

**BYLAWS OF THE YOUNG LAWYERS SECTION
OF THE ORANGE COUNTY BAR ASSOCIATION**

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BYLAWS OF THE YOUNG LAWYERS SECTION
OF THE ORANGE COUNTY BAR ASSOCIATION

ARTICLE 1. GENERAL

Section 1. NAME

The Young Lawyers Section of the Orange County Bar Association, Inc. (hereinafter referred to as the "YLS") exists pursuant to Article 5 of the Bylaws of the Orange County Bar Association, Inc. (hereinafter "OCBA").

Section 2. PURPOSES

The purposes of the YLS are: (a) to provide a forum for the young and new lawyer practicing in Orange County, to learn of the duties, and responsibilities which will be imposed upon them as members of the OCBA; (b) to provide a program of activities and projects designed to be of interest and assistance to the young and new lawyers; (c) to stimulate interest in participating in the OCBA; (d) to implement and carry out projects for the betterment of the OCBA, bench, scholastic community, and the community at large; and (e) to coordinate the association of young and new members of the OCBA with their counterparts in other county, state, and national Bar Associations.

ARTICLE 2. MEETINGS OF THE SECTION

Section 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.

Section 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.

Section 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.

Section 4. NOTICE OF MEETING

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 in the OCBA website, listed in the OCBA Calendar of Events, or included in a mailing, fax, or e-mail to members of the YLS.

Section 5. QUORUM

The members of the YLS present at any regular, annual, or special meeting shall constitute a quorum to transact any business thereof.

Section 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 the YLS Bylaws. The YLS President shall set the order of business and agenda for any YLS regular, annual, or special meeting.

ARTICLE 3. REGULAR MEMBERSHIP

All active members in the OCBA in good standing under the age of thirty-six (36) years or within the first five (5) years of the practice of law at the beginning of the fiscal year of the OCBA, shall automatically be members of the YLS for that fiscal year with no additional registration or payment of dues required.

ARTICLE 4. ADMINISTRATION AND OFFICERS

Section 1. OFFICERS

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

Section 2. POWERS AND DUTIES OF OFFICERS

1. 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.

2. 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.
3. 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.
4. 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.

Section 3. ADMINISTRATION

All business and affairs of the YLS shall be conducted by the Board of Directors. 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.

Section 4. BOARD OF DIRECTORS

The YLS Board of Directors shall consist of the Immediate Past President, the President, the President-elect, ten members at-large of the YLS, the Communications Coordinator, and the 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. The Board of Directors shall conduct, control, and manage the affairs of the YLS.

Section 5. TERMS OF OFFICE

The terms of office shall be as follows:

1. Officers

The term of office for each of the three (3) 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 Article 4, Section 16.

2. At-large Members of the Board

Members at-large shall serve two (2) year terms. The term of five (5) of the At-Large members of the Board shall expire in odd-numbered years, and the term of five (5) of said members shall expire in even-numbered years.

Section 6. MEETINGS OF THE BOARD OF DIRECTORS

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 Bylaws. The YLS President shall set the order of business and agenda for any meeting of the Board of Directors.

Section 7. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

The time and place of the 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.

Section 8. ELIGIBILITY FOR VOTING

Any member of the Board of Directors who is shown by the minutes of YLS to have missed more than four (4) regularly scheduled meetings of the Board of Directors during the fiscal year without excuse by the Board of Directors at or before the time of absence shall be ineligible to vote on actions of the Board for the remainder of that fiscal year.

Section 9. QUORUM OF THE BOARD OF DIRECTORS

Quorum for any meeting of the Board of Directors shall be calculated as a majority of the Board of Directors, excluding all representatives from the Florida Bar Board of Governors and the Immediate Past President and members ineligible pursuant to Article 4, Section 8 above. A majority of those present shall suffice for any actions of the Board.

Section 10. DIRECTION OF THE BOARD OF DIRECTORS

A majority of the members of the YLS at a regular or special meeting may adopt such directives as the members desire the Board of Directors to follow, which shall be binding upon the Board of Directors. Such directives shall be proposed and seconded by a motion during any regular or special meeting of the YLS and passed by a majority vote of the members of the YLS present at the meeting.

Section 11. ELECTIONS OF AT-LARGE MEMBERS OF THE BOARD OF DIRECTORS

Elections for five (5) at-large members of the Board of Directors shall be held by secret mail ballot each year by the membership of the YLS. Nominations for these members of the Board of Directors shall be by written petition on a form prepared by the Secretary, in accordance with the instruction contained thereon and signed by not less than five (5) members of the YLS. Nominees shall endorse their written acceptance on such petitions. All nominating petitions shall be received at the office of the OCBA on a date as prescribed by the President of the OCBA. The secret ballot shall be distributed to the membership of the YLS at the time at which 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 balloting of the election of the officers and members of the Executive Council of the OCBA shall be followed and complied with. The candidates for the At-Large positions on the Board of Directors shall run at-large. Those elected shall be determined in the same manner as prescribed in the Bylaws of the OCBA, except that in the event of a tie, the Members of the Board of Directors in office on April 15 will determine the winner by majority vote. In the event of a tie of the Board of Directors, the then presiding President shall cast a second vote. No person shall be eligible for services as a member at-large of the Board of Directors if their thirty-fifth (35th) birthday occurs prior to the beginning of the fiscal year of the OCBA in which they are to serve unless they have been practicing law for less than four years at the beginning of the fiscal year of the OCBA.

