

**THE FLORIDA BAR BUSINESS LAW SECTION
EXECUTIVE COUNCIL MEETING AGENDA**

Friday, January 29, 2016
9:00 a.m. – 12:00 p.m.
Hilton Orlando

- I. Call to Order, and Introductions by Council Members – G. Alan Howard, Chair**
- II. Approval of Minutes – Melanie Damian, Secretary-Treasurer**
- A. Minutes of September 7, 2015 Executive Council Meeting (EXHIBIT “A”)
B. Report of Executive Council Vote on SB1298/HB1181
- III. Budget Committee Report – Melanie Damian, Secretary-Treasurer**
- IV. Matters Requiring Executive Council Vote or Consideration**
- A. Approval of 2016-2017 Budget (EXHIBIT “B”)
B. Proposed Amended & Restated Bylaws – Phil Schwartz (EXHIBIT “C”)
- V. Reports of Special Committees and Task Forces**
- A. Chapter 607 Sub-Committee – Phil Schwartz and Gary Teblum, Co-Chairs
B. Proceedings Supplementary Task Force – Barbara Riesberg, Chair
C. Sponsorships Task Force – Doug Bates, Chair
D. Rule 4-4.2 Task Force – Manny Farach, Chair
- VI. Standing Committee Reports**
- A. Bankruptcy/UCC – Lynn Sherman, Chair; Hon. Cathy McEwen, Judicial Chair
B. Bankruptcy/Judicial Liaison – Cori Lopez-Castro, Chair; Hon. Paul Hyman, Judicial Chair
C. Business Litigation – Detra Shaw-Wilder, Chair; Hon. Ed LaRose, Judicial Chair
D. Communications – Paige Greenlee, Chair
E. Computer & Technology Law – Robert Kain, Chair
F. Continuing Legal Education – Stephanie Lieb, Chair
G. Corporations, Securities & Financial Services – Stefan Rubin, Chair
H. eDiscovery Committee – Steve Tepler, Chair
I. Inclusion/Mentoring/Fellowships – Carlos Sardi, Chair
 Hon. John Olson and Hon. Gill Freeman, Co-Judicial Chairs
J. Intellectual Property – Woody Pollack, Chair
K. Legislation – Michael Chesal, Chair
 Aimee Diaz Lyon & Greg Black, Legislative Consultants
L. Long Range Planning – Greg Yadley, Chair; Hon. Michael G. Williamson, Judicial Chair
M. Membership & Law School Relations – Amir Isaiah and Zach Hyman, Co-Chairs
N. Pro Bono – John MacDonald, Chair; Hon. Laurel Isicoff, Judicial Chair
O. Labor Day Weekend Retreat – Jodi Cooke, Chair
P. State/Federal Courts Liaison – Jude Cooper, Chair; Hon. Gill Freeman, Judicial Chair
Q. Third Party Opinion Standards Committee – Robert Barron, Chair

VI. Other Reports:

- A. Historian/Parliamentarian Report – Phil Schwartz
- B. Council of Sections Report – Jon Polenberg
- C. Board of Governors – Michael Higer
- D. RPPTL Liaison Report – Jamie Marx/Marsha Rydberg
- E. Tax Liaison Report – Nick Lioce
- F. Liaison to Out-of-State Practitioners Report – Donald Workman
- G. Young Lawyers Division Liaison Report – Andrew Jenkins/Christian George
- H. Chair’s Report – G. Alan Howard
- I. Chair-Elect’s Report – Jon Polenberg

VII. Future Meeting Dates

- A. Executive Council Spring Retreat – Chesterfield Mayfair, London April 13-17, 2016
- B. Mid-year Meeting – Hilton, Orlando January 27-29, 2016

VIII. Motion to Adjourn

EXHIBIT A

**MINUTES OF THE MEETING
OF THE EXECUTIVE COUNCIL OF THE
BUSINESS LAW SECTION OF
THE FLORIDA BAR**

**SEPTEMBER 7, 2015
RITZ CARLTON NAPLES**

The special meeting of the Executive Council of the Business Law Section (“BLS” or “Section”) of The Florida Bar was called to order by Chair Alan Howard at 8:36am.

I. QUORUM

As the first order of business, the Chair requested that everyone present sign the “Attendance List” to confirm that a quorum was present for the transaction of business. (Accompanying these minutes as Exhibit A is the Attendance Sheet.)

II. APPROVAL OF MINUTES

Ms. Damian presented the minutes of the June 25, 2015 Annual Meeting of the Section (Exhibit A to the Agenda). Upon motion by Judge Van Nortwick, seconded by Mr. Gross, the minutes of the 2015 Annual Meeting of the Section were unanimously approved. Ms. Damian then presented the minutes of the June 25, 2015 Executive Council Meeting (Exhibit B to the Agenda). Upon motion duly made and seconded, the minutes of the June 25, 2015 Executive Council Meeting were unanimously approved.

III. TREASURER’S REPORT

Ms. Damian presented the Treasurer’s Report for the Section and reported that, as of the July 31 financial statements, the Section continued to be fiscally sound. Upon motion by Mr. Singerman, seconded by Ms. Wasylik, the Treasurer’s Report was unanimously approved.

OFF AGENDA ITEMS

***The Chair recognized a special guest from The Florida Bar Board of Governors, Michael Higer, who discussed reciprocity issues being studied by the Board of Governors. The BLS is not submitting official comments on the reciprocity issue, but individual members were invited to provide comment to the Board of Governors and/or to reach out to Mr. Higer.

***The Chair also recognized Bill Schifino, President-Elect of The Florida Bar, who addressed Vision 2016 and his access to justice goals.

***The Chair requested that the minutes reflect that on August 10, 2015, the Executive Council approved a \$5,000 sponsorship of the NCBJ 2015 Conference in Miami. The Chair recognized Paul Singerman who thanked the EC on behalf of the host committee.

***The Chair recognized Berger Singerman and Michael Moecker & Associates as Sapphire Sponsors of the Retreat.

***Paul Singerman was recognized for chairing the first retreat in 1987!!! Everyone enjoyed reviewing the agenda from that retreat and queried whether we should bring back a special aerobics program.

IV. MATTERS REQUIRING EXECUTIVE COUNCIL VOTE OR CONSIDERATION

A. LEGISLATIVE COMMITTEE

Michael Chesal, Chair

The Chair recognized Michael Chesal, chair of the Legislation Committee, who presented a triple motion to:

Resolved, that the Section submit, present and support legislation clarifying, updating or modernizing Section 56.29, Florida Statutes, and related provisions within Chapter 56, Florida Statutes, relating to proceedings supplementary.

Upon motion by Ms. Mora, seconded by Mr. Hyman, the motion passed unanimously.

