

**BYLAWS OF THE DADE COUNTY BAR ASSOCIATION YOUNG LAWYERS
SECTION**

ARTICLE I - Name

The name of this organization shall be MIAMI DADE BAR ASSOCIATION YOUNG LAWYERS SECTION (the “Section” or “MDB YLS”).

ARTICLE II - Purposes

The purposes of this Section are: (a) to assist the Miami Dade Bar Association in carrying out its objectives and to carry out such objectives and projects as are adopted by the membership of the Board of Directors of this Section (the “Board of Directors” or the “Board”); (b) to stimulate interest and encourage participation of the younger members of the Miami Dade Bar Association in this Section, The Florida Bar and American Bar Associations, and (c) to provide a program of projects and activities designed to advance the objectives stated in this Article and to promote the welfare of this Section's membership and the community it serves.

ARTICLE III - Membership

All members of the Miami Dade Bar Association in good standing, who have not reached their 36th birthday by the beginning of the fiscal year of the Miami Dade Bar Association shall automatically be members of this Section, and no additional registration or payment of dues shall be required for such automatic membership to be effective. Each regular member of the Section (each a “Regular Member”) shall be entitled to hold office and vote in elections. All members shall be entitled to participate in all other activities of this Section.

ARTICLE IV - Officers

Section 1. The Officers of this Section shall be a President, President-elect, a Secretary and a Treasurer. The President and President-elect shall hold office for not more than one regularly elected yearly term. The Secretary and Treasurer shall hold office for not more than two regularly elected yearly terms. These terms shall be subject to the exceptions set forth in Article IV, Section 3 below.

Section 2. Powers and Duties of Officers. The powers and duties of these respective Officers are:

A. President: The President shall preside at all meetings of the Board of Directors and at all meetings of this Section. Any “meeting” and “special meeting” as referenced in these Bylaws may be conducted in person, via videoconference, or telephonically, at the discretion of the President. In the event that the President cannot attend any meeting of the Board of Directors, he or she shall coordinate an alternative meeting time either in person, via video conference or telephonically, or shall delegate the President-Elect to preside over the meeting. The President shall attend the meetings of the Board of Directors of the Miami Dade Bar Association and serve

as this Section's permanent liaison Officer with the Miami Dade County, Florida and American Bar Associations, and he or she shall perform such other duties as usually pertain to this office or as may be assigned to him or her by this Section or the Board of Directors of this Section, including but not limited to planning and leading the annual retreat and monthly board meetings, setting the annual goals for the Board of Directors, and leading and coordinating the Board of Directors and Miami Dade Bar Association staff as necessary throughout the year. The President may, from time to time, designate members to assist him or her in carrying out the foregoing duties.

The incoming President may prepare annual involvement requirements for the members (the "Annual Involvement Requirements"), which shall set forth the minimum expectations and requirements for participation for the members of the Board of Directors (each a "Director") each year. The Annual Involvement Requirements must be reasonable and consistent with the mission, purposes and expectations set forth in these Bylaws, and must be approved by the rest of the incoming executive board at the first monthly board meeting following the annual retreat.

B. President-elect: The President-elect shall discharge the duties of the President in the event of the absence or disability of the President, and shall support the President and the Board of Directors by performing duties to which include the following: (1) Coordinating standing or special committee activities, (2) Coordinating projects and activities of this Section with those of other bar associations, including the Miami Dade Bar, Florida and American Bar Associations, (3) assisting in the planning of all signature events, and (4) prior to the beginning of each fiscal year, the President-elect shall prepare and file a proposed draft operating budget with the Budget Committee of Association. The President-elect shall also assist the President on any special projects on an as-needed basis. The President-elect shall succeed to the Presidency on July 1st following the expiration of the year for which he or she was elected President-elect. No member may be nominated for the office of President-elect, unless he or she shall first have served for at least one year either as Secretary, Treasurer or a Director of this Section.

C. Secretary: The Secretary shall be the custodian of all minutes, records and property of this Section; shall keep a true record of the proceedings of all meetings of the membership and of the Board of Directors; shall be responsible for notifying all Directors of any scheduled and/or re-scheduled meetings of the Board of Directors and for circulating the agendas for such meetings; shall be responsible for notifying all Section members of meetings of the membership and/or any planned programming or events; shall ensure that all committee reports are included in each meeting's agenda; shall keep an updated record of all Directors' contact information; and shall perform such other duties as usually pertain to this office. No member may be nominated for the office of Secretary unless he or she has first served for at least one year as a Director of this Section.

D. Treasurer: The Treasurer shall be the joint custodian of all books and records pertaining to the finances of this Section; shall account for all funds to this Section; shall maintain such bank accounts or savings accounts as may be directed by the Board of Directors of this Section; shall coordinate any and all grant applications on behalf of the Board of Directors, and shall perform such other duties as usually pertain to this office. No expenditure of the MDB YLS shall occur unless there is a majority vote approval of the MDB YLS Board of Directors. No member may be nominated for the office of Treasurer unless he or she has first served for at least one year as a Director of this Section.

