

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

Monday, September 1, 2014  
9:30 a.m. – 12:30 p.m.  
Ritz-Carlton Beach Resort  
Naples, Florida

- I.** Call to Order, and Introductions by Council Members – Bill Van Nortwick, Chair
  
- II.** Approval of Minutes – Jon Polenberg, Secretary-Treasurer
  - A. Minutes from June 26, 2014 Annual Meeting of the Section **(EXHIBIT “A”)**
  - B. Minutes from June 26, 2014 Executive Council Meeting **(EXHIBIT “B”)**
  
- III.** **Budget Committee Report** - Jon Polenberg, Secretary-Treasurer **(EXHIBIT “C”)**
  
- IV.** **Matters Requiring Executive Council Vote or Consideration**
  - A. Report of Legislation Committee – Melanie Damion, Chair
  - B. Report of By-Law Revision Task Force – Phil Schwartz, Chair **(EXHIBIT “D”)**
  
- V.** **Reports of Special Committees and Task Forces**
  - A. Chapter 607 Sub-Committee – Alan Aronson, Phil Swartz and Gary Teblum, Co-Chairs
  - B. Employee-Hacker Legis. Task Force – Robert Kain, Chair
  - C. Proceedings Supplementary Task Force – Barbara Riesberg, Chair
  - D. Strategic Planning Task Force – Steph Nagin, Chair
  - E. Sponsorship Task Force – Michael Chesal, Chair
  
- VI.** **Committee Reports:**
  - A. Bankruptcy/UCC – Cori Lopez-Castro, Chair/Hon. Cathy McEwen, Jud. Chair
  - B. Bankruptcy/Judicial Liaison – Robert P. Charbonneau, Chair/Hon. Paul Hyman, Jud. Chair
  - C. Business Litigation – Jude Cooper, Chair/Hon. Ed LaRose, Jud. Chair
  - D. Communications – Kacy Donlon, Chair
  - E. Social Media Sub-Committee – Paige Greenlee, Chair
  - F. Computer & Technology Law – Larry Kunin, Chair
  - G. Continuing Legal Education – Mark Nichols, Chair
  - H. Corporations, Securities & Financial Services – Stefan Rubin, Chair
  - I. eDiscovery Committee – Doug Cherry, Chair; Steve Tepler, Vice-Chair
  - J. Inclusion/Mentoring/Fellowships – Leyza Blanco, Chair  
/Hon. John Olson/Hon. Gill Freeman, Co-Judicial Chairs
  - K. Intellectual Property – Dineen Wasylik, Chair
  - L. Legislation – Melanie Damian, Chair/Aimee Diaz Lyon & Greg Black,  
Legislative Consultants
  - M. Long Range Planning – Greg Yadley, Chair/Hon. Michael G. Williamson, Jud. Chair
  - N. Membership & Law School Relations – Peter Valori, Chair
  - O. Pro Bono – Jennifer Morando, Chair/Hon. Laurel Isicoff, Jud. Chair
  - P. Labor Day Weekend Retreat & Sponsorships – Jodi Cooke, Chair

- Q. State/Federal Courts Liaison – Russell Landy, Chair/Hon. Gill Freeman, Jud. Chair
- R. Third Party Opinion Standards Committee – Robert Barron, Chair

**VI. Other Reports:**

- A. Historian/Parliamentarian Report – Phil Schwartz
- B. Council of Sections Report – Alan Howard
- C. TFB CLE Committee Report – Ryon McCabe
- D. Board of Governors – Michael Higer
- E. RPPTL Liaison Report – Jamie Marx/Marsha Rydberg
- F. Tax Liaison Report – Nick Lioce
- G. Liaison to Out-of-State Practitioners Report – Donald Workman (*unable to attend*)
- H. Young Lawyers Division Liaison Report – Andrew Jenkins/Christian George
- I. Chair – Bill Van Nortwick
- J. Chair-Elect – Alan Howard

**VII. Future Meeting Dates**

- A. Mid-Year Meeting – January 2015 (Location: TBD in Orlando area)
- B. Executive Committee Spring Retreat in Venice, Italy. March 25-29, 2015

**VIII. Motion to Adjourn.**

**MINUTES OF THE ANNUAL MEETING  
OF THE  
BUSINESS LAW SECTION OF THE FLORIDA BAR**

**JUNE 26, 2014  
GAYLORD RESORT AND CONVENTION CENTER**

The annual meeting of the Business Law Section (“BLS” or “Section”) of The Florida Bar was called to order by Steph Nagin, Chair, at 3:30 p.m.

Greg Yadley, Chair of the Nominating Committee was called upon to present the recommendations for BLS officers to serve for the 2014-2015 Bar year, commencing July 1, 2014.

Mr. Yadley reported that, pursuant to Article I, Section 3, of the BLS Bylaws, the Nominating Committee had met, considered potential candidates from among the BLS membership, and recommended the following slate of officers for the 2014-2015 Bar year:

William A. Van Nortwick, previously nominated as Chair-Elect would automatically serve as BLS Chair;

G. Alan Howard, was recommended for election as Chair-Elect; and

Jon Polenberg was recommended for election as Secretary/Treasurer.

Mr. Nagin thanked Mr. Yadley for the Nominating Committee’s recommendations. The Chair then opened the floor for further nominations, if any. Hearing none and no other nominations having been received, upon motion by Jay Brown, seconded by Sam Lewis, the recommendations of the Nominating Committee were unanimously approved and the above-stated nominees were elected.

Upon motion made, seconded and unanimously passed, the Chair adjourned the Annual Meeting of the Business Law Section.

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G. Alan Howard  
Secretary

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

**JUNE 26, 2014  
GAYLORD RESORT AND CONVENTION CENTER**

The annual meeting of the Executive Council of the Business Law Section (“BLS” or “Section”) of The Florida Bar was called to order by Steph Nagin, Chair, at 3:30 p.m.

**I. INTRODUCTIONS; QUORUM; PRO BONO RESOLUTION**

As the first order of business, as is the Section’s tradition and regular practice, the Chair requested that everyone present take a moment to introduce themselves. In addition, a sign-in “Attendance List” was distributed to confirm that a quorum was present for the transaction of business. Attendees are listed on Exhibit “A”, attached.

**II. APPROVAL OF MINUTES**

**A.** Mr. Howard presented the minutes of the January 23, 2014 mid-year meeting of the Executive Council held at the Wyndham Reunion Resort in Kissimmee, Florida, which were attached as Exhibit A to the agenda. Upon motion duly made and seconded, the minutes of the January 23, 2014 mid-year meeting were unanimously approved.

**B.** Mr. Howard presented the minutes of the May 24, 2014 meeting of the Executive Council held in Vancouver, British Columbia, Canada, which were attached as Exhibit B to the agenda. Upon motion duly made and seconded, the minutes of the May 24, 2014 meeting were unanimously approved.