Mr. Chesal also presented a triple motion to:

Resolved, that the Section submit, present and support legislation updating and modernizing Section 865.09, Florida Statutes, relating to fictitious names.

Upon motion by Mr. Chesal, seconded by Mr. Fisher, and following a discussion led by Steph Rubin, the motion passed unanimously.

B. AMICUS BRIEF REQUEST

Ms. Shaw, Chair of the Business Litigation Committee, reported that the Third District Court of Appeal requested the Section file an amicus brief in the *Deutsche Bank Trust Company Americas, et al. v. Beauvais* case. The Committee appointed a task force headed by Mr. Farach. Ms. Shaw reported that the task force researched current law and discussed the issues at length.

Upon motion made by Ms. Shaw and duly seconded, after discussion, the following motion passed.

Resolved, that the Section prepare and file an amicus brief in the Deutsche Bank Trust Company Americas, et al. v. Beauvais case.

Mr. Valori and Ms. Wasylik opposed. All sitting state court judges abstained.

C. REPORT OF PRO BONO COMMITTEE

John MacDonald, Chair

Mr. MacDonald presented a motion from the Pro Bono Committee that the Section donate \$50,000 from its general funds to The Florida Bar Foundation, Inc. this donation to be in addition and cumulative to all prior donations to The Florida Bar Foundation. After discussion, the motion, having been duly made and seconded, passed unanimously.

***There was an off agenda recognition of the inaugural class of the BLS Scholars in attendance.

V. REPORTS OF SPECIAL COMMITTEES AND TASK FORCES

A. CHAPTER 607 SUB-COMMITTEE

Phil Schwartz and Gary Teblum, Co-Chairs

Phil Schwartz reported the Committee continues to work in earnest for 18 months. The Committee is tackling several substantive issues, and currently addressing the complicated issues under Article 8. Mr. Teblum stated the Committee is targeting the 2017 legislative year for submitting revised legislation.

B. PROCEEDINGS SUPPLEMENTARY TASK FORCE

Barbara Riesberg, Chair

The report was handled during the Legislative Committee report. Mr. Mark Wolfson's comments were read into the record. Ms. Riesberg stated that Mr. Wolfson's comments were addressed by the task force.

C. SPONSORSHIP TASK FORCE

Doug Bates, Chair

The Committee is seeking input and guidance from an independent marketing consultant and plans to make a presentation in January.

D. RULE 4-4.2 TASK FORCE

Manny Farach, Chair

Mr. Farach gave the report of the Committee. The Task Force will address the Tobin decision regarding contacting unrepresented parties.

VI. STANDING COMMITTEE REPORTS

A. BANKRUPTCY/UCC

Lynn Sherman, *Chair*

Ms. Sherman gave the report for the Committee, and stated the meeting had robust attendance. The Committee is working on the Uniform Voidable Transfer Act legislation with RPPTL. The Committee will be presenting View from the Bench seminar with live presentations in Tampa and Miami, November 4th and 5th. The Committee is also preparing for the Bankruptcy Evidence Boot Camp in Miami this year. The Honorable Laurel Isicoff reported on the success of the program in assisting the elderly with financial issues.

B. BANKRUPTCY/JUDICIAL LIAISON COMMITTEE

The Honorable Paul Hyman, *Chair*

Judge Hyman reported the Committee meeting was well attended, and received reports from the three districts concerning several issues.

C. BUSINESS LITIGATION COMMITTEE

Detra Shaw-Wilder, *Chair*

Ms. Shaw reported the Committee discussed several legislative issues, including proceedings supplementary, the Beauvais amicus brief and the BLS scholar initiative.

D. COMMUNICATIONS

Paige Greenlee, *Chair*

The Committee discussed a proposed Social Media policy. The Committee will be seeking to involve the BLS Scholars to assist with more frequent social media posting and updates.

E. COMPUTER LAW COMMITTEE

Robert Kain, *Chair*

Mr. Kain reported that the Committee met and discussed hot topics and issues of concern in high technology area.

F. CONTINUING LEGAL EDUCATION COMMITTEE

Stephanie Lieb, *Chair*

In Ms. Lieb's absence, the report was given by Alan Howard. Mr. Howard encouraged the substantive committees to work with the CLE chair on providing more credited programming and to think about ways to provide value to Section members.

G. CORPORATIONS, SECURITIES & FINANCIAL SERVICES COMMITTEE
Stefan Rubin, Chair

Mr. Rubin reported the meeting was well attended, started on time, had lively discussion, and ended on time. The Committee discussed and passed a motion to recommend amendment of Florida's Fictitious Name statute. The proposed amendment would clarify that an entity may not include a reference to form of entity in its name unless the entity is filed as the referenced form of entity.

Gary Teblum reported that the Committee was asked to file an amicus on an issue of appraisal rights. The committee agreed that the Court did not get it right and the Committee should file a brief contingent upon EC approval. Upon motion by Mr. Teblum, seconded by Mark Nichols, and following discussion, the motion was unanimously approved.

H. E-DISCOVERY COMMITTEE
Steve Tepler, Chair

No report.

I. INCLUSION/MENTORING FELLOWSHIPS COMMITTEE
Carlos Sardi, Chair

Mr. Sardi provided the report. Mr. Sardi reminded the Executive Council that the Kozak Mentoring Picnic is on October 31, 2015, and the Section needs members to volunteer in 1 hour segments for the Section's booth. The Committee is working on a trial skills seminar scheduled for Orlando in October 2015, to be moderated and presented by the Honorable Alice Blackwell and the Honorable Gil Freeman. Mr. Sardi recognized Leyza Blanco's work in creating the program. Mr. Sardi reported that the Inaugural Scholars program was a great success: 19 ambassadors from nine of Florida's law schools attended the Retreat. Mr. Sardi recognized Amir Isaiah's contribution to the success of the program. The committee has re-launched the mentoring program along with a mentoring manual. In addition, the Committee will launch a mentoring website.

J. INTELLECTUAL PROPERTY COMMITTEE
Woody Pollack, Chair

Mr. Pollack reported that the Committee engaged in a spirited discussion regarding various legislation passed last session and likely to be introduced this session. The Seventh Annual Intellectual Property Symposium is scheduled for April 7-8 2016 at the Renaissance Orlando (Sea World).

K. LEGISLATIVE COMMITTEE
Michael Chesal, Chair

Mr. Chesal reported that the Committee met and engaged in lively discussion. The Committee's legislative priorities for the upcoming session will be: UCC 4-A, Proceedings Supplementary, and LLC amendments relating to the Business Judgment Rule.

L. LONG RANGE PLANNING COMMITTEE
Greg Yadley, Chair

Roberta Colton gave the report of the Long Range Planning Committee. Ms. Colton explained that the Committee members have hundreds of years of experience and is there to help, so call on them when needed. So we have that going for us, which is nice.

