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**BY-LAWS**

**OF**

**GEORGE EDGECOMB BAR ASSOCIATION, INC.**

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**ARTICLE I  
NAME AND PURPOSES**

SECTION 1.           Name

The name of this corporation shall be the GEORGE EDGECOMB BAR ASSOCIATION, INC.

SECTION 2.           Purposes

The purposes of this corporation shall be to promote and recognize the contributions of African Americans within the legal profession and judiciary; advance the science of jurisprudence; uphold the honor and integrity of the legal profession; improve the administration of justice; disseminate legal knowledge to all members of the community and, particularly, to African Americans; and improve professional relations among members of the Bar, the Judiciary and the public.

**ARTICLE II  
MEMBERSHIP**

SECTION 1.           Eligibility

Any person admitted to practice law in any state in the U.S. or its territories, and who is in good standing with any state or territorial Bar, and who resides in or maintains a law office or who is employed in either Hillsborough, Pasco, Pinellas, Polk, Manatee, Sarasota or DeSoto County, Florida, and who shall support the purposes of the corporation, shall be eligible to apply for regular membership.

SECTION 2.           Types of Membership

a.     Regular Member. Any person who meets the eligibility requirements of membership, who complies with the admission requirements for membership, and who is approved by the board of directors shall become a regular member.

b.     Honorary Member. Any lawyer or Judge of any jurisdiction, who by reason of high accomplishment or major contribution to the profession, and who upon recommendation of the Board and approval by a two-thirds (2/3) vote of the members, shall be admitted as an Honorary member of this corporation. Honorary members shall be granted all rights and privileges as a regular member EXCEPT the right to vote and to hold office; said Honorary Members shall be exempt from the payment of dues and assessment of fees.

c.     Associate Member. Any person currently enrolled in or graduated from any law school recognized by the Board of the George Edgecomb Bar Association, Inc., and who resides

or intends to reside or be employed in the areas specified in Article II, Section 1, and who pays an annual fee to be determined by this corporation shall be admitted and enjoy all rights, privileges and responsibilities as regular members except the right to hold office in this corporation. Associate membership shall be available until admittance to any State Bar is obtained.

SECTION 3.           Admission For Regular Membership

Any person who meets the eligibility requirements and is approved by the Board of Directors and who makes payment in full of all current annual membership dues and fees shall be admitted to regular membership in this corporation with all the rights, privileges and responsibilities pertaining thereto, including but not limited to the right to hold any office within the corporation and the right to vote on all matters of the corporation.

SECTION 4.           Selection of Members

a.       Any person desiring membership in the corporation shall submit to the Secretary of the corporation a signed application on a form approved by the Board of Directors. Each application shall be considered by the Board of Directors and shall be approved or disapproved.

b.       The decision of the board of directors shall be announced at the next general meeting of the membership and shall be final unless a member voices opposition at that time. The member in opposition shall have until the next general corporation meeting to obtain the signatures of two-thirds of the total membership who also oppose the board's decision, in order to reverse it.

SECTION 5.           Powers of Membership

The members shall have the powers conferred upon members by these Bylaws. They shall also have the power to amend the Bylaws of the Corporation as provided for in Article XII of these Bylaws. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

SECTION 6.           Voting Rights

Each regular member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

SECTION 7.           Termination of Membership

a.       The Board of Directors, by affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or expel a member for cause. The Board shall notify the member in writing prior to taking the proposed action and shall give the member fifteen days to file a written response. The board may also terminate the membership of any member who becomes

ineligible for membership. A member disbarred from practicing law in this state shall be automatically dropped from membership in this corporation and cannot be reinstated until readmitted to practice law in this state.

b. The action taken by the Board shall be announced at the next general meeting of the membership and shall be final unless a member voices opposition at that time. The member in opposition shall have until the next general corporation meeting to obtain the signature of two-thirds of the total membership who also oppose the board's action in order to reverse it.

SECTION 8. Resignation

Any member may resign by filing a written resignation with the Secretary.

SECTION 9. Reinstatement

On written request, signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two thirds (2/3) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

SECTION 10. Transfer of Membership

Membership in the corporation is not transferable or assignable.

SECTION 11. Membership Policy

The members of this corporation desire and intend that membership in this corporation is and shall remain open to all persons without regard to any factor other than the requirements herein stated.

**ARTICLE III**  
**MEETINGS OF MEMBERS**

SECTION 1. Annual Meeting

An annual meeting of the members shall be called, noticed and conducted in accordance with the provisions contained herein.

