

**AMENDED AND RESTATED BYLAWS OF THE
BUSINESS LAW SECTION¹**

**ARTICLE I
NAME AND PURPOSES**

Section 1.1. Name. The name of the section is "Business Law Section" of "The Florida Bar" (the "section").

Section 1.2. Purposes. The purposes of the section are to:

(a) provide an organization within The Florida Bar for discussion and interaction among section members who deal with issues of "business law" (including, without limitation, such substantive areas as corporations, limited liability companies and other alternative entities, securities, bankruptcy, banking, franchise, antitrust, intellectual property and computer law), and involving both business transactions and business disputes;

(b) provide a forum for discussion and exchange of ideas leading to the improvement of business laws, and to propose and comment on legislation and regulations about substantive areas of business law;

(c) provide a forum for collaborative learning and interaction among those who are involved in substantive business law issues, including transactional lawyers and litigators, and by and among practicing lawyers and members of the state and federal judiciary;

(d) provide education and professional development for members of the section in substantive areas of business law (including practice management) practiced by the members of the section, and to enhance business law education generally;

(e) enhance the administration of justice and help facilitate the improvement of the legal profession;

(f) enhance the sense of professionalism within, the satisfaction of, and the ethical and competent practice of law by, members of the section;

(g) inculcate in section members and promote, support and take actions consistent with the principles of duty and service to the public, including the importance of providing pro bono services in the practice of business law and in the section's activities; and

(h) inculcate in section members and promote, support and take actions consistent with the principles of diversity, inclusion and fellowship in the practice of business law and in the section's activities.

¹ This draft reflects changes made in response to comments proposed by Bar Staff to the Exposure Draft of the Section's Amended and Restated Bylaws.

**ARTICLE II
MEMBERSHIP**

Section 2.1. Regular Member Eligibility. Any member in good standing, and any “law faculty affiliate,” as defined in Chapter 1 of the Rules Regulating The Florida Bar, interested in the purposes of the section is eligible to be a regular member of the section, on application and payment of the section's annual dues. Any regular member who ceases to be a member in good standing of The Florida Bar (or ceases to have “law faculty affiliate” status) no longer is a regular member of the section. Law professors who qualify as “law faculty affiliates” are regular members of the section so long as they qualify. Reinstatement as a member of The Florida Bar in good standing automatically reinstates the person as a regular section member, provided that the member is current in the payment of section dues.

Section 2.2. Affiliate Membership Eligibility.

(a) The section’s executive council may enroll, on request and payment of the prescribed dues, as affiliate members of the section, other persons who have an interest in and intent to make a contribution to the section's activities as defined herein. The purpose of affiliate membership is to foster and promote the development and communication of information concerning business law, but not to encourage the unlicensed practice of law. The number of affiliate members may not exceed 1/3 of the section's membership. An affiliate member is an affiliate member of this section only. Affiliate membership affords the affiliate member no status as or any of the rights of a member of The Florida Bar.

(b) To qualify as an affiliate member of the section, a person must either:

- 1) hold a Juris Doctor degree from an accredited law school, be employed full time as a professor of law at an accredited law school, and not qualify as a “law faculty affiliate” under Chapter 1 of the Rules Regulating The Florida Bar;
- 2) be an "authorized house counsel" pursuant to Chapter 17 of the Rules Regulating The Florida Bar;
- 3) be admitted to practice law and in good standing under the laws of any state or territory of the United States or the District of Columbia or under the laws of any foreign nation;
- 4) be a student currently enrolled in an accredited law school;
- 5) be a graduate of an accredited law school who has applied for, but not yet been admitted to, membership in The Florida Bar;
- 6) be a foreign legal consultant as defined in Chapter 16 of the Rules Regulating The Florida Bar or an arbitrator (whether or not a lawyer) who is qualified to participate in international arbitration proceedings that are

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permitted to take place in Florida under Rule 1-3.11 of the Rules Regulating The Florida Bar; or

- 7) be a paralegal certified by The Florida Bar or be a "legal assistant" who meets the qualifications set forth in subsection (d) below.

(c) Affiliate members of the section may not vote or hold a section office, participate in the selection of officers or members of the executive council, or vote on the adoption, change or revision of any provision of these bylaws.