**III. REMARKS BY HONORED GUESTS**

The Chair recognized Gene Pettis, President of The Florida Bar. Mr. Pettis thanked the Business Law Section for its support of the Leadership Academy and urged the members of the BLS to become engaged in “Vision 2016” the Bar’s initiative to evaluate the profession and the changes it is facing. The Chair recognized the Section’s 2014 nominees to the Leadership Academy: Stephanie Lieb, Kimra Major-Morris, and Jennifer Morando.

The Chair recognized Michael Higer, former Chair of the Section and current liaison to the Board of Governors. Mr. Higer introduced Ray Abadin, 2014 President-Elect of The Florida Bar, and David Prather, member of the Board of Governors and Chair of The Florida Bar Budget Committee. Mr. Abadin expressed his thanks to the BLS for its support. Mr. Abadin remarked on the challenges facing the practice of law, including the impact of technology and the movement to expand practice rights across states and across borders. Mr. Prather announced that he was exploring support to run for President of The Florida Bar and offered his assistance as a member of the Board of Governors to the Section.

#### **IV. TREASURER'S REPORT**

Mr. Howard, as Treasurer, presented the Treasurer's Report for the Section. Rick Gross inquired as to the reasons for the reported deficit in the 2013 Labor Day Retreat. Mr. Howard responded that the cost of the yacht charter for the final night of the retreat had not been budgeted for and represented a departure from prior retreats, where attendees had dinner on their own the last night of the retreat. Mr. Gross asked a follow-up question regarding the anticipated deficit for the Spring Executive Council meeting in Vancouver, Canada. Mr. Howard pointed out that the May expenses were not reflected in the Treasurer's Report, but that a significant deficit was anticipated as a result of lower than expected attendance and high fixed costs.

Upon motion made by Mr. Polenberg, seconded by Mr. Brown, the Treasurer's Report was accepted.

#### **V. CHAIR'S AWARDS AND APPOINTMENTS**

**A.** The Chair recognized Greg Coleman, President-Elect of The Florida Bar and a member of the BLS. Mr. Coleman thanked the Section for its support and offered his assistance on behalf of The Florida Bar to the Section.

**B.** The Chair recognized Leyza Blanco as the outstanding member of the Business Law Section for 2013-2014 and presented her with a plaque which read, in part, as follows:

*Leyza was tasked with responsibility for Chairing a newly combined Inclusion/Mentoring/Fellowships Committee. With consummate professionalism she worked with her Committee to create and publicize a two-year fellowship program that accepted four inaugural applicants. She also sought and obtained a grant from The Florida Bar to fund a truncated NITA trial advocacy program that she then helped inaugurate with Judge Gill Freeman, in Miami, which trained new trial advocates. Leyza persevered. She found ways to provide significant benefits for the public and the Bar. Her distinguished accomplishments on behalf of the Business Law Section deserve an Outstanding Lawyer of the Year Award.*

**C.** The Chair recognized all members of the Executive Council with a gift of appreciation, consisting of a leather tablet stand and commemorative pin.

**D.** The Chair recognized Peter Quinter, Chair of the International Law Section, and Don Workman, member of BLS and Chair of the Out of State Division.

**E.** The Chair recognized Steve Busey and Phil Bates, past chairs of the Section, and thanked them for their past service to the Section.

## **VI. TASK FORCE REPORTS**

### **A. STRATEGIC OPPORTUNITIES TASK FORCE**

**Prof. Joan Bullock**, *Co-Faciliator*

**Hon. Gill Freeman**, *Co-Faciliator*

The Chair presented a report on the Strategic Opportunities Task Force and recognized Professor Joan Bullock, Co-Facilitator, and the Honorable Gill Freeman, Co-Facilitator. Professor Bullock noted that the Strategic Task Force had met for several hours on June 25, 2014 and reported that the group was working on a foundational document with a goal of presenting it to a larger group by the end of the year.

### **B. BYLAWS REVISIONS TASK FORCE**

**Phil Schwartz**, *Chair*

The Chair recognized Phil Schwartz, Chair of the Bylaws Task Force, and thanked Mr. Schwartz and the members of his task force for their ongoing efforts. Mr. Schwartz announced that the task force is exploring updates and has several meetings scheduled between now and the Labor Day Retreat. The Bylaws Task Force has a goal of presenting proposed amended and restated bylaws at the 2015 mid-year meeting.

### **C. EMPLOYEE HACKER LEGISLATION TASK FORCE**

**Robert Kain**, *Chair*

The Chair recognized Robert Kain, Chair of the Employee-Hacker Legislation Task Force. Mr. Kain reported that his task force had been working for approximately two years, with members of the Computer Law Committee, Intellectual Property Committee, and Legislation Committee to draft legislation to address employee hackers. Draft legislation was presented to the Business Litigation Committee in September, which raised certain objections to the draft legislation. The task force has been working to address these objectives and intends to present revised legislation at the Labor Day Retreat in Naples.

### **D. MARKETING TASK FORCE**

**Michael Chesal**, *Chair*

The Chair announced the creation of a Marketing, Promotions and Sponsorships Task Force, to be led by Michael Chesal. Mr. Chesal reported that at the inaugural meeting the members had engaged in brainstorming ideas to institutionalize sponsorship and identify processes for moving away from ad hoc funding of the Section's events.

### **E. PROCEEDINGS SUPPLEMENTARY TASK FORCE**

**Barbara Reisberg**, *Chair*

The Chair recognized Michel Weiss, Co-chair of the Proceedings Supplementary Task Force. Mr. Weiss reported that the work of the task force had been impacted by two events. In the 2014 Legislative Session, Senator Simmons introduced legislation to amend proceedings

supplementary statutes. Although the task force received minimal advance notice, members of the task force quickly mobilized to produce a white paper and suggested edits, which were accepted by Senator Simmons. Although the legislation did not pass, it is expected to be reintroduced in the 2015 Session. In addition, there is new case law out of the 11<sup>th</sup> Judicial Circuit which addresses separate actions that are removable to federal court. The task force is looking at the impact this case law might have on the proposed legislation. Mr. Weiss emphasized that the task force was working with Senator Simmons, who has identified additional amendments he would like to make to the statute, in anticipation of finalizing draft legislation this fall to be introduced in the 2015 Legislative Session by Senator Simmons.

## **VII. STANDING COMMITTEE REPORTS**

### **A. BANKRUPTCY JUDICIAL LIAISON COMMITTEE** **Jay Brown, Chair**

Mr. Brown reported that the Committee's meeting included judges and clerks from all three districts. The meeting focused on a discussion of pro bono efforts across the districts. Mr. Brown reported that Judge Jenneman's uniform mortgage modification forms were being rolled out across all three districts and were being well received.

