

AMENDED AND RESTATED BYLAWS OF THE
BUSINESS LAW SECTION¹

ARTICLE I~~ARTICLE I~~
NAME AND PURPOSE~~PURPOSES~~

Section 1.1. ~~Section 1.~~~~Name.~~ The name of the section ~~shall be~~is "Business Law Section," ~~of "The Florida Bar" (hereinafter referred to as the "section").~~

Section 1.2. ~~Section 2.~~~~Purposes.~~ The purposes of the section are to:

(a) ~~to~~ provide an organization within The Florida Bar ~~open to all members in good standing of The Florida Bar who have a common interest in corporation, banking, business, and related areas of law~~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) ~~to~~ provide a forum for discussion and exchange of ideas leading to the improvement of ~~the laws relating to corporation, financial institutions, business, and related areas of law including, but not limited to, the~~business laws, and to propose and comment on legislation and regulations about substantive areas of ~~the law within the purview of the committees of the section~~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) ~~(e) to~~ provide education and professional development for members of the section in substantive areas of ~~the law that are within the purview of the committees~~business law (including practice management) practiced by the members of the section, and to enhance business law education generally;~~and~~

~~(d) to propose and comment upon legislation and regulations in the substantive areas of law that are within the purview of the committees of the section.~~

(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

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.¹

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(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.

~~ARTICLE II~~**ARTICLE II**
MEMBERSHIP

Section 2.1. ~~Section 1. Regular Member~~ Eligibility. Any member in good standing, and any "law faculty affiliate ~~(under Rule 1-3.9),~~" as defined in Chapter 1 of the Rules Regulating The Florida Bar, interested in the purposes of the section is eligible ~~for membership upon~~ 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) ~~shall no longer be a member of the section.~~ 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) ~~Section 2. Affiliate Members Eligibility.~~ The section's executive council may enroll, ~~upon~~ 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 ~~affiliates shall~~ affiliate members may not exceed ~~one third~~ 1/3 of the section's membership. An affiliate member ~~shall be and~~ is an affiliate member of this section only. Affiliate membership ~~shall afford such~~ affords the affiliate member no status as or any of the rights of a member of The Florida Bar.

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

- 1) hold a Juris Doctor degree from an accredited law school ~~and~~, 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~~ Chapter 17 of the Rules Regulating The Florida Bar;
- 3) be ~~duly~~ 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; ~~or~~

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- 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 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) ~~(b) Affiliates shall~~ Affiliate members of the section may not vote or hold a section office, ~~or~~ 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.

~~(e) Affiliate members shall pay dues as prescribed by the section from time to time. The section shall reimburse The Florida Bar for expenses incurred by The Florida Bar in administering this section's affiliate membership.~~

(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.

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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.

Section 2.4. ~~Section 3.~~ Administrative Year. The administrative year of the section ~~shall run~~ runs concurrently with the administrative year of The Florida Bar.

Section 2.5. ~~Section 4.~~ Annual Dues. The annual dues ~~shall be in an amount fixed 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 ~~shall be~~ is no proration of annual dues. ~~Upon~~ On becoming a regular or affiliate member of the section, dues ~~shall~~ will be payable ~~thereafter~~ in advance ~~of~~ for each membership year. ~~Any member whose dues are in arrears for a period of 3 months shall thereupon cease~~ 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
ARTICLE III
OFFICERS AND EXECUTIVE COMMITTEE

