

**AMENDED AND RESTATED BYLAWS OF THE
YOUNG LAWYERS SECTION
OF THE ORANGE COUNTY BAR ASSOCIATION**

Amended and Restated:

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ARTICLE 1 – GENERAL

1.1. Name

The Young Lawyers Section of the Orange County Bar Association, Inc. (the “YLS”) exists pursuant to Article 10 of the Bylaws of the Orange County Bar Association, Inc. (the “OCBA”).

1.2. Mission

The YLS is committed to providing a platform for young lawyers to make meaningful and lasting relationships with each other and others in Orange County and beyond. We do this through quality educational and social programming, and a strong emphasis on service to our legal community and our community as a whole. In all we do, we strive to be the leading example in America of what a young lawyer organization can be, not just for its members, but for all.

1.3. Purposes

The purposes of the YLS are to:

- a. Provide a forum for the young and new lawyer practicing in Orange County, to learn of the duties and responsibilities that will be imposed upon them as members of the OCBA;
- b. Provide a program of activities and projects designed to be of interest and assistance to the young and new lawyers;
- c. Stimulate interest in participating in the OCBA;

- d. Implement and carry out projects for the betterment of the OCBA, bench, scholastic community, and the community at large; and
- e. Coordinate the association of young and new members of the OCBA with their counterparts in other county, state, and national Bar Associations.

1.4. Diversity

- a. Pluralism. The YLS will encourage participation and representation in its membership and leadership, and in the OCBA and the legal profession generally, of the many diverse groups within the community that the YLS serves.
- b. Nondiscrimination. The YLS will not discriminate on the basis of (1) ancestry, color, or race; (2) cultural or ethnic background; (3) economic disadvantage; (4) ideological, philosophical, or political belief or affiliation; (5) marital or parental status; (6) national or regional origin; (7) physical disability; (8) religion, or religious or denominational affiliation; (9) sex, sexual orientation or preference, or gender identity; (10) kind, size, or place of practice; or (11) any other status on the basis of which discrimination is prohibited or discouraged by these Bylaws, federal, Orange County, or City of Orlando laws (whether or not the law applies directly to the YLS or OCBA), or the OCBA.

ARTICLE 2 – MEMBERSHIP IN YLS

2.1. General

A person is automatically a member of the YLS if that person is: (a) an active member of the OCBA in good standing; and (b) as evaluated on a year-to-year basis based on the OCBA's fiscal year, the person is either age-eligible pursuant to Section 2.2 or practice eligible pursuant to Section 2.3.

2.2. Age-Eligibility

A person is age-eligible for a given fiscal year if that person is, as of the first day of that fiscal year, under the age of thirty-six (36).

2.3. Practice-Eligibility

A person is practice-eligible for a given fiscal year if the first day of the fiscal year is less than ten (10) years from the date on which the person was first licensed as an attorney.

2.4. End of Membership

Membership in YLS ends:

- a. Immediately if the person is no longer an active member of the OCBA in good standing.
- b. At 12:00am on the first day of the fiscal year in which the person is no longer age eligible pursuant to Section 2.2 or practice-eligible pursuant to Section 2.3.
- c. Notwithstanding subsection (b), for Immediate Past President, at 12:00am on the first day of the fiscal year after the fiscal year in which the person was Immediate Past President – it is intended that Immediate Past President remains a member of YLS until they complete their term as Immediate Past President.

ARTICLE 3 – MEETINGS OF THE SECTION

3.1. Regular Meetings

Regular meetings of the members of the YLS shall be held at least four (4) times each year at a time and place to be fixed by the Board of Directors.

3.2. Annual Meetings

The Officers and the Members of the Board of Directors of the YLS shall be announced at an annual meeting of the members at a time and place to be fixed by the Board of Directors.

3.3. Special Meetings

Special meetings of the YLS may be called by the President, by a majority of the Board of Directors, or by written request of twenty (20) members of the YLS submitted to the President. The President shall fix the time and place of said meeting within thirty (30) days of submission.