(d) For purposes of subsection (b)(7) above, a "legal assistant" is a person who assists a member of The Florida Bar in the delivery of legal services in the area of business law and who has satisfied the following minimum requirements:

- 1) successful completion of the certified legal assistant (CLA) examination of the National Association of Legal Assistants, Inc.;
- 2) graduation from an ABA-approved program of study for legal assistants or graduation from any accredited law school;
- 3) graduation from a course of study for legal assistants which is institutionally accredited but not ABA-approved and which requires not less than the equivalent of 60 semester hours of classroom study;
- 4) graduation from a course of study for legal assistants, other than those set forth in subsections (2) and (3), above, plus not less than 1 year of in-house training as a legal assistant in a law firm or legal office under the supervision of 1 or more members of The Florida Bar in good standing;
- 5) a bachelor degree in any field, plus not less than 1 year of in-house training as a legal assistant in a law firm or legal office under the supervision of 1 or more members of The Florida Bar in good standing; or
- 6) five years of in-house training as a legal assistant in a law firm or legal office under the supervision of 1 or more members of The Florida Bar in good standing.

Section 2.3. Honorary Section Membership. The executive council may make any person whom the executive council finds to have made an outstanding contribution to the section or finds to have made an outstanding contribution in the field of business law an honorary member of the section. An honorary section member designated by the executive council may participate in section activities and attend meetings of section committees and the executive council, but may not hold any office or position in the section, may not vote and is not required to pay dues. Honorary membership affords the honorary member no status as or any of the rights of a member of The Florida Bar.

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Section 2.4. Administrative Year. The administrative year of the section runs concurrently with the administrative year of The Florida Bar.

Section 2.5. Annual Dues. The annual dues for regular members and for affiliate members of the section are the amounts fixed from time to time by the executive council and approved by the Board of Governors of The Florida Bar. There is no proration of annual dues. On becoming a regular or affiliate member of the section, dues will be payable in advance for each membership year. Any member whose annual section dues are not paid by the date on which Florida bar membership dues are owed becomes delinquent and ceases to be a member of the section.

**ARTICLE III
OFFICERS AND EXECUTIVE COMMITTEE**

Section 3.1. Selection of Officers. The officers of the section are a chair, a chair-elect, a secretary and a treasurer. The chair-elect becomes chair in the manner provided by these bylaws. The chair-elect, the secretary and the treasurer shall be elected at the annual meeting of the section each year in the manner provided in these bylaws. In January of each year, the chair shall appoint a nominating committee consisting of not fewer than 3 members of the long range planning committee. The nominating committee shall nominate active regular members of the section for the offices of chair-elect, secretary and treasurer. Other nominations may be made by any 10 regular members in good standing of the section who file a petition with the secretary, at least 30 days prior to the annual meeting, setting forth the name(s) of the nominees, If a petition is received, the secretary will notify the other officers of the section of the nominations. At the election held at the annual meeting of the section, nominations for the offices of chair-elect, secretary and treasurer shall not be permitted unless the nominations have been made in the manner provided in this section.

Section 3.2. Duties of Officers.

(a) *Chair.* The chair presides at all meetings of the section, the executive committee and the executive council. The chair appoints (subject to the approval and concurrence of the executive committee) the chairs and vice-chairs of all section committees and task forces, prepares all reports to be submitted to The Florida Bar and performs such other duties as customarily pertain to the office of section chair. While serving as chair, the chair is an ex-officio member of all section committees and task forces.

(b) *Chair-elect.* The chair-elect becomes chair in the event of the death, resignation or failure of the chair to serve for any reason. In the case of temporary disability or absence of the chair, the chair-elect serves as acting chair only for the duration of the chair's disability or absence. The chair-elect is responsible for such duties as the chair designates. While serving as chair-elect, the chair-elect is an ex-officio member of all section committees and task forces.

(c) *Secretary.* The secretary keeps the permanent files and records of the section, including minutes of meetings of the section and of the executive council, unless these services are performed by staff members of The Florida Bar. The secretary also has oversight responsibility for section committees that are responsible for the section's communications (such

as the section committees responsible for the section's website and publications). The secretary becomes chair in the event of the death, resignation or failure to serve of the chair, the chair elect and the treasurer. In the case of temporary disability or absence of the chair, the chair-elect and the treasurer, the secretary serves as acting chair only for the duration of the disability or absence of the chair, the chair-elect or the treasurer.

(d) *Treasurer.* The treasurer accounts for all funds of the section, approves all section disbursements and prepares all section financial statements, unless these services are performed by staff members of The Florida Bar. The treasurer also has oversight responsibility for section committees that are responsible for the section's budgeting and financial activities (such as the section's budget committee and the committee responsible for planning the section's annual retreat). The treasurer becomes chair in the event of the death, resignation or failure to serve of the chair and the chair-elect. In the case of temporary disability or absence of the chair and the chair-elect, the treasurer serves as acting chair only for the duration of the disability or absence of the chair and the chair-elect.