M. MEMBERSHIP & LAW SCHOOL COMMITTEE
Amir Isaiah, Chair

Mr. Isaiah reported the Committee's Scholars program initiative was a huge success. The Committee is working on outreach to former members and will continue its happy hour program throughout the year. Zach Hyman added that the committee is looking at an initiative to reach out to small law firms.

N. PRO BONO COMMITTEE
John MacDonald, Chair

Mr. MacDonald reminded the EC that National Pro Bono week is coming up in October. The Section's pro bono law clinics (for nonprofits) are now in their 5th year and continue to provide business lawyers fantastic pro bono opportunities. The Florida Bar Foundation continues to promote its fellowship program. Fellowship Program Brochures were passed out by Judge Van Nortwick.

O. LABOR DAY WEEEEKEND RETREAT COMMITTEE
Jodi Cooke, Chair

Ms. Cooke was recognized by sustained applause. The Retreat schedule was changed this year – all meetings were on Saturday morning, and the CLEs were on Saturday afternoon, which left Sunday open. Initial feedback is that everyone loved it.

P. STATE/FEDERAL COURTS LIAISON
Jude Cooper, Chair

Mr. Cooper gave the report. In addition to its involvement with the Business Litigation Committee, the State/Federal Courts Liaison Committee is investigating interest in creating a business court in the Naples/Fort Meyers area.

Q. THIRD PARTY OPINION STANDARDS COMMITTEE
Robert Barron, Chair

Mr. Barron reported the Committee is working on its first supplement to the report.

VII. OTHER REPORTS

A. HISTORIAN/PARLIAMENTARIAN
Phil Schwartz

Mr. Schwartz reported that the Bylaws Committee has resumed its work. The Florida Bar has provided a PowerPoint regarding process for approval of amendments to the Section's Bylaws.

B. COUNCIL OF SECTIONS REPORT

No report.

C. THE FLORIDA BAR BOARD OF GOVERNORS' REPORT
Michael Higer

No additional report.

D. RPPTL LIAISON REPORT
Jamie Marx

Mr. Marx reported on certain legislative initiatives being proposed by the RPPTL Section.

E. OUT OF STATE DIVISION REPORT
Donald Workman

Mr. Workman reported that the Division is accepting articles for its out-of-state division newsletter.

F. TAX LIAISON REPORT
Nick Lioce

No report.

G. YOUNG LAWYERS DIVISION LIAISON REPORT

No report.

H. CHAIR'S REPORT

Mr. Howard thanked everyone for getting in their minutes and agendas on time. Keep up the good work. Thanks to everyone for working on the policies and procedures. The EC Spring Retreat to London dates have changed to April 14- 17. Arrive on the 13th for cool reception.

The Chair noted that Florida Supreme Court Justice LaBarga had announced he was taking a leave of absence for cancer treatment. The Chair requested everyone keep his family in their thoughts and prayers.

I. CHAIR-ELECT'S REPORT

Mr. Polenberg reported that the Section is beginning its negotiation of a new 3-year contract with the Ritz.

VIII. FUTURE MEETING DATES

- A. Executive Council Spring Retreat – Chesterfield Mayfair, London April 13-17, 2016.**
- B. Mid-year Meeting –Hilton Orlando January 27-29, 2016.**

IX. ADJOURNMENT

Motion to adjourn was duly seconded, and unanimously approved.

/S/ Melanie E. Damian

Melanie Damian
Secretary

EXHIBIT B

**BUSINESS LAW SECTION
2016-2017 PROPOSED BUDGET**

Account	13-14 Actual	14-15 Budget	14-15 Actual	15-16 Budget	15-16 YTD	15-16 Projected	Same Level Activity	Increase Activity	16-17 Budget	Notes
21001 Fund Balance	492,094	422,645	437,838	384,233	463,196	463,196	372,424	0	372,424	
31431 Dues	254,815	253,000	257,510	260,000	251,478	268,785	260,000	0	260,000	
31432 Affiliate Dues	2,810	2,500	2,250	2,500	2,580	2,600	2,600	0	2,600	
31433 Dues-Retained TFB	-82,843	-82,250	-83,216	-84,473	-88,771	-88,771	-93,176	0	-93,176	
32191 CLE Courses	124,853	70,000	113,040	90,000	9,134	90,000	90,000	25,000	115,000	
32293 Section Differential	26,255	13,750	21,945	17,000	1,100	17,050	22,000	0	22,000	
35003 Ticket Events	5,708	3,000	0	3,000	0	3,000	3,000	0	3,000	
35601 Bankruptcy Judge Reception	1,344	2,500	0	2,500	0	2,500	2,500	0	2,500	
35606 Judl Liaison Dinner	29,555	30,000	12,057	30,000	1,358	30,000	30,000	0	30,000	
36998 Credit Card Fees	516	900	1,196	900	36	900	900	0	900	
38499 Investment Allocation	47,056	12,679	-1,733	11,527	-29,071	9,196	11,167	0	11,167	
Total Income	410,069	306,079	323,049	332,954	147,844	335,260	328,991		353,991	
Total Expenses (next page)	398,917	374,737	303,277	360,939	44,100	365,883	302,491		305,991	
Net Income/Loss from Retreat	-58,876	-34,925	-34,998	-6,360	-57,793	-62,776	-2,755		-47,755	
NET INCOME/LOSS	-47,724	-103,583	-15,226	-34,345	45,951	-93,399	23,745		245	