3.4. Notice of Meetings

The Secretary shall give the members of the YLS at least five (5) days' notice of regular, annual, or special meetings. Said notice may be published in the OCBA Briefs, published on the OCBA website, listed in the OCBA Calendar of Events, or included in a mailing, fax, or e-mail to members of the YLS.

3.5. Quorum

The members of the YLS present at any regular, annual, or special meeting shall constitute a quorum to transact any business thereof. Voting by proxy is not permitted.

3.6. Rules of Order

Meetings of the YLS shall be conducted pursuant to "Robert's Rules of Order," where those rules are applicable and not inconsistent with these Bylaws. The President shall set the order of business and agenda for any YLS regular, annual, or special meeting.

3.7. Presence (In Person or Virtual)

The President may, in the President's discretion, hold any annual, regular, or special meeting of the YLS (a) in person; (b) virtually; or (c) a hybrid of both. If a meeting will be hosted virtually or a hybrid, the President shall designate a free, widely available, virtual platform that provides for real-time two-way audio and video communication for such meeting. The notice of the meeting shall specify instructions for YLS members to attend virtually. The Secretary shall ensure that the virtual platform is available for such meeting. If a meeting is hosted in person only, a YLS member is considered present for such meeting if the member attends in person. If a meeting is hosted virtually, a YLS member is considered present for such meeting if the member attends via the designated virtual platform. If a meeting is hosted as a hybrid, a YLS member is considered present

for such meeting if the member attends in person or attends via the designated virtual platform. Notwithstanding, the foregoing, proxy voting is not permitted.

ARTICLE 4 – BOARD OF DIRECTORS

4.1. Administration

All business and affairs of the YLS shall be conducted by the Board of Directors (“Board of Directors” or “Board”). The Board of Directors shall adopt such standing policies and shall authorize such activities as are necessary for the administration of the YLS and as are consistent with the policies and activities of the OCBA.

4.2. Board of Directors

- a. The YLS Board of Directors shall consist of the Immediate Past President, the President, the President-elect, ten members at-large of the YLS (each a “Member-at-Large”), up to two (2) Presidential Appointments (pursuant to Section 4.5), the Communications Coordinator, and the elected members of the Board of Governors of the Florida Bar Young Lawyers Division for the Ninth Judicial Circuit who are members of the OCBA in good standing, including the President-elect or President of the Florida Bar Young Lawyers Division (each a “YLD Member”). Each of the persons who consist of the Board of Directors is a “Board Member” and is a voting member of the Board, subject to Section 4.9(e).

4.3. Term

- a. Fiscal Year. Each Board Member’s term is based on the OCBA’s fiscal year.
- b. Members-at-Large. Members-at-Large shall serve two (2) year terms. The term of a Member-at-Large begins at 12:01am on the first day of the fiscal year after the fiscal year in which the election of the Member-at-Large occurred and ends at 12:00am on the first day of the fiscal year that begins two years later. The term of five (5) of the Members-at-Large of the Board shall begin and end in odd-numbered years, and the term of the other five (5) Members-at-Large shall begin and end in even-numbered years.
- c. Presidential Appointments. The term of a Presidential Appointment approved to be a Board Member starts on the day after the Board approves the Presidential Appointment and ends at 12:00am on the first day of the next fiscal year.

4.4. Elections of At-Large Members of the Board

- a. Election by Secret Ballot. Each year, elections by the members of the YLS for five (5) Members-at-Large of the Board of Directors must be held by secret ballot.
- b. Nomination Forms. The Secretary shall prepare a written nomination form for the election, or may delegate such responsibility to the staff of the OCBA. All nominating

petitions must be received at the office of the OCBA no later than the date identified in the nomination form. The date will be determined by the President of the OCBA.

