

BYLAWS
OF
SOUTHWEST FLORIDA FEDERAL
COURT BAR ASSOCIATION, INC.

Adopted on September 26, 2017
in Fort Myers, Florida

ARTICLE I. Business Offices

Section 1. Principal Office. The principal office and place of business of the Corporation in the State of Florida shall be in the City of Fort Myers and the County of Lee, or at such other location as the Officers/Board of Directors may from time to time determine. Other offices and places of business may be established from time to time by the Officers/Board of Directors. The corporation shall have such offices as its business may require within the State of Florida.

Section 2. Corporate Seal. The seal of the Corporation shall be inscribed with the name of the Corporation and shall be in a form approved by the Officers/Board of Directors.

ARTICLE II. Registered Office and Registered Agent

Section 1. Registered Office and Registered Agent. The address of the initial registered office address in the State of Florida and the name of the initial registered agent of the Corporation are set forth in the Articles of Incorporation. The Corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however that such designation shall become effective upon the filing of a statement of such change with the Department of State of the State of Florida as is required by law.

ARTICLE III. Members

Section 1. Qualifications. The members of the Corporation (the "Members") shall consist of all persons licensed to practice law and who have completed the application and paid such dues established from time to time by the Officers/Board of Directors.

Section 2. Classes of Members

(a) Regular Members. Any person who possesses the qualifications for active membership in the Corporation as set forth under Article III, Section 1, are eligible for regular membership in the Southwest Florida Federal Court Bar Association (hereinafter "Corporation" or "Association").

(b) Honorary Members. Any person eligible for honorary membership in the Corporation as determined from time to time by the Officers/Board of Directors are eligible for honorary membership in the corporation. Membership will commence upon submission of a completed application for membership. Honorary members are exempt from payment of the annual dues. Honorary members include but are not limited to all members of the federal and state judiciary.

(c) Associate. Any law student actively enrolled in an accredited law school and not admitted to the practice of law before a federal court or a court of record in any of the several states, commonwealths, territories, or possessions of the

United States or in the District of Columbia is eligible to become a law student associate of the Corporation upon completion of an application and payment of appropriate annual dues, which will be discounted. Associates shall not be eligible to vote or hold office in the Association.

Section 3. Application for Membership. Application for membership in the Association shall be made via a method approved by the Officers/Board of Directors of the Corporation. Each application must be accompanied by the dues required by these bylaws.

Section 4. Voting Rights. Each regular and honorary member is entitled one vote on each matter submitted to a vote of the members.

Section 5. Termination of Membership. The Officers/Board of Directors, by affirmative vote of a majority of its members at a regular or special meeting, may expel a member for cause after an appropriate hearing. Notice shall be given to such member and shall include: (i) the intention of the Board to consider and determine whether such member shall be expelled, (ii) the date, time, and place of the meeting, and (iii) the accusations against the member. Such member may appear at the Board meeting and present such evidence or make such arguments as he or she may deem necessary in defense of himself or herself.

Section 6. Right of Appeal. Any member expelled from the Association pursuant to Section 5 above or any officer removed from office shall be notified by registered mail of his or her expulsion or removal and of his or her right to appeal. Such notice shall be sent to the member's or officer's address as it appears on the Association's records. Appeal from the Board of Director's action may be made to the members of the Association by filing notice of appeal with the Secretary within sixty (60) days from notice of such expulsion or removal. Such appeal will be heard at the annual meeting or at a special meeting of the membership to be called for that purpose at the discretion of the Officers/Board of Directors. In either case, a majority vote of the members present is necessary to reverse the action of the Officers/Board of Directors.

Section 7. Suspension of Member. A member whose dues for the fiscal year are unpaid at the expiration of ninety (90) days after the beginning thereof will not be regarded as in good standing and will be dropped from the membership roster. A member who has been dropped for non-payment of dues may be reinstated at any time by payment of the current annual dues.

