

**BYLAWS
OF THE
OUT-OF-STATE DIVISION**

**ARTICLE 1
NAME AND PURPOSE**

Section 1.1 - Name. The name of this division of The Florida Bar is the "Out-Of-State Division" (the "division").

Section 1.2 - Purposes. The purposes of the division are to:

(a) provide an organization within The Florida Bar open to persons having an interest in issues of importance to out-of-state members of The Florida Bar;

(b) provide an organization within The Florida Bar to assist out-of-state lawyers: in administrative, educational and practice development issues; with pro bono activities; in relocating to Florida; and in establishing a network of out-of-state members;

(c) aid in the development of laws that eliminate disparate treatment of out-of-state members;

(d) identify the professional needs and objectives of out-of-state members and implement programs to further these objectives;

(e) develop and maintain proper professional relationships between in-state and out-of-state members;

(f) provide a forum for the discussion of issues of interest to out-of-state members;

(g) improve the administration and application of laws, rules and regulations;

(h) accomplish legitimate legislative objectives of out-of-state members; and

(i) engage in any other activity as may be necessary and appropriate to fulfill any or all of the foregoing statements of purpose.

**ARTICLE 2
MEMBERSHIP**

Section 2.1 - Classification of Membership. Division membership shall be comprised of active members, and affiliate members.

Section 2.2 - Active Members. Any member of The Florida Bar in good standing may become an active member of the division by applying for membership and paying the division's prescribed annual dues.

Section 2.3 - Removal From Membership. Any member who ceases to be a member in good standing of The Florida Bar simultaneously ceases to be a member of the division. All members

shall be required to observe the standards of professionalism and ethical conduct expected of members of The Florida Bar. All members of the division shall also be required to adhere to the standards of professionalism and ethics as the executive council for the division may from time to time prescribe, as well as The Florida Bar's Rules of Professional Conduct. Any member who fails to observe the standards of conduct established by these bylaws may be removed as a member of the division by vote of 2/3 of the members of the executive council.

ARTICLE 3 OFFICERS

Section 3.1 - Officers. The officers of the division shall be a president, a president-elect, a secretary, a treasurer, and the immediate past-president of the division, all of whom shall constitute the executive board. All officers must be active members of the division.

Section 3.2 - Selection of Officers. The president-elect, secretary and treasurer shall be nominated by the nominating committee or by seconded nomination by active members at the annual meeting of the division called to vote on that office and elected by the members of the division at the annual meeting called to vote on that office of the division.

Section 3.3 - Term of Office. Each officer will hold office for a term beginning at the close of the annual meeting of the division at which the officer is elected and ending at the close of the immediately following annual meeting of the division or when a successor has been elected and qualified.

Section 3.4 - Duties of Officers. In addition to duties customarily performed by other officers of divisions or sections of The Florida Bar and to duties set forth in other articles of these bylaws, the officers of the division shall have the following duties:

(a) **President.** The president shall preside at all meetings of the division, the executive board, and the executive council. The president shall appoint, upon the advice and consent of the executive council and, unless otherwise specified in these bylaws, all committee chairs, and shall prepare all reports to be submitted to The Florida Bar. The president shall be an ex-officio member of each committee of the division.

(b) **President-elect.** The president-elect shall become president in the event of the death, resignation or failure of the president to serve for whatever reason; provided, however, that in case of temporary disability or absence of the president, the president-elect shall serve as acting president only for the duration of the president's disability or absence. The president elect shall be responsible for the public relations activities of the division, including liaison with the public relations committee of The Florida Bar, and for such duties as the president may designate. The president-elect shall be an ex-officio member of each committee of the division.

(c) **Secretary.** The secretary shall be responsible for all permanent files and records of the division, including the minutes of the meetings of the division, of the executive board and of the executive council, and of all committees of the division, and shall furnish copies of the minutes to the executive director of The Florida Bar.

(d) **Treasurer.** The treasurer shall have the responsibility of accounting for all funds

of the division, shall approve all disbursements, and shall prepare annual financial statements under the supervision of the executive council.

(e) **Vacancies.** The executive council shall fill all vacancies for the unexpired term thereof at the next regular or special meeting of the executive council, except that a vacancy in the office of president shall be filled by the president-elect.

(f) **Bar Staff.** Officers of the division may work with and delegate tasks to the program administrator assigned by The Florida Bar, however, the officers are ultimately responsible for fulfilling their respective duties set forth in these bylaws.

