

**AMENDED AND SIXTH RESTATED**  
**BYLAWS**  
**OF**  
**THE ORANGE COUNTY BAR ASSOCIATION, INC.**

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**ARTICLE I**  
**INCORPORATION**

The Orange County Bar Association, Inc. (the “Association”) is a corporation not-for-profit operating under Chapter 617 of the Florida Statutes. The Association shall possess the powers, rights, duties, and principles granted in its Articles of Incorporation (as amended), by law, and pursuant to these Bylaws. These Bylaws shall govern the Association to the extent not inconsistent with the Articles of Incorporation.

**ARTICLE II**  
**MEMBERSHIP**

**SECTION 1. TYPES OF MEMBERSHIP.** Membership categories of the Association shall consist of Regular Members, Judicial Honorary Members, Special Honorary Members, Associate Members, and Affiliate Members, all of whom agree to support the Association’s purposes and abide by these Bylaws and such other rules and regulations as the Executive Council may adopt.

A. **Regular Members.** Regular Membership may be granted to any member of The Florida Bar in good standing who resides in Orange County or devotes some portion of their time practicing law in Orange County. Each applicant is encouraged to be endorsed by two members of the Association who have been members for a period of at least three years and who agree to be available for counsel with the applicant as to their ethical and professional responsibilities. Applications for admission to Regular Membership must be approved by a majority of the members of the Executive Council present at a regular meeting.

B. **Judicial Honorary Members.** Judicial Honorary Membership shall automatically be conferred upon all of the following full or part time individuals:

- (1) Judges of the Ninth Judicial Circuit;
- (2) Orange and Osceola County Court Judges;
- (3) Judges of the Fifth District Court of Appeal;
- (4) Judges of the Florida Supreme Court;
- (5) Federal Bankruptcy Judges in the Orlando Division;
- (6) Federal Magistrate Judges in the Orlando Division;
- (7) Federal District Court Judges in the Orlando Division;
- (8) Judges of Compensation Claims sitting in Orlando.

C. Special Honorary Members. In recognition of significant contribution to the legal system and the goals of the Association, Special Honorary Membership may be conferred upon any outstanding attorney or jurist who is retired from the practice of law and over the age of 65, or upon other dignitaries or prominent individuals. Selection to this category of membership shall be by three-fourths (3/4) vote of the Executive Council in attendance at a regular or special meeting.

D. Associate Members. The Executive Council may, from time to time, grant Associate Membership status to individuals qualifying in any of the following categories:

- (1) Any retired attorney or jurist who is over the age of 65;
- (2) Any member of The Florida Bar in good standing, not actively practicing law in Orange, Seminole, or Osceola Counties; and
- (3) Lawyers who are not members of The Florida Bar, but are admitted in good standing to practice law in some other state.

E. Affiliate Members. The Executive Council may, from time to time, grant Affiliate Membership status to non-lawyer individuals qualifying in any of the following law-related categories:

- (1) Legal Assistants are individuals, who, although not members of The Florida Bar, are employed by a lawyer, law office, governmental law department, and who perform specifically-delegated substantive legal work under the direction and supervision of an attorney;
- (2) Law Office Administrative Assistants are individuals who are employed by a lawyer, law officer, and governmental law department, as managers or administrators, but do not engage in the practice of law;
- (3) Law Librarians are individuals who provide professional law library services to a law library, including a law firm library, a corporate law department library, a government law library, or a separately maintained law section of a general library;
- (4) International Associates are lawyers of other nations who have not been admitted to the bar of any state or territorial possession of the United States;
- (5) Criminal Justice Affiliates are individuals who serve full time in the following capacities: law enforcement officers, criminal investigators, parole and probation officers, pre-trial service or correctional officers, and any other justice system personnel directly involved in the administration of criminal justice in a professional capacity;
- (6) Administrative Law/Bankruptcy Law Affiliates are members of administrative agencies, nonjudicial officers engaged in the field of judicial administration (nonlawyers), Bankruptcy Trustees, and other individuals with governmental duties closely associated to the fields of administrative adjudication or rule making, who are not actively practicing law;

(7) Law Students are individuals who are currently enrolled in or have attended a law school within the preceding 24 months, but are not yet members of The Florida Bar. Law school shall mean an educational institution that has applied for or has been accredited as a law school by the American Bar Association.