Section 3.3. Term of Office.

(a) *Chair.* The chair's term of office begins immediately after the conclusion of the annual convention of The Florida Bar and ends at the conclusion of the next annual convention of The Florida Bar, at which time the chair is automatically succeeded as chair by the chair-elect.

(b) *Chair-elect.* The term of office of the chair-elect runs concurrently with that of the chair. At the end of the chair's term as chair, the chair-elect automatically becomes chair.

(c) *Secretary and Treasurer.* The term of office of the secretary and the term of office of the treasurer run concurrently with that of the chair and the chair-elect.

Section 3.4. Vacancies. The chair (with the approval and concurrence of the executive committee) fills all vacancies except vacancies in the offices of chair, chair-elect, secretary and treasurer, which shall be filled in the manner provided by these bylaws. In the event that the offices of chair, chair-elect, secretary or treasurer become vacant, the executive committee shall propose members of the section to fill the unexpired term, subject to approval by the section's executive council, and, at the next annual meeting of the section, vacancies shall be filled in the manner provided for in these bylaws.

Section 3.5. Executive Committee. The executive committee of the section consists of the section's officers and the chair of the section's long range planning committee. The immediate past chair of the section shall also be an ex-officio non-voting member of the executive committee. The executive committee is the planning agency for the executive council and shall convene periodically. The executive committee has the full power and authority to exercise the function of the executive council when and to the extent authorized by the executive council with respect to a specific matter, and with respect to any other matter which the executive committee reasonably determines requires action between meetings of the executive council; *provided, however,* that only the executive council may approve legislative, administrative and judicial positions of the section. The executive committee may not take any

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action that conflicts with an approved position of the executive council. The executive committee also must:

(a) approve and concur with the selections of the chair-elect of the chairs and vice chairs of the section's committees and task forces and the section's liaisons for the upcoming administrative year; and

(b) make recommendations for consideration by the section's long range planning committee of projects to be undertaken by the long range planning committee.

Section 3.6. Reports of the Executive Committee to the Executive Council. Any action taken on behalf of the executive council between meetings must be reported to the executive council no later than the executive council's next regular meeting.

Section 3.7. Actions of Executive Committee. All actions that require the advice and consent of the executive committee require the affirmative vote of a majority of the members of the executive committee.

**ARTICLE IV
EXECUTIVE COUNCIL**

Section 4.1. Governing Body. The executive council is the section's governing body. The chair of the section is the chair of the executive council and the secretary of the section is the secretary of the executive council. The executive council conducts its business at regular and special meetings, as provided for in these bylaws, and between meetings, by correspondence, telephone, facsimile, electronic mail, or other electronic means to the extent authorized in these bylaws.

Section 4.2. Membership. The membership of the executive council shall consist of:

- (a) the members of the executive committee;
- (b) the chairs (including any judicial chair) and 1 vice-chair of each substantive law committee of the section;
- (c) the chairs (including any judicial chair) and 1 vice-chair of each standing committee of the section;
- (d) all members of the long-range planning committee;
- (e) the chairs and 1 vice chair of any task force of the section;
- (f) up to 5 liaisons between the section and other organizations who are selected in the manner set forth in Section 5.5 below;
- (g) the liaison to the section from the Board of Governors of The Florida Bar; and

(h) up to 5 at-large members designated by the chair-elect to serve for the upcoming administrative year.

Section 4.3. Term of Office. Each member of the executive council serves a term of one year. Members of the executive council may be reappointed for 1 or more additional one-year terms.

Section 4.4. Vacancies. If at any time during the term of office of a member of the executive council such office becomes permanently vacant by reason of death, resignation, ineligibility or other reason, the chair (with the approval and concurrence of the executive committee) shall appoint a successor to serve for the balance of such term.

ARTICLE V COMMITTEES

Section 5.1. Committees and Task Forces. The section may establish 1 or more substantive law committees, standing committees and task forces (including task forces officially designated as subcommittees of a particular section committee but organized for a significant section project). The following standing committees are permanent committees of the section: long range planning, budget, legislation and diversity/inclusion. Committees and task forces shall be established from time to time by the executive council, by the affirmative vote of more than a majority of the members of the executive council in attendance at a regular meeting of the executive council at which more than a majority of the current members of the executive council are in attendance. The section shall maintain a list of all committees and task forces of the section that have been established, which list shall contain a brief description of the role played by each such committee and task force. The list of section committees and task forces shall be updated at least annually and shall be made available for viewing on the section's website.