**BUSINESS LAW SECTION
2016-2017 PROPOSED BUDGET**

Account	13-14 Actual	14-15 Budget	14-15 Actual	15-16 Budget	15-16 YTD	15-16 Projected	Same Level Activity	Increase Activity	16-17 Budget	Notes
EXPENSES										
51101 Employee Travel	3,854	4,146	6,190	5,258	4	5,258	5,366	0	5,366	
71001 Telephone/Direct	624	760	861	750	122	750	750	0	750	
71005 Internet Charges	437	700	54	700	0	150	150	0	150	
84001 Postage	462	600	243	275	61	275	275	0	275	
84002 Printing	730	350	44	350	33	350	350	0	350	
84007 Membership	1,873	4,500	-672	4,500	2,450	4,500	4,500	0	4,500	
84009 Supplies	1,188	500	315	500	0	500	500	0	500	
84010 Photocopying	72	250	57	125	19	100	100	0	100	
84040 Judges Travel Ann Mtg	4,938	8,000	5,231	5,000	1,501	5,000	5,000	0	5,000	
84041 Judges Travel Fall Retreat	12,614	20,000	0	13,000	0	0	0	0	0	1
84042 Judges Travel Sprg Retreat	14,396	15,000	19,745	15,000	0	15,000	15,000	3,000	18,000	
84043 Judges Trav Fall Mtg	5,192	5,000	5,363	5,000	0	5,000	5,000	0	5,000	
84044 Judl Liaison Dinner	29,942	30,000	29,060	30,000	0	30,000	30,000	0	30,000	2
84052 Meeting Travel Expense	16,824	8,000	2,136	8,000	0	8,000	8,000	0	8,000	
84054 CLE Speaker Expense	2,461	2,000	3,360	2,000	0	2,000	2,000	500	2,500	
84101 Committee Expenses	4,586	10,000	2,514	10,000	218	10,000	10,000	-2,000	8,000	
84107 Diversity Initiative	9,272	25,000	8,205	25,000	10,253	25,000	25,000	-5,000	20,000	
84201 Board Or Council Meeting	49,306	40,000	43,765	40,000	203	40,000	40,000	0	40,000	
84202 Annual Meeting	18,196	12,000	13,767	12,000	0	12,000	12,000	2,000	14,000	
84204 Midyear Meeting	22,062	10,000	25,338	10,000	0	20,000	10,000	0	10,000	
84216 Strategic Planning	652	2,000	0	2,000	0	0	0	0	0	
84264 Social Media & Other	1,107	10,000	6,483	7,500	1,000	7,500	7,500	0	7,500	
84282 Law School Program	0	500	0	500	0	0	0	0	0	
84286 FL Bar Foundation	50,000	0	0	0	0	50,000	0	0	0	
84301 Awards	5,491	4,000	4,342	4,000	0	4,000	4,000	0	4,000	
84330 Leadrshp Acad Contribution	14,000	10,000	10,000	10,000	0	10,000	10,000	0	10,000	
84422 Website	22,965	15,000	23,609	15,000	2,923	15,000	15,000	5,000	20,000	
84501 Legislative Consultants	80,225	80,000	80,023	80,000	20,000	80,000	80,000	0	80,000	
84701 Council Of Sections	300	300	300	300	300	300	300	0	300	
84914 Bkrpcy Pro Bono Dona	9,000	10,000	0	10,000	0	10,000	10,000	0	10,000	
84991 Special Projects	2,311	2,250	5,000	1,500	5,000	5,000	1,500	0	1,500	
84998 Operating Reserve	0	34,149	0	32,894	0	0	0	0	0	
84999 Miscellaneous	0	300	0	200	13	200	200	0	200	
86431 Meetings Administration	7,445	7,532	6,334	7,399	0	0	0	0	0	
86543 Graphics & Art	6,392	1,900	1,610	2,188	0	0	0	0	0	
	398,917	374,737	303,277	360,939	44,100	365,883	302,491		305,991	

NOTES:	1 Moved to Retreat Budget
	2 Divided \$7,500 to Mid-Year Meeting and \$22,500 to Annual Meeting

**BUSINESS LAW SECTION
2016-2017 PROPOSED BUDGET**

Account	13-14 Actual	14-15 Budget	14-15 Actual	15-16 Budget	15-16 YTD	15-16 Projected	Same Level Activity	Increase Activity	16-17 Budget	Notes
<u>RETREAT</u>										
35201 Sponsorships	105,850	115,000	118,500	122,000	111,500	111,500	120,000	0	115,000	
35604 Sections Registratio	89,868	100,000	95,783	105,000	117,536	117,536	110,000	0	115,000	
Total	195,718	215,000	214,283	227,000	229,036	229,036	230,000	0	230,000	
36998 Credit Card Fees	2,464	2,000	2,564	2,000	1,703	1,703	2,000	0	2,000	
51101 Employee Travel	1,882	2,225	2,439	2,210	999	999	2,255	0	2,255	
61201 Equipment Rental	16,994	15,000	23,113	10,000	17,706	17,706	10,000	10,000	20,000	
81410 Promo Items	0	0	5,067	0	0	0	0	0	0	
81411 Promotional Printing	578	500	0	500	362	400	500	0	500	
84001 Postage	790	800	396	275	448	448	300	0	300	
84002 Printing	1,982	1,500	672	1,650	0	1,000	1,000	0	1,000	
84009 Supplies	0	100	112	100	32	75	100	0	100	
84010 Photocopying	0	200	0	125	8	50	100	0	100	
84041 Judges Trav Napl Ret	0	20,000	18,734	20,000	8,348	12,000	20,000	-2,000	18,000	
84061 Reception	56,574	45,000	22,590	45,000	50,977	50,977	45,000	5,000	50,000	
84062 Luncheons	8,171	8,000	9,750	8,000	13,175	13,175	8,000	2,000	10,000	
84063 Family Dinner	102,103	100,000	116,913	100,000	136,307	136,307	100,000	30,000	130,000	
84237 Entertainment Expense	30,303	20,000	16,048	15,000	16,138	16,138	15,000	-5,000	10,000	
84999 Miscellaneous	249	600	241	500	92	300	500	0	500	
88265 Refreshment Breaks	8,969	9,000	3,561	8,000	5,820	5,820	8,000	0	8,000	
88269 Breakfast	23,535	25,000	27,081	20,000	34,714	34,714	20,000	5,000	25,000	
Total	254,594	249,925	249,281	233,360	286,829	291,812	232,755		277,755	
NET INCOME/LOSS	-58,876	-34,925	-34,998	-6,360	-57,793	-62,776	-2,755		-47,755	

EXHIBIT C

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

**ARTICLE I
NAME AND PURPOSES**

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

Section 1.2. Purposes. The purposes of the Section are as follows:

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

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

(g) to inculcate in Section members the principles of duty and service to the public, including the importance of providing pro bono services and supporting diversity in the practice of business law and in the Section's activities.

**ARTICLE II
MEMBERSHIP**

Section 2.1. Regular Member Eligibility. Any member in good standing, and any "law faculty affiliate" (under Rule 1-3.9 of the Rules Regulating The Florida Bar), interested in the purposes of the Section is eligible to be a regular member of the Section, upon 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

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be a regular member of the Section. Law professors who qualify as “law faculty affiliates” under Rule 1-3.9 shall be regular members of the Section so long as they qualify for such status. Reinstatement as a member of The Florida Bar in good standing shall automatically reinstate the person as an active Section member, provided that the member is current in the payment of Section dues.

Section 2.2. Affiliate Membership Eligibility.

(a) The executive council of the Section 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 affiliate members shall not exceed one-third of the Section's membership. An affiliate member shall be an affiliate of this Section only. Affiliate membership shall afford such 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 Rule 1-3.9 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 Rule 16.1 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) Affiliate members of the Section shall 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 this Section 2.2, 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.; or
- 2) Graduation from an ABA-approved program of study for legal assistants or graduation from any accredited law school; or
- 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; or
- 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 one year of in-house training as a legal assistant in a law firm or legal office under the supervision of one or more members of The Florida Bar in good standing; or
- 5) A bachelor degree in any field, plus not less than one year of in-house training as a legal assistant in a law firm or legal office under the supervision of one 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 one 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 shall find to have made an outstanding contribution to the Section or shall find to have made an outstanding contribution in the field of business law an honorary member of the Section. Honorary Section members 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 shall not be required to pay dues.