- c. Eligibility to be a Candidate. A person is eligible to be a candidate in the election for the Members-at-Large of the Board only if the person:
 1. Receives a nomination from at least five (5) different members of the YLS;
 2. Accepts the nomination;
 3. Is a YLS member at the time the person accepts the nomination; and
 4. Will be either age-eligible pursuant to Section 2.2 or practice-eligible pursuant to Section 2.3 for each of the two fiscal years of the Member-at-Large term.
- d. Election Process. The secret ballot must be distributed to the members of the YLS when ballots are distributed to the OCBA for the election of the officers and members of the Executive Council of the OCBA. All applicable requirements for the election of the officers and members of the Executive Council of the OCBA must be followed. The election must proceed in the same manner as prescribed in the Bylaws of the OCBA, except that if there is a tie, the Board Members in office on April 15 will determine the winner by majority vote. In the event of a tie in the Board Members' vote, then the President shall cast a second vote to break the tie.

4.5. Presidential Appointments

The President, subject to the approval of the Board may, but is not required to, appoint up to two (2) members of the YLS to serve as additional members of the Board (each a "Presidential Appointment"). The President must present the name(s) of the proposed Presidential Appointment(s) to the Board at the first board meeting of the fiscal year for approval or the President forfeits the right to make such appointments. The Board shall vote on approval of the proposed Presidential Appointment(s) at the first board meeting of the fiscal year. If two-thirds (2/3) of the Board approves a proposed Presidential Appointment, the Presidential Appointment becomes a Board Member. If the Board does not approve a proposed Presidential Appointment, the President's right to make such appointment expires.

4.6. Meetings of the Board

- a. Regular Meetings. Regular meetings of the Board of Directors shall occur at least nine (9) times per fiscal year of the OCBA at a time and place determined by the President ~~or, at the President's discretion, by a majority vote of the Board of Directors~~. Meetings of the Board of Directors shall be conducted pursuant to "Robert's Rules of

Order,” where those rules are applicable and not inconsistent with ~~the YLS~~ these Bylaws. The ~~YLS~~ President shall set the order of business and agenda for any meeting of the Board of Directors.

- b. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any (2) Board Members. The President shall set the order of business and agenda for any meeting of the Board of Directors, but, if the special meeting is called by any (2) Board Members, the subject(s) for which the Board Members called the meeting shall be heard at the special meeting.

4.7. Notice of Meetings of the Board

- a. Election Meeting. The date of the regular meeting at which the Board will vote for President-elect (the “Election Meeting”) must be set by the President by the first board meeting of the fiscal year and must occur before April 1 during the fiscal year. If the President, in the President’s discretion, determines that the date set for the Election Meeting needs to change, the President may only make such change by providing written notice to the Board no less than ninety (90) days before the date originally set for the Election Meeting; but in any event the Election Meeting still must occur before April 1 during the fiscal year.
- b. All Other Meetings. The time and place of the regular meetings of the Board of Directors shall be announced at least five (5) days prior to the date set by written notice sent to each member of the Board from the President, President-elect, or Secretary. The time and place of a special meeting of the Board of Directors shall be announced at least two (2) days prior to the date set by written notice sent to each member of the Board from the President, President-elect, Secretary, or members of the Board calling the meeting.
- c. Email Notice. Board Members shall provide at least one email address to the Secretary. Notice to a Board Member is deemed given if such notice is emailed to the email address(es) of the Board Member on file with the Secretary at the time such notice is given.

4.8. Quorum of the Board

Quorum for any meeting of the Board of Directors shall be calculated as a majority of the Board of Directors, excluding the YLD Members, the Immediate Past President, and members ineligible pursuant to Section 4.9. A majority of those present shall suffice for any actions of the Board.