Section 8. Notice of Pending Suspension. Within sixty (60) days after the beginning of each fiscal year, the Treasurer and/or administrative assistant of the Association shall notify all members whose dues are in arrears of the fact thereof, and that they will be dropped from the membership roster unless their dues are received within thirty (30) days.

Section 9. Exception to Payments of Dues. Notwithstanding Article III Sections 7 and 8 above, all members in the active military or naval service of the United States during a war, who do not request to the contrary, will be exempt from the payment of dues while so engaged; and any veteran or member of the armed service who served the United States, unless discharged other than honorably from the service, may be restored automatically to good standing by payment of dues for the current year assessable against him or her at the time restoration is sought.

Section 10. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 11. Transfer of Membership. Membership in this Association is not transferable or assignable.

ARTICLE IV. Member Meetings

Section 1. Place of Meeting. Regular and annual meetings of the members may be held at any place within the Fort Myers Division designated in the notice of the meeting.

Section 2. Annual Meeting. An annual meeting of the members may be held in the last quarter of each fiscal year of the Corporation at a time and place designated by the Officers/Board of Directors at which meeting an officer shall announce who will be nominated for the treasurer position and transact other business.

Section 3. Regular Meetings. Regular meetings of the members may be held each fiscal year of the Corporation at a time and place within Lee, Collier, Charlotte, Hendry, Glades, or Desoto counties (hereinafter "Fort Myers Division") as designated by the Officers/Board of Directors.

Section 4. Special Meetings. Special meetings of the members may be held when directed by the President or the Board of Directors, or when requested in writing by not less than a quorum of the members entitled to vote at the meetings. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or members requesting the meeting shall designate another person to do so.

Section 5. Notice. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose(s) for the meeting, must be delivered five (5) days before the meeting, unless the nature of the meeting is such that shorter notice cannot be avoided. Notice will be primarily delivered by e-mail, but may be delivered by U.S. mail, hand delivery, or facsimile, at the direction of the President, or his or her designee to each member of the record. Notice provided electronically or by facsimile will be deemed delivered when sent. Notice provided by U.S. mail will be deemed delivered when deposited in the mail.

Section 6. Notice of Adjourned Meetings. When a meeting is adjourned to another time or place, it is not necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjourned meeting that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Officers/Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting must be given as provided in Section 5, above, to each member of record regarding the new date.

Section 7. Waiver of Notice. Whenever notice is required to be given to any member, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance of a person at a meeting constitutes a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the members need be specified in the written waiver of notice.

Section 8. Closing of Records and Fixing Record Date.

(a) For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other purpose, the Officers/Board of Directors may provide that the records shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the records shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten (10) days immediately preceding such meeting.

(b) In lieu of closing the records, the Officers/Board of Directors may fix in advance a date as the record date for any determination of members, such date in any case to be not more than sixty (60) days and, in case of a meeting of members, not less than ten (10) days.

(c) If the records are not closed and no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members the date on which notice of the meeting is delivered shall be the record date for such determination of members.

(d) When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Officers/Board of Directors fixes a new record date for the adjourned meeting.

Section 9. Quorum of Members. A majority of the members entitled to vote constitutes a quorum at a meeting of members. If a quorum is present, the affirmative

vote of a majority of the members represented at the meeting and entitled to vote shall be the act of the members, unless the vote of a greater number or voting by class is required by law or by the Articles of Incorporation or by these bylaws. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for the quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 10. Voting of Members.

(a) Each member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of members.

Section 11. Rules of Order. The rules of order shall consist of (in the order stated):

- (a) The bylaws and Articles of Incorporation of this Corporation;
- (b) Standing resolutions of the members; and
- (c) Robert's Rules of Order, Revised.

ARTICLE V. Board of Directors

Section 1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Officers.

Section 2. Qualification. Directors need not be residents of this state but must be members of this Corporation.

Section 3. Number. This Association shall have up to ten (10) directors on its Board of Directors. The Board of Directors will consist of the officers (President, President-Elect, Secretary, and Treasurer) and up to five (5) non-officer directors.