E. Immediate Past President: The Immediate Past President shall support the President and the Board of Directors by performing duties to which the President or President-Elect delegates to him or her and all Director duties and responsibilities including fundraising for the MDB YLS. The President shall automatically succeed to the Immediate Past Presidency on July 1st following the expiration of the year for which he or she was elected President. The Immediate Past President is exempt from attending regular monthly meetings of the Board.

Section 3. Succession and Vacancies. In the event of a vacancy in the office of the President, the President-elect shall become the President and shall serve the remainder of the term thus vacated and shall serve as President during the term of which he or she was elected pursuant to the provisions of Section 1 hereof. In the event of a vacancy in the office of Secretary or Treasurer, the Board of Directors shall have the discretion to elect from the Officers, Board members at large or general membership of this Section a person to fill the vacancy. In the event of a vacancy in the office of the President-elect, the general membership shall elect a person to fill the vacancy by special election in the manner provided for in these By-Laws for annual elections. In the event a position is filled due to a vacancy the individual filling the vacancy shall not be prohibited from serving a subsequent year in the same positions if elected or appointed to the same position as set forth herein.

ARTICLE V - Board of Directors

Section 1. The Board of Directors shall consist of the Officers and 14 members at large. The Board of Directors shall conduct, control and manage the business affairs of this section.

Section 2. Powers and Duties of the Directors. The powers and duties of the Directors are:

A. The Board shall meet monthly on the first Tuesday, unless otherwise designated by the President, for not less than ten meetings a year. The time and place of the monthly meetings shall be determined by the President. The failure of the President to call said meetings authorizes a majority of the Board of Directors to call such meetings. A majority of the Board shall constitute a quorum, and a majority vote of those present is required for any actions by the Board. The President may vote at any meeting of the Board of Directors or of this Section. All votes may be conducted in person, virtually, telephonically, or when specifically authorized by the President, electronically by email. Failure to respond to any vote by email on any particular issue, within 48 hours of the vote being communicated to the members, shall waive that member's right to vote on that particular issue.

B. Any action of the Board may be overruled by a two-thirds vote of the membership of this Section present at any regular or special meeting. A petition which challenges any action of the Board must be signed by 25 members of this Section and be presented to the Secretary. The Secretary shall cause notice of the petition to be provided to the general membership along with a notice of a meeting. The petition then shall be submitted to the general membership for a vote sustaining or overruling the action of the Board. The receipt of the petition shall not require a stay of the action by the Board.

C. The members-at-large of the Board shall serve 2-year terms. The terms of seven members shall expire in odd numbered years and the terms of the other seven members shall expire in even numbered years. Of the seven Directors who are elected each year, two of those Directors shall be from members of the Section who are under the age of 30 subsequent to the beginning of the fiscal year in which such Director is to serve and who have never held prior office of membership on the Board in this Section. No person shall be eligible for election as an Officer or member at large if his or her 36th birthday occurs prior to the beginning of the fiscal year of the Miami Dade Bar Association in which the person is to serve.

D. In the event of a vacancy of the seat of a member at large of the Board of Directors, the Board of Directors shall have the discretion to appoint a replacement who shall serve for the remainder of that member's term. The election as an Officer of any member at large of the Board who had an unexpired term shall result in the vacancy of that member's board seat. If the vacancy occurs as a result of the annual election, the vacancy shall be filled by a vote of the general membership at the annual election.

E. Any unexcused absence from two consecutive regular meetings of the Board or the absence from three regular meetings of the Board over a one-year period, whether consecutive or not, shall be conclusively deemed as a resignation by such Officer or Director of that office. Tardiness in excess of a half hour after the regular starting time of a regular meeting, without approval of the President or Secretary constitutes one half of an absence. The term "excused absence" shall mean any absence caused by any extenuating circumstances outside of the member's control precluding the member's attendance such as an illness, personal or family emergency, and/or similar event. In order for an absence to be deemed "excused," the absent member must notify the President, President-Elect, and/or Secretary of the reason for the absence at least one (1) hour prior to the start of the meeting. All other absences shall be "unexcused." Any member absent from any meeting may petition the President and Secretary, within seven (7) days of the meeting, to designate his or her absence as "excused." The President has the sole discretion to determine whether an absence is "excused."

F. Any Officer or member at large of the Board of Directors may be removed for cause by the affirmative vote of two-thirds of the entire Board of Directors.

G. At the initial meeting of the Board of Directors for the year, the President shall appoint chairpersons for each committee of the section. As chair of the committee the Director shall (a) hold meetings of the committee; (b) prepare and submit a proposed budget for the committee by September of each year; (c) inform committee members of the rules and regulations of the Section regarding events, sponsorship, and accounting procedures; and (d) have overall responsibility for the committee.

H. Each Director shall use his or her best efforts to attend the Section's events. Failure to attend the Section's events may result in removal for cause as set forth in Section V(F) herein. Members of the Board must comply with the Annual Involvement Requirements applicable for the year.

