

**AMENDED AND RESTATED BY-LAWS**  
**of**  
**JEWISH BAR ASSOCIATION OF BROWARD COUNTY, INC.**  
**A Florida Not-For-Profit**

**ARTICLE I**  
**MISSION**

Enhancing the South Florida legal community through social, educational, and charitable activities, with a focus on raising awareness of Jewish culture and heritage and combating antisemitism and discrimination. The Jewish Bar Association of Broward County strives to build bridges and foster relationships between and among our law student, lawyer, and judicial members and other legal communities.

**ARTICLE II**  
**MEMBERSHIP AND DUES**

1. **MEMBERSHIP** in the Jewish Bar Association of Broward County, Inc. (the “Association”) shall be divided into the following categories:
  - A. **REGULAR.** Any person who has been admitted to practice law in any State, Territory or District of the United States of America and who either resides or practices in the State of Florida. Regular members shall be entitled to all the privileges of the Association, including voting, holding office, and participating in all capacities on all committees.
  - B. **ASSOCIATE MEMBERS:**
    - i. **LAW STUDENTS.** Students in good standing at an accredited law school of any State, Territory or District of the United States of America who either reside or attend school in the State of Florida. Student members shall be entitled to all privileges of the Association except voting, holding office or being appointed Chairperson of any committee; law students may be Chair of a Student Committee, if any.
    - ii. **LAW SCHOOL GRADUATES AWAITING ADMISSION.** Any graduate of an accredited law school of any State, Territory or District of the United States of America who has not yet been admitted to the Bar of any jurisdiction and who either resides or works in the State of Florida may become a provisional member and shall be entitled to all privileges of the Association except voting, holding office or being appointed Chairperson of any committee. The provisional membership may continue until sixty (60) days after formal admission to the Bar, but in no event for a period longer than three years after graduation.

- iii. **NON-LAWYERS.** Persons affiliated or providing services or support to the legal profession in the State of Florida may become an associate member of the Association. Such Associate members may be paralegals, legal assistants, secretaries, mediators, arbitrators, expert witnesses, government employees, law firm administrators, or law librarians. Associate members shall be entitled to all privileges of regular membership except those of voting and holding office but shall be required to pay dues.
  - iv. **CORPORATE.** Organizations and entities affiliated or providing services or support to the legal profession may become a corporate associate member of the Association and shall be entitled to all privileges of the Association except voting, holding office or being appointed Chairperson of any committee. Such privilege(s) shall be determined by the Board from time to time.
2. **DUES AND SPONSORSHIPS.** The various classes (based on year of first admission to the Bar of any state) and categories of memberships shall be confirmed each year by the Board. The various classes of annual sponsorships shall be confirmed each year by the Board.
  3. **GOOD STANDING.** Annual dues shall be due payable by January 1<sup>st</sup>, of each year. On December 31<sup>st</sup> of each year those members who have not paid their dues in full will no longer be members in good standing. Any delinquent member may be reinstated to good standing by paying his or her dues for the current year.
  4. **USE OF REVENUES.** Revenues collected by the Association shall be used for the expenses of the Association, educational programs for lawyers and law students, educational programs and seminars, scholarships and awards, and expenses to promote and support inter-organizational relationships and support the mission of Association. Revenues collected during a calendar year may be carried over to pay for expenses in a following year, provided that revenues are used only as set forth herein.
  5. **RESIGNATION.** Any member may resign from the Association by filing a written resignation with the Recording Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
  6. **SUSPENSION AND EXPULSION.** A member may be suspended for a period or expelled for cause such as a violation of any of the by-laws of the Association or for conduct prejudicial to the interests of the Association or the legal profession. Members are also required to act with the highest ethics and standards at the same level as required by the Florida Bar or by any other licensed bar association that regulated the Member's licensing. Complaints against a member for misconduct or actions that deviates from those ethics and standards, which might require

expulsion or suspension, except for non-payment of dues, shall be referred to the Executive Committee or a Committee established by the Board designated for such purpose. If, after investigation, that committee finds sufficient merit to the charge, it shall prepare a statement of the charges, sending a copy to the member's last recorded address by certified mail giving at least fifteen (15) days-notice as to the time and date of a hearing before the Board and informing the member of the fact that opportunity for a defense to the charge will be afforded. Any order of suspension or expulsion by the board shall be by a two-thirds majority vote of all the members of the Board of Directors. Membership shall automatically cease for any member who becomes disbarred. A former member may seek reinstatement after their suspension has concluded.

7. **ASSOCIATION PROPERTY.** Neither membership in the Association nor payment of dues (or any other action or state of facts) shall create any personal interest, ownership or otherwise, in any Association property or asset. No member shall be deemed to be a third-party beneficiary of any contract or agreement to which the Association is a party, except as expressly set forth in such agreement.
8. **RESIGNATION AND/OR EXPULSION.** If any member resigns or is expelled from the Association, or in any other way terminates his or her membership therein, he or she shall thereupon forfeit, waive and release all the rights, benefits and privileges of such membership and any share, estate or interest whatsoever in any property or assets belonging to the Association if any existed at any time.
9. **ELIGIBILITY.** No person will be eligible to vote, be a candidate for office, or hold office unless that person is a member in good standing and is a licensed member of a bar association.