SECTION 2. General Meetings

The General Meetings of this corporation shall be held every calendar month with no such meeting normally during the summer months of JUNE, JULY AND AUGUST. A minimum of five (5) days notice shall be provided each member either by telephone or in writing. A quorum to conduct any business at such meeting shall not be less than THIRTY PERCENT (30%) of those members eligible to vote on business of the corporation.

SECTION 3. Special Meetings

a. Special Meetings shall be called by the Board, President, or not less than one-fourth (1/4) of the members having voting rights. Notice of the meeting shall be by the most expedient means available, including e-mail, and shall include the purpose or issue and location of such meeting. But if all the members shall meet at any time and place, either within or without the State of Florida, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any action may be taken.

b. Any matter of extreme urgency, as determined by the President of the corporation, which (i) requires immediate action on behalf of the corporation; (ii) must be attended to prior to the next regularly scheduled meeting, and (iii) directly affects the corporation or its objectives, shall be voted upon by the members present at such meeting. In the event said meeting does not have a quorum as herein specified, members present shall vote, the outcome of such meeting shall be communicated not later than one (1) day following the vote by the most expedient means available, including e-mail, to the members and the matter shall be ratified at the next regular meeting.

SECTION 4. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered personally, by telephone, by facsimile, by mail, or by e-mail, to each member entitled to vote at such meeting, not less than five (5) days nor more than thirty (30) days before the date of such meeting. Said notice shall be delivered by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation with postage prepaid.

SECTION 5. Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by the number of members required to approve the action if all members eligible to vote were present and voting. Any written consent must conform to the requirements of section 617.0701, Florida Statutes.

SECTION 6. Quorum

Thirty (30) of the regular membership shall constitute a quorum at any meeting of members. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. Organization

The President, and in his/her absence, the First Vice President, and in the absence of both the President and the First Vice President, the Second Vice President and in their absence, a chairman chosen by the members present, shall preside at each meeting of the members and shall

act as chairman thereof. The Secretary, and in his/her absence a Secretary pro tem, chosen by the members present, shall act as Secretary of all meetings of the members.

## **ARTICLE IV** **BOARD OF DIRECTORS**

### SECTION 1.           General Powers

The affairs of the corporation shall be managed by its Board of Directors. All policy decisions and powers of this organization shall be exercised by the Board of Directors. All business affairs of this organization shall be managed by the Board of Directors or under their supervision. The Board of Directors is authorized to carry on the business of this organization between General Meetings. Upon the request of three Board members, a special meeting of the members of the Board of Directors may be called. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director, or to any private individual of this corporation (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

### SECTION 2.           Number, Tenure, and Qualifications

The Board of Directors shall consist of ten (10) members who shall be the persons who then hold the following offices in this corporation: President, First Vice President, Second Vice President, Secretary, Treasurer, General Counsel, Parliamentarian, Press Secretary and two members elected at-large, who shall be elected annually.. Each officer member of the Board of Directors shall be a director for the term for which he is an officer of this corporation, or until written resignation of such person as a member of this corporation. Any change of personnel in any of the aforesaid offices of the corporation shall constitute a change and substitution in the membership of the Board of Directors and the acceptance by any person of any such office shall constitute acceptance of membership in the Board of Directors without separate nomination or vote of any kind, unless such person shall have in writing declined such membership at or prior to such election. Such change of personnel shall also be deemed to be the resignation of the Board member being replaced. The number of directors may be increased or decreased by the members of the corporation at any regular or special meeting of the corporation.

### SECTION 3.           Quorum

The presence, in person or by conference call, of a majority of the Board of Directors of this corporation shall constitute a quorum for taking action at a meeting of the Board of Directors.

### SECTION 4.           Special Meeting

Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors, and shall be held at such place as the President or Directors may determine.

SECTION 5.            Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting by written notice delivered personally or sent by mail or facsimile to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business, because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 6.            Board Decisions

The act of a majority of the Directors present in person or by conference call<sup>1</sup> at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 7.            Compensation

Directors as such shall not receive any salaries for their services.

SECTION 8.            Organization

The President, and in his absence the First Vice President shall preside at each meeting of the Directors and shall act as chairman thereof. The Secretary, or in his absence the Secretary pro tem, chosen by the Directors present, shall act as Secretary of all meetings of the Directors.