4.9. Attendance at Meetings

- a. Physical Presence. Board Members are expected to be physically present at Board Meetings unless the President has called for a virtual or hybrid meeting as contemplated

~~in Section 3.7. Physical presence is required for the Election Meeting, regardless of eligibility, a Board Member may not vote for President-elect unless the, If the President calls for a virtual or hybrid meeting then Board Members may attend the Board Member is physically present at the Election Meeting. Failure to be physically present for a meeting may affect a Board Member's eligibility to vote pursuant to section (d) below.~~

- b. ~~By Phone Meeting by a previously designated virtual platform that provides for real-time two-way audio and video communication chosen by the President at the beginning of the fiscal year. The Secretary shall ensure that the designated virtual platform is available for every Board Member for every meeting of the Board of Directors. Except for the Election Meeting, and subject to subsections (c) and (d) below, f-For voting purposes, a Board Member is considered present for a meeting of the Board of Directors if the Board Member calls into the meeting by phone. If otherwise eligible to vote and calling in is not treated as an absence pursuant to subsection (c) below is physically present or if appropriate, attends via the designated virtual platform. Notwithstanding the foregoing, a Board Member may not vote on a matter at a Board Meeting if the Board Member calling into a meeting may vote on general matters, but may not vote for President-elect by phone was not present (and for virtual attendance, was not visible (i.e. camera was not on) and/or did not have audio on (i.e. they did not hear the meeting)) for the entirety of the discussion regarding the matter upon which the Board is voting.~~

b. Election Meeting. To vote for President-Elect at the Election Meeting, a Board Member must be:

1. eligible to vote (see (e) below); and
2. present at the Election Meeting, for the entirety of the candidate speeches, the discussion among Board Members, and the vote casting until a President-Elect is elected.

The preference is for the Election to occur during an in person meeting, however, the President may elect to hold the Election meeting in a virtual or hybrid format as contemplated above.

c. Voting by Proxy. Voting by proxy is not allowed.

d. Absence. A Board Member is considered absent for a meeting of the Board if:

1. the Board Member is not physically present ~~for the meeting and or~~ does not attend ~~by phone via the designated virtual platform; or~~
2. the Board Member is ~~attending~~ physically present or attends via the designated virtual platform, but does not attend for a substantial amount of the meeting ~~as reasonably determined by phone, but the Board minutes for the fiscal year show Secretary and recorded in the Board Member has already appeared by phone,~~

minutes, but, for such purpose one (1) hour of attendance shall be deemed to be a substantial amount of the meeting.

- e. Eligibility to Vote. A Board Member becomes ineligible to vote as a Board Member for the remainder of the fiscal year immediately upon the Board Member's third absence from a meeting of the Board during the fiscal year.

4.10. Removal

A Board Member may be removed for cause by a two-thirds (2/3) majority vote of the Board. "Cause" includes a Board Member's fourth absence and the Board must vote on whether to remove the Board Member at a special meeting or the next regularly scheduled meeting of the Board.

4.11. Vacancies

A vacancy on the Board of Directors is created by a Board Member's:

- a. Resignation.
- b. Death.
- c. Removal.
- d. Ceasing to be an active member of the OCBA in good standing.
- e. Election to President-elect, if they were a Member-at-Large.

4.12. Filling a Vacancy

If there is a vacancy of a Member-at-Large seat, the Board of Directors shall fill the vacancy as follows:

- a. Notice to Members. No later than the fifteenth (15th) day from the determination by the Board of Directors that a vacancy exists, the Board of Directors shall notify the members of the YLS of the vacancy. Said notice may be published in the OCBA Briefs, published on the OCBA website, listed in the OCBA Calendar of Events, or included in a mailing, fax, or e-mail to members of the YLS.
- b. Nomination Forms. The Secretary shall prepare a written nomination form for the to fill the vacancy, or may delegate such responsibility to the staff of the OCBA. All nominating petitions must be received at the office of the OCBA no later than

the date identified in the nomination form, which must be no earlier than the fifteenth (15th) day from the day that the nomination form was sent to the members of the YLS but must not be more than the thirtieth (30th) day from the day that the nomination form was sent to the members of the YLS.

c. Eligibility to be Appointed. A person is eligible to be a considered for appointment to the Member-at-Large vacancy only if the person:

1. Receives a nomination from at least five (5) different members of the YLS;
2. Accepts the nomination;
3. Is a YLS member at the time the person accepts the nomination; and
4. Will be either age-eligible pursuant to Section 2.2 or practice-eligible pursuant to Section 2.3 for the remainder of the Member-at-Large term associated with the vacancy.

d. Vote of the Board. The Board of Directors shall vote for a nominee by secret ballot.