SECTION 2. APPLICATION. Any person submitting an application for membership in any category may only be approved for membership under procedures established from time to time by the Executive Council.

SECTION 3. VOTING RIGHTS. Each Regular Member and each Judicial Honorary Member in good standing shall be entitled to vote on all matters coming before the membership. No other category of membership shall have voting rights.

SECTION 4. RIGHT TO HOLD OFFICE OR SERVE ON THE EXECUTIVE COUNCIL. Only Regular Members may hold office or serve on the Executive Council except as provided for in Article V herein.

SECTION 5. DUES AND ASSESSMENTS. The initial and annual dues for each class of member of the Association and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Executive Council.

SECTION 6. RESIGNATION. Members may resign from the Association at any time by giving written notice to the Secretary or the Executive Director.

SECTION 7. LEGAL AID RESPONSIBILITIES. The Association has a longstanding commitment to provide pro bono legal services to qualified residents of Central Florida. Regular Members are required to comply with the procedures established by the Legal Aid Society of the Orange County Bar Association, Inc. for pro bono service or contribution in lieu of service. The Executive Council may from time to time by resolution require other categories of Members to participate in Legal Aid Society programs and all Members are strongly encouraged to participate if practical.

SECTION 8. TERMINATION.

A. Automatic. Membership of any member of the Association, regardless of membership category, shall terminate automatically for the following reasons:

- (1) Conviction of a felony;
- (2) Disbarment or suspension from the practice of law in the State of Florida or any other state; or
- (3) Any time a member shall cease to be qualified for their particular membership category.

B. By Vote. The Executive Council may terminate the membership of any member of the Association, regardless of membership category, by a majority vote of the Executive Council members in attendance at a regular or special meeting, for the following reasons:

(1) Unethical conduct or conduct detrimental to the purposes, objectives, or reputation of the Association;

(2) Failure to pay any dues or special assessments;

(3) Unjustified failure to comply with the procedures established by the Legal Aid Society of the Orange County Bar Association, Inc. for service or contribution in lieu of service; provided, however, such termination shall not occur without recommendation to the Executive Council by the Board of Trustees of the Legal Aid Society; or

(4) Suspension from practice by The Florida Bar.

Any person whose membership is terminated for any reason under Section 8 may only be reinstated after the person again becomes qualified for membership in the category in question, such person reapplies for membership, and the reapplication is approved by the a majority vote of the Executive Council members in attendance at a regular or special meeting. The Executive Council may require any such person to submit reasonable additional information about the original grounds for the termination or such person's qualifications for membership.

### **ARTICLE III** **MEETINGS OF MEMBERS OF THE ASSOCIATION**

SECTION 1. REGULAR MEETINGS. Regular meetings of the regular members of the Association will normally be held monthly in Orange County at a time and place to be fixed by the Executive Council. Attendance by other categories of membership may be restricted by the Executive Council due to space limitations.

SECTION 2. ANNUAL MEETINGS. The incoming officers and members of the Executive Council of the Association shall be announced at an annual meeting of the regular members during the month of May at a time and place to be fixed by the Executive Council. The agenda for said annual meeting shall be determined by the President-Elect, with the advice of the Executive Council.

SECTION 3. SPECIAL MEETINGS. Special meetings of the regular members of the Association may be called by the President, or by a majority of the Executive Council, or by written request of one hundred (100) regular members of the Association, presented to the President, which shall fix the purpose, time, and place of the special meeting. The business conducted at a special meeting shall be restricted to the matters set forth in the notice as the purpose of the special meeting.

SECTION 4. NOTICE OF MEMBERSHIP MEETINGS. The Secretary shall cause to be given to the members of the Association at least five (5) days prior notice of regular, annual, and

special meetings. Notice of any meeting may be provided by mail, facsimile, e-mail, announcement, or by *The Briefs* or its successor publication. The meeting notice for any special meeting shall state the purpose, time, and place of the special meeting. Notice of a meeting shall not constitute in and of itself an invitation to attend the meeting except for notices to Regular Members.