SECTION 9.            Rules and Regulations

The Board of Directors shall supervise all officers and agents and see that their duties are properly performed. The Board may adopt such rules and regulations for the conduct of its meetings, the guidance of the officers and the management of the affairs of the corporation as it deems proper, not inconsistent with law, or the Bylaws of the corporation, and may, from time to time, determine the order of business of its meetings.

SECTION 10.           Minutes and Statements

The Board of Directors shall cause to be kept a complete record of its meetings and acts, and the proceedings of the members.

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<sup>1</sup> Thaxter, The bylaws committee will propose this change at the next general meeting so that section 6 of Article IV will have the same language the membership voted on for section 3 of Article IV.

**ARTICLE V**  
**OFFICERS**

SECTION 1.           Officers

The officers of the corporation shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, General Counsel, Parliamentarian and Press Secretary.

SECTION 2.           Term of Office

The officers of the corporation shall serve a term of one year or until their successors are elected.

SECTION 3.           Election

Officers of this corporation shall be elected at an annual meeting designated the Annual Membership Meeting. Each individual who is elected as an officer of this corporation shall be a director of this corporation. This meeting shall be called by the President on or before June 1 of each calendar year. The election of officers shall be conducted subject to the following conditions:

- a.     A quorum of more than 30% of the voting membership is required before any action concerning election of directors may be taken at this meeting.
- b.     All nominations shall be from the floor. No nominating committees shall be appointed.
- c.     Voting shall be by secret ballot, all ballots shall be counted openly to the membership.
- d.     Officers will be elected by a majority vote of those present. In the event no candidate for a particular office receives a majority of the votes, the candidates with the two highest number of votes cast for them shall have a run-off election.
- e.     The term of all elected officers shall commence on July 1 of each year.

SECTION 4.           Removal

Any officer may be removed by 2/3 vote of the members eligible to vote.

SECTION 5.           Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6.           Powers and Duties

The several officers shall have such power and shall perform such duties as may from time to time be specified in the Bylaws, in resolutions or in other directives of the Board of



Directors. In the absence of such specifications, an officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purpose and objectives as this corporation.

SECTION 7.           The President

The President shall be the Chairman of the Board of Directors and a member of all standing committees. The President shall preside at all meetings of the members and at all meetings of the Directors at which he is present. The President shall see that all directives and resolutions of the members of the Board of Directors are carried into effect; subject, however, to the specific powers granted to any other officer, Director, or agent of the corporation. The President shall perform all such duties as are customarily entrusted to and performed by the President of a corporation, except as any such duty may be imposed upon or delegated to some other officer by resolution of the Board of Directors. The President shall appoint the Chairperson of all committees; shall direct and authorize the payment of monies from the treasury for the efficient operation of the business of the corporation and shall perform the duties delegated by the Bylaws or by the corporation, or by the Board of Directors.

SECTION 8.           First Vice President

The First Vice President shall assist the President in the discharge of the duties of the office of President; shall perform duties of the President in lieu thereof in the event the President is unable to do so; and shall identify and pursue continuity of the corporation in its move toward the purposes herein stated.

SECTION 9.           Second Vice-President

The Second Vice President shall be vested with the powers and shall perform the duties as directed by the President. The Second Vice President shall also perform such other duties and exercise such other powers as may from time to time be imposed upon or given him by resolution of the Board of Directors.

SECTION 10.         Secretary

The Secretary shall attend all meetings of the members of the corporation, and the Board of Directors. The Secretary shall act as the clerk or secretary thereof and shall record all of the proceedings of such meetings in minute books kept for that purpose. The Secretary shall keep in safe custody the corporate seal of the corporation and is authorized to affix the same to all instruments requiring the corporation's seal. The Secretary shall have charge of the corporation records, and except to the extent authority may be conferred upon any transfer agent or registrar duly appointed by the Board of Directors, shall maintain the corporation's books, registers, and such other books, records, and papers as the Board of Directors may from time to time entrust to the Secretary. The Secretary shall give or cause to be given, proper notice of all meetings of members and Directors as required by law and the Bylaws, and shall perform such other duties as may, from time to time, be assigned by the Board of Directors.

SECTION 11. Treasurer

The Treasurer shall have the custody of the corporation's funds and securities, shall keep a full and accurate account of the receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation in the manner and for the purposes directed by the Board of Directors, taking proper vouchers for all such disbursements. The Treasurer shall render to the Board of Directors, whenever it may require, an account of all of the transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall make an annual financial report, in a form acceptable to the Board of Directors, which shall be a summary financial report; said report shall be submitted to the Board within sixty (60) days prior to the expiration of the Treasurer's term of office. The Treasurer shall make the books and records of the corporation available for examination and audit by an independent accountant when so directed by the Board of Directors.