### **B. BUSINESS LITIGATION COMMITTEE** **Russell Landy, Chair**

Mr. Landy reported that the Committee's meeting was well attended and that they had received reports from several subcommittees. There was extensive discussion regarding various legislative items, including the revised CADRA legislation. The Committee received a report on the "Tiara" cases. The Committee is planning a business litigation update CLE presentation. The Committee received a report from the proceedings supplementary task force. The Committee received a report on the Lee County/Collier County Business Court. In response to a question from the Chair, Mr. Landy reported that there had been no discussion on ATTR certification standards.

### **C. COMMUNICATIONS COMMITTEE** **Lynn Sherman, Chair**

Ms. Sherman reported that the Communications Committee is in the fourth revision of the proposed new website and that they were getting very close to the final structure with the website developer. The Committee's goal is to launch the new site at the Labor Day Retreat. Ms. Sherman emphasized that the substantive committees will be responsible for providing content to the website. She noted that some historical content will be drawn from the existing website. However, individual substantive committees will be responsible for providing input and content to their individual committee pages. Ms. Sherman reported that the Section's social media efforts are gaining traction with significant increases in tweets, Facebook "likes" and LinkedIn connections. The Committee is seeking input on strategic goals for its social media presence. The Chair recommended that the Committee continue to distribute "tweet sheets" at Section meetings.

**D. COMPUTER LAW COMMITTEE**  
**Larry Kunin, Chair**

Mr. Kunin reported that the Committee focused its efforts on legislative issues, including the proposed CADRA legislation. The Committee is planning a CLE on data breaches.

**E. CONTINUING LEGAL EDUCATION COMMITTEE**  
**Ryon McCabe, Chair**

Mark Nichols gave the report on behalf of the Committee. Mr. Nichols noted that the Section had an extremely successful year for CLE, including record attendance at the annual View From the Bench seminar, E-discovery seminar and IP Symposium. Mr. Nichols reported that the Committee engaged in extended discussion on the future of the Section Journal. Given the absence of content, the discussion focused on the need to make it an electronic Journal, not a print publication. One advantage to an electronic Journal would be to channel traffic to the Section website. Mr. Nichols sought input from the substantive committees on ways to re-purpose existing content from Section members and their law firms.

**F. CORPORATIONS, SECURITIES AND FINANCIAL SERVICES COMMITTEE**  
**Stefan Rubin, Chair**

Mr. Rubin reported that the Committee meeting had low attendance but good discussion. One of the items for discussion was the opportunity to increase attendance by providing telephone access to all committee meetings. The Committee celebrated the success of the passage of the Benefit Corporations bill. The Committee received a report on the 607 Task Force which predicted that their revisions would be ready by the 2016 Legislative Session. The Committee discussed LLC glitches and updates. The Committee is seeking input from practitioners on LLC glitches to be presented for discussion at the Labor Day Retreat, with the goal of developing an updated glitch bill for introduction in the 2015 Legislative Session.

**G. E-DISCOVERY COMMITTEE**  
**Douglas Cherry, Chair**

Mr. Cherry reported that the Committee had good attendance and discussion. He highlighted for the Executive Council the CLE program scheduled for the next day with approximately 150 registered attendees. Mr. Cherry reported that the Committee intended to continue the annual e-discovery seminar for the foreseeable future. Mr. Cherry reported that the Committee has developed ESI protocols which it intends to promote to help avoid discovery disputes. He indicated that the initial feedback from business court judges and other members of the bench had been positive. Mr. Cherry reported that the California State Bar is working on an ethics opinion on e-discovery competency. The Committee is considering whether to recommend a similar opinion to The Florida Bar.



## **H. INCLUSION/MENTORING FELLOWSHIPS COMMITTEE**

**Leyza Blanco, Chair**

Ms. Blanco reported that the Committee meeting was well attended and had enthusiastic discussion. The Committee discussed the Section's diversity mentoring effort; Ms. Blanco reminded members of the Executive Council that the Section would be participating in the Kozyak Minority Mentoring Picnic in South Florida scheduled for Saturday, November 1<sup>st</sup> from noon until 4:00 p.m. Ms. Blanco reported that the Section would again have a table at the picnic and requested volunteers to man the table. Ms. Blanco reported that the Section is celebrating the second year of its Fellowships program, which provides subsidies to selected persons enabling them to attend BLS meetings. The Section has previously approved increasing the number of fellowships from three to ten per year.

## **I. RECOGNITION OF HONORED GUEST**

The Chair interrupted the standing committee reports to recognize Florida Supreme Court Justice Pariente. Justice Pariente addressed the Executive Council on the importance of preserving the independence of the judiciary. Referencing the 2012 merit retention attacks, Justice Pariente noted that concerned citizens had launched an effort to educate the citizens of Florida on the importance of a judiciary that is free from politics. The sustained voter education program is known as the "Informed Citizens Project". Justice Pariente asked members of the BLS to educate their clients and business leaders in their communities to the importance of this program. Justice Pariente reported that there would be 30 second and 60 second television spots broadcast in Spanish and English as a public service announcement on and around Constitution Day. Justice Pariente noted that a public service announcement had been filmed with Justice Sandra Day O'Connor and was available to civic groups. Justice Pariente directed interested members to contact Linda Leali for additional information. Mr. Gross asked if the project was planning to use the modules that had been created for the "Votes in Your Court" program. Justice Pariente responded that those modules were being incorporated into the project.

The Chair thanked Justice Pariente for addressing the Business Law Section's Executive Council and pledged the support of the Section to the Informed Citizens Project.

## **J. BANKRUPTCY / UCC COMMITTEE**

**Robert Charbonneau, Chair**

In Mr. Charbonneau's absence, Mr. Brown presented the report of the Bankruptcy/UCC Committee. Mr. Brown noted that the View From the Bench seminar would be held November 6<sup>th</sup> in Miami and November 7<sup>th</sup> in Tampa.

Mr. Brown reported that the Committee had received a request from the judges of the 11<sup>th</sup> Judicial Circuit for the Section to host on our website information regarding applicants to be state court appointed receivers. Mr. Brown reported that the Committee had considered the request and had approved it for recommendation to the Executive Council.

Mr. Brown made the following motion, seconded by Mr. Polenberg:

***Resolved, that the Business Law Section host on its website a page devoted to information supplied by persons desiring to serve as state court appointed receivers.***

Extended discussion regarding the motion ensued. A number of concerns were raised regarding the costs of setting up such a database and maintaining it, whether or not the Section would be responsible for the accuracy of the information, whether this is an appropriate activity for the Section, and whether the Section would have the discretion to reject inappropriate submissions.

Jeffrey Hirsch moved to amend the motion to read as follows:

***Resolved, that the Business Law Section host on its website a page devoted to information supplied by persons desiring to serve as state court appointed receivers, and that the website include a disclaimer that the Section is not recommending or approving any of the persons posting information.***

The amendment failed for lack of a second.