**SECTION 5. QUORUM.** The Regular Members of the Association present at any properly called regular, annual, or special meeting shall constitute a quorum to transact any business thereof.

**SECTION 6. ORDER OF BUSINESS.** The order of business at each regular meeting shall be established by the presiding officer and shall usually proceed, as follows:

- A. Invocation;
- B. Introduction of judiciary and special guests;
- C. General announcements;
- D. Board of Governors report;
- E. Seminar announcements;
- F. Program; and
- G. Adjournment.

#### **ARTICLE IV** **DUES AND ASSESSMENTS**

**SECTION 1. DUES.** The annual dues of the members of the Association (regardless of status or category) shall be in such amounts as is fixed by a majority of the Executive Council present and voting at any regular meeting or special meeting called for such purpose, provided at least ten (10) days written prior notice of a meeting of the Executive Council at which a dues increase of more than ten percent (10%) is to be discussed and voted on shall be given to the membership in accordance with Article III, Section 4 of these Bylaws. Written notice of any regular or special meeting, called for the purpose of discussing and voting upon a second dues increase in any fiscal year, regardless of the percentage increase, shall also be provided to the membership at least ten (10) days prior to the date of such meeting of the Executive Council in accordance with Article III, Section 4 of these Bylaws. All dues of members (regardless of status or category) are due on June 1 of each year and are not refundable.

**SECTION 2. SPECIAL ASSESSMENTS.** Special assessments on members (regardless of status or category) of the Association may be levied if approved by a two-thirds (2/3) vote of the members of the Executive Council present and voting at any regular meeting or special meeting called for such purpose, provided ten (10) days prior written notice is given to the membership of

any meeting at which a special assessment is to be discussed or voted on in accordance with Article III, Section 4 of these Bylaws.

**SECTION 3. NONPAYMENT OF DUES AND ASSESSMENTS.** All statements for dues and special assessments shall be sent to all categories of members at least thirty (30) days prior to due date. After June 30 in the case of dues, or thirty (30) days after notice in the case of special assessments, a late fee shall be imposed of Twenty-Five Dollars (\$25.00) to cover the extra expense, administration, and inconvenience of the collection of delinquent dues and accounts. The Treasurer shall certify to the Executive Council the names of all members whose dues, assessments and late fees have not been paid within ten (10) days of the Treasurer's mailing of a delinquent notice (after the initial thirty (30) day period). The Treasurer's certification shall be made at the meeting immediately following the determination of delinquency.

## **ARTICLE V** **EXECUTIVE COUNCIL**

**SECTION 1. EXECUTIVE COUNCIL.** The Executive Council shall oversee the management and administration of the business and affairs of the Association. The Executive Council shall have the power and duty to administer the Association, including the power to employ necessary personnel. The Executive Council shall determine all fiscal matters, shall direct the manner in which all funds of the Association are disbursed and the purposes therefore, and shall adopt a budget for each fiscal year. The Executive Council shall adopt such directives and such policies as are necessary for the administration of the Association and for accomplishing the objectives and purposes of the Association. The Executive Council shall have full power to exercise and delegate such functions as may be necessary, expedient, or incidental to the full exercise of the powers bestowed on the Executive Council by the Articles of Incorporation and these Bylaws, including the establishment, maintenance, and supervision of various programs for the benefit of the Association and the community, including, but not limited to, the following programs:

- A. Legal Aid Society of the Orange County Bar Association, Inc. for providing legal services to the indigent;
- B. A lawyer referral service;
- C. A staff referral service;
- D. Programs for providing continuing legal education for its members;
- E. The publication of a newspaper and other publications for its members and the public;
- F. Programs for providing information and advice to the courts;
- G. Programs for promoting and supporting the Association's public service obligations and activities, including, but not limited to, pro bono services support and law-related education;

H. Programs for the development and provision of benefits and services to members, including, but not limited to, insurance benefits and association member discounts on goods and services; and