ARTICLE 4 EXECUTIVE COUNCIL

Section 4.1 - Governing Body. There shall be an executive council that shall be the governing body of the division between the annual meetings of the division. The president of the division shall be the president of the executive council and the secretary of the division shall be the secretary of the executive council. The executive council shall have general supervision and control of the affairs of the division, subject to the provisions of the Rules Regulating The Florida Bar and the bylaws of this division. Pursuant to this right, the executive council shall authorize all commitments or contracts that shall entail the payment of money, and it shall authorize the expenditures of all division funds. The executive council may grant such authorization through the annual budgeting process. It shall not, however, authorize commitments, contracts or expenditures involving amounts of money in excess of the total amount that is anticipated as receipts from dues and revenues during the fiscal year, including monies allocated to the division by The Florida Bar, plus the amount that has been previously collected from dues and Bar allocations, and that remains unexpended. As the governing body of the division, it shall be vested with the power and authority to formulate, fix, determine and adopt matters of policy concerning the affairs and purposes of the division. The executive council shall conduct its business at regular and special meetings as provided for in these bylaws; provided, however, that the business of the executive council between regular meetings may be conducted by correspondence, telephone, electronic media, or any combination thereof to the extent authorized by the president. In the absence of action by the executive council at a regular or special meeting of the executive council or action by the executive council as is otherwise permitted under this Article 4 of the bylaws, the executive board shall be responsible for the daily operations of the division and all action taken by the executive board pursuant to this right shall be subject to ratification by the executive council. All members of the executive council shall be active members of the division.

Section 4.2 - Recommendations of the Division. All recommendations of the division to The Florida Bar, Board of Governors of the Bar, any branch of the judiciary or to any other group or body to which recommendations by the division are authorized to be made must first be approved by the executive council except as provided in Section 7.4 of these bylaws.

Section 4.3 - Membership of the Executive Council.

(a) **Composition.** The members of the executive council shall consist of the president, president-elect, immediate past president, secretary, treasurer, chairs of all standing

committees of the division (except those chairs of the executive board and nominating committee), the out-of-state board of governors members, a young lawyers division liaison appointed by the YLD president, and 6 additional at-large members.

(b) Election. The division members shall elect the at large members of the executive council (as authorized in Section 4.3(a)) at each annual meeting to replace those members whose terms expire at the end of the current annual meeting. Other members of the executive council, except the president and immediate past president, shall be elected as provided in Section 3.2 of these bylaws.

(c) Terms of Office. All at-large executive council members elected by the membership shall serve a term of 2 years, except as provided below, such terms being staggered, with 3 at-large members being elected in odd-numbered years, and 3 at-large members being elected in even-numbered years. The term shall commence with the conclusion of the annual meeting of the division at which such at-large member is elected and shall end at the conclusion of the annual meeting of the division 2 years thereafter, except as provided below. The president, secretary and treasurer shall serve for the terms provided in Section 3.3 of these bylaws.

Section 4.4 - Vacancies. Any vacancies among the members at large of the executive council shall be filled for the balance of the term of such members by majority vote of the members of the executive council present at the next meeting of the executive council.

ARTICLE 5 COMMITTEES

Section 5.1 - Standing Committees. The following shall be permanent standing committees within the division.

(a) Administrative Group. The following standing committees shall be responsible for all administrative aspects of the division:

(1) Executive Board. There shall be an executive board composed of the president, president-elect, secretary, treasurer and immediate past president of the division, which shall be responsible for the daily operations of the division between the regular or special meetings of the executive council and shall conduct its business from time to time by correspondence, meeting or telephone conference to the extent authorized by the president of the division. All actions of the executive board shall be subject to ratification of the executive council. The president shall be president of the executive board.

(2) Nominating Committee. The nominating committee shall be responsible for submitting nominations for officers and vacant council membership offices (except as provided in Section 4.4 of these bylaws) on an annual basis. The nominating committee shall be composed of 3 members of the division, 2 of whom shall be appointed by the president-elect, and the other being appointed by the president. The committee's composition shall be appointed not less than 4 months prior to the annual meeting of the division and members of the division shall be informed of such composition promptly.

(3) **CLE Committee.** The CLE committee shall be responsible for arranging continuing legal education seminars and similar programs of interest to out-of-state practitioners.

(4) **Information Committee.** The information committee shall be responsible for furnishing articles for publication in The Florida Bar publications, for publishing and distributing a division newsletter, maintenance of a homepage, for composition and dissemination of discussions and articles among the news media and to the general public regarding out-of-state practitioner issues, and for notifying the public and attorneys of proposed or enacted legislation affecting out-of-state practitioners.

(5) **Budget Committee.** The budget committee shall be composed of the executive board who shall prepare proposed budgets and any amendments for submission to vote of the executive council.