Section 3.1. ~~Section 1.~~ Selection of Officers. The officers of the section ~~shall be~~ are a chair, a chair-elect ~~and~~, a secretary- ~~and a~~ treasurer. The chair-elect ~~shall become~~ becomes chair in the manner provided by these bylaws. The chair-elect ~~and~~, the secretary- ~~and the~~ treasurer shall be elected at the annual meeting of the section each year in the manner provided ~~by~~ in these bylaws. ~~The chair shall during~~ 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, ~~which~~ The nominating committee shall nominate ~~then~~ active regular members of the section for ~~each of~~ the offices of chair-elect ~~and~~, secretary- ~~and~~ treasurer. Other nominations may be made by any 10 regular members in good standing of the section who ~~shall~~ file a petition with the secretary- ~~treasurer of the section~~, at least 30 days prior to the annual meeting ~~a petition~~, setting forth the name ~~of any such nominee, and~~ (s) of the nominees. ~~If a petition is received~~, the secretary- ~~treasurer of the section shall forthwith~~ will notify the other officers of the section of ~~such nomination~~ the nominations. At the election held at the annual meeting of the section, nominations for the ~~office~~ offices of chair-elect ~~and the~~, secretary- ~~and~~ treasurer shall not be permitted unless the ~~nomination shall~~ nominations have been made in the manner ~~herein~~ provided ~~in this section~~.

Section 3.2. ~~Section 2.~~ Duties of Officers.

(a) *Chair.* The chair ~~shall preside~~ presides at all meetings of the section, ~~the executive committee~~ and ~~at all meetings of~~ the executive council ~~of the section~~. The chair ~~shall appoint~~ appoints (subject to the approval and concurrence of the executive committee) the chairs

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and vice-chairs of all section committees, ~~prepare and task forces, prepares~~ all reports to be submitted to The Florida Bar and ~~perform~~performs such other duties as customarily pertain to the office of section chair. ~~The~~While serving as chair ~~shall be, the chair is~~ an ex-officio member of ~~each committee of the~~all section committees and task forces.

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

(c) *Secretary-Treasurer.* ~~The secretary treasurer shall have the responsibility of accounting for all funds of the section, shall approve all disbursements and shall prepare financial statements, shall keep.~~ The secretary keeps the permanent files and records of the section, including minutes of meetings of the section and of the executive council, ~~and shall keep the various committee reports, except to the extent such~~unless these services ~~as~~ are performed by staff members of The Florida Bar. ~~The secretary treasurer shall become~~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 ~~of both the chair and chair-elect to serve; provided, however, that in the event~~to serve of the chair, the chair elect and the treasurer. In the case of temporary disability or absence of the chair ~~and~~, the chair-elect and the treasurer, the secretary ~~treasurer shall serve~~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. ~~Section 3.~~ Term of Office.

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

(b) *Chair-elect.* The term of office of the chair-elect ~~shall run~~runs concurrently with that of the chair, ~~beginning at~~ At the ~~conclusion of the meeting of The Florida Bar at which the~~

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~~election as chair-elect occurred and ending at the conclusion of the next annual meeting when~~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 ~~shall~~ run concurrently with that of the chair and the chair-elect, ~~beginning~~
~~at the conclusion of the annual meeting of The Florida Bar immediately following election to the~~
~~office of secretary-treasurer and ending at the conclusion of the next annual meeting.~~

Section 3.4. Section 4- Vacancies. The chair ~~shall fill~~(with the approval and
concurrence of the executive committee) fills all vacancies except vacancies in the offices of
chair, chair-elect ~~and~~, secretary- and treasurer, which ~~vacancies~~ shall be filled in the manner
provided by these bylaws. In the event that the offices of chair, chair-elect ~~or~~, secretary- or
treasurer become vacant, ~~then~~ the executive ~~council~~committee shall ~~fill such vacancy from~~
~~among its~~propose members ~~for of the section to fill~~ the unexpired term, ~~and~~subject to approval by
the section's executive council, and, at the next annual meeting of the section ~~such~~, 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 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.

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ARTICLE IV~~ARTICLE IV~~
EXECUTIVE COUNCIL

Section 4.1. ~~Section 1.~~ **Governing Body.** The executive council ~~shall be~~ is the ~~section's~~ governing body. ~~The chair of the section between the annual meetings of the section. The chair of the section shall be the chair~~ is the chair of the executive council and the secretary of the section is the secretary of the executive council ~~and the secretary treasurer shall be the secretary of the executive council. The chair, chair elect and the secretary treasurer shall constitute the executive committee of the executive council. The executive council shall conduct. The executive council conducts~~ its business at regular and special meetings, as provided for in these bylaws; ~~provided, however, that the business of the executive council, and between regular meetings may be conducted,~~ by correspondence, telephone, facsimile, electronic mail, or other electronic means to the extent authorized ~~by the chair. The executive committee will meet as directed by the chair and may take emergency actions on behalf of the executive council except on legislative matters, between regular executive council meetings. The executive committee shall not conflict with the policies and expressed wishes of the executive council. A majority of the executive committee shall be sufficient to exercise its powers and it shall not be necessary that a formal meeting be held for action, action by correspondence, telephone, facsimile or other electronic means being permitted~~ in these bylaws.