Section 2.4. Administrative Year. The administrative year of the Section shall run 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 shall be no proration of annual dues. Upon 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 that The Florida Bar membership dues become delinquent 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 shall be a chair, a chair-elect, a secretary and a treasurer. The chair-elect shall become 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 by these bylaws. The chair shall, during January of each year, appoint a nominating committee consisting of not less than three (3) members of the long range planning committee, which nominating committee shall nominate then-active regular members of the Section for the offices of chair-elect, secretary and treasurer. Other nominations may be made by any ten (10) regular members in good standing of the Section who shall file with the secretary at least 30 days prior to the annual meeting a petition setting forth the name of any such nominee, and the secretary shall forthwith notify the other officers of the Section of such nomination. At the election held at the annual meeting of the Section, nominations for the office of chair-elect, secretary and treasurer shall not be permitted unless the nomination shall have been made in the manner herein provided.

Section 3.2. Duties of Officers.

(a) *Chair.* The chair shall preside at all meetings of the Section and at all meetings of the executive committee and the executive council of the Section. The chair shall appoint (subject to the approval and concurrence of the executive committee) the chairs and vice-chairs of all Section committees and task forces, prepare all reports to be submitted to The Florida Bar and perform such other duties as customarily pertain to the office of chair of the Section. The chair shall be an ex-officio member of all committees and task forces of the Section while serving as chair.

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

(c) *Secretary.* The secretary shall keep the permanent files and records of the Section, including minutes of meetings of the Section and of the executive council, except to the extent such services are performed by staff members of The Florida Bar. The secretary shall also have oversight responsibility over Section committees that are responsible for the Section's communications activities, including the Section committees that are responsible for the Section's website and publications. The secretary shall become chair in the event of the death, resignation or failure to serve of the chair, the chair elect and the treasurer; *provided, however,* that in the event of temporary disability or absence of the chair, the chair-elect and the treasurer to so serve, the secretary shall serve only for the duration of the disability or absence.

(d) *Treasurer.* The treasurer shall have the responsibility of accounting for all funds of the Section, shall approve all disbursements and shall prepare financial statements, except to the extent such services are performed by staff members of The Florida Bar. The treasurer shall have oversight responsibility for Section committees that are responsible for budgeting and financial oversight, including the budget committee and the committee responsible for planning the Section's annual retreat. The treasurer shall become chair in the event of the death,

resignation or failure to serve of the chair and the chair-elect; *provided, however*, that in the event of temporary disability or absence of the chair and the chair-elect to so serve, the treasurer shall serve only for the duration of the disability or absence.

Section 3.3. Term of Office.

(a) *Chair.* The term of office of the chair shall begin at the conclusion of each annual meeting of The Florida Bar and shall end at the conclusion of the next annual meeting of The Florida Bar, at which time the chair shall be automatically succeeded by the chair-elect.

(b) *Chair-elect.* The term of office of the chair-elect shall run concurrently with that of the chair, beginning at the conclusion of the annual meeting of The Florida Bar at which the election as chair-elect occurred and ending at the conclusion of the next annual meeting of The Florida Bar when the chair-elect 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 chair-elect, beginning at the conclusion of the annual meeting of The Florida Bar at which the election of the secretary and the treasurer occurred and ending at the conclusion of the next annual meeting of The Florida Bar.

Section 3.4. Vacancies. The chair (with the approval and concurrence of the executive committee) shall fill all vacancies except vacancies in the offices of chair, chair-elect, 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, secretary or treasurer become vacant, the executive committee shall propose members of the Section to fill the unexpired term, subject to approval by the executive council of the Section, 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 shall consist of the Section's officers and the chair of the Section's long range planning committee. Further, the immediate past chair of the Section shall be an ex-officio member of the executive committee. The executive committee shall be the planning agency for the executive council and shall convene periodically. The executive committee shall have 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, other than approval of legislative, administrative and judicial positions of the Section (which shall require approval of the executive council). The executive committee shall not take any action that conflicts with any approved position of the executive council. The executive committee shall also:

(a) approve and concur with the selections of the chair-elect of the chairs and vice chairs of the Section committees and task forces and the Section 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 Executive Committee to Executive Council. Any action taken by the executive committee on behalf of the executive council shall be reported to the executive council at its next meeting.

Section 3.7. Actions of Executive Committee. All actions that require the advice and consent of the executive committee shall 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 shall be the governing body of the Section. The chair of the Section shall be the chair of the executive council and the secretary of the Section shall be the secretary of the executive council. The executive council shall conduct its business at regular and special meetings as provided for in these bylaws; provided, however, that the business of the executive council between regular meetings may also be conducted by correspondence, telephone, facsimile, electronic mail, or other electronic means to the extent authorized by 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 one vice-chair of each substantive law committee of the Section;
- (c) the chairs (including any judicial chair) and one vice-chair of each standing committee of the Section;
- (d) all members of the long-range planning committee;
- (e) the chairs and one vice chair of any task force of the Section;
- (f) up to five liaisons between the Section and other organizations who are selected in the manner set forth in Article V, 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 shall serve a term of one year. Members of the executive council may be reappointed for one 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 shall become 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's committees and task forces shall consist of the substantive law committees, standing committees and task forces established by the Section from time to time; *provided, however*, that the following standing committees shall be permanent committees of the Section: long range planning, budget and legislation. Committees and task forces shall be established by the affirmative vote of more than a majority of the members of the executive council then serving at a regular meeting of the executive council at which more than a majority of the members of the executive council then serving are in attendance. The Section shall maintain a list of all committees and task forces of the Section then 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. Committees (substantive and standing) and task forces of the Section shall have responsibility for the subject matter indicated by their respective names and/or for such tasks as are set forth in the resolutions of the executive council approving the organization of such committee or task force. Standing committees oversee Section activities that support the Section's substantive law committees, 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 shall be 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 two 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 any such changes are to be considered.

Section 5.5. Liaisons. Annually, the chair-elect of the Section (with the approval and concurrence of the executive committee), may designate one 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 such designation or make new designations without amendment to these bylaws. The Section shall maintain a list of all liaisons then appointed, which list shall identify the organizations to which such persons 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 shall oversee the Section's legislative activities. The legislation committee shall be composed of at least three (3) and not more than (7) 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 from each substantive law committee of the Section shall serve as an ad-hoc member of the legislation committee.