The Honorable Ed LaRose observed that beyond the disclaimer issue, he believed that this was a court administration function that should be handled by the courts. Mr. Gross responded that the 11th Judicial Circuit's computer system was obsolete and could not host the applications. Mr. Brown suggested that the information could be required to conform to a specific template including representations regarding qualifications. Mr. Gross noted that the Business Litigation Committee had discussed the suggestion and was of the opinion that the Section should go back to the judges of the 11th Judicial Circuit with our concerns and seek to refine the proposal and bring it back to the Executive Council at the Labor Day Retreat.

Doug Bates moved to table the motion, seconded by John Emmanuel; the motion to table unanimously PASSED, Jay Brown abstained, and the motion was TABLED.

Mr. Brown resumed his report and made the following motion, seconded by Mark Stein:

***Resolved, that the Section donate \$5,000 to support the Informed Citizens Project and provide additional non-monetary support.***

The Chair noted that The Florida Bar had given \$50,000 to the Informed Citizens Project. The Chair asked that the Bankruptcy / UCC Committee consider recommendations to the Executive Council for nonmonetary ways to support the Informed Citizens Project.

The motion unanimously PASSED, Honorable Mary Stenson Scriven abstained.

**K. INTELLECTUAL PROPERTY**

**Dineen Wasylik, Chair**

Ms. Wasylik reported that the Committee had a lively discussion regarding the CADRA legislation and had provided comments to Mr. Kain. The Committee is planning its 2015 IP Symposium, which will be held in Ft. Lauderdale. The Committee reported that it had a very successful CLE on recent developments in IP.

**L. LEGISLATION COMMITTEE**

**Jon Polenberg, Chair**

Mr. Polenberg reported that the Section had an active and successful 2014 Legislative Session. The focus is now on the 2015 Legislative Session, elections and timing issues. Mr. Polenberg reminded committee chairs that any BLS initiatives for 2015 would need both a bill and a white paper in advance of the Labor Day Retreat. This is necessary for the Committee to line up sponsors and get the bills pre-filed. Mr. Polenberg thanked the Section's lobbyists: Bill Wiley, Aimee Diaz-Lyon and Greg Black. Mr. Polenberg asked that Mr. Wiley, Ms. Diaz-Lyon and Mr. Black be excused for a discussion of the renewal of the Section's legislative contract.

Mr. Polenberg made the following motion, seconded by Mr. Chesal:

***Resolved, that the Business Law Section renew the lobbying contract with the Metz Law Firm on the same terms as the current year.***

The motion unanimously PASSED.

Mr. Brown noted that Bill Wiley should be recognized for his 30 years of service to the Business Law Section. Upon motion by Jim Murphy, seconded by Maxine Long:

***Resolved, that the Business Law Section recognize Bill Wiley with a gift of gratitude, to be selected by the Chair, for his 30 years of service to the Business Law Section.***

The motion unanimously PASSED.

Upon returning to the room, Mr. Wiley was recognized. Mr. Wiley extended his personal thanks to the Business Law Section for the opportunity to work with the Section for so many years.

**M. MEMBERSHIP & LAW SCHOOL COMMITTEE**

**Phil Kabler, Chair**

Mr. Kabler noted that since January 1, the Section had recorded 384 new members. Mr. Kabler noted that the Membership Committee had adopted a membership plan which focused on enhancing law school relationships, recruiting younger and more diverse members and conducting numerous outreach events. The Committee is planning to film testimonials from

long term Section members for the website and proposes to include a short message with every CLE emphasizing the benefits of Section membership. The Committee is proposing to reach out to other Sections to investigate cross-pollination opportunities. Mr. Kabler asked for volunteers to sign up as a single point of contact for each law school within the state.

**N. LONG RANGE PLANNING COMMITTEE**  
**Greg Yadley, Chair**

Mr. Yadley reported that the Long Range Planning Committee is actively working with the Strategic Planning Task Force.

**O. PRO BONO COMMITTEE**  
**Mark Stein, Chair**

Mr. Stein reported that the Committee had started three years ago with its first pro bono clinic for nonprofits. This year, the pro bono clinics will take place in nine different Florida cities. Mr. Stein reported that the Committee had finished its work on a Best Practices Pro Bono guide and is now working on a model pro bono policy for law firms. The Committee is working on “tear sheets” for pro bono resources in the Circuit Courts and Bankruptcy Courts throughout the state. The goal is to have a tear sheet for each Circuit Court in the state. The Committee is asking for firms to volunteer in each Circuit Court to underwrite the costs of the tear sheets.

**P. RETREAT COMMITTEE**  
**Mark Stein, Chair**

Mr. Stein reported that the Committee is ahead of past years in securing sponsorships with current committed sponsors in the amount of \$95,000. Mr. Stein reported that the CLE schedule has been finalized and the Committee is looking at new activities, including a wine tasting to benefit The Florida Bar Foundation. Mr. Stein reminded members to book their room early.

**Q. COUNCIL OF SECTIONS REPORT**  
Honorable Bill Van Nortwick

Judge Van Nortwick reported that the Council of Sections meeting will take place the following Saturday and that a report will be made at the Labor Day Retreat.

**R. THE FLORIDA BAR CLE COMMITTEE REPORT**  
Manny Farach

Mr. Farach reported that CLE across the state is struggling and that the trend is towards all online CLEs. There was discussion regarding running CLE on The Florida Bar website. The most successful sections in terms of CLE attendance and revenue are RPPTL and BLS.

**S. OUT OF STATE DIVISION REPORT**

Donald Workman

Mr. Workman extended thanks to the Section and particularly the Honorable Cathy McEwen for contributing two articles to the Out of State division newsletter.

**T. RPPTL LIAISON REPORT**

**Marsha Rydberg**

No report.

**U. CHAIR'S REPORT**

Mr. Nagin reported that he believed his most lasting accomplishment would be the introduction of risers to Section meetings. In all seriousness, he noted that there were a number of initiatives begun during his tenure that were not yet finished, including the Bylaws Revision Task Force, Strategic Opportunities Task Force and the Marketing Task Force. He noted that the re-establishment of an Executive Committee would allow for continuity and promote the success of multiyear projects. Mr. Nagin thanked members of the Section for their support during his tenure as Chair of the Section.

**V. CHAIR-ELECT'S REPORT**

Judge Van Nortwick presented a gift to Mr. Nagin in appreciation for his service as Chair of the Section. The gift was a two-part crystal wine decanter with a native peoples etching from British Columbia, Canada. Judge Van Nortwick reported that the 2015 Spring Executive Council Retreat will be held March 25-March 29 at the Hotel Monaco in Venice, Italy.

**VIII. ADJOURNMENT**

Motion to adjourn by Irwin Gilbert, seconded by too many people to count and unanimously approved.