Section 4.2. ~~Section 2.~~ **Membership.** The membership of the executive council shall consist of ~~the officers of the section, the immediate past chair, the chair of the section, the chair and 1 or more vice chairs of each committee of the section, the members of the long range planning committee, any chair of a subcommittee of the section who is specifically designated by the chair and 5 at large members appointed by the chair of the section.~~

- (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.

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Section 4.3. ~~Section 3.—Term of Office.~~ ~~Except as provided in Article V, Section 6,~~ ~~each~~Each member of the executive council ~~shall serve~~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. ~~Section 4.—Vacancies.~~ If at any time during the term of office of a member of the executive council such office ~~shall become~~becomes permanently vacant by reason of death, resignation, ineligibility or other reason, the chair ~~(with the approval and concurrence of the executive committee)~~(with the approval and concurrence of the executive committee) shall appoint a successor to serve for the balance of such term.

~~Section 5.—At Large Members.~~ ~~The nominating committee appointed by the chair of the section under Article III, Section 1, shall nominate 10 then-active members of the section who, upon approval of the chair with the concurrence of the chair-elect and the secretary-treasurer, shall become at large members of the executive council.~~

ARTICLE V
~~ARTICLE V~~
COMMITTEES

Section 5.1. ~~Section 1.—Committees and Task Forces.~~ The section ~~s committees shall include the~~ 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: ~~budget, legislation, continuing legal education/programs, long range planning, and communications.~~ ~~The committees shall also include those that the executive council establishes from time to time in accordance with section 4 of this article.~~ ~~The section shall at least annually publish~~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. ~~Section 2.—Functions and Responsibilities of Committees.~~ ~~The and~~ Task Forces. Substantive and standing committees ~~shall~~and task forces of the section have responsibility for the subject matter indicated by their respective names, ~~and the committees shall have such further responsibilities as the executive council or the chair of the section may assign, 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. ~~Section 3.—Organization of Committees and Task Forces.~~ The chairs and vice-chairs of ~~the committees shall be~~each committee and task force of the section are appointed by the chair ~~elect~~elect of the section ~~(with the approval and concurrence of the chair-elect and the secretary-treasurer.~~ (with the approval and concurrence of the chair-elect

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~~the permanent committee files and records and the secretary treasurer shall arrange for the delivery of such files and records to the incoming committee chairs.~~ 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. ~~Section 4.~~ Change in Committee Structure. ~~The~~ 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 ~~in its discretion~~ 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 ~~without amendment to these bylaws~~ at which such changes are to be considered.

Section 5.5. ~~Section 5.~~ Liaisons. ~~From time to time~~ 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 ~~a liaison with~~ liaisons for the upcoming administrative year. Liaisons may be appointed with any section, committee, subcommittee or other entity of the American Bar Association ~~or 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 ~~chair of the section~~ executive council may abolish any ~~such~~ designation or make new designations without amendment to these bylaws. ~~Any persons designated as a liaison shall be voting members (except to the extent prohibited or limited by any federal or state statute, regulation or rule) of the executive council.~~ 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. ~~Section 6.~~ Legislation Committee. The legislation committee ~~shall be composed of at least 3 and no more than 9 members appointed by the chair of the section and approved by the executive council. Members shall serve a term of 2 years, with such terms being staggered so that approximately one-half of such members are appointed each year.~~ 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.