Section 5.7. Long Range Planning Committee. The long range planning committee shall perform such tasks as are requested by the executive committee and provide 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 shall consist of former chairs of the Section who wish to serve on the long range planning committee and such other members of the Section with more than ten 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 then serving 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 members of the long range planning committee, the chair of the long range planning committee and a parliamentarian of the Section, both to serve for the next administrative year.

Section 5.8. Budget Committee. The budget committee shall be responsible for overseeing preparation and implementation of the Section's budget and for providing oversight of the Section's financial performance. The treasurer shall chair 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 two 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 shall serve as an *ex-officio* member of the Budget Committee.

ARTICLE VI MEETINGS

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

Section 6.2. Executive Council.

(a) The executive council shall hold its organizational meeting during the annual meeting of The Florida Bar. Thereafter, the executive council shall meet as directed by the chair of the Section; provided, however, that it is expected that there shall be at least two other regular in-person meetings of the executive council between each annual meeting.

(b) In addition to conducting business at the in-person meetings described in subsection (a) above, the business of the executive council may be conducted at telephonic meetings, subject to the requirement that all members of the executive council are able to hear one another at each such meeting. Further, between meetings, the business of the executive council may be conducted 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 members then serving on the executive council, and notice to the entire executive council of the action taken. Finally, notice of and actions by written consent of the executive council may be by facsimile signature or electronic mail, so long as the executive committee member who has approved the written consent can be identified.

(c) The date and location of each regular in-person meeting of the executive council shall be fixed by the executive committee at least thirty (30) days prior to the date thereof. Special meetings of the executive council shall be held at such times and such places (whether in-person or telephonic) as the chair shall direct, with written notice of such meeting to be provided to each member of the executive council at least five (5) business days prior to each such meeting.

(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 from time to time establish procedures for the granting of proxies and the executive committee may establish reasonable protocol for the authentication of proxies as it deems reasonable under the circumstances. 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) Except as otherwise set forth in these bylaws, members of the executive council in attendance at a meeting of the executive council, whether in person or by written proxy, shall constitute a quorum for any regular or special meeting, and the affirmative vote of the majority of those present in person or by written proxy shall constitute the act of the executive council and shall be binding. Notwithstanding the foregoing, actions by the executive council on affirmative legislative, administrative or judicial positions of the Section (including amicus positions), changes in the designation of Section committees and task forces, and amendments to these bylaws, may only be approved by written consent (in the manner set forth in subsection (b) above) or at properly called meetings of the executive council at which more than a majority of the then serving members of the executive council are present.

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 at such places and upon such notice as the chair of such committee or task force deems desirable.

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 parliamentarian of the Section on all such matters shall be final and conclusive.

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 then serving members of the executive council; *provided, however*, that no amendment to these bylaws so adopted shall become effective until approved by The Florida Bar. Proposed changes to these bylaws shall be considered at not less than two meetings of the executive council and shall 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, and notice that proposed amendments to these bylaws are to be considered for formal approval at an upcoming meeting of the executive council shall be set forth 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 until the same has been 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 have the prior approval of The Florida Bar or be in accord with bar policies and procedures permitting such action without such approval.

Section 8.2. Financial Obligations. Before payment, all 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 shall 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 such services, as well as the 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 from time to time by the executive council with respect to such reimbursements.

Section 8.4. Conformance with Policies of The Florida Bar. No actions of the Section shall be contrary to the policies of The Florida Bar.

Section 8.5. Effective Date. These Amended and Restated Bylaws were adopted by the executive council of the Section on _____, 2016. They were approved by the Board of Governors of The Florida Bar and became effective on _____, 2016.

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

**ARTICLE I~~ARTICLE I~~
NAME AND PURPOSES**

Section 1.1. ~~Section 1.~~ **Name.** The name of the section shall be "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 as follows:

(a) to provide an organization within The Florida Bar for discussion and interaction ~~between~~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 business laws, and to propose and comment on legislation and regulations about substantive areas of business law;

(c) to provide a forum for collaborative learning and interaction among those who are involved in substantive business law issues, ~~whether as a~~including transactional ~~lawyer or a litigator~~lawyers and litigators, and by and among practicing lawyers and members of the State and Federal judiciary;

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

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

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

(g) to inculcate in Section members the principles of duty and service to the public, including the importance of providing pro bono services; and supporting diversity 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); of the Rules Regulating The Florida Bar), interested in the purposes of the Section is eligible to be a regular member of the Section, upon application and payment of the Section's annual dues. Any regular member who ceases to be a {36685423;5}

member in good standing of The Florida Bar (or ceases to have "law faculty affiliate" status) shall no longer be a regular member of the Section. Law professors who qualify as "law faculty affiliates" under Rule 1-3.9 shall be regular members of the Section so long as they qualify for such status. Reinstatement as a member of The Florida Bar in good standing shall automatically reinstate the person as an active Section member, provided that the member is current in the payment of ~~section~~Section dues.

Section 2.2. ~~Section 2.~~ **Affiliate Membership Eligibility.**

(a) The executive council of the Section 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 affiliate members shall not exceed one-third of the Section's membership. An affiliate member shall be an affiliate of this Section only. Affiliate membership shall afford such 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 ~~and~~ be employed full time as a professor of law at an accredited law school and not qualify as a "law faculty affiliate" under Rule 1-3.9 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 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 Rule 16.1 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 ~~applicable Florida law and the rules of~~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 ~~(e)~~subsection (d) below.

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

(d) For purposes of this Section ~~2.2.2~~, 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) ~~(1)~~ Successful completion of the certified legal assistant (CLA) examination of the National Association of Legal Assistants, Inc.; or
- 2) ~~(2)~~ Graduation from an ABA-approved program of study for legal assistants or graduation from any accredited law school; or
- 3) ~~(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; or
- 4) ~~(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 one year of in-house training as a legal assistant in a law firm or legal office under the supervision of one or more members of The Florida Bar in good standing; or
- 5) ~~(5)~~ A bachelor degree in any field, plus not less than one year of in-house training as a legal assistant in a law firm or legal office under the supervision of one or more members of The Florida Bar in good standing ; or
- 6) ~~(6)~~ Five years of in-house training as a legal assistant in a law firm or legal office under the supervision of one or more members of The Florida Bar in good standing.

Section 2.3. ~~(e) Affiliate members of the Section 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, if any, in administering the Section's affiliate membership.~~ **Honorary Section Membership.** The executive council may make any person whom the executive council shall find to have made an outstanding contribution to the Section or shall find to have made an outstanding contribution in the field of business law an honorary member of the Section. Honorary Section members 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 shall not be required to pay dues.

