

BYLAWS OF JOSIAH T. WALLS BAR ASSOCIATION

Article I. General

Section 1. Name. This non-profit corporation, existing under the laws of the State of Florida, has been named and designated as "Josiah T. Walls Bar Association, Inc." ("Association").

Section 2. Purposes. The Association's purposes are fixed and established by the Articles of Incorporation of the Association.

Section 3. Mission. The Association's mission is to assist attorneys in the practice of law and to promote attorney involvement in the community, including but not limited to (1) education, (2) resource networking, (3) mentoring, and (4) community outreach.

Article II. Membership

Section 1. Eligibility Requirements. Any qualified person may apply to become a member of the Association by requesting a membership application from the Secretary. The applicant will become a member of the Association upon (1) filing a completed application with the Secretary and (2) paying annual dues.

Section 2. Types of Membership. (a) Voting members. This category of membership shall be open to each active member in good standing of the Florida Bar who resides or regularly practices in the Eighth, Third, and Fifth Judicial Circuits of Florida, and to any dean or faculty member of the University of Florida Levin College of Law. An active member is someone who has an application on file and whose dues are current. Voting members present at any meeting shall be entitled to cast one vote.

(b) Nonvoting members. This Category of membership shall be open to any actively matriculating law student or graduate of an ABA accredited Law School who has not yet been admitted to the Florida Bar.

(c) Young Lawyers Division. The Association shall have a Young Lawyers Division ("YLD") for members who meet the criteria for the Young Lawyers Division of the Florida Bar. Active

members under age 36 or active members who have been practicing for less than 5 years (in any jurisdiction) are eligible for membership in the JTW- YLD. Separate dues are not required.

Article III. Officers and Board of Directors; Duties

Section 1. President. The President shall provide leadership in the accomplishment of the mission and purposes of the Association and have the following duties: (1) the President shall conduct and preside at all meetings of the Association and the Board of Directors; (2) the President shall be a member of the Board of Directors; (3) the President shall appoint officers and members of the Board of Directors in the event of a vacancy; (4) the President shall appoint committee heads, and (5) the President shall, at the Association's annual meeting, in writing, make such report of the activities and other matters of the Association during the preceding year as he or she deems desirable and in such report shall make recommendations for future action of the Association as he or she determines to be in its best interest.

Section 2. President-Elect. The President-Elect shall assume the office of the President in the event the President is incapable of serving the remainder of his or her term; act in a representative capacity for the President; appear at events in the President's absence; head committee meetings; and shadow the President to assume the President's office for the next term.

Section 3. Secretary. The Secretary shall be the custodian of the records, papers, and files of the Association, and shall be responsible for recording the actions and decisions taken by the membership and the officers at any meeting. The Secretary shall also maintain a current membership roll, take attendance at meetings, and perform such other duties as generally pertain to this office.

Section 4. Treasurer. The Treasurer shall collect all dues, receive all monies and disburse the same upon the order of the proper officers; keep a correct account of the same; prepare an annual report of the finances and at such other times as the Association may require, and perform such other duties as generally pertain to this office.

Section 5. Historian. The Historian shall keep a record of programs and activities that are hosted and sponsored by the Association, and shall have other duties as may be assigned by the Board of Directors.

Section 6. Board of Directors. (a) Structure and duties. The Board of Directors ("Board") shall be the governing body of the Association. The Board shall consist of the President; President-Elect; Secretary; Treasurer; Historian; the immediate past President; two members from the general body, and one student member. These offices and members shall be elected at the Association's annual meeting. All members of the Board, except the student member, shall be voting members as defined in Section 2(a). Whenever possible at least one Board member shall reside or regularly practice in the Third Circuit, and one Board member shall reside or regularly practice in the Fifth Circuit. The Board shall have the power and duty to fully administer these By-Laws.

(b) Meetings. The Board shall meet when called by the President or in the President's absence by the President-Elect, or by any three members of the Board. Three days notice shall be given for the meeting. Special meetings of the Board may be held by unanimous consent of the Board upon 24 hours written notice.

(c) Quorum. A majority of those present at any regular or special meeting of the Board shall constitute a quorum for the transaction of business.

(d) Attendance. Board members shall attend all regular and special meetings unless the absence has been previously approved by the President. Any Board member with two consecutive unexcused absences within a six month period shall be deemed to have constructively resigned from the Board.

Article IV. Election

The Officers and Board of Directors shall be elected by the voting members of the Association at its annual meeting. Such elections shall be by ballot unless a motion to waive this provision carries. The election shall be effective immediately. Officers and Board members shall serve until their successors are elected.

Article V. Meeting

Section 1. Annual Meeting. The Association's regular annual meeting shall be held in May or June.

Section 2. Special Meeting. A special meeting of the Association may be called at anytime by the President, or *in* the President's absence, the President-Elect, or by a majority of the Board of Directors, or when requested in writing by ten members of the Association.

Section 3. Notice of Meeting. Notice of the time and place of the annual and special meetings shall be announced to each member not less than three days before the date of said meeting.

Section 4. Quorum. A quorum for the transaction of business at any such meeting shall consist of five; but the members present at any meeting, though less than a quorum, may adjourn the meeting to a future time.

Section 5. Conduct of meeting. The Association's meetings shall follow the Rules of Parliamentary Procedure according to either Robert's Rules of Order or the Standard Code of Parliamentary Procedure by Alice Sturgis.

Article VI. Dues; Reimbursement; and Fiscal Year

Section 1. Dues. On or before August 31st of each year, members of the Association shall pay annual dues in the amount fixed by the Board, and shall file with the Treasurer a statement setting forth his or her business or residence address and any other information that may be required by the Board. The Treasurer shall provide members with a statement of annual dues. Annual dues may be adjusted by the Board at any regular or special meeting called for that purpose. Any member in arrears for payment of dues will automatically become a nonvoting member as defined in Article II section 2(b).

Section 2. Reimbursement. Goods or services purchased on behalf of the Association will be reimbursed pursuant to this section. Requests for reimbursement must be in writing, accompanied by supporting documentation/receipts, and made within in 90 days from the date of the expense. The President and Treasurer shall have authority to approve reimbursement requests. In no event shall any member reimburse her or himself for any expense. Members may also complete a check request instead of seeking reimbursement.

Section 3. Fiscal Year. The Association's fiscal year shall run from July 1st of each year to June 30th of the next calendar year.

Article VII. Amending Bylaws

The Association's Bylaws shall only be amended by the affirmative vote of seventy-five percent of the active members as defined in Article II section 2(a). Notice of any proposed amendment shall be submitted in writing or electronically to all active members not less than fifteen days before the meeting at which such amendments are to be considered.

DULY AMENDED and ADOPTED this 26 day of September 2011.

Meshow Rawles

President

Justin J. Hayes

Secretary