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Section 5.8. ~~Section 7.~~ Long Range Planning Committee. ~~The persons eligible for membership on~~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 ~~are: (a) past~~consists of former chairs of the section; ~~and (b) affiliate who wish to serve on the long range planning committee and other~~ members of the section with more than 510 years of distinguished service on the executive council who are nominated for appointment to the long range planning committee by the chair-elect ~~and~~(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. ~~Section 8.~~ Budget Committee. The budget committee ~~shall be~~is responsible for overseeing preparation and implementation of the section's budget and for providing oversight of the section's financial performance. The ~~secretary~~-treasurer ~~shall chair~~chairs the budget committee and its members ~~shall~~ 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 ~~of the section~~-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
ARTICLE VI
MEETINGS

Section 6.1. ~~Section 1.~~ The Section. The section's annual meeting ~~of the section may~~shall be held at the same time and place as the last meeting of the executive council immediately preceding the completion of the annual meeting convention of The Florida Bar. ~~The notice~~Notice to all section members as to time and place of ~~such~~the annual meeting ~~shall~~must be given at least 30 days in advance ~~thereof~~. The members of the section present in person at ~~any~~the annual meeting ~~shall~~ constitute a quorum, and a majority vote of those ~~present shall constitute the act of the section~~ members ~~and shall be~~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.

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(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 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) **Section 2. Executive Council.** Each new executive council shall hold its organizational meeting during the annual meeting of The Florida Bar. The executive council shall meet as directed by the chair of the section; provided, however, that there shall be at least 2 other regular meetings between each annual meeting. The business of the executive council may be conducted between its meetings by correspondence, telephone, facsimile or other electronic means to the extent authorized by the chair. The date and location of each such regular meeting shall be fixed by the executive council at least 14 days prior to the date thereof. Special meetings of the executive council shall be held at such times and such places as the chair may designate by written notice to each member of the executive council at least 14 days prior thereto. It is the policy of the section that such meetings be held in places to best serve the travel convenience of the greatest number of executive council members. At such meetings the written proxy of any member shall be recognized and may be voted by the holder therein designated. Members of the executive council in attendance~~ 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, ~~shall constitute~~ constitutes a quorum for any regular or special meeting and ~~an~~ 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 ~~shall be binding. The executive committee may meet and/or take action for the executive council as provided in Article IV, Section 1 of these bylaws~~ 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

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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. ~~**Section 3.—Committees and Task Forces.**~~ The chair of each committee and task force of the section may call a meeting of ~~thesuch~~ committee and task force at such times and ~~at such~~ places and upon such notice as is determined by the chair ~~deems desirable 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~~**ARTICLE VII** AMENDMENTS

These bylaws may be amended at any duly called meeting of the executive council (~~but not~~by the affirmative vote of more than a majority of the current members of the executive committee)council; *provided, however,* that no amendment ~~so adopted 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~~**ARTICLE VIII** MISCELLANEOUS

Section 8.1. ~~**Section 1.—Action of The Florida Bar.**~~ No action of the section shall be represented or construed as the action of The Florida Bar ~~until the same has been~~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 Bar, ~~it shall~~much have the prior approval of The Florida Bar or ~~be in accordance~~comply with ~~Florida~~-bar policies and procedures permitting ~~such~~the action without such approval.

Section 8.2. ~~**Section 2.—Financial Obligations.**~~ Before payment, all section financial obligations must first be approved in the manner specified by the executive council.

Section 8.3. ~~**Section 3.—Compensation and Expenses.**~~ No salary or other compensation ~~shall~~may be paid to any member of the section for performance of services to the section, but the ~~chair of the section~~executive committee may authorize the payment of reasonable out-of-pocket expenses resulting from performances of ~~such services, as well as the~~these

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services. The executive council may also authorize payment of travel and other expenses of faculty and judicial liaisons ~~for travel to and from, and expenses incurred~~ 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. ~~Section 4.~~ **Conformance with Policies of The Florida Bar.** ~~No action of the~~The section ~~shall be~~may take no actions contrary to the policies of The Florida Bar.

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Description	Current Bylaws
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Description	AMENDED AND RESTATED BYLAWS (Draft dated June 2, 2016)
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Insertion	
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