I. A program for identifying Association members for convenient access to local court facilities.

SECTION 2. MEMBERS OF THE EXECUTIVE COUNCIL. The Executive Council shall be composed of the following members, who shall serve without compensation for their service:

- A. the four (4) Officers of the Association;
- B. the nine (9) elected members, all of whom shall be Regular Members of the Association;
- C. the immediate past President of the Association;
- D. the President of the Young Lawyers Section of the Association;
- E. a Judicial Honorary Member of the Association who shall serve as a representative of the Judiciary as appointed by the Chief Judge of the Ninth Judicial Circuit; and,
- F. one Appointed Member, who shall be a Regular Member of the Association, nominated by the President-Elect and approved by a majority vote of the Executive Council to serve a one (1) year term during the subsequent fiscal year when the President-Elect shall serve as President. The President-Elect may nominate more than one Regular Member to the Executive Council for consideration. Any ties will be broken in accordance with the tie-breaking procedures set forth in these bylaws.

The Executive Director shall not be a member of the Executive Council, but at the request of the President shall attend all meetings of the Executive Council.

SECTION 3. MEETINGS. Regular meetings of the Executive Council shall be held monthly at a time and place selected by the President. The Executive Director shall provide at least two (2) days notice of any special meeting of the Executive Council, which notice may be in writing, facsimile, e-mail, or other electronic transmission, by publication in *The Briefs*, or by telephone call to its members. The order of business and agenda for any meeting shall be established by the President. Special meetings shall be called by the President or by any three (3) members of the Executive Council upon submission of a purpose of the meeting. No business other than matters relating to the purpose for which the meeting was called shall be conducted except by a vote of two-thirds (2/3) of the persons in attendance. Quorum requirements shall apply to special meetings.

SECTION 4. QUORUM. A majority of the members of the Executive Council shall constitute a quorum to transact any business at any meeting.

## ARTICLE VI ELECTIONS

SECTION 1. REQUIREMENTS FOR CERTAIN OFFICERS. The President shall not be elected, but his office shall be filled by the President-Elect, who is the elected Vice President at the end of the President's term. No nomination for the office of Vice President shall be accepted unless the nominee shall have served on the Executive Council at least one (1) year at the time the nominee would assume the duties of office, if elected. No person shall be elected President two (2) years in succession, except when the Vice President fills the office of President caused by vacancy.

SECTION 2. NOMINATION. The Vice President, Secretary and Treasurer and members of the Executive Council shall be elected by written ballot as herein provided. Nomination for the election of these officers and members of the Executive Council shall be by written petition on a form prepared by the Secretary, in accordance with the instructions contained thereon and signed by not less than five (5) regular members of the Association. Nominees shall endorse their written acceptance on such petitions, but no nominee may accept nominations for more than one office in any election. All nominating petitions shall be received at the Association office on or before a date to be fixed by the President, wherein the nominating petitions shall be examined by either the President or Secretary who shall thereupon certify the names of all regular members who have been properly nominated. In the event only one (1) candidate has been properly nominated for a particular office, such candidate shall be declared elected. In the event no nomination is received for a particular office or there are not sufficient nominations to fill all vacancies on the Executive Council, the Executive Council shall fill such positions by majority vote upon nominations submitted at the next regular meeting of the Executive Council.

### SECTION 3. BALLOTING.

A. General. Voting for officers and members of the Executive Council shall be by secret ballot. The Secretary shall either 1) prepare and cause to be printed and mailed a sufficient number of ballots for each Regular Member and Judicial Honorary Member; or 2) prepare and disseminate to each Regular Member and Judicial Honorary Member directions for electronic voting by e-mail, so long as a safe and secure means of electronic voting has been approved by the Executive Council. The records of the Association shall be conclusive in determining the members entitled to receive such ballots. The names of the candidates on the ballot shall be listed alphabetically for each office and for the Council. Promptly after the filing deadline, the officers of the Executive Council (other than those who are candidates for a contested office), or an election service retained by the Executive Council shall tabulate the ballots received and the Secretary shall certify the results of the election.

B. Officers. The candidates for an office receiving the most, or a plurality, of the votes cast for the office shall be declared elected. In the event of a tie between the candidates receiving the most votes, the tie shall be broken by a secret ballot of the Executive Council.