Section 4. Term.

(a) Each officer will serve for one year in an officer position, with a three-year ascension to President. Each officer will assume the duties of his or her office on October 1 of each year and end the following September 30, or until his or her earlier resignation, removal from office, or death. Each officer is entitled to one (1) vote on each matter submitted to a vote at a Board of Directors meeting.

(b) Each non-officer director on the Board will serve a renewable term of one year for a total of up to four years. A term starts on October 1 and ends the following September 30.

(c) The nomination of candidates for Treasurer and directors may be made by the entire Board of Directors in the last quarter of each fiscal year. And the person who receives a majority vote by the Board of Directors will be selected.

Section 5. Removal of Directors. Any director or the entire Board of Directors are subject to removal in the same manner as officers.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors/Officers, including any vacancy created because of an increase in the number of directors, may be filled by nomination and consensus of the remaining Board of Directors/Officers.

Section 7. Quorum and Voting. A majority of the number of directors fixed by these bylaws constitutes a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which the quorum is present shall be the act of the Board of Directors. Voting may be accomplished in-person, telephonically, or by e-mail. In the event of a tie vote, the vote will fail.

Section 8. Executive Committee

(a) The Executive Committee consists of the immediate past-President and up to five (5) members. The Executive Committee may perform such business of the Corporation, which does not require a vote of the members, in the best interests of this Corporation. New members of the Executive Committee may be added upon the recommendation of the President or any officer, with approval by the Board. The outgoing President shall remain a member of the Executive Committee for a period of one (1) year following the expiration of his or her term of office as President.

(b) Meetings of the Executive Committee may be held on the President's call, or any two members of the Executive Committee's call.

(c) Executive Committee/Officers may have the assistance of an Executive Assistant from time to time as they deem appropriate.

Section 9. Place, Time, Notice, and Call of Meetings.

(a) Regular and special meetings by the Board of Directors, the Executive Committee, or a committee thereof shall be held within the Fort Myers Division.

(b) Regular or special meetings of the Board of Directors shall be held at such times as the Board of Directors fix, and at such other times as called by the President or any two directors. Written notice of the time and place of regular or special meetings of the Board of Directors shall be given to each director primarily via email at least three (3) days before the meeting, unless the nature of the meeting is such that shorter notice cannot be avoided.

(c) Attendance of a director at a meeting constitutes waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

(d) Members of the Board of Directors may participate in a meeting of such Board or any committee thereof by conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI. Officers

Section 1. Officers. The officers of this Corporation shall be selected from the members of this Corporation and shall be as follows and in the order named:

1. President
2. President-Elect
3. Secretary
4. Treasurer

Section 2. Duties. The officers of this Corporation shall have the following duties:

(a) The President shall be the chief executive officer of the Corporation, shall perform such duties as may be required by these bylaws, including but not limited to securing speakers or panels or other appropriate programs, which will carry out the objectives of this corporation as set forth in the Articles of Incorporation with the assistance of the Executive Committee and the Board.

(b) The President-Elect shall perform such duties as are delegated by the President, and shall represent the corporation at other bar association meetings. In the event of the absence or inability to act of the President, the President-Elect shall perform the duties of the President. The President-Elect shall succeed the President at the expiration of the latter's term. The President-Elect shall prepare News & Notes for distribution to membership at times deemed appropriate by the President and President-Elect. The President-Elect shall also work with the President on organizing, coordinating, and developing the Corporation's programs, seminars, and other member events.

(c) The Secretary shall conduct the general correspondence of this Corporation, shall give notice of all meetings as may be required, shall keep a record of the proceedings of the meetings of the Corporation, shall keep a roster of the membership, shall perform such other duties as properly pertain to this office or may be required by the bylaws of this Corporation, shall make all arrangements for the meeting place and food service for all meetings of this Corporation, and

shall propose bylaws amendments as needed. These duties include checking the Association's email accounts and responding appropriately, and checking the post office box routinely.