The Secretary shall collect and count the votes and report the results to the Board. The nominee that receives a majority of the vote by the Board will fill the vacant Member-at-Large seat. If no nominee receives a majority of the vote by the Board of Directors on the first ballot, then a second vote by secret ballot must be taken between the two nominees who received the highest number of votes on the first ballot. If there is a tie on the second ballot, then the President shall cast an additional vote to break the tie.

4.13. Budget Expenditures

YLS's annual budget must be adopted in accordance with the Orange County Bar Association's Bylaws governing Sections. ~~no later than the second Board meeting of the fiscal year.~~ No Board action is needed to expend funds that have already been approved by the Board in the YLS's annual budget. Funds that are not identified in the YLS's annual budget may be expended upon a two-thirds (2/3) majority vote of the Board.

4.14. Communications Coordinator

A Communications Coordinator of the YLS may be appointed by the President, subject to the approval by a majority of the Board of the YLS. The Communications Coordinator may be any member of the OCBA, including any current YLS board member, and his or her duties shall include, but not be limited to, preparing and submitting any articles of interest to the OCBA Bar Briefs, the Florida Bar News, and any other voluntary bar

association publications. The Communications Coordinator shall serve for one (1) fiscal year concurrently with the President.

4.15. Representative to the Legal Aid Society Board

The Board of Directors may adopt such measures as necessary to appoint a representative of the YLS to serve on the Legal Aid Society Board of Directors. The maximum length of the term shall be prescribed by the Bylaws of the OCBA or the Legal Aid Society. Such appointed member must be a member of the YLS.

ARTICLE 5 – OFFICERS

5.1 Officers

The Officers of the YLS shall be a President, a President-elect, a Secretary, and a Treasurer.

5.2 Powers and Duties

- a. President. The President shall preside at all meetings of the Board of Directors and at all meetings of the YLS. The President or the President's designee shall attend the meetings of the Executive Council of the OCBA. The President shall serve as the YLS's liaison to the OCBA; shall communicate with and coordinate with the designated OCBA Executive Council's liaison to the YLS; and shall perform to this office or as may be assigned by the Executive Council, or the Board of Directors of the YLS.
- b. President-Elect. The President-elect shall perform such duties as may be assigned by the President or Board of Directors of the YLS and shall assume the responsibilities and powers of the disability of the President or vacancy of the office.
- c. Secretary. The Secretary shall be the custodian of all minutes and other records or books and all property of the YLS; shall keep a true record of all the proceedings of the membership and Board of Directors; and shall perform such duties as may be assigned by the President or Board of Directors of the YLS.
- d. Treasurer. The Treasurer shall maintain the books and record of account of the YLS; shall coordinate and report such accounting to the Treasurer of the OCBA as requested; shall present the YLS's annual budget to the Executive Council of the OCBA for approval; and shall perform such duties as may be assigned by the President or Board of Directors of the YLS.

5.3 Election of President/President-Elect

- a. President. The President-elect shall automatically assume the duties of the office of the President after serving as President-elect for one (1) year and there shall be no election

for the President unless the President-elect for the preceding year is unable to or refuses to accept or discharge the duties of the President. In that event, nominations for President shall be made following the same procedure for the selection of the President-elect described in subsection (b) below. In the event of a tie, the then presiding President shall cast a second vote. A person may not serve as President if they are neither age-eligible pursuant to Section 2.2 or practice-eligible pursuant to Section 2.3 as of the first day of the fiscal year in which they are to serve as President.

b. President-elect.

