

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:
 - (1) in administrative, educational and practice development issues;
 - (2) with pro bono activities;
 - (3) in relocating to Florida; and
 - (4) 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 appropriate 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 is 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 are required to observe the standards of professionalism and ethical conduct expected of members of The Florida Bar. All members of the division are also required to adhere to the standards of professionalism and ethics that 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 are a president, a president-elect, a secretary, a treasurer, and the immediate past-president of the division, all of whom 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 are 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 will have the following duties:

(a) President. The president presides at all meetings of the division, the executive board, and the executive council. The president appoints, on the advice and consent of the executive council, all committee chairs unless otherwise specified in these bylaws. The president prepares all reports to be submitted to The Florida Bar. The president is an ex-officio member of each committee of the division.

(b) President-elect. The president-elect will 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 serves as acting president only for the duration of the president's disability or absence. The president-elect is responsible for the public relations activities of the division, including liaison with the public relations committee of The Florida Bar, and for duties the president may designate. The president-elect is an ex-officio member of each committee of the division.

(c) Secretary. The secretary is 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 furnishes copies of the minutes to The Florida Bar.

(d) Treasurer. The treasurer has the responsibility of accounting for all funds of the division, approves all disbursements, and prepares annual financial statements under the supervision of the executive council.

(e) Vacancies. The executive council fills all vacancies for the unexpired term at the next regular or special meeting of the executive council, except that a vacancy in the office of president is 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 is an executive council that is the governing body of the division between the annual meetings of the division. The president of the division is the president of the executive council and the secretary of the division is the secretary of the executive council. The executive council has 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 authorizes all commitments or contracts that entail the payment of money, and it authorizes the expenditures of all division funds. The executive council may grant authorization through the annual budgeting process. It will 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 is 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 conducts its business at regular and special meetings 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 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 is responsible for the daily operations of the division, and all action taken by the executive board pursuant to this right is subject to ratification by the executive council. All members of the executive council are active members of the division.

Section 4.2 - Recommendations of the Division. All recommendations of the division to The Florida Bar, The Florida Bar Board of Governors, 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 consist of the
 - (1) president;
 - (2) president-elect;
 - (3) immediate past president;
 - (4) secretary;
 - (5) treasurer;
 - (6) chairs of all standing committees of the division (except those chairs of the executive board and nominating committee);
 - (7) the out-of-state board of governors members;
 - (8) a young lawyers division (YLD) liaison appointed by the YLD president;and
 - (9) 6 additional at-large members.

(b) Election. The division members 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, are elected as provided in Section 3.2 of these bylaws.

(c) Terms of Office. All at-large executive council members elected by the membership serve a term of 2 years, except as provided below, these 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 commences with the conclusion of the annual meeting of the division at which an at-large member is elected and ends at the conclusion of the annual meeting of the division 2 years after, except as provided below. The president, secretary, and treasurer 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 are filled for the balance of the term of the 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 are permanent standing committees within the division.

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

(1) Executive Board. There is an executive board composed of the president, president-elect, secretary, treasurer and immediate past president of the division, which is responsible for the daily operations of the division between the regular or special meetings of the executive council and conducts 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 are subject to ratification of the executive council. The president is president of the executive board.

(2) Nominating Committee. The nominating committee is 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 is composed of 3 members of the division, 2 of whom are appointed by the president-elect, and the other by the president. The committee's composition is appointed not less than 4 months prior to the annual meeting of the division, and members of the division are informed of this composition promptly.

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

(4) Information and Technology Committee. The information committee is 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 lawyers of proposed or enacted legislation affecting out-of-state lawyers.

(5) Budget Committee. The budget committee is composed of the executive board who prepares 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 these special committees are also 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 is appointed by the president of the division, on concurrence of the executive council. All other members of the standing and special committees, except those in the nomination committee, are appointed by the chair of that committee. There is at least 1 member of the executive committee on each standing and special committee. In March of each year, the

president-elect makes known the selection of the standing committee chairs for the coming fiscal year, which appointments are approved and take office at the conclusion of the annual meeting.

Section 5.3 - Committee Meetings. Committee meetings are 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 constitutes a quorum for the transaction of business, and the majority vote of those present is binding.

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

Section 5.6 - Committee Reports. The chair of each committee submits 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 designates 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 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 will be no fewer than 3 regular meetings of the executive council each year. The executive council may act or transact business authorized in these bylaws, 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. Any vote by a member of the Executive Council may be by telephone, electronic means or electronic transmission.

Section 6.3 - Executive Board Meetings. The executive board will 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 meetings as the president of the division may determine. The president of the division fixes the date and location of each meeting and gives written or oral notice of that date and location to each officer at least 7 days prior to the date selected but, also, at the discretion of the president, meetings may be held by telephone, other electronic means, 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 is given to each member of the

division. This 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 notifies 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 Florida Bar Board of Governors, the president or the president's designee notifies the executive director of The Florida Bar of any new or current division approved legislative positions then in effect. These 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 this 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 and 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 the proposed legislation. The president of the division requests a report from the deciding committee, about the decision and the president designates 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 is 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 immediately notifies 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 Florida Bar Board of Governors, 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 remains 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 are generally 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 the member's appearance must be approved in advance by either the division president, the chair of the legislation committee, or the treasurer of the division. These expenditures must be consistent with other division policies, and the treasurer promptly notified of the amount of the expenditure.

Section 7.6 - Division Lobbyist. Pursuant to the requirements 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 submits to the board of governors information as it may require, from time to time, relating to the retention of a lobbyist. No amount may 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 creates and maintains a separate fund for all legislative activities.

ARTICLE 8 MISCELLANEOUS

Section 8.1 - Action of The Florida Bar. No action of the division will 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 will 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 reasonable and necessary telephone expenses, reproduction expenses, and other similar out-of-pocket expenses that a 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 are each 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 will 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 Florida Bar Board of Governors on 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 governs the conduct of all meetings of the divisions and its subdivisions.

Section 8.7 - Effective Date. These amended bylaws are effective immediately on approval by The Florida Bar Board of Governors.