Section 2.4. ~~Section 3.~~ **Administrative Year.** The administrative year of the Section shall run 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 no proration of annual dues. Upon 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 three months shall thereupon cease~~ annual

~~EXPOSURE DRAFT DATED AUGUST 25, 2014~~

Section dues are not paid by the date that The Florida Bar membership dues become delinquent 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 a chair, a chair-elect, a secretary and a treasurer. The chair-elect shall become 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 by these bylaws. The chair shall, during January of each year, appoint a nominating committee consisting of not less than three (3) members of the long range planning committee, which nominating committee shall nominate then-active regular members of the Section for the offices of chair-elect, secretary and treasurer. Other nominations may be made by any ten (10) regular members in good standing of the Section who shall file with the secretary at least 30 days prior to the annual meeting a petition setting forth the name of any such nominee, and the secretary shall forthwith notify the other officers of the Section of such nomination. At the election held at the annual meeting of the Section, nominations for the office of chair-elect, secretary and treasurer shall not be permitted unless the nomination shall have been made in the manner herein provided.

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

(a) *Chair.* The chair shall preside at all meetings of the Section and at all meetings of the executive committee and the executive council of the Section. The chair shall appoint (subject to the approval and concurrence of the executive committee) the chairs and vice-chairs of all Section committees and task forces, prepare all reports to be submitted to The Florida Bar and perform such other duties as customarily pertain to the office of chair of the Section. The chair shall be an ex-officio member of all committees and task forces of the Section while serving as chair.

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

(c) *Secretary.* The secretary shall keep the permanent files and records of the Section, including minutes of meetings of the Section and of the executive council, except to the extent such services are performed by staff members of The Florida Bar. The secretary shall also have oversight responsibility over ~~all~~ Section committees that are responsible for the Section's communications activities, including the Section committees that are responsible for the Section's website and publications. The secretary shall become chair in the event of the death, resignation or failure to serve of the chair, the chair elect and the treasurer; *provided, however,* that in the event of temporary disability or absence of the chair, the chair-elect and the treasurer to so serve, the secretary shall serve only for the duration of the disability or absence.

(d) *Treasurer.* The treasurer shall have the responsibility of accounting for all funds of the Section, shall approve all disbursements and shall prepare financial statements, except to the extent such services are performed by staff members of The Florida Bar. The treasurer shall have oversight responsibility for ~~the~~ Section committees that are responsible for budgeting and financial oversight, including the budget committee and the committee responsible for planning

the Section's annual retreat. The treasurer shall become chair in the event of the death, resignation or failure to serve of the chair and the chair-elect; *provided, however*, that in the event of temporary disability or absence of the chair and the chair-elect to so serve, the treasurer shall serve only for the duration of the disability or absence.

Section 3.3. ~~Section 3.~~ Term of Office.

(a) *Chair.* The term of office of the chair shall begin at the conclusion of each annual meeting of The Florida Bar and shall end at the conclusion of the next annual meeting of The Florida Bar, at which time the chair shall be automatically succeeded by the chair-elect.

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

Section 3.4. ~~Section 4.~~ Vacancies. The chair (with the approval and concurrence of the executive committee) shall fill all vacancies except vacancies in the offices of chair, chair-elect, 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, secretary or treasurer become vacant, ~~then~~ the executive committee shall propose members of the Section to fill the unexpired term, subject to approval by the executive council of the Section, 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. ~~Section 5.~~ Executive Committee. The executive committee of the Section shall consist of the Section's officers and the chair of the Section's long range planning committee. ~~The~~ Further, the immediate past chair of the Section shall be an ex-officio member of the executive committee. The executive committee shall be the planning agency for the executive council and shall convene periodically. The executive committee shall have 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, other than approval of legislative, administrative and judicial positions of the Section (which shall require approval of the executive council). The executive committee shall not take any action that conflicts with ~~the policies and/or the expressed wishes~~ any approved position of the executive council. The executive committee shall also:

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

(b) ~~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.](#) ~~[Section 3.6.](#)~~ **Reports of Executive Committee to Executive Council.** Any action taken by the executive committee on behalf of the executive council shall be reported to the executive council at its next meeting.

[Section 3.7.](#) ~~[Section 3.7.](#)~~ **Actions of Executive Committee.** All actions that require the advice and consent of the executive committee shall require the affirmative vote of a majority of the members of the executive committee.

~~ARTICLE IV~~ **ARTICLE IV** EXECUTIVE COUNCIL

[Section 4.1.](#) ~~[Section 1.](#)~~ **Governing Body.** The executive council shall be the governing body of the Section. The chair of the Section shall be the chair of the executive council and the secretary of the Section shall be the secretary of the executive council. The executive council shall conduct its business at regular and special meetings as provided for in these bylaws; provided, however, that the business of the executive council between regular meetings may also be conducted by correspondence, telephone, facsimile, electronic mail, or other electronic means to the extent authorized by these bylaws.

[Section 4.2.](#) ~~[Section 2.](#)~~ **Membership.** The membership of the executive council shall consist of:

- [\(a\)](#) ~~[A.](#)~~ the members of the executive committee;
- [\(b\)](#) ~~[B.](#)~~ the chairs ([including any judicial chair](#)) and one vice-chair of each substantive law committee of the Section;
- [\(c\)](#) ~~[C.](#)~~ the chairs ([including any judicial chair](#)) and one vice-chair of each standing committee of the Section;
- [\(d\)](#) ~~[D.](#)~~ all members of the long-range planning committee;
- [\(e\)](#) ~~[E.](#)~~ the chairs and one vice chair of any task force of the Section;
- [\(f\)](#) ~~[F.](#)~~ up to [_____ of the five](#) liaisons between the Section and other organizations who are selected in the manner set forth in Article V, Section ~~[5.5](#)~~ below;
- [\(g\)](#) ~~[G.](#)~~ the liaison to the Section from the Board of Governors of The Florida Bar; and
- [\(h\)](#) ~~[H.](#)~~ up to 5 at-large members designated by the chair-elect to serve for the upcoming administrative year.

[Section 4.3.](#) ~~[Section 3.](#)~~ **Term of Office.** Each member of the executive council shall serve a term of one year. Members of the executive council may be reappointed for one 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 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
ARTICLE V
COMMITTEES

Section 5.1. ~~Section 1.~~ Committees and Task Forces. The Section's committees and task forces shall consist of the substantive law committees, standing committees and task forces established by the Section from time to time; *provided, however*, that the following standing committees shall be permanent committees of the Section: long range planning, budget and legislation. Committees and task forces shall be established by the affirmative vote of more than a majority of the members of the executive council then serving at a regular meeting of the executive council at which more than a majority of the members of the executive council then serving are in attendance. ~~Committees and task forces shall only be established by the executive council upon the recommendation of the executive committee. Not less frequently than annually, the Section shall publish~~The Section shall maintain a list of all committees and task forces of the Section then established ~~and, 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 and Task Forces. Committees (substantive and standing) and task forces of the Section shall have responsibility for the subject matter indicated by their respective names and/or for such tasks as are set forth in the resolutions of the executive council approving the organization of such committee or task force. ~~The long range planning, budget and legislation committees shall have the duties described below.~~Standing committees oversee Section activities that support the Section's substantive law committees, task forces, and the Section's purposes.