SECTION 12. General Counsel

The General Counsel shall have charge of all legal matters touching upon the corporation and its business; shall advise the Board of Directors on any and all legal matters relating to the proper operation, potential liability, if any, and other matters as required of the corporation; and shall cause to be prepared and signed all documents as are necessary for the proper operation and protection of the corporation. Any and all such legal activities of the General Counsel shall commence only upon approval and written instructions of the Board of Directors.

SECTION 13. Parliamentarian

The Parliamentarian shall insure that all meetings of the corporation are conducted in accord with the provisions of ROBERT'S RULES OF ORDER, Revised, when not inconsistent with the Articles or Bylaws of the corporation. The pronouncements of the Parliamentarian pertaining to rules and procedures shall be final.

SECTION 14. Press Secretary

The Press Secretary shall be the official designee of the corporation for all matters relating to and dealing with any and all contact with any and all forms of media. Said person shall consult with and advise the Board of Directors and shall secure the Board's written approval prior to making any public statement, oral, written or otherwise, as same relates directly or indirectly to the position of the corporation.

SECTION 15. Delegation of Powers

In case of the continued absence or inability to act of any officer of the corporation during the term of office, or for any other reasons which the Board of Directors may deem sufficient, the Board of Directors may delegate all or any part of the powers or duties of such officer to any other officer or to any Director or agent of the corporation, for the time being; provided a majority of the entire Board of Directors concur therein.

**ARTICLE VI**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

SECTION 1.           Contracts

The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these Bylaws, to negotiate any contract agreement or instrument and deliver any agreement or instrument to the Board of Directors for its approval prior to execution.

SECTION 2.           Checks, Drafts or Orders

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President and Treasurer of the corporation. In the absence of the President, the First Vice President may sign.

SECTION 3.           Deposits

All funds of the corporation shall be deposited within five (5) working days of receipt to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4.           Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

**ARTICLE VII**  
**COMMITTEES**

The President may designate such committees as the President may determine from time to time to be necessary and may appoint any Director or Active Member to serve as chair of such committee. Such committees, to the extent provided in the resolution or resolutions creating them, shall have such functions and may exercise such powers as may be lawfully delegated to them by the President. Any member thereof may be removed by the President whenever the best interests of the corporation shall be served by such removal.

**ARTICLE VIII**  
**BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE IX**  
**SEAL**

The corporate seal shall have the name of the corporation, the words "CORPORATION NOT FOR PROFIT," the word "FLORIDA," the words "CORPORATE SEAL" and the year of incorporation inscribed thereon and may be a facsimile, engraved, printed or impression seal. An impression of said seal appears on the margin hereof.

**ARTICLE X**  
**FISCAL YEAR**

The fiscal year of the corporation shall begin on the first (1st) day of July in each year and end at midnight on the thirtieth (30th) day of June.

**ARTICLE XI**  
**DUES**

The Board of Directors shall determine from time to time the amount of annual dues, if any, payable to the corporation by members and shall give appropriate notice to the members who, upon notice, shall approve or disapprove such dues by a majority vote.

SECTION 1.           Payment of Dues

For the purpose of the orderly operation of the corporation, each regular member and each associate member, in order to be a member in good standing, shall pay annual dues as determined by the corporation. The Board shall determine the amount of any special assessment and the membership body shall approve such assessment by a two-third (2/3) vote of the members entitled to vote at a meeting at which a quorum is present. Failure to pay annual dues and/or approved special assessments shall operate to suspend and/or terminate membership.

SECTION 2.           Default and Termination of Membership

When any member is in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues become payable, his membership may thereupon be terminated by the Board of Directors as provided herein above.

**ARTICLE XII**  
**AMENDMENT TO BYLAWS**

These bylaws may be amended at any meeting of the corporation where a quorum is present by a two-thirds vote of the members present and eligible to vote; provided that any amendment to Article II or altering the nature of this corporation may be effective only if two weeks notice of such amendment is transmitted to the members.

**ARTICLE XIII**  
**EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Member, director, officer, employee or representative of this corporation shall take any action or carry on arty activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)( 6) of the Internal Revenue Code of 1986, as amended, or any statute of similar import and the regulations issued thereunder.

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