C. Executive Council. Candidates for the Executive Council shall run at large, with the exception of the President of the Young Lawyers Section, the representative of the Judiciary, and the

Appointed Member. In electing members of the Executive Council each year, a plurality of the votes cast shall be necessary for election. The three (3) candidates receiving the highest votes shall be declared elected. In the event of a tie among the candidates receiving the third highest number of votes occurs, the tie shall be broken by a secret ballot of the Executive Council.

D. Tie-breaking Procedure. In the event of a tie, the current members of the Executive Council will determine the winner by a majority vote of the Executive Council members in attendance at a regular or special meeting; provided, however, that any candidate who is also a member of the Executive Council shall abstain from voting. Should the vote of the Executive Council members also result in a tie, a second vote shall be taken with only the Elected Members and Officers voting. If this also results in a tie, the President shall cast a second and deciding vote.

## ARTICLE VII OFFICERS

SECTION 1. OFFICERS. The officers of the Association shall be a President, a Vice President (President-Elect), a Secretary, and a Treasurer.

SECTION 2. DUTIES OF OFFICERS. The duties of the officers of the Association shall be as follows:

A. President. The President shall be the Chief Executive Officer of the Association, shall preside over meetings of the Association, and shall perform the duties delegated by the Bylaws, by the Association, or by the Executive Council. The President shall appoint all Committee Chairs and shall nominate for appointment by a majority vote of the Executive Council all delegates to the All Bar Conference, the American Bar Association and other similar organizations. As Chief Executive of the Association, he or she shall be vested with power necessary, expedient, and incidental to fully exercise the powers bestowed on the President by the Articles, these Bylaws or the Executive Council. The President shall be the official spokesperson for the Association and it shall be the duty of the President to provide leadership in accomplishing the aims and purposes of the Association.

B. Vice President. The Vice President, or President-Elect, shall perform the duties of the President in the absence or inability to act of the President, shall assume the office of President at the expiration of the President's term of office or in the event of a vacancy, and shall perform such duties as may be delegated by the Bylaws or the Executive Council. It shall be the duty of the Vice President to render assistance to and cooperate with the President and to provide the fullest measure of counsel and advice to the President.

C. Secretary. The Secretary shall have charge of all records of the Association, except the financial records, shall attend meetings of the Association and of the Executive Council, and shall make a record of said proceedings, and shall perform such other duties as provided for in these Bylaws or as delegated by the Executive Council.

D. Treasurer. The Treasurer shall have charge of the financial affairs of the Association, subject to the control of the Executive Council. The Treasurer shall collect and hold all monies due

the Association and demand the payment of annual dues and special assessments within thirty (30) days written notice of delinquency to the Executive Council for appropriate action. The Treasurer shall make monthly financial reports to the Executive Council and an annual report to the Association at its annual meeting. The Treasurer shall prepare an annual budget for approval by the Executive Council, unless the Executive Committee has created a budget committee, which shall assume the duties of the Treasurer for the budget.

**SECTION 3. EXECUTIVE COMMITTEE.** The Executive Council may create or dissolve, at its pleasure, an Executive Committee. If established, the Executive Committee shall be comprised of the officers of the Association and the Executive Director, who, unless otherwise limited by these Bylaws or the Articles of Incorporation, shall have full power and authority to exercise the functions of the Executive Council, as follows:

- A. To the extent authorized by the Executive Council on any specific matter; and
- B. On any other matter that necessarily must be determined between meetings of the Executive Council.

The Executive Committee shall notify the Executive Council at the next regular meeting of all actions taken by the Executive Committee during the interim between meetings of the Executive Council. Unless modified by the Executive Council, actions of the Executive Committee shall be final.

## **ARTICLE VIII** **TERM OF OFFICE**

**SECTION 1. OFFICERS.** The term of office for each of the four (4) officers shall be one (1) year, from June 1 to May 31. If the Vice President assumes the office of President prior to the completion of the full term as Vice President, the Vice President shall complete the remainder of the unexpired term of the vacated office of President and continue serving as President through the full term of President for which the Vice President was elected to serve when becoming Vice President.