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G. Alan Howard  
Secretary

**EXHIBIT A**

**LIST OF ATTENDEES**

<b>Philip Alan Bates</b>	<b>Mindy Mora</b>
<b>Doug Bates</b>	<b>Michael Higer</b>
<b>Stephen H. Busey</b>	<b>Jennifer L. Morando</b>
<b>Leyza F. Blanco</b>	<b>James Burton Murphy, Jr.</b>
<b>Jay Brown</b>	<b>Stephen E. Nagin</b>
<b>Prof. Joan R. Bullock</b>	<b>Mark Nichols</b>
<b>Jason Burnett</b>	<b>Greg Coleman</b>
<b>Robert Paul Charbonneau</b>	<b>Hon. John K. Olson</b>
<b>Michael Bruce Chesal</b>	<b>Paul L. Orshan</b>
<b>Louis T.M. Conti</b>	<b>Jon Polenberg</b>
<b>Jodi Cooke</b>	<b>Robert Kain</b>
<b>Melanie Emmons Damian</b>	<b>Michael Howard Robbins</b>
<b>Katherine C. Donlon</b>	<b>Christopher Andrew Roy</b>
<b>Manuel Farach</b>	<b>Stefan A. Rubin</b>
<b>Hon. Gill S. Freeman</b>	<b>Marsha G. Rydberg</b>
<b>Irwin R. Gilbert</b>	<b>Bradley Mitchell Saxton</b>
<b>Paige A. Greenlee</b>	<b>Zana Scarlett</b>
<b>Jeffrey Hirsch</b>	<b>Phil Schwartz</b>
<b>Rick Gross</b>	<b>Lynn Sherman</b>
<b>G. Alan Howard</b>	<b>Hon. Thomas Benton Smith</b>
<b>Amir Isaiah</b>	<b>Doug Cherry</b>
<b>Hon. Laurel Myerson Isicoff</b>	<b>Mark Stein</b>
<b>Philip Kabler</b>	<b>Gary Teblum</b>
<b>Larry Kunin</b>	<b>Cherine Smith Valbrun</b>
<b>Russell Landy</b>	<b>Peter Valori</b>
<b>Hon. Edward LaRose</b>	<b>Hon. William Van Nortwick, Jr.</b>
<b>Stephanie Crane Lieb</b>	<b>Lori Vaughan</b>
<b>Xinning Shirley Liu</b>	<b>Dineen Wasyluk</b>
<b>Hal Litchford</b>	<b>Diane Noller Wells</b>
<b>Stephen Mahle</b>	<b>Hon. Michael G. Williamson</b>
<b>Kimra Denise Major-Morris</b>	<b>Mark Wolfson</b>
<b>Hon. Catherine Peek McEwen</b>	<b>Don Workman</b>
<b>Thomas M. Messana</b>	<b>Michel Weisz</b>
<b>John Emmanuel</b>	<b>Greg Yadley</b>
<b>Greg Black</b>	<b>Bill Wiley</b>
	<b>Aimee Diaz Lyon</b>

	11-12 Actual	12-13 Actual	13-14 Budget	13-14 Projected Actual	14-15 Proposed Budget
<b>Business Law Revenue</b>	316,238	336,509	326,291	302,092	300,854
<b>Dues</b>	166,283	168,923	175,000	173,000	173,250
31431 Dues	243,620	247,005	253,000	253,000	253,000
31432 Affiliate Dues	2,530	2,110	2,500	2,500	2,500
31433 Dues-Retained TFB Ge	(79,867)	(80,192)	(80,500)	(82,500)	(82,250)
<b>Revenue</b>	149,955	167,586	151,291	129,092	127,604
31435 Admin Fee Adj	6,204	0	0	0	0
32191 CLE Courses	96,223	63,762	70,000	70,000	70,000
32293 Section Differential	19,309	17,710	9,625	13,750	13,750
35003 Ticket Events	2,014	2,647	3,000	3,000	3,000
35208 Journal Sponsor	9,000	0	2,500	0	0
35601 Bankruptcy Judge Rec	0	2,151	5,500	2,500	2,500
35606 Judl Liaison Dinner	0	21,241	20,000	30,000	30,000
35721 Retreat/Registration	23,815	34,755	25,000	0	0
38499 Investment Allocatio	(6,610)	25,285	15,666	9,842	8,354
39999 Miscellaneous	0	35	0	0	0
<b>Business Law Expense</b>	232,351	315,071	314,161	319,903	375,637
71001 Telephone/Direct	1,182	641	760	760	760
71005 Internet Charges	237	429	700	700	700
51101 Employee Travel	5,131	5,437	3,881	3,881	4,146
36998 Credit Card Fees	511	817	900	900	900
81411 Promotional Printing	0	186	0	0	0
84001 Postage	172	445	400	600	600
84002 Printing	48	188	350	350	350
84007 Membership	750	564	4,500	4,500	4,500
84009 Supplies	132	127	150	500	500
84010 Photocopying	71	230	250	250	250
84014 Journal Printing	0	16,881	0	0	0
84040 Judges Trav Annl Mtg	0	7,363	7,000	7,000	8,000
84041 Judges Trav Napl Ret	0	17,063	10,000	22,000	20,000
84042 Judges Trav Sprg Ret	0	14,487	15,000	15,000	15,000
84043 Judges Trav Fall Mtg	0	2,864	5,000	5,000	5,000
84044 Judl Liaison Dinner	0	32,123	20,000	30,000	30,000
84052 Meeting Travel Expen	28,129	6,717	8,000	8,000	8,000
84054 CLE Speaker Expense	0	1,829	2,000	2,000	2,000
84101 Committee Expenses	6,662	6,153	10,000	10,000	10,000
84107 Diversity Initiative	2,800	3,976	25,000	25,000	25,000
84201 Board Or Council Mee	43,707	83,598	40,000	12,000	40,000
84202 Annual Meeting	11,838	8,981	12,000	12,000	12,000