1. *Nominations.* Nominations for President-elect shall open and close from the floor during the Election Meeting and shall be the last item of business at such meeting.
2. *Eligibility.* A Board Member is eligible to be considered in the election for President-elect if:
 - i. The Board Member has been a Board Member for at least twelve (12) calendar months as of the start of the President-elect term; and
 - ii. The Board Member will be either age-eligible or practice-eligible as of the first day of the fiscal year in which they would serve as President.
3. *Election.* The President-elect shall be selected by a fifty-one percent (51%) majority vote of the Board of Directors of the YLS present (as provided in Section 4.9(b)) during the Election Meeting who are eligible to vote. Upon the closing of the nominations, each candidate shall be permitted to address the Board of Directors, such address not to exceed three (3) minutes. Thereafter, voting shall be by secret ballot. The ballots shall be collected and counted by the Secretary, or, if the Secretary is a candidate, the President, and the results shall be announced to the Board. In the event that a fifty-one percent (51%) majority vote for the Presidentelect is not obtained on the first ballot, then a second ballot shall be taken between the two candidates receiving the highest number of votes. In the event of a tie, the then presiding President shall cast a second vote. See Sections 4.7 and 4.9 for more on the Election Meeting, ~~including the rule that a Board Member must physically attend the Election Meeting in order to vote.~~
4. *Creation of Vacancy.* If the Board Member elected to President-elect is a Member-at-Large, the election creates a Member-at-Large vacancy.

5.4 **Term**

The term of office for each of the four (4) Officers shall be for one (1) fiscal year of the OCBA. The President-elect shall assume the office of President at the completion of the term of President-elect. The terms of the President and President-elect may be extended beyond a year as set forth in Section 5.8 below.

5.5 Appointment of Secretary and Treasurer

The Secretary and the Treasurer of the YLS shall be selected by appointment by the President of the YLS from the at-large members of the Board after the election thereof by the YLS and shall serve for one (1) fiscal year concurrently with the President.

5.6 Removal

An officer may be removed for cause by a two-thirds (2/3) majority vote of the Board. "Cause" includes the officer's fourth absence and the Board must vote on whether to remove the Officer at a special meeting or the next regularly scheduled meeting of the Board.

5.7 Vacancies

A vacancy of an office is created by an Officer's:

- a. Resignation.
- b. Death.
- c. Removal.
- d. Ceasing to be an active member of the OCBA in good standing.

5.8 Filling a Vacancy

- a. President. In the event of a vacancy in the office of the President, the President-elect shall automatically assume the office of the President and shall serve the remainder of the office thus vacated and continue to serve as President of YLS for the next fiscal year. The ascension of the President-elect to President shall create a vacancy in the position of President-elect, which shall be filled by subsection (b)(i) below.
- b. President-elect.
 - i. In the event of a vacancy in the office of the President-elect due to a vacancy in the office of the President as described in subsection (a) above, the Board of Directors shall elect by majority vote an acting President-elect from among the members of the Board of Directors of the YLS pursuant to Section 5.3(b) of these Bylaws. This

person shall serve the remainder of the term of the office thus vacated and shall also serve as President-elect for the following fiscal year.

- ii. In the event of a vacancy in the office of the President-elect for reasons other than a vacancy in the Presidency, the Board of Directors shall elect by a majority vote a new President-elect from among the members of the Board of Directors of the YLS pursuant to Section 5.3(b) of these Bylaws, who will automatically succeed to the office of the YLS President the following fiscal year.
- c. Others. If there is a vacancy in either of the offices of Secretary or Treasurer, the President shall promptly fill the vacancy by appointment.

ARTICLE 6 – COMMITTEES

6.1 Establishing Committees

The Board of Directors shall establish such standing and ad hoc committees from time to time as are necessary and proper to aid in carrying out the affairs of the YLS and its objectives. Any standing committee shall be submitted to the Executive Council of the OCBA for approval prior to its establishment.