Section 5.2. Functions and Responsibilities of Committees and Task Forces. Substantive and standing committees and task forces of the section have responsibility for the subject matter indicated by their respective names and/or for the tasks described in the resolutions of the executive council approving the organization of the committee or task force. Standing committees oversee section activities that support the section's substantive law committees and task forces, and the section's purposes.

Section 5.3. Organization of Committees and Task Forces. The chairs and vice-chairs of each committee and task force of the section are appointed by the chair-elect of the section (with the approval and concurrence of the executive committee) for the upcoming administrative year. Chairs and vice chairs of section committees and task forces may be reappointed for additional one year terms.

Section 5.4. Change in Committee Structure. Subject to the procedures set forth in and the requisite vote required by Section 5.1 above, the executive council may abolish any committee or task force of the section, merge any 2 or more committees or task forces of the section or create any new committee or task force of the section without amendment to these bylaws. Proposed changes of committee and task force structure shall be included in the notice of any meeting of the executive council at which such changes are to be considered.

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Section 5.5. Liaisons. Annually, the chair-elect of the section (with the approval and concurrence of the executive committee), may designate 1 or more persons to act as liaisons for the upcoming administrative year. Liaisons may be appointed with any section, committee, subcommittee or other entity of the American Bar Association, The Florida Bar or any other legal organization (i.e. bar organizations), with any or all of the public and private law schools in the state of Florida (i.e., faculty liaisons), or with any or all of the federal or state courts of Florida (i.e., judicial liaisons). The executive council may abolish any designation or make new designations without amendment to these bylaws. The section shall maintain a list of all liaisons and the organizations to which each of them liaise. The list of liaisons shall be updated at least annually and shall be made available for viewing on the section's website.

Section 5.6. Legislation Committee. The legislation committee oversees the section's legislative activities. The legislation committee is composed of at least 3 regular members of the section appointed by the chair-elect of the section (with the approval and concurrence of the executive committee) for the next administrative year. Additionally, a designated vice chair or representative from each substantive law committee of the section shall serve as a member of the legislation committee.

Section 5.7. Diversity/Inclusion Committee. The diversity/inclusion committee, or a committee with an alternative name whose focus is comparable, is responsible for promoting, supporting and taking actions consistent with the principles of diversity, inclusion and fellowship in the practice of law and in the section's activities. The diversity/inclusion committee is composed of at least 3 regular members of the section appointed by the chair-elect of the section (with the approval and concurrence of the executive committee) for the next administrative year. Additionally, a designated vice chair or representative from each substantive law committee of the section shall serve as a member of the diversity/inclusion committee.

Section 5.8. Long Range Planning Committee. The long range planning committee performs tasks requested by the executive committee and provides advice to the executive committee and the executive council on such matters as are requested from time to time. The membership of the long range planning committee consists of former chairs of the section who wish to serve on the long range planning committee and other members of the section with more than 10 years of distinguished service on the executive council who are nominated for appointment to the long range planning committee by the chair-elect (with the approval and concurrence of the executive committee) and are approved for service on the long range planning committee by both the executive council and a majority of the current members of the long range planning committee. Annually, the chair-elect of the section (with the approval and concurrence of the executive committee) shall appoint, from among the current members of the long range planning committee, the chair of the long range planning committee and a parliamentarian of the section to serve for the next administrative year.

Section 5.9. Budget Committee. The budget committee is responsible for overseeing preparation and implementation of the section's budget and for providing oversight of the section's financial performance. The treasurer chairs the budget committee and its members include the immediate past chair of the section, a member of the long range planning committee selected by the long range planning committee, and 2 other executive council members

appointed by the chair-elect of the section (with the approval and concurrence of the executive committee) for the next administrative year. The secretary serves as an *ex-officio* member of the Budget Committee.

**ARTICLE VI
MEETINGS**

Section 6.1. The Section. The section's annual meeting shall be held at the same time and place as the last meeting of the executive council immediately preceding the completion of the annual convention of The Florida Bar. Notice to all section members as to time and place of the annual meeting must be given at least 30 days in advance. The members of the section present in person at the annual meeting constitute a quorum, and a majority vote of those section members present is binding.

Section 6.2. Executive Council.

