffed and volunteer legal services to the poor of Miami-Dade County.

Section 2. Structure. The Legal Aid and Office of Public Service Executive Director shall serve *Ex-Officio* without vote on the Board of Directors and shall carry out the day to day operations of the office to deliver legal services to the poor, including hiring and supervision of employees of the office, and such other duties as necessary to further its mission of providing greater access to justice.

ARTICLE XI

SECTIONS OF THE ASSOCIATION

Section 1. Young Lawyers Section.

a. There shall be a Young Lawyers Section restricted to members of the Association who have not yet reached the age of thirty-six (36) years by the beginning of the fiscal year of this Association. All eligible members shall, upon becoming a member of this Association, automatically become members of the Young Lawyers Section, without the necessity of any further application or payment of dues.

b. The Young Lawyers Section shall be authorized to adopt Section By-Laws to govern its activities. However, any such Section By-Laws shall be subject to approval, alteration, amendment or repeal by the Board of Directors of this Association. When such action is taken by the Board of Directors, such alteration, amendment or repeal shall immediately become effective in the By-Laws of the Young Lawyers Section and be binding upon that Section.

c. The financial records of the Young Lawyers Section shall be maintained by the Executive Director of the Association.

d. Prior to the beginning of each fiscal year, the Young Lawyers Section shall prepare and file a proposed operating budget with the Budget Committee of the Association.

Section 2. Establishment of Other Sections. The Board of Directors may, by a majority vote, establish such other Sections as it deems necessary and appropriate to effectuate the purposes and goals of the Association.

ARTICLE XII

AFFILIATED ASSOCIATIONS

Section 1. Other Associations. The Board of Directors may establish procedures by which other voluntary bar associations in Miami-Dade County, which meet the

qualifications listed below, may affiliate with this Association by filing an application, and by obtaining approval, by a majority vote, of the Board of Directors.

Section 2. Qualifications. To be eligible to become an Affiliated Bar Association, an association must:

- a. Be in Miami-Dade County or a part thereof.
- b. Have aims, objectives and provisions, as part of its own By-Laws or operating rules, which are not in conflict with the By-Laws of this Association as so determined by the Board of Directors.

Section 3. Rights and Benefits of Affiliated Associations.

- a. The Board of Directors of this Association may, by a majority vote, grant such rights and benefits to Affiliated Associations as it deems necessary and proper.
- b. No rights and benefits shall be granted to any Affiliated Association which are not also extended to all Affiliated Associations except as provided in Section 4 of this Article. Any such rights and benefits approved by the Board of Directors shall be reduced to writing as a Standing Board policy, and shall be made available to any members of other voluntary bar associations upon request.

Section 4. Board of Directors Seats for Affiliated Associations. In order to be broadly representative of the legal community of Miami-Dade County, the Board of Directors may establish up to eight (8) additional Director's seats for Affiliated Associations. The composition and terms of office for the additional seats shall be determined by the Board of Directors. The individuals representing the Affiliated Associations shall be members of the Dade County Bar Association and shall have the same rights and responsibilities as other members of the Board of Directors.

ARTICLE XIII

EXPRESSION OF ASSOCIATION POLICY

Section 1. Statements by President. The President or his or her designee shall express the policy of the Association as determined by the Board of Directors. No other members or employee of the Association may represent the Association or a Committee unless specifically authorized by the Board.

Section 2. Statements by Others. Any member who, when making a public utterance, permits himself or herself to be identified as having an official connection with the Association or one of its committees, shall, if the policy of the Association on the subject matter of the utterance has been determined by the Board of Directors, fairly state that policy and, if he or she expresses views at variance with it, clearly identify the variances as his or her personal views only. If there has not been or if he or she has no

knowledge of any such policy determination, he or she shall nevertheless identify his or her utterance as his or her personal view.

ARTICLE XIV AMENDMENT OF BY-LAWS

These By-Laws may be changed only in the following manner:

Section 1. Any proposed repeal, rescission, alteration or amendment must first be submitted in writing to, or emanate from the By-Laws Committee, and shall thereafter be submitted to and approved by a majority of the entire Board of Directors.

Section 2. When so approved, the Secretary shall send by e-mail to each member of the Association, at least five (5) days prior to a regular meeting, a copy of the proposals so approved.

Section 3. Thereafter, each such proposed repeal, rescission, alteration or amendment, shall be submitted to the members of the Association at the next regular meeting and shall be voted on separately. When approved by a majority of the members voting at the meeting, each approved proposal shall become effective immediately.

Section 4. In the event any proposal shall be submitted to the Board of Directors and shall not be approved, then upon the written demand of not less than fifty (50) members of the Association, filed with the Secretary, such proposal shall be submitted to the general membership after notice as provided in Section 2 hereof, and if approved by the members in the manner provided in Section 3 hereof, shall become effective immediately.

ARTICLE XV CONFLICT OF INTEREST

Section 1. It is the policy of the Association that no member shall vote upon any matter coming before a meeting of the Association, the Executive Committee, the Board of Directors, or any Committee, if that member has any substantial or significant interest, financial or otherwise, direct or indirect, in the outcome, such that the person cannot fairly be said to be disinterested and able to act in the best interest of the Association. The vote of any member cast contrary to the terms or spirit of this By-Law shall be void.

Section 2. It shall be the duty and obligation of such member to disclose any such conflict of interest before participation in debate or deliberation on any such issue or matter, even if the member does not intend to cast a vote; so that other members participating in the deliberations shall be aware of that member's interest.

Section 3. Without prior full disclosure to the Board or the Executive Committee, and prior approval, no member shall, directly or indirectly, or through any entity, family

member or intermediary, purchase, rent, lease, or sell any realty, goods, or services to, from, or with, the Association.

**Last amendment approved on March 06,
2020.**