

BY-LAWS OF INDIAN RIVER COUNTY BAR ASSOCIATION, INC.

A Florida Corporation Not For Profit
(Amended October 9, 2009)

ARTICLE I

Principal Address

Section 1: The principal address of the corporation is Post Office Box 896, Vero Beach, Florida 32961.

ARTICLE II

Membership

Section 1: Location. All meetings of the members shall be held at any place within Indian River County, Florida as may be designated for that purpose by the Board of Directors.

Section 2: Annual Meeting. The annual meeting of the members of the corporation shall be held on the second Friday of June and at such time as stated in the notice of the meeting, for the purpose of electing officers and directors and for the transaction of such other business as may properly be brought before the meeting.

Section 3: Regular Meeting. Regular meetings of the membership shall be held on the second Friday of the month of September through and including May of each year: unless otherwise established by resolution of the Board of Directors.

Section 4: Special Meeting. Special meetings of the members may be called any time by the President or by a resolution of the majority of the Board of Directors. Meetings shall be held on the date and at the time and place specified in the notice.

Section 5: Notice of Meetings. Written or electronic notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes of such meeting, shall be given by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting, either personally or at their last known post office, e-mail or fax address, at least seven (7) and not more than thirty (30) days prior to the meeting. Notice of any meeting of the members shall not be required to be given to any member who attends such meeting in person.

Section 6: Quorum. Unless otherwise provided by law, the number of members which shall be present at any meeting of members, necessary to constitute a quorum for the transaction of any business shall be twenty-five percent (25%) of those members entitled to vote. Business may be continued even after sufficient members withdraw to leave less than a quorum.

Section 7: Voting. Each member shall, except as otherwise provided by law or by the Articles of Incorporation, at every meeting of the members, be entitled to one (1) vote in person. Upon the demand of any member, the vote of directors and the vote upon any matter before the meeting, shall be by ballot, and, except as otherwise provided by law or by the Articles of Incorporation, all elections shall be decided by a majority of the members represented at the meeting and entitled to vote.

Section 8: Organization. The President shall call meetings of the members to order, and shall act as Chairperson of such meetings. In the absence of the President, the President-Elect or the Secretary or the Treasurer of the corporation, in that order, shall act as the Chairperson of such meeting. The Secretary of the Corporation shall act as secretary of all meetings of the members; but in the absence of the Secretary, the Chairperson may appoint any person to act as secretary of the meeting.

Section 9: Qualification of Members. The qualification and rights of the members of this corporation are as follows: Upon completion of an application form approved by the Board of Directors and payment of the annual dues or donations to the corporation in such amounts as may be determined from time to time by resolution of the Board of Directors, the dues or donations will become payable in advance on the first day of each fiscal year. Each member must be (1) a member in good standing with the Florida Bar or (2) a retired attorney who at the time of retirement was a member in good standing of either the Florida Bar or the official entity governing the practice of law of any other state in the United States or the District of Columbia; however, no non-Florida Bar retirees may serve on the Indian River County Bar Association Board of Directors or hold office.

Section 10: Class of Members. This corporation initially will have only one class of members.

Section 11: Termination of Membership. Membership will be terminated in this corporation on any one of the following events and for no other reason:

1. Receipt by the Board of Directors of the written resignation of a member executed by such member or the member's duly authorized attorney-in-fact.
2. The death of a member.
3. The failure of a member to pay dues or to make donations in accordance with the provisions of these By-Laws.
4. The failure of a member to comply with the current regulations of Legal Aid (Pro Bono) then in effect.
5. For causes, inconsistent with membership, after notice, hearing and determination by the Board of Directors.

Section 12: Transferability of Membership. Membership in this corporation is non-transferable and non-assignable.

ARTICLE III

Board of Directors

Section 1: General Powers. All corporate powers shall be exercised by or under the direction of the Board of Directors, and the property, affairs and business of the corporation shall be managed under the direction of said Board of Directors, except as otherwise provided by the Articles of Incorporation or by statute. The Board of Directors may, by contract or otherwise, give general or limited or special business of the corporation, and may give powers of attorney or agents of the corporation to transact any special business requiring such authorization.

Section 2: Number, Qualification and Term of Office. The number of directors shall not be less than three (3) nor more than eleven (11); the exact number shall be determined by the then existing Board of Directors, except any decrease in number shall not have the effect of shortening the term of any incumbent director; the original Board shall consist of seven (7) members.

The directors shall be members of the corporation and shall have a primary business location in Indian River County, Florida or be in an office with a law firm located in Indian River County, Florida.

Except as otherwise set forth, the directors shall be elected annually by the members, and shall hold office the next succeeding annual meeting and until their successors are elected and qualified.

Any vacancy occurring on the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director so elected to fill the vacancy shall hold office only until the next election of directors by the members.

Three (3) unexcused absences in one (1) year by a director automatically removes that director from the Board, unless the Board votes otherwise. All excused absences shall be made by the President.

The immediate Past-President, the President, the President-Elect, the Secretary and the Treasurer shall all be members of the Board of Directors.