(a) The executive council shall hold its organizational meeting immediately after the annual meeting of the section required by Section 6.1 above. The executive council shall also hold 1 or more additional meetings between organizational meetings of the executive council. Meetings may be held in person or by telephone conference call. It is expected that at least two additional in-person meetings of the executive council will be held between organizational meetings. The executive council may only meet telephonically if all members of the executive council in attendance at the meeting are able to hear one another at each such telephonic meeting.

(b) Between meetings, the executive council may conduct business by correspondence, telephone, facsimile, electronic mail, or other electronic means, to the extent authorized by the executive committee. Any action of the executive council taken by written consent shall require notice of such requested written consent to the entire executive council, approval of such written consent by more than a majority of the current members of the executive council, and notice to the entire executive council of the action taken within ten days after the requisite written consents approving the action are received. Votes by written consent may be received by facsimile or electronic mail so long as the executive council member voting on the matter can be identified.

(c) Notice of the organizational meeting and of each regular in-person meeting of the executive council must be delivered to members of the executive council at least 30 days before each such meeting. Notices of special meetings of the executive council, including meetings to be held by telephone conference call, must be delivered to members of the executive council at least 5 business days prior to each such meeting. The date, time, location and manner of executive council meetings shall be determined by the chair.

(d) Members of the executive council may grant proxies to other members of the executive council to vote on matters to be considered by the executive council, and such proxies may be voted by the holder therein designated. The executive council may establish procedures for granting proxies and for the authentication of proxies. In all circumstances, proxies must be

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in writing and, if voted, the minutes of the meeting at which such proxies were voted must reflect a record of votes by proxy.

(e) Except as otherwise set forth in this subsection (e), members of the executive council in attendance at a meeting of the executive council, whether in person or by written proxy, constitutes a quorum for any regular or special meeting and the affirmative vote of the majority of those present at the meeting in person or by written proxy constitutes the act of the executive council and is binding. Notwithstanding the foregoing, actions by the executive council on (i) affirmative section legislative, administrative or judicial positions (including amicus positions), (ii) changes in the designation of section committees and task forces, and (iii) amendments to these bylaws, may only be taken (x) at properly called meetings of the executive council at which more than a majority of the current members of the executive council are present or (y) by a written consent of executive council members meeting the requirements of subsection (b) above.

Section 6.3. Committees and Task Forces. The chair of each committee and task force of the section may call a meeting of such committee and task force at such times and places and upon such notice as is determined by the chair of such committee or task force in such chair's discretion.

Section 6.4. Conduct of Meetings. Except where it conflicts with these bylaws, the chair may invoke the provisions of the current edition of "*Robert's Rules of Order*" to govern the conduct of a meeting or portion of a meeting of the executive council. Decisions of the section's parliamentarian on these matters is final.

**ARTICLE VII
AMENDMENTS**

These bylaws may be amended at any duly called meeting of the executive council by the affirmative vote of more than a majority of the current members of the executive council; *provided, however*, that no amendment to these bylaws shall become effective until approved by The Florida Bar. Before they are approved, proposed changes to these bylaws must be considered at not less than 2 meetings of the executive council and must be published on the section's website for comment by section members at least 30 days before they are considered for formal approval by the executive council. Notice that proposed amendments to these bylaws will be considered for formal approval at an upcoming meeting of the executive council must be included in the notice of such meeting.

**ARTICLE VIII
MISCELLANEOUS**

Section 8.1. Action of The Florida Bar. No action of the section shall be represented or construed as the action of The Florida Bar unless such action is approved by Board of Governors of The Florida Bar. All recommendations of the section to The Florida Bar, any branch of the judiciary or to any other group or body to which the recommendations may be directed must first be approved by the executive council and if made to other than The Florida

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Bar, much have the prior approval of The Florida Bar or comply with bar policies and procedures permitting the action without such approval.

Section 8.2. Financial Obligations. Before payment, all section financial obligations must first be approved in the manner specified by the executive council.

Section 8.3. Compensation and Expenses. No salary or other compensation may be paid to any member of the section for performance of services to the section, but the executive committee may authorize the payment of reasonable out-of-pocket expenses resulting from performances of these services. The executive council may also authorize payment of travel and other expenses of faculty and judicial liaisons in connection with executive council meetings if such expenses are in accordance with the policies established by the executive council with respect to reimbursements.

Section 8.4. Conformance with Policies of The Florida Bar. The section may take no actions contrary to the policies of The Florida Bar.