**SECTION 2. EXECUTIVE COUNCIL MEMBERS.** The term of office for each elected at-large member of the Executive Council shall be three (3) years, from June 1 to May 31 of the third year, with three (3) members being elected each year. The term of office for the President of the Young Lawyers Section, the representative of the Judiciary and the Appointed Member shall be for one year from June 1 through May 31.

### **SECTION 3. VACANCIES.**

**A. Causes of Vacancies.** Vacancy of officers and members of the Executive Council may be caused by the following:

1. Election of an Executive Council member to an office of the Association;

2. Resignation, incapacity or death;
3. Termination as a Regular Member of the Association;
4. Nonattendance, unless excused by a majority of the Executive Council, at more than three (3) regular meetings of the Executive Council from June 1 to the last day of May.

B. Vacancy of an Officer Position. Vacancies in the office of President shall be filled by the Vice President. The Executive Council shall appoint a member of the Executive Council to fill any other vacancy among the officers.

C. Vacancy of an At-Large Executive Council Member. In the event of a vacancy in the office of an at-large member of the Executive Council, the vacancy shall be filled by a plurality vote of the then presiding Executive Council; provided, however, that a vacancy in a term having less than nine (9) months remaining shall not be filled. The Regular Members of the Association shall be given notice of said vacancy pursuant to Article III, Section 4 of these Bylaws. Nominations to fill the vacancy shall be by written petition on a form prepared by the Secretary in accordance with the instructions contained therein and signed by not less than five (5) Regular Members of the Association. Nominees shall endorse their written acceptance on such petitions. All nominating petitions shall be received at the office of the Orange County Bar Association on the date set forth by the President in the nominating form. The vacancy shall be filled by the candidate receiving the greatest number of votes of the members of the Executive Council in attendance at the regular or special meeting, cast by secret ballot. The ballots shall be collected and counted by the Secretary and the results shall be announced to the Executive Council. In the event of a tie, then a second ballot shall be taken between the two candidates receiving the highest number of votes. In the event the tie is unbroken on second ballot, the then presiding President shall cast a second vote. The candidate selected shall serve as a member of the Executive Council for the remainder of the term of the office vacated.

D. Vacancy to occur by reason of election of an At-Large Executive Council Member to an Officer Position. In the event it is determined that a vacancy will occur in the office of an at-large member of the Executive Council because of the election of an at-large member to an officer position of the Association, the procedure for filling that vacancy shall be initiated immediately after the election of that officer as outlined in the above section concerning Vacancy of an At-Large Executive Council Member. The member-elect chosen shall be permitted to attend all remaining meetings of the executive council for that fiscal year, but shall not be entitled to voting privileges until the commencement of the next fiscal year.

E. Vacancy of other members of the Executive Council. A vacancy by the President of the Young Lawyers Section shall be filled in the manner determined by that section in accordance with its Bylaws. A vacancy of the representative of the Judiciary may be filled at the discretion of the Chief Judge of the Ninth Judicial Circuit. A vacancy of the Appointed Member may be filled at the discretion of the Executive Council. A vacancy of the Immediate Past President shall not be filled.

## ARTICLE IX

## **EXECUTIVE DIRECTOR**

The Executive Director shall be chosen by the Executive Council of the Association. He or she shall perform such executive and administrative duties as may be assigned to him or her by these Bylaws and by the Executive Council of the Association. The Executive Director shall maintain the records of the Association and the Executive Council, under the charge of the Secretary and Treasurer. He or she shall maintain and be in charge of the offices and properties of the Association and shall devote his or her full time to the work of the Association. The Executive Director need not be a member of the Association. The Executive Council shall fix his or her salary and other benefits and emoluments of office.

## **ARTICLE X** **SECTIONS AND COMMITTEES**

### **SECTION 1. ESTABLISHING SECTIONS AND COMMITTEES.**

A. By the Executive Council. The Executive Council may create and abolish such sections and standing and special committees from time to time as is necessary and proper to aid in carrying out the affairs of the Association and its objectives.