(d) The Treasurer shall collect and receive all moneys due to the Corporation, shall deposit the same to the credit of the Corporation in such bank as may be designated by it, shall make disbursements therefrom as authorized by at least two officers, shall keep the Secretary informed of the financial standing of each member of this Corporation, shall notify all members on or before the first day of October of each year of the status of their dues for the ensuing year, shall notify all members whose dues are delinquent on or before sixty (60) days after the beginning of each fiscal year of that fact, shall keep an itemized record of all moneys received, by whom paid and for what purpose, shall submit to the corporation membership, whenever requested by it and at the end of each fiscal year, a report in writing itemizing the receipts and disbursements for the year, shall keep all books, vouchers and records available for audit, shall file any necessary tax returns, and shall perform such other duties as properly pertain to the office or as may be required by the bylaws of the Corporation. These include all filings with the Secretary of State.

Section 3. Removal of Officers. Any officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes in the same manner as is prescribed in the Constitution of the Association.

ARTICLE VII. Standing Committees and Court Liaison

Section 1. Standing Committees. The following committees are established as Standing Committees of the Board of Directors with a Director and members from membership at large making up the committee: Marketing/Membership, Programs/Seminars, Naturalization, and Summer Association and Intern Program. The Board of Directors, upon majority vote, has the power to add or remove Standing Committees.

Section 2. Marketing/Membership Standing Committee. Among other duties as set by the Board of Directors, the Marketing/Membership Standing Committee is responsible for encouraging all members of the Association to participate in programs, events, and seminars; recruiting new members; and maintaining communication with the Board of Directors and Executive Committee on matters regarding membership, recruitment and participation in activities.

Section 3. Court Liaison. At all times, the Board of Directors should try to have an individual serve as the Court Liaison to ensure the Board of Directors has a contact with the federal judges. The Court Liaison may or may not be a director/officer on the Board.

ARTICLE VIII. Books and Records

Section 1. Books and Records.

(a) This Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors/Officers, and committees.

(b) The Secretary of this Corporation shall keep a record of its members, giving the names and contact information of all members entitled to vote.

(c) Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Member's Inspection Rights. Any member, upon written demand stating the purpose thereof, shall have the right to examine in person or by agent or attorney, at any reasonable time or times, for any proper purpose its relevant books and records of accounts, minutes, and records of members and to make copies thereof.

Section 3. Fiscal Year. The fiscal year of this Corporation shall commence October 1 and end on September 30 of the following year.

ARTICLE IX. Dues

Section 1. The Board of Directors shall have power to levy, assess and collect, and provide for the collection of, dues or assessments in accordance with these bylaws. The Treasurer shall collect such dues in accordance with the amount levied and assessed by the Board of Directors for that fiscal year.

ARTICLE X. Amendment

Section 1. Power to Amend. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the majority of the Officers, and/or at any regular or special meeting of the membership by a majority of the members entitled to vote at the meeting, provided that a quorum is present and ten (10) days' prior written notice has been given of the purpose of the meeting.

Section 2. Requisites for Amendment by Members. These bylaws may be amended or repealed, wholly or in part, by a majority of the members entitled to vote thereon, provided a quorum is present, at any members meeting, if notice of the proposed action was included in the notice of the meeting or is waived in writing by a majority of the members entitled to vote thereon.

ARTICLE XI. Indemnification of Directors and Officers

Section 1. Indemnification of Officers and Directors. This Corporation shall indemnify each of its directors and officers and former directors and officers to the full extent permissible under law. Any such director or officer shall be entitled to indemnification by the Corporation in any action, suit, or proceeding resulting by reason of the fact that he or she is or was a director or officer of this Corporation or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The determination of whether the applicable standard has been met shall be made by: (i) the majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceedings; (ii) the written opinion of independent legal counsel, if a quorum of disinterested directors so directs or is not obtainable; or (iii) the majority vote of a quorum consisting of members who are not parties to the action, suit, or proceedings.