	11-12 Actual	12-13 Actual	13-14 Budget	13-14 Projected Actual	14-15 Proposed Budget
84204 Midyear Meeting	0	0	10,000	10,000	10,000
84205 Section Service Prog	0	0	0	0	0
84216 Strategic Planning	0	0	2,000	2,000	2,000
84264 Social Media & Other	0	0	10,000	10,000	10,000
84282 Law School Program	0	0	500	500	500
84301 Awards	4,340	2,398	4,000	4,000	4,000
84330 Leadrshp Acad Contr	0	0	0	14,000	10,000
84422 Website	12,917	17,236	15,000	15,000	15,000
84501 Legislative Consulta	75,000	75,000	75,000	80,000	80,000
84701 Council Of Sections	0	0	300	300	300
84914 Bkrpcy Pro Bono Dona	0	0	10,000	10,000	10,000
84991 Special Projects	500	286	2,500	2,250	2,250
84998 Operating Reserve	0	0	13,378	0	34,149
84999 Miscellaneous	0	0	100	100	300
85085 Comp Book Expense	28,882	0	0	0	0
88315 Bad Debt Exp	0	70	0	0	0
<b>Admin &amp; Internal Svcs</b>	9,342	8,982	5,492	11,312	9,432
<b>Beginning Fund Balance</b>	418,075	501,523	522,186	492,094	417,724
<b>Business Law Retreat Revenue</b>	193,151	207,833	167,000	201,775	215,000
<b>Revenue</b>	193,151	207,833	167,000	201,775	215,000
35201 Sponsorships	110,750	104,500	80,000	112,000	115,000
35604 Sections Registratio	82,401	103,333	87,000	89,775	100,000
<b>Business Law Retreat Expense</b>	193,585	232,827	210,034	258,334	251,425
61201 Equipment Rental	11,121	15,568	15,000	16,994	15,000
51101 Employee Travel	84	2,262	2,232	1,882	2,225
36998 Credit Card Fees	1,995	1,988	2,000	1,892	2,000
81411 Promotional Printing	0	467	500	500	500
84001 Postage	82	234	150	800	800
84002 Printing	328	77	350	1,697	1,500
84009 Supplies	221	92	100	100	100
84010 Photocopying	72	0	200	200	200
84041 Judges Trav Napl Ret				0	20,000
84052 Meeting Travel Expen	12,209	0	0	0	0
84061 Reception	29,298	39,876	30,000	56,574	45,000
84062 Luncheons	7,701	10,007	10,000	8,171	8,000
84063 Family Dinner	88,732	108,537	100,000	102,103	100,000
84237 Entertainment Expens	13,332	17,424	15,000	29,094	20,000
84999 Miscellaneous	362	533	600	249	600
88265 Refreshment Breaks	2,907	7,981	8,000	8,969	9,000



	11-12 Actual	12-13 Actual	13-14 Budget	13-14 Projected Actual	14-15 Proposed Budget
88269 Breakfast	24,709	26,421	25,000	23,535	25,000
<b>Admin &amp; Internal Svcs</b>	432	1,360	902	5,500	1,400

**MEMORANDUM**

**FROM:** Philip B. Schwartz  
**TO:** Members of the Executive Council of the Business Law Section  
**DATE:** August 25, 2014  
**RE:** Report of the Bylaws Revision Task Force

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Ladies and Gentlemen:

As you know, last year Section leadership organized a task force to consider proposed revisions to the Section's bylaws in an effort to modernize the bylaws in light of the manner in which the Section, its committees, leadership, and executive council, currently operate. The task force consists of the undersigned (chair), Greg Yadley, Diane Wells, Judge Van Nortwick, Doug Bates and Melanie Damian.

Over the last few months, the task force has met extensively and is pleased to present for your consideration an exposure draft of proposed amended and restated Section bylaws. In that regard, attached please find the following:

1. A clean copy of the exposure draft of the proposed amended and restated Section bylaws; and
2. A copy of the exposure draft of the proposed amended and restated Section bylaws marked against the current bylaws of the Section.

The task force will formally present the attached exposure draft to the executive council at its upcoming meeting. Thereafter, we will have a 30-day comment period during which executive council members will have the opportunity to provide the task force with their comments regarding the proposed exposure draft of the amended and restated Section bylaws. After completion of the comment period, the task force will meet again to consider any comments received before it finalizes its proposal and submits a final version of proposed amended and restated Section bylaws to the executive council for its formal approval.

We look forward to receiving your comments on the exposure draft of the amended and restated Section bylaws. If you have any questions, please feel free to give me a call.

Phil Schwartz

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

**ARTICLE I  
NAME AND PURPOSES**

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

**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 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 transactional lawyer or a litigator, and among practicing lawyers and members of the State and Federal judiciary;

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

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

(f) to enhance the sense of professionalism and satisfaction, 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 1. Regular Member Eligibility.** Any member in good standing, and any "law faculty affiliate" (under Rule 1-3.9), of 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 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. 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;
- 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) 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 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 (c) 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, 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 (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.

(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.

**Section 3. Administrative Year.** The administrative year of the Section shall run concurrently with the administrative year of The Florida Bar.

**Section 4. Annual Dues.** The annual dues shall be in an amount fixed 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 member, dues shall be payable thereafter in advance of each membership year. Any member whose dues are in arrears for a period of three months shall thereupon cease to be a member of the Section.

**ARTICLE III  
OFFICERS AND EXECUTIVE COMMITTEE**

**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 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 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 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 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. 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 meeting of The Florida Bar at which the election as chair-elect occurred and ending at the conclusion of the next annual meeting when the chair-elect becomes chair.

(c) *Secretary and Treasurer.* The term of office of the secretary and 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 election to the office of secretary and treasurer and ending at the conclusion of the next annual meeting.

**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 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 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 of the executive council. The executive committee shall also:

**EXPOSURE DRAFT DATED AUGUST 25, 2014**

- 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.

Any action taken by the executive committee on behalf of the executive council shall be reported to the executive council at its next meeting.

**ARTICLE IV  
EXECUTIVE COUNCIL**

**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 2. Membership.** The membership of the executive council shall consist of:

- A. the members of the executive committee;
- B. the chairs and one vice-chair of each substantive law committee of the Section;
- C. the chairs 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 \_\_\_\_ of the liaisons between the Section and other organizations who are selected in the manner set forth in Article V, Section 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 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. 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

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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 1. Committees and Task Forces.** The Section's committees 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 a list of all committees and task forces of the Section then established and a brief description of the role played by each such committee and task force.

**Section 2. Functions and Responsibilities of Committees and Task Forces.** Committees 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.

**Section 3. Organization of Committees and Task Forces.** The chairs and vice-chairs of each committee 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 may be reappointed for additional one year terms.

**Section 4. Change in Committee Structure.** Subject to the procedures set forth in and the requisite vote required by Section 1 above, the executive council may abolish any committee of the Section, merge any two or more committees of the Section or create any new committee of the Section without amendment to these bylaws. Proposed changes of Committee 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. 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 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.

**Section 6. Legislation Committee.** The legislation committee shall oversee the Section's legislative activities. The legislation committee shall be composed of at least seven (7) and no more than 15 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.

**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 members of the long range planning committee.

**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 MEETINGS

**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 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

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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, 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 approval of 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.
- C. The date and location of each regular in-person meeting of the executive council shall be fixed by the executive committee at least 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 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.
- E. Members of the executive council in attendance, whether in person or by written proxy, shall constitute a quorum for any regular or special meeting and an 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 legislative, administrative or judicial positions of the Section, changes in the designation of Section committees and task forces, and amendments to these bylaws, may only be approved at meetings of the executive council at which more than a majority of the then serving members of the executive council are present.

**Section 3. Committees.** The chair of each committee of the Section may call a meeting of such committee at such times and at such places and upon such notice as the chair of such committee deems desirable.