ARTICLE VI – Meetings

Section 1. The Board of Directors shall meet monthly for not less than ten (10) meetings per year. The time and place of the monthly meeting shall be determined by the President. The failure of the President to call said meetings authorizes a majority of the Board of Directors to call meetings at such times, dates and places as are designated by a majority of the Board.

Section 2. Special meetings may be called from time to time by the President, the Executive Committee or by the Board of Directors.

ARTICLE VII - Elections

Section 1. On or before May 1st of each year, the Secretary shall prepare and send (via e-mail or regular U.S. mail) to each Regular member of the Section a notice of the upcoming election of Officers and Directors, specifically enumerating the qualifications of each office and directorship. The Secretary shall also send (via e-mail or regular U.S. mail) a nominating ballot which shall list Officer and Director vacancies to be filled. The signature of five (5) regular members on one or more nominating ballots shall cause the nomination of any regular member for an Office of Directorship, which he or she would be qualified to hold if elected. Nominating ballots must be delivered to the office of the Secretary by the time specified thereon which shall be not less than seven (7) days from the date such ballots are sent by the Secretary. The Secretary shall, immediately upon the expiration of the time for making nominations, compile a list of nominees and send (via e-mail or regular U.S. mail) to each a letter requesting the nominee to advise the Secretary within seven (7) days from the date of the letter whether or not he or she accepts the nomination; if the acceptance is not received within seven (7) days, then the persons so nominated shall be left off the ballot.

Section 2. A person nominated for more than one office, including that of Director, may accept a nomination for only one (1) office.

Section 3. An Elections Committee consisting of the Secretary, Treasurer and five regular members in good standing appointed by the President, shall canvass the nominating ballots and cause to be sent (via e-mail or regular U.S. mail) to each regular member in good standing a ballot containing the names of those nominated and designating the time and place where the ballots are to be counted. On or before the time designated for the counting of the ballots, which shall be approximately seven (7) days after delivery, regular members in good standing may vote and forward their ballots to the Secretary in the manner designated by the Elections Committee

Section 4. Election shall be the highest number of votes cast. The nominee for office, or nominees, when more than one vacancy is to be filled in any Directors' group, receiving the largest number of votes shall be elected.

Section 5. Tie votes shall be determined by the Board of Directors by lot.

Section 6. The Elections Committee acting by a majority thereof shall conduct and supervise all elections hereunder and shall determine the results thereof and any controversies

arising in connection therewith, subject to an appeal of the Board of Directors within ten (10) days. This Committee may delegate clerical duties required to be performed.

Section 7. The Office of President shall not be voted upon, but the Office of President shall each year be filled by the person who is elected President-elect at the preceding year's election.

ARTICLE VIII - Committees

Section 1. All standing and any special committees and committee chairpersons shall be designated and appointed by the President with the advice of the Executive Committee and subject to the approval of the Board of Directors. The committees shall be composed of and chaired by members named by the President, and shall perform such duties and activities as may be prescribed by the President, the Executive Committee or the Board of Directors. The President shall be an ex-officio member of every committee, whether standing or special, and shall be empowered to call a meeting of any such committee.

Section 2. There shall be an Executive Committee consisting of the four Officers and two Directors. One of the two Directors shall be selected by the Officers from the seven members at large whose terms expire in odd numbered years and the other Director shall be selected by the Officers from the seven members at large whose terms expire in even numbered years. The committee shall have such powers and perform such duties as the Board of Directors may from time to time prescribe. The Executive Committee shall meet at least four times a year.

ARTICLE IX - Amendments

These By-Laws may be amended at any regular or special meeting of the membership by a two-thirds vote of the members present at said meeting, provided one week's public notice is given including the subject matter of the proposed amendments.

ARTICLE - Records

It shall be the responsibility of every Officer or member to furnish the President a copy of all correspondence or other documents relating to the business of the Section. Immediately following the close of each annual meeting, the retiring President and all committee chairpersons shall deliver to the succeeding President their complete files relating to the Section's activities in electronic format. Within a period of thirty (30) days next preceding the annual election meeting, the President shall review the records of the Section and transfer to the Executive Director of the Miami Dade Bar Association for storage those records that are more than one year old and that, in the opinion of the President, are no longer active. The President shall report to the Board of Directors at its meeting immediately preceding each annual election meeting the records thus transferred.

ARTICLE XI - Rules of Order

Except as provided by these By-Laws, Robert's Rules of Order shall govern all meetings.

ARTICLES I, II, III, IV, V, VI, VIII, IX, X and XI ADOPTED THE 23RD DAY OF FEBRUARY, 1979. ARTICLE VII ADOPTED THE 15TH DAY OF MARCH, 1979.

[By-Laws Amended March 19, 1981]

Amended SEPTEMBER, 1996

Amended SEPTEMBER, 2020

Amended SEPTEMBER, 2023

Zoom information for September 22, 2023 at 8am:

Meeting ID: 842 1837 3899

Passcode: 700647