B. By groups, organizations, or committees. Any group, organization, or committee that wishes to become a section or committee of the Association must petition the Executive Council for approval. The petition shall be filed with the Executive Director and shall include the following:

- (1) A statement of the basic purpose of the proposed section or committee including the specific areas of interest of the proposed section or committee;
- (2) A statement demonstrating the need for the creation of the proposed section or committee;
- (3) A statement showing the overlap, if any, existing between the proposed section's or committee's purpose and areas of interest and those of any current section or committee of the Association;
- (4) As to a proposed section:
  - (i) A list of initial officers, directors, or Executive Council members, and proposed committees;
  - (ii) A set of proposed Bylaws; and
  - (iii) A detailed budget of estimated income and expenses, including a proposed separate dues structure;

(5) A statement of the types of programs proposed and a specific proposal for programs for the year of establishment, including dates and the cost of the proposed programs; and

(6) An estimate of how many members (of all categories) of the Association will join the proposed section or committee within its first three (3) years.

SECTION 2. APPOINTMENT OF COMMITTEES. The President, promptly after the creation of a new standing or ad hoc committee or promptly after assuming office on June 1 for existing committees, shall appoint members and chairpersons of all committees and said chairpersons shall continue until their successors are appointed. In order to provide continuity and incentive for advancement, the President shall give consideration in the selection of committee chairs to vice-chairpersons and members of the committee who have served on the committee in prior years. Committee chairpersons shall be regular members of the Association; vice-chairpersons may be appointed from any membership status or category.

SECTION 3. GOVERNANCE. Sections shall be governed pursuant to their own Bylaws, approved by the Executive Council, and such Bylaws shall designate the manner of selection of officers, directors, and committees. Section Bylaws shall not conflict with and shall be subordinate to the Bylaws of the Association.

SECTION 4. DUTIES AND RESPONSIBILITIES. It is the duty of each section and committee, as integral parts of the Association, to work in cooperation with the Executive Council and other sections and committees toward the accomplishment of the aims and purposes of the Association. All sections and committees shall function pursuant to these Bylaws and the directives promulgated from time to time by the Executive Council. The Executive Council, from time to time, shall specify the duties and responsibilities of the various sections and committees and require such periodic reports to the Executive Council and Association as are necessary. Minutes of the proceedings of each committee shall be kept and copies thereof promptly forwarded to the President and Executive Director. An annual written report shall be submitted by each section and committee to the President prior to May 1 each year.

SECTION 5. SECTION AND COMMITTEE FINANCES. No section or committee shall incur any debt payable for the Association without prior approval of the Executive Council. Each committee and section shall file with the Treasurer and Executive Director a detailed statement setting forth any funds needed or required in connection with the work of such committee or section during the ensuing administrative year or for any special project for consideration by the Executive Council.

## ARTICLE XI INDEMNIFICATION

SECTION 1. The Association shall have power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of membership of the Executive Council or as a director, officer, employee, trustee, committee or section member, or agent of the Association or is or was serving at the request of a member of the

Executive Council or as a director, officer, employee, trustee, committee or section member, or agent of another corporation, partnership, joint venture, or trust, against liability or loss incurred in connection with such proceeding, including any appeal thereof, if the person acted in good faith and in a manner reasonably believed to be furthering the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, or with respect to any criminal action or proceeding, has reasonable cause to believe that the conduct was unlawful.

SECTION 2. Indemnification under Section 1 may, in the discretion of the Executive Council, include payment of the reasonable and actual attorney's fees and costs incurred, including those incurred on appeal, in said defense.

SECTION 3. Any indemnification under Subsection (1) or Subsection (2), unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of a member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent of the Association is proper in the circumstances because the person has met the applicable standard of conduct set forth in Subsection (1) or Subsection (2). Such determination shall be made, as follows:

A. By a majority vote of the Executive Council at a regular or special meeting; providing, however, that any Executive Council member who is a party to the proceeding abstain from the vote;

B. By majority vote of a committee duly designated by the Executive Council (in which members who are parties may participate) consisting solely of two or more members not at the time parties to the proceeding; or

C. By independent legal counsel:

(1) Selected by the Executive Council prescribed in paragraph A or the committee prescribed in Paragraph B; or

(2) if a quorum of the members of the Executive Council cannot be obtained for Paragraph A and a committee cannot be designated under Paragraph B, selected by majority vote of the entire Executive Council (in which members who are parties may participate).