**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.

## 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 and shall be published 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 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 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 2. Financial Obligations.** Before payment, all financial obligations must first be approved in the manner specified by the executive council.

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

**EXPOSURE DRAFT DATED AUGUST 25, 2014**

**Section 5. Effective Date.** These Amended and Restated Bylaws were adopted by the executive council on \_\_\_\_\_, 2015. They were approved by the Board of Governors and became effective on \_\_\_\_\_, 2015.

AMENDED AND RESTATED BYLAWS OF THE  
BUSINESS LAW SECTION

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

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

**Section 2. Purposes.** The purposes of the ~~section~~Section are as follows:

(a) to provide an organization within The Florida Bar ~~open to all~~for discussion and interaction between Section members in good standing of The Florida Bar who have a common interest in corporation, banking, business, and related areas of law; who deal with issues of "business law" (including, without limitation, such substantive areas as corporations, limited liability companies and other alternative entities, securities, bankruptcy, banking, franchise, antitrust, intellectual property and computer law), and involving both business transactions and business disputes;

(b) to provide a forum for discussion and exchange of ideas leading to the improvement of ~~the laws relating to corporation, financial institutions, business, and related areas of law including, but not limited to, the substantive areas of the law within the purview of the committees of the section~~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 transactional lawyer or a litigator, and among practicing lawyers and members of the State and Federal judiciary;

(d) ~~(e)~~to provide education and professional development in the substantive areas of ~~the business~~ law ~~that are within~~practiced by the ~~purview~~members of the ~~committees of the section~~Section, and to enhance business law education generally; ~~and~~

(e) ~~(d)~~to ~~propose and comment upon~~legislation and regulations ~~in the substantive areas of law that are within the purview of the committees of the section~~.enhance the administration of justice and for the improvement of the legal profession;

(f) to enhance the sense of professionalism and satisfaction, 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 1. Regular Member Eligibility.** Any member in good standing, and any “law faculty affiliate” (under Rule 1-3.9), of The Florida Bar interested in the purposes of the ~~section~~Section is eligible ~~for membership to be a regular member of the Section,~~ upon application and payment of the ~~section~~Section's annual dues. Any regular member who ceases to be a member in good standing of The Florida Bar (or ceases to have “law faculty affiliate” status) shall no longer be a ~~member of the section~~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. Affiliate Membership Eligibility.**

(a) ~~Section 2. Affiliate Members Eligibility.~~ The executive council of the Section may enroll, upon request and payment of the prescribed dues, as affiliate members of the ~~section~~Section, other persons who have an interest in and intent to make a contribution to the ~~section~~Section's activities as defined herein. The purpose of affiliate membership is to foster and promote the development and communication of information concerning business law, but not to encourage the unlicensed practice of law. The number of ~~affiliates~~affiliate members shall not exceed one-third of the ~~section~~Section's membership. An affiliate member shall be ~~and an~~ affiliate of this ~~section~~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) ~~(a)~~ To qualify as an ~~"affiliate" or "~~affiliate member of the Section," a person must either:

- 1) hold a Juris Doctor degree from an accredited law school and be employed full time as a professor of law at an accredited law school;
- 2) be an "authorized house counsel" pursuant to chapter 17 of the Rules Regulating The Florida Bar;
- 3) be ~~duly~~ admitted to practice law and in good standing under the laws of any state or territory of the United States or the District of Columbia or under the laws of any foreign nation;
- 4) be a student currently enrolled in an accredited law school; ~~or~~
- 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) 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 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 (c) below.

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

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

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

**Section 4. Annual Dues.** The annual dues shall be in an amount fixed by the executive council and approved by the Board of Governors of The Florida Bar. There shall be no proration  
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of annual dues. Upon becoming a member, dues shall be payable thereafter in advance of each membership year. Any member whose dues are in arrears for a period of ~~3~~three months shall thereupon cease to be a member of the ~~section~~Section.

**ARTICLE III**  
**OFFICERS AND EXECUTIVE COMMITTEE**

**Section 1. Selection of Officers.** The officers of the ~~section~~Section shall be a chair, a chair-elect ~~and~~, a secretary ~~- and a~~ treasurer. The chair-elect shall become chair in the manner provided by these bylaws. The chair-elect ~~and~~, the secretary ~~- and the~~ treasurer shall be elected at the annual meeting of the ~~section~~Section each year in the manner provided by these bylaws. The chair shall, during January of each year, appoint a nominating committee consisting of ~~3~~not less than three (3) members of the long range planning committee, which nominating committee shall nominate then-active regular members of the ~~section~~Section for ~~each of~~ the offices of chair-elect ~~and~~, secretary ~~- and~~ treasurer. Other nominations may be made by any ten (10) regular members in good standing of the ~~section~~Section who shall file with the secretary ~~-treasurer of the section~~ at least 30 days prior to the annual meeting a petition setting forth the name of any such nominee, and the secretary ~~-treasurer of the section~~ shall forthwith notify the other officers of the ~~section~~Section of such nomination. At the election held at the annual meeting of the ~~section~~Section, nominations for the office of chair-elect ~~and the~~, secretary ~~- and~~ treasurer shall not be permitted unless the nomination shall have been made in the manner herein provided.

**Section 2. Duties of Officers.**

(a) *Chair.* The chair shall preside at all meetings of the ~~section~~Section and at all meetings of the executive committee and the executive council of the ~~section~~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 ~~each committee of the section~~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 ~~each committee~~all committees of the ~~section~~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 ~~secretary~~-treasurer shall have the responsibility of accounting for all funds of the ~~section~~Section, shall approve all disbursements and shall prepare financial statements, ~~shall keep the permanent files and records of the section, including minutes of meetings of the section and of the executive council, and shall keep the various committee reports,~~ except to the extent such services ~~as~~ are performed by staff members of The Florida Bar. ~~The secretary-~~The treasurer shall have oversight responsibility for the Section committees 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 of ~~both~~-the chair and the chair-elect~~-to serve~~; *provided, however,* that in the event of temporary disability or absence of the chair and the chair-elect to so serve, the ~~secretary~~-treasurer shall serve only for the duration of the disability or absence.

### **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 meeting of The Florida Bar at which the election as chair-elect occurred and ending at the conclusion of the next annual meeting when the chair-elect becomes chair.

(c) *Secretary-and Treasurer.* The term of office of the secretary-and 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 election to the office of secretary-and treasurer and ending at the conclusion of the next annual meeting.

**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~~and~~, secretary-and treasurer, which vacancies shall be filled in the manner provided by these bylaws. In the event that the offices of chair, chair-elect~~or~~, secretary-or treasurer become vacant, then the executive ~~council~~committee shall ~~fill such vacancy from among its~~propose members ~~for of the Section to fill~~ the unexpired term, subject to approval by the executive council of the Section, and at the next annual meeting of the ~~section~~Section such vacancies shall be filled in the manner provided for in these bylaws.

**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 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

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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 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.