Section 5.3. ~~Section 3.~~ Organization of Committees and Task Forces. The chairs and vice-chairs of each committee and task force of the Section shall be 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. ~~Section 4.~~ Change in Committee Structure. Subject to the procedures set forth in and the requisite vote required by Section ~~45.1~~ above, the executive council may abolish any committee or task force of the Section, merge any two 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~~committee and task force structure shall be included in the notice of any meeting of the executive council at which any such changes are to be considered.

Section 5.5. ~~Section 5.~~ Liaisons. Annually, the chair-elect of the Section (with the approval and concurrence of the executive committee), may designate one 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, ~~upon the recommendation of the executive committee,~~ may abolish any such designation or make new designations without amendment to these bylaws. ~~Up to _____ of the persons designated as liaisons hereunder who are regular members of the Section shall serve as members of the executive council, with the~~
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~~liaisons to serve on the executive council in any particular administrative year to be selected by the chair-elect (with the approval and concurrence of the executive committee) for the upcoming administrative year. Not less frequently than annually, the Section shall publish a list of all liaisons appointed by the Section.~~ The Section shall maintain a list of all liaisons then appointed, which list shall identify the organizations to which such persons 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 oversee the Section's legislative activities. The legislation committee shall be composed of at least ~~seven~~three (73) and ~~no~~not more than ~~15~~(7) 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 from each substantive law committee of the Section shall serve as an ad-hoc member of the legislation committee.

Section 5.7. ~~Section 7.~~ **Long Range Planning Committee.** The long range planning committee shall perform such tasks as are requested by the executive committee and provide 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 shall consist of former chairs of the Section who wish to serve on the long range planning committee and such other members of the Section with more than ten 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 then serving 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 members of the long range planning committee, the chair of the long range planning committee and a parliamentarian of the Section, both to serve for the next administrative year.

Section 5.8. ~~Section 8.~~ **Budget Committee.** The budget committee shall be responsible for overseeing preparation and implementation of the Section's budget and for providing oversight of the Section's financial performance. The treasurer shall chair 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 two 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 shall serve as an *ex-officio* member of the Budget Committee.

~~ARTICLE VI~~ **ARTICLE VI** MEETINGS

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

Section 6.2. ~~Section 2.~~ **Executive Council.**

EXPOSURE DRAFT DATED AUGUST 25, 2014

(a) ~~A~~—The executive council shall hold its organizational meeting during the annual meeting of The Florida Bar. Thereafter, the executive council shall meet as directed by the chair of the Section; provided, however, that it is expected that there shall be at least two other regular in-person meetings of the executive council between each annual meeting.

(b) ~~B~~—In addition to conducting business at the in-person meetings described in subsection (Aa) above, the business of the executive council may be conducted at telephonic meetings, subject to the requirement that all members of the executive council are able to hear one another at each such meeting. Further, between meetings, the business of the executive council may be conducted 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 ~~the~~notice of such requested written consent to the entire executive council, approval of such written consent by more than a majority of the members then serving on the executive council, and ~~if an action is so taken by written consent, those members of the executive council who did not consent shall be given notice of the action taken. Notwithstanding the foregoing, actions with respect to consideration of legislative, administrative or judicial positions of the Section, changes in Section committees and task forces, and changes in these bylaws, may only take place at meetings of the executive council that are called in conformity with these bylaws~~notice to the entire executive council of the action taken. Finally, notice of and actions by written consent of the executive council may be by facsimile signature or electronic mail, so long as the executive committee member who has approved the written consent can be identified.

(c) ~~C~~—The date and location of each regular in-person meeting of the executive council shall be fixed by the executive committee at least thirty (30) days prior to the date thereof. Special meetings of the executive council shall be held at such times and such places (whether in-person or telephonic) as the chair ~~(with the approval and concurrence of the executive committee)~~ shall direct, with written notice of such meeting to be provided to each member of the executive council at least five (5) business days prior to each such meeting.

(d) ~~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 from time to time establish procedures for the granting of proxies and the executive committee may establish reasonable protocol for the authentication of proxies as it deems reasonable under the circumstances. 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) ~~E. Members~~Except as otherwise set forth in these bylaws, members of the executive council in attendance at a meeting of the executive council, whether in person or by written proxy, shall constitute a quorum for any regular or special meeting, and ~~an~~the affirmative vote of the majority of those present in person or by written proxy shall constitute the act of the executive council and shall be binding. Notwithstanding the foregoing, ~~consideration of actions by the executive council on affirmative~~ legislative, administrative or judicial positions of the Section (including amicus positions), changes in the designation of Section committees and task forces, and amendments to these bylaws, may only be approved ~~at~~by written consent (in the manner set forth in subsection (b) above) or at properly called meetings of the executive council at which more than a majority of the then serving members of the executive council are present.

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 such committee and task force at such times and at such places and upon such notice as the chair of such committee or task force deems desirable.

Section 6.4. ~~Section 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. ~~Whether or not this provision applies, the chair may appoint a parliamentarian from among the members of the executive committee to advise and assist the chair and any person presiding over any meeting of the Section, the executive council or a Section committee in connection with any procedural issue that may arise.~~ Decisions of the parliamentarian of the Section on all such matters shall be final and conclusive.

ARTICLE VII~~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 then serving members of the executive council; *provided, however*, that no amendment to these bylaws so adopted shall become effective until approved by The Florida Bar. Proposed changes to these bylaws shall be considered at not less than two meetings of the executive ~~committee~~council and shall 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, and notice that proposed amendments to these bylaws are to be considered for formal approval at an upcoming meeting of the executive council shall be set forth 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 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 have the prior approval of The Florida Bar or be in accord with ~~Florida~~ bar policies and procedures permitting such action without such approval.

Section 8.2. ~~Section 2.—Financial Obligations.~~ Before payment, all 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 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 such services, as well as the 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 from time to time by the executive council with respect to such reimbursements.

Section 8.4. ~~Section 4.~~ **Conformance with Policies of The Florida Bar.** No actions of the Section shall be contrary to the policies of The Florida Bar.

Section 8.5. ~~Section 5.~~ **Effective Date.** These Amended and Restated Bylaws were adopted by the executive council of the Section on _____, ~~2015.~~2016. They were approved by the Board of Governors of The Florida Bar and became effective on _____, ~~2015.~~2016.

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