

Summary of Changes Made to the Bylaws of The Florida Bar Business Law Section

In the summer of 2013, the chair of the Business Law Section appointed a six person task force to review the Section's bylaws, which have been in place for more than 20 years. The task force included several former Section chairs, as well as current Section leaders, from various disciplines and eras. During its deliberative process, the task force considered the Section's current bylaws, the manner in which the Section presently operates, the current goals and objectives of the Section, and issues as to how the Section ought to operate in the future. The task force also reviewed the bylaws of other sections of The Florida Bar and the ABA Business Law Section.

In August 2014, the task force presented an initial exposure draft of proposed amended and restated Section bylaws to the Section's executive council. Following the presentation of the exposure draft to the executive council at the Section's summer 2014 annual retreat, the task force received written comments about the exposure draft from numerous members of the executive council. At the end of 2015, the task force presented an updated exposure draft of the proposed Section amended and restated bylaws to the Section's executive council, and at a meeting of the executive council held in January 2016, the Section's executive council approved the revised Section amended and restated bylaws, subject to Board of Governors approval.

The following is a summary of the key changes made in the Section's amended and restated bylaws compared to the current bylaws of the Section:

- **Purposes of the Section.** The purposes of the Section have been expanded in the amended and restated bylaws to include not only matters relating to the substantive areas of the law covered by the Section, but also topics of importance to Section members, including legislation, education and professional development, improvement of the legal profession, enhancement of the administration of justice, and professionalism, diversity, pro bono services, inclusion and mentoring. The purposes of the Section that are set forth in the amended and restated bylaws are intended to serve as a mission statement for the Section in its current and future activities.
- **Membership.** The amended and restated bylaws clarify who can become a regular member of the Section, expands the categories of persons who can become affiliate members of the Section, and adds a new category of membership, honorary membership, for those who have made an outstanding contribution to the Section or to the field of business law.
- **Officers.** The amended and restated bylaws split the role of secretary/treasurer into two officer positions, a secretary and a treasurer. Further, the amended and restated bylaws delegate oversight responsibility for certain Section committees and activities to the secretary and the treasurer.
- **Executive Committee.** The amended and restated bylaws create an executive committee consisting of the four officers of the Section and the chair of the Section's long range planning committee. The amended and restated bylaws provide that the executive committee shall be a planning agency for the executive council and must approve (by majority vote) (a) the selection of chairs and vice chairs of Section committees and task forces, and Section liaisons, (b) recommended changes to Section committees and task forces, and (c) the selection of persons to fill vacancies on the executive council or replace a Section officer who is no longer serving.
- **Composition of the Executive Council.** The amended and restated bylaws reset the composition of the executive council so that it is more reflective of the Section's current activities and is properly and effectively sized for the Section's current and future activities.

- Section Committees and Task Forces. The amended and restated bylaws authorize the executive council to establish one or more substantive law committees, standing committees and task forces as are determined to be necessary for the activities of the Section. Four standing committees (the legislation committee, the inclusion/mentoring committee, the budget committee and the long range planning committee) are designated as permanent standing committees, with a mission statement set forth in the amended and restated bylaws. All other committees and task forces established by the Section shall have the responsibility for the subject matter indicated by their respective names or as set forth in the resolutions establishing such committee or task force. The executive council is granted the power to abolish any committee or task force, merge two or more committees, or create new committees or task forces, without amending the bylaws. The amended and restated bylaws require the posting on the Section's website, at least annually, of a list of all Section committee and task force (including a brief description of the role played by each such committee and task force).
- Liaisons. The amended and restated bylaws authorize the Section to appoint liaisons with any section, committee, subcommittee, or other entity of the ABA, The Florida Bar or any other legal organization, with any public or private law school in Florida or with any or all federal or state courts in Florida. The amended and restated bylaws require the Section to maintain a list of all liaisons appointed and the organization to which such persons liaise, and to post that list, at least annually, on the Section's website.
- Meetings; Quorum and Voting; Actions by Written Consent. The amended and restated bylaws modernize the provisions regarding the conduct of meetings of the executive council. The amended and restated bylaws also expand the quorum required for the executive council to consider certain enumerated matters (affirmative legislative, administrative or judicial positions (including amicus positions) of the Section, changes in the designation of Section committee and task forces, and amendments to the Section's bylaws) to a majority of the then serving members of the executive council. The amended and restated bylaws also provide that *Robert's Rules of Order* shall govern the conduct of all executive council meetings. Finally, the amended and restated bylaws authorize actions by written consent of the executive council, but require that such actions must be approved by a majority of the then serving members of the executive council, with notice of the proposed action to all executive council members soliciting their consent with respect to the matter and giving them notice of the action taken by written consent after the action is approved.
- Amendments to the Section's Bylaws. The amended and restated bylaws require future amendments to the Section's bylaws to be approved by more than a majority of the members of the executive council after prior notice of the proposed bylaws changes to the members of the Section.