Any action taken by the executive committee on behalf of the executive council shall be reported to the executive council at its next meeting.

#### **ARTICLE IV EXECUTIVE COUNCIL**

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

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

- A. the members of the executive committee;
- B. the chairs and one vice-chair of each substantive law committee of the Section;
- C. the chairs 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 \_\_\_\_\_ of the liaisons between the Section and other organizations who are selected in the manner set forth in Article V, Section 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 3. Term of Office.** ~~Except as provided in Article V, Section 6, each~~Each member of the executive council shall serve a term of ~~1~~one year. Members of the executive council may be reappointed for ~~1~~one or more additional ~~1~~one-year terms.

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

## ARTICLE V COMMITTEES

**Section 1. Committees and Task Forces.** The ~~section=~~Section's committees shall ~~include~~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: ~~budget, legislation, continuing legal education/programs,~~ long range planning, budget and communications. ~~The committees shall also include those that the executive council establishes from time to time in accordance with section 4 of this article. The section shall at least annually~~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 a list of all committees and task forces of the Section then established and a brief description of the role played by each such committee and task force.

**Section 2. Functions and Responsibilities of Committees.** ~~The committees and Task Forces.~~ Committees of the Section shall have responsibility for the subject matter indicated by their respective names, ~~and the committees shall have such further responsibilities as the executive council or the chair of the section may assign~~ and/or for 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.

**Section 3. Organization of Committees and Task Forces.** The chairs and vice-chairs of each committee of the ~~committees~~Section shall be appointed by the chair-elect of the ~~section with the concurrence of the chair-elect and the secretary-treasurer. The retiring committee chairs shall deliver to the secretary-treasurer the permanent committee files and records and the secretary-treasurer shall arrange for the delivery of such files and records to the incoming committee chairs.~~Section (with the approval and concurrence of the executive committee) for the upcoming administrative year. Chairs and vice chairs of Section committees may be reappointed for additional one year terms.

**Section 4. Change in Committee Structure.** ~~The~~Subject to the procedures set forth in and the requisite vote required by Section 1 above, the executive council may abolish any committee of the ~~section~~Section, merge any ~~two~~ or more committees of the ~~section~~Section or create any new committee ~~in its discretion at~~of the Section ~~without amendment to these bylaws.~~ Proposed changes of Committee structure shall be included in the notice of any meeting of the executive council ~~without amendment to these bylaws~~at which any such changes are to be considered.

**Section 5. Liaisons.** ~~From time to time the chair of the section~~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 ~~a liaison with~~liaisons for the upcoming administrative year. Liaisons may be appointed with any section, committee, subcommittee or other entity of the American Bar Association ~~or, The Florida Bar or any other legal organization (i.e. bar organizations),~~ with any or all of the public and private law schools in the state of Florida (i.e., faculty liaisons), or ~~with~~ any or all of the federal or state courts of Florida (i.e., judicial liaisons). The ~~chair~~executive council, upon the recommendation of the ~~section~~executive committee, may abolish any such designation or make new designations without amendment to these bylaws. ~~Any persons designated as a liaison shall be voting members (except to the extent prohibited or limited by any federal or state statute, regulation or rule) of the executive council~~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 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.

**Section 6. Legislation Committee.** The legislation committee shall oversee the Section's legislative activities. The legislation committee shall be composed of at least ~~3~~seven (7) and no more than ~~9~~15 regular members of the Section appointed by the chair-elect of the ~~section and approved by the executive council. Members shall serve a term of 2 years, with such terms being staggered so that approximately one half of such members are appointed each year.~~Section (with the approval and concurrence of the executive committee) for the next administrative year.

**Section 7. Long Range Planning Committee.** The ~~persons eligible for membership on~~long range planning committee shall perform such tasks as are requested by the executive

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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 are: (a) past shall consist of former chairs of the section; and (b) affiliate Section who wish to serve on the long range planning committee and such other members of the Section with more than 5ten years of distinguished service on the executive council who are nominated for appointment to the long range planning committee by the chair-elect and (with the approval and concurrence of the executive committee) and are approved for service on the long range planning committee by both the executive council and a majority of the members of the long range planning committee.

**Section 8. Budget Committee.** The budget committee shall be responsible for overseeing preparation and implementation of the ~~section=~~Section's budget and for providing oversight of the Section's financial performance. The ~~secretary~~-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 ~~of the section~~-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 1. The Section.** The annual meeting of the ~~section~~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~~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 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, 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 approval of more than a majority of the members then serving on the executive council, and if an action is so taken by

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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.

- C. The date and location of each regular in-person meeting of the executive council shall be fixed by the executive committee at least 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 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.
- E. ~~Section 2. Executive Council. Each new executive council shall hold its organizational meeting during the annual meeting of The Florida Bar. The executive council shall meet as directed by the chair of the section; provided, however, that there shall be at least 2 other regular meetings between each annual meeting. The business of the executive council may be conducted between its meetings by correspondence, telephone, facsimile or other electronic means to the extent authorized by the chair. The date and location of each such regular meeting shall be fixed by the executive council at least 14 days prior to the date thereof. Special meetings of the executive council shall be held at such times and such places as the chair may designate by written notice to each member of the executive council at least 14 days prior thereto. It is the policy of the section that such meetings be held in places to best serve the travel convenience of the greatest number of executive council members. At such meetings the written proxy of any member shall be recognized and may be voted by the holder therein designated.~~ Members of the executive council in attendance, whether in person or by written proxy, shall constitute a quorum for any regular or special meeting and an affirmative vote of the majority of those present in person or by written proxy ~~constitutes~~shall constitute the act of the executive council and shall be binding. ~~The executive committee may meet and/or take action for the executive council as provided in Article IV, Section 1 of these bylaws.~~ Notwithstanding the foregoing, consideration of legislative, administrative or judicial positions of the Section, changes in the designation of Section committees and task forces, and amendments to these bylaws, may only be approved at meetings of the executive



council at which more than a majority of the then serving members of the executive council are present.

**Section 3. Committees.** The chair of each committee of the Section may call a meeting of ~~the~~such committee at such times and at such places and upon such notice as the chair of such committee deems desirable.

**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.

## ARTICLE VII AMENDMENTS

These bylaws may be amended at any duly called meeting of the executive council (~~but not~~by the affirmative vote of more than a majority of the then serving members of the executive committee)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 and shall be published 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 1. Action of The Florida Bar.** No action of the ~~section~~Section shall be represented or construed as the action of The Florida Bar until the same has been approved by The Florida Bar. All recommendations of the ~~section~~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 2. Financial Obligations.** Before payment, all financial obligations must first be approved in the manner specified by the executive council.

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

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

**Section 5. Effective Date.** These Amended and Restated Bylaws were adopted by the executive council on \_\_\_\_\_, 2015. They were approved by the Board of Governors and became effective on \_\_\_\_\_, 2015.