Section 12. ELECTION OF OFFICERS

1. 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 Article 4, Section 12, Item 2 below. In the event of a tie, the

then presiding President shall cast a second vote. No person shall serve in the position of President if their thirty-sixth (36th) birthday occurs prior to the beginning of the fiscal year of the OCBA in which they are to serve as President unless they have been practicing law for less than five (5) years at the beginning of the fiscal year of the OCBA.

2. President-elect

Nominations for President-elect shall open and close from the floor during the meeting of the Board of Directors of the YLS, on, or the first meeting before, April 1 during the Bar year and shall be the last item of business at such meeting. No person shall be nominated for the President-elect who has not served as a Member of the Board for at least twelve (12) calendar months preceding the commencement of the term of office, or is not a member of the Board of Directors or if their thirty-fifth (35th) birthday occurs prior to the beginning of the fiscal year of the OCBA in which they are to serve as President-elect, unless the person seeking to become President-elect has been practicing law for less than four (4) years at the beginning of the fiscal year of the OCBA. The President-elect shall be selected by a fifty-one percent (51%) majority vote of the Board of Directors of the YLS present during that meeting. 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 and the results shall be announced to the Board. In the event that a fifty-one percent (51%) majority vote for the President-elect 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.

3. Secretary and Treasurer by Appointment

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.

Section 13. COMMUNICATIONS COORDINATOR

The 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.

Section 14. 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 young lawyer as defined herein at the commencement of the term.

Section 15. VACANCIES

Vacancies of officers and members of the Board of Directors shall be caused by the following:

- (a) Resignation.
- (b) Death.
- (c) Termination of membership in the OCBA.

Section 16. SUCCESSION AND VACANCIES OF ELECTED OFFICERS

1. 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 Item 2 below.

2. President-elect

- A. 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 Item 1 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 Article 4, Section 12, Item 2 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.

- B. 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 Article 4, Section 12, Item 2 of these Bylaws, who will automatically succeed to the office of the YLS President the following fiscal year.

3. At-large Board of Directors

In the event of a vacancy in the office of a member of the Board of Directors shall fill the vacancy as follows:

- A. The membership of the Section shall be given notice of the vacancy, pursuant to Article 2, Section 4 of these Bylaws, within fifteen (15) days of the determination by the Board of Directors that a vacancy exists.
- B. Nominations to fill the vacancy shall be made by way of a written petition on a form prepared by the secretary of the Section, in accordance with the instruction contained thereon, and signed by not less than five (5) members of the YLS. Nominees shall endorse their written acceptance on the petition.
- C. All nominating petitions shall be received at the office of the OCBA on the date set forth in the nominating form prepared by the secretary, such date to be not less than fifteen (15) days and not more than thirty (30) days after the receipt, or reasonably anticipated receipt, by the membership of the notice of vacancy.
- D. No person shall be eligible to be nominated as a member at-large if their thirty-fifth (35th) birthday occurs prior to the beginning of the fiscal year in which they are to serve unless the person has been practicing law for less than four (4) years at the beginning of the fiscal year in which they are to serve.
- E. The voting shall be by secret ballot. The ballots shall be collected and counted by the Secretary and the results shall be announced to the Board. In the event that a fifty-one percent (51%) majority vote for the Board of Directors 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 case a second vote.

ARTICLE 5. COMMITTEES

Section 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.

Section 2. APPOINTMENT

The President, upon assuming office on June 1, shall appoint members and chairpersons of those committees established by the Board of Directors and said members shall continue until their successors are appointed.

Section 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 6. AMENDMENT TO THE BYLAWS

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. 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 at its next regularly scheduled meeting as an agenda item. 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. 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 2, Section 4 by the Secretary of the YLS. If the proposal passes by a two-thirds (2/3) majority vote of the membership of the YLS, the proposal shall be and is thereby an amendment to these Bylaws.

ARTICLE 7. BYLAWS HISTORY

Initially adopted by the Executive Council of the Orange County Bar Association on September 12, 1989 with Maura T. Smith, Attorney at Law as Secretary of the OCBA. Amendments were adopted in Spring 2003 to create the position for the

Immediate Past President, affectionately referred to as the “Yvette Rodriguez Brown Amendment.” In Spring 2004, the bylaws were amended to expand the Board to eight (8) at-large positions. In Spring 2005, the bylaws were reviewed and recommendations were issued by a Bylaws Task Force, which was chaired by Mary Musette Stewart. Final amendments were adopted by the YLS membership on April 20, 2005. On January 7, 2009 amendments were adopted to conform the YLS election dates to those provided for by the OCBA bylaws.