(b) **Special Committees.** The president of the division may appoint any special committee deemed necessary with the concurrence of the executive council. Chairs of such special committees shall also be members of the executive council. These may include the Legislation and Coordination and Liaison Committees.

Section 5.2 - Committee Composition. The chair of each standing and special committee shall be appointed by the president of the division, upon concurrence of the executive council. All other members of the standing and special committees, except the nomination committee, shall be appointed by the chair of that committee. There shall be at least 1 member of the executive committee on each standing and special committee. In March of each year, the president-elect shall make known the selection of the standing committee chairs for the coming fiscal year, which appointments shall be approved and take office at the conclusion of the annual meeting.

Section 5.3 - Committee Meetings. Committee meetings shall be called, as necessary, by the president of the division or the committee chair. Committee meetings may be held in person, electronically, telephonically, or by unanimous written waiver and consent of the committee membership.

Section 5.4 - Quorum. A majority of the number of any committee shall constitute a quorum for the transaction of business and the majority vote of those present shall be binding.

Section 5.5 - Subcommittees. The chair of each committee may designate 1 or more subcommittees of that committee and designate chairs for such subcommittees.

Section 5.6 - Committee Reports. The chair of each committee shall submit a written report of the committee's activities during the preceding year to the executive council at least 1 month prior to the annual meeting of the division.

ARTICLE 6 MEETINGS

Section 6.1 - Annual Meeting of the Division. The president shall designate the annual meetings of the division each year. The annual meeting may be held simultaneously with the division's annual convention, if any, or the annual meeting of The Florida Bar. The active

members of the division attending any meeting of the division shall constitute a quorum for the transaction of business and a majority vote of those present will be binding.

Section 6.2 - Executive Council Meetings. There shall be no fewer than 3 regular meetings of the executive council each year. The executive council may act or transact business herein authorized, without meeting, by written approval of the majority of the entire executive council. The president of the division may call meetings of the executive council by giving no less than 7 days advance written notice to the members of the executive council. At the election of the president, meetings may be held by telephone, correspondence, through electronic means, audio-visual, or other media. Those present at a meeting of the executive council duly called will constitute a quorum and a majority vote of those present will be binding.

Section 6.3 - Executive Board Meetings. The executive board shall hold an organizational meeting for each membership year at a date, place and time selected by the president of the division. The officers may hold such meetings thereafter as the president of the division may determine. The president of the division shall fix the date and location of each meeting and shall give written or oral notice of such date and location to each officer at least 7 days prior to the date so selected but, also, at the election of the president, meetings may be held by telephone or correspondence.

Section 6.4 - Special Meetings. The executive board may call special meetings of the entire membership of the division provided 30 days notice thereof shall be given to each member of the division. Such notice may be by mail or by notice in any publication of the division or of The Florida Bar.

ARTICLE 7 DIVISION LEGISLATIVE POLICIES

Section 7.1 - General Purpose. The division may be involved in legislative, judicial or administrative action that is significant to the judiciary, the administration of justice, the fundamental legal rights of the public, or the interests of the division or its programs or functions, so long as that involvement is consistent with the policies outlined under this policy and consistent with the policies promulgated by The Florida Bar.

Section 7.2 - Legislative Positions. Any legislative, judicial or administrative position of the division ("legislative position") must be adopted in accordance with the provisions of this article. During the course of the division's activities, and as promptly as possible, the president or the president's designee shall notify the executive director of The Florida Bar of any new or current division approved legislative positions. In July of each year, prior to the next regularly scheduled meeting of the board of governors of The Florida Bar, the president or the president's designee shall notify the executive director of The Florida Bar of any new or current division approved legislative positions then in effect. Such legislative positions will be clearly identified as legislative positions of the division only, at all appropriate times before legislative bodies or its members, unless otherwise authorized by the board of governors.

Section 7.3 - Procedures.

(a) **Legislation Initiated By The Division.** Any proposed legislation and the

recommendations of the initiating committee of the division will be made agenda items and copies will be affixed to the agenda for distribution to all executive council members at least 1 week prior to the executive council meeting. No proposed legislation will be considered at the executive council meeting unless the division legislation committee or the division president requests waiver of the rule and such waiver is approved by a vote of 2/3 of the members of the executive council present and voting. Legislation initiated by a committee of the division will be considered in the same manner as any other matter for which a decision is requested of the executive council by a member of the council.

(b) Other Legislation. The division's position on legislation not initiated by a committee of the division will be considered under the following procedure.