6.2 Appointment

The President, upon assuming office on the first day of the fiscal year, shall appoint members and chairpersons of those committees established by the Board of Directors and said members shall continue until their successors are appointed.

6.3 Duties and Responsibilities

The Board of Directors from time to time shall specify the duties and responsibilities of the various committees and require such periodic reports to the Board of Directors and YLS as deemed necessary. An annual written report from each standing committee shall be submitted to the President of the YLS prior to the annual meeting each year.

ARTICLE 7 – AMENDMENT TO THE BYLAWS

7.1 Amendment Process

- a. Board Approval. Any proposal to change these Bylaws shall be provided in writing and distributed to all members of the Board of Directors of the YLS at least two (2) weeks prior to any meeting of the Board of Directors.
- b. Executive Council Approval. If the proposal passes by two-thirds (2/3) vote of the Board of Directors of the YLS present at any board meeting, then the proposal shall be submitted to the Executive Council of the OCBA ~~for review at the next regularly scheduled meeting of the Executive Council of the OCBA.~~
- c. Membership Approval. If the proposal is approved by a majority vote of the Executive Council of the OCBA, then the proposal shall be submitted to the YLS membership at any regular meeting of the YLS. The notice of the presentation of the proposal, together with the text of the proposal, shall be delivered to the members of the YLS, in writing by any method set forth in Article 3 by the Secretary of the YLS. If the proposal passes by a two-thirds (2/3) majority vote of the membership of the YLS members present at the meeting, the proposal shall be and is thereby an amendment to these Bylaws.

7.2 Bylaws Revisions Committee

- a. Decennial Review. Every ten (10) years, the Board shall establish a Bylaws Revision Committee to review these Bylaws and propose changes, if any, that the Committee determines are in the best interest of the YLS and/or its members.
- b. Composition of Committee. The Committee shall be composed of at least four (4) but no more than eight (8) members of the YLS, plus the President. Not including the President, at least fifty percent (50%) of the members of the Committee must be members of the YLS who are not members of the Board.
- c. Chair of Committee. The President shall appoint members to the Committee and designate one of the members as chair of the Committee. The chair schedules and presides over meetings of the Committee.
- d. Quorum; Voting. The presence ~~(physical or virtually)~~ of four (4) or more members are required for the Committee to conduct business. The Committee may recommend a change to the Board if a simple majority of the members of the Committee vote in favor of the change; the President may not vote except to break a tie. The President shall take any change passed by the Committee to the Board for consideration pursuant to Section 7.1.

ARTICLE 8 – CONFLICT OF INTEREST POLICY

Each year, the Board shall adopt a conflict of interest policy and each Board Member shall sign an acknowledgment of their agreement to abide by the conflict of interest policy. If the OCBA has a conflict of interest policy in place, that conflict of interest policy shall be the policy of the Board.

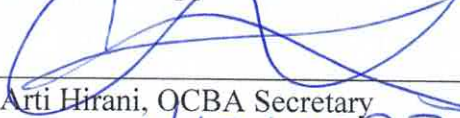
APPROVALS

YLS Board Approval:



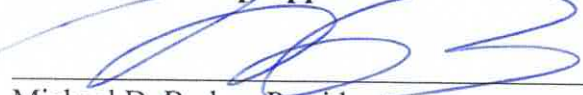
Kimberlee Martin, YLS Secretary
Date: 3/31/2022

OCBA EC Approval:



Arti Hirani, OCBA Secretary
Date: 4/13/2022

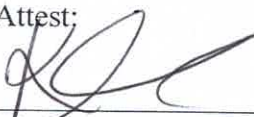
YLS Membership Approval:



Michael D. Barber, President
Date: 4/22/2022

AMENDED AND RESTATED
EFFECTIVE 4/22/2022

Attest:



Kimberlee Martin, YLS Secretary
Date: 4/22/2022