Section 3: Quorum and Manner of Acting. Except as otherwise provided by statute, by the Articles of Incorporation or by the By-Laws, a majority of the Board of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the action of the majority of the directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given. The directors shall act only as a board, and individual directors shall have no power as such.

Section 4: Place of Meeting. All meetings of the Board of Directors shall be held within Indian River County as may be designated from time to time by a majority of the Board of Directors and stated in the notice calling the meeting.

Section 5: Regular Meetings. Regular meetings of the Board of Directors shall be held during the months of September through May, inclusive, or as otherwise designated by a majority of the Board of Directors. Notice shall be required of any regular meeting of the Board of Directors at least three (3) days before the meeting.

Section 6: Special Meeting. Special meetings of the Board of Directors shall be called by the President or, if the President is absent or unable or refuses to act, by any two directors. Written notice of this special meeting, stating the time, and in general terms the purpose or purposes, shall be mailed or electronically transmitted or personally delivered to each director no later than three (3) days before the day appointed for the meeting.

Section 7: Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, written or electronically confirmed consents are signed by seventy-five percent (75%) of the members of the Board and such written consents are recorded in the minutes of the proceedings of the Board.

Section 8: Organization. At each meeting, the Board of Directors, the President, or, in the absence of the President, the President-Elect, or in the absence of both of them, a director chosen by a majority of the directors, shall act as Chairperson. The Secretary or, in the absence of the Secretary, any person appointed by the Chairperson, shall act as secretary of the meeting.

Section 9: Resignation. Any director of the corporation may resign at any time by giving written notice to the Board of Directors or to the Chairperson of the Board or to the Secretary of the corporation.

The resignation of any director shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10: Compensation. Directors shall not receive any compensation for their services but may be reimbursed for each expense as may be directed by resolution of the Board.

Section 11: Ad Hoc Committees. The Board of Directors, by resolution adopted by a majority of the whole board, may designate committees who shall have and may exercise such powers as may be conferred or authorized by resolution of the board. A majority of any such committee may determine its actions and fix the time and place of its meetings unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power to change the powers and member of any such committee, to fill any vacancies and to dispose of any such committees.

Section 12: Nominating Committee. The President shall appoint a chairperson of the Nominating Committee at a regular meeting of the Board of Directors held at least two months prior to the annual meeting. The Board of Directors shall select two additional members for this Committee and the Committee shall report its slate of officers and Directors for the ensuing year at the annual meeting of the membership. Additional nominations for officers and Directors may be made from the floor of the annual meeting. No officers or Directors shall be nominated by the Nominating Committee without first having obtained approval of the nominee prior to submission of the report.

ARTICLE IV

Officers

Section 1: Number. The officers of the corporation shall be a President, President-Elect, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors from time to time shall determine. All officers shall be elected by and hold office at the pleasure of the members for a one (1) year term running from July 1 to June 30 of each year with the exception of the President -Elect who shall hold said office for one (1) year and then hold the office of President for one (1) year.

Section 2: Powers and Duties of Officers. The officers of the corporation shall have such powers and duties as may from time to time be determined by resolution of the Board of Directors but no less than the following:

A. President.

1. The President shall preside of all meetings of the membership and the Board of Directors.
2. The President shall be a member of the Board of Directors.
3. The President shall have the power to make all committee appointments.
4. The President shall be a member ex-officio of all committees except the Nominating Committee.
5. The President shall perform all other duties usually pertaining to the office of president.

B. President-Elect.

1. The President-Elect shall preside at all meetings of the Board of Directors and the members in the absence of the President.
2. The President-Elect shall be a member of the Board of Directors.
3. The President-Elect shall be responsible for developing the programs for Regular Meetings of the members.

C. Secretary.

1. The Secretary shall record the minutes of all meetings of the Board of Directors and membership
2. The Secretary shall give notice of all meetings required by the Statutes, By-Laws or Resolutions
3. The Secretary shall have custody of the seal of the corporation.
4. The Secretary shall be a member of the Board of Directors.

D. Treasurer.

1. The Treasurer shall be custodian of all funds and securities of the corporation.
2. The Treasurer shall keep a record of the accounts of the corporation and report thereon at each regular meeting of the Board of Directors and the annual meetings of the members.
3. The Treasurer shall prepare and file all reports and returns required by The Secretary of State.
4. The Treasurer shall maintain a complete list, arranged in alphabetical order, with the address of each member.

ARTICLE V

Budget

Section 1: It shall be the responsibility of the Board of Directors to establish an annual Budget at the first Board meeting after the annual election.

ARTICLE VI

Execution of Instruments

Section 1: The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

ARTICLE VII

Non-Profit Operations – Compensation

Section 1: This corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this corporation will be distributed to its members, directors or officers.

ARTICLE VIII

Records and Reports

Section 1: All By-Laws of the corporation shall be subject to alteration, amendment or repeal, and new By-Laws not inconsistent with any provisions of the Articles of Incorporation or any provision of law shall be made by the affirmative vote of forty percent (40%) of the members at any regular or special meeting.

ARTICLE IX

Rules of Order

Section 1: "Roberts Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.