(1) The executive board will review all proposed legislation not initiated by a committee of the division, but the division president has the discretion to remove any item of proposed legislation from consideration by the executive council if the president finds that the proposed legislation is not concerned with a matter within the discipline of the division.

(2) All proposed legislation which the executive board decides should be considered by the council will be forwarded by the division's president to the chair of a division committee, that, in the opinion of the president, is most concerned with subject matter of such proposed legislation. The president of the division will request a written report from that committee, reporting the decision which the committee recommends to the executive council and designating a contact person to confer with the division lobbyist and/or the executive council.

Section 7.4 - Adoption Of Legislative Position. The executive council of the division, by a 2/3 vote of the members present, must find that any proposed legislative position is within the scope of this policy or as may be otherwise adopted by the board of governors. The executive council by a 2/3 vote of the members present must also approve the substance of the legislative position presented to the executive council. Once adopted, the president or the president's designee shall immediately notify the executive director of The Florida Bar, in writing, of the division's adoption of the legislative position. The legislative position of the division may not be advanced or supported before any public body until the legislative position has been reviewed by the board of governors of The Florida Bar and they have not disapproved the same or, as otherwise may be consistent with the legislative policy of the board of governors. Notwithstanding any provision of this article to the contrary, when time constraints with respect to legislative positions of the division require prompt action, the executive board of the division may act in lieu of a vote of the members of the executive committee. Once approved by the board of governors, a legislative position of the division shall remain for the full biannual session during which the board of governors approved the position, unless otherwise reversed or rescinded by them or by a 2/3 vote of the executive council of the division.

In lieu of, or in addition to, giving approval to support or oppose a particular legislative proposal, the executive council may, after debate and consideration of the legislative proposal, adopt a concept the division favors and report this concept to the division lobbyist, if any, for distribution to the members of the Florida Legislature.

Section 7.5 - Expenses Incurred In Legislative Matters. The expenses incurred by members of the division in connection with legislative positions of the division shall generally be borne by

the individual members, provided, however, the division's lobbyist, if any, may request the appearance of division members to attend legislative functions or to appear before various committees of the Florida Legislature to testify concerning proposed legislation, with the member's expenses to be paid by the division in accordance with its budgetary policies and the policies of The Florida Bar then in force. The expenses of such member's appearance shall be approved in advance by either the division president, the chair of the legislation committee, or the treasurer of the division. Such expenditures shall be consistent with other division policies, and the treasurer shall be promptly notified of the amount of such expenditure.

Section 7.6 - Division Lobbyist. Pursuant to the requirements of and the approval of the board of governors, the division may retain a lobbyist to assist the division in its legislative positions or matters. The division shall submit to the board of governors such information as it may require, from time to time, relating to the retention of such lobbyist. No amount shall be budgeted or spent for legislative activities other than the amount budgeted or received as voluntary dues from members of the division, and the division shall create and maintain a separate fund for all legislative activities.

ARTICLE 8 MISCELLANEOUS

Section 8.1 - Action of The Florida Bar. No action of the division shall be represented or construed as the action of The Florida Bar until it has been approved by The Florida Bar. No action of the division shall be contrary to bar policy as established by the board of governors.

Section 8.2 - Financial Obligations. Any and all financial obligations must be first approved in the manner to be specified by the executive council before same has been approved by The Florida Bar.

Section 8.3 - Compensation and Expenses. No salary or other compensation may be paid to any member of the division for performance of services to the division, but members of the division may be reimbursed for such reasonable and necessary telephone expenses, reproduction expenses and other similar out-of-pocket expenses that such member incurs in the performance of services for the division and that are specifically authorized by the president and the treasurer of the division or by the executive council. Further, the members of the executive council shall each be allowed reimbursement by the division up to, but not exceeding, the amount of \$400.00 per meeting, for reasonable travel expenses incurred in attending the 3 required meetings of the executive council. Reimbursement is subject to the availability of funds from the division's budget.

Section 8.4 - Policies of the Section. Policies adopted by the executive council following the effective date of these bylaws shall be maintained in a separate journal at The Florida Bar headquarters in Tallahassee, Florida, together with the other official records of the division.

Section 8.5 - Amendments. These bylaws may be amended only with the consent of the board of governors of The Florida Bar upon recommendation made by the executive council of the division or by a majority vote of the members of the division at its annual or other duly called meeting.

Section 8.6 - Conduct of Meetings. The current edition of Robert's Rules of Order shall govern the conduct of all meetings of the divisions and its subdivisions.

Section 8.7 - Effective Date. These amended bylaws shall be effective immediately upon approval by the Board of Governors of The Florida Bar.