SECTION 4. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified in Section 3.C shall evaluate the reasonableness of expenses and may authorize indemnification.

SECTION 5. Indemnification shall not be made to or on behalf of a member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent if a judgment or other final adjudication establishes that the individual's actions, or omissions to act, were: (1) material to the cause of action so adjudicated; and (2) constitute the following:

A. A violation of the criminal law, unless the member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent had reasonable cause to believe the conduct was lawful or had no reasonable cause to believe the conduct was unlawful;

B. A transaction from which the member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent derived an improper personal benefit; or

C. Willful misconduct or a conscious reckless disregard for the best interests of the Association.

SECTION 6. Indemnification and payment of legal expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

SECTION 7. For purposes of this Article:

A. The term "expenses" includes counsel fees and costs, including those for appeal;

B. The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses, actually and reasonably incurred with respect to a proceeding;

C. The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal;

D. The term "agent" includes a volunteer;

E. The term "serving at the request of the Association" includes any service as a member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent of the Association that imposes duties on such persons, including duties relating to an employee benefit plan and its participant or beneficiaries; and

SECTION 8. The Association shall have the power, but not the duty, to purchase and maintain insurance on behalf of any person for indemnification against any liability including providing for a legal defense, whether or not the Association would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

SECTION 9. All laws shall apply to rights of indemnity except where these provisions are controlling.

## **ARTICLE XII** **PROPERTIES OF ASSOCIATION**

SECTION 1. PROPERTIES OF ASSOCIATION. No member (regardless of status or category), solely by virtue of membership status, shall have any right, title or interest in any of the property or assets, including any earnings or investment income of the Association, nor shall any of such property or assets be distributed to any member (regardless of status or category) on the dissolution or winding-up thereof.

SECTION 2. LIABILITY OF MEMBERS. No member (regardless of status or category) shall have any personal liability for any debt or obligation of the Association unless otherwise agreed in writing by such member.

SECTION 3. IMPROPER USE OF ASSOCIATION. No member (regardless of status or category) shall use, or attempt to use, the Association for personal financial gain or any purpose other than those stated in Articles of Incorporation and shall avoid even the appearance of same.

## **ARTICLE XIII** **RULES OF ORDER**

The current revised edition of “Robert’s Rules of Order” shall be the rules which govern the conduct of all meetings of the Association, its Executive Council, sections and committees.

## **ARTICLE XIV** **SUSPENSION OR AMENDMENT OF BYLAWS**

SECTION 1. SUSPENSION OF BYLAWS. If following the requirements contained within these Bylaws becomes either impossible or impracticable because of an unforeseen set of circumstances, the Executive Council may temporarily suspend application of one or more provision listed above upon a two-thirds (2/3) vote of the Executive Council present at the meeting. The bylaw will resume applicability commencing with the next meeting of the executive council or at such other time as specified in the motion for suspension of the bylaw.

SECTION 2. AMENDMENT OF BYLAWS. Any proposal to change these Bylaws shall be provided in writing and distributed to all members of the Executive Council at least two (2) weeks prior to any meeting of the Executive Council. Any proposal to amend the Bylaws must pass by two-thirds (2/3) vote of the Executive Council present at the meeting. Notice of any amendment to these Bylaws shall be given to all members of the Association in the manner provided for in Article III, Section 4, of these Bylaws. The notice need not include a copy of the actual amendments.

THESE SIXTH RESTATED BYLAWS WERE ADOPTED BY THE EXECUTIVE COUNCIL OF THE ORANGE COUNTY BAR ASSOCIATION ON JANUARY 13, 2009.

Orange County Bar Association, Inc.

By: \_\_\_\_\_  
OCBA President, Tad A. Yates

Date: \_\_\_\_\_

By: \_\_\_\_\_  
OCBA Secretary, Thomas A. Zehnder

Date: \_\_\_\_\_