### **ARTICLE III MEETINGS**

1. **ANNUAL BOARD MEETING.** A meeting of the board members for the election of officers and board of directors, the receiving of annual reports of officers, directors and committees, and for the transaction of other business, shall be held annually between January but no later than the second week of March, or as determined by the Board. The procedure for the conduct of the election is set forth in ARTICLE IV. The Corresponding Secretary shall notify the membership of the annual meeting stating the time and place to every member in good standing at the member's address as it appears in the membership roll book of the corporation.
2. **REGULAR MEMBERSHIP MEETINGS.** The President may call meetings of the general membership at any time upon (10) days-notice in writing to the membership. Notwithstanding the previous sentence, there is no requirement that a general meeting of the membership take place other than the programs and events that are planned by the Committees and board of directors.

3. **SPECIAL MEETINGS.** A special meeting may be called at any time by the President or upon the written request of at least ten (10) board members addressed to the President or Corresponding Secretary specifying the purpose or purposes thereof. If an important issue is pending and is required to be voted upon by the membership, the board of directors shall be notified in writing at least five (5) days prior to said meeting. The Corresponding Secretary shall notify the membership of such special meeting setting forth the specific subject of the meeting along with the time, date and place of the meeting to all members at least five (5) business days in advance of the date appointed for the meeting. At such special meeting, no other business but that specified in the notice may be transacted.
4. **QUORUM.** A quorum for any meeting shall be ten (10) board members, at least five (5) of whom are members of the Executive Committee.
5. **ORDER OF BUSINESS.** The order of business at all annual and regular meetings of the membership shall be as follows:
  - Attendance
  - Reading of the minutes of preceding meeting
  - Reports of Officers
  - Reports of Committees
  - Old and unfinished business
  - New business
  - Good and welfare
  - Adjournment
6. **PARLIAMENTARY AUTHORITY.** ROBERT'S RULES OF ORDER, as revised, shall be the guideline of this Association in all of its deliberations, except in the event of any conflict between it and the By-laws of this Association in which the Association's By-laws shall govern.
7. **NOTICES.** Any notices or communications, including voting, required or permitted to be given must be (i) given in writing and (ii) personally delivered or mailed, or transmitted by facsimile or electronic mail transmission (including PDF).

## **ARTICLE IV NOMINATIONS AND ELECTIONS**

### **1. NOMINATIONS**

#### **A. NOMINATING COMMITTEE.**

- i. The Nominating Committee shall consist of no less than seven (7) board members and past presidents, appointed by the President, who have attended at least three (3) of the prior ten (10) Board of Director meetings.
- ii. Majority persons of the Nominating Committee shall constitute a quorum.

## 2. PROCEDURE OF THE NOMINATING COMMITTEE.

- A. The Nominating Committee shall determine procedures to utilize in selecting candidates. The Committee may give notice to all regular members in good standing that applications for nomination as a candidate for position as one of the officers of the Association or as a member of its Board of Directors will be accepted.
- B. The Nominating Committee shall meet to determine the proposed slate of officers and directors no later than January 31<sup>st</sup> of each year unless the deadline is extended by approval of the majority of the Executive Committee. The slate shall include all Association officers and Board members. The slate shall be provided to the entire Board for acceptance. Nominations may be made by electronic means. The consent of nominees should try to be secured before their names are presented by the Nominating Committee or placed in nomination from the floor or in some other manner.
- C. At least one regular member shall be nominated for each of the following offices, unless otherwise determined by the Board:

President  
President-Elect  
Vice-President of Membership  
Vice-President of Programming  
Vice-President of Communications/Secretary  
Treasurer

In addition to the officers listed above, by majority vote of the Executive Committee or Board, other positions may be added, including, but not limited to:

Chaplain  
Judicial Liaison  
Law School Liaison  
Voluntary Bar Liaison  
Vice-President of Tikkun Olam

- D. A majority of those present and voting at a meeting of the Nominating Committee shall be necessary to place a person in nomination.
- E. The Nominating Committee shall submit its report to the President, and Secretary in writing at least fifteen (15) days prior to the annual meeting.
- F. No person is eligible to be a candidate for more than one office at a time, unless approved by the Board of Directors.

- G. No person shall be eligible to be a candidate if that person is not a regular member in good standing.
- H. The list of candidates chosen by the Nominating Committee shall be included with the notice of the annual membership meeting. If any member seeks to run for a position that is otherwise in conflict with the proposed list of candidates chosen by the Nominating Committee, such member shall provide notice of intent to run, in writing, to the President, at least five (5) days prior to the annual meeting. A person duly elected to the position of President-Elect shall serve as President the following year. Any candidate for the position of President-Elect must have been a member in good standing of the Association for at least three (3) years, with at least one (1) full year of service on the Executive Committee.
- I. Should any person decline to run following his or her nomination, the Nominating Committee shall constitute itself as a Committee on vacancies and forthwith nominate a candidate for the unforeseen vacancy. The name or names of said added nominee or nominees may be handwritten on the ballots if they have already been prepared.
- J. No person shall be nominated for any office unless in accordance with the foregoing procedures.

### 3. ELECTIONS

- A. **BALLOTS.** The Nominating Committee shall prepare ballots for the board of the directors annual meeting for the election of officers and directors. which contains the names of all the candidates it selected.
- B. **REPORT OF NOMINATING COMMITTEE.** At the annual meeting, the chairperson of the Nominating Committee, or another member of the Nominating Committee, shall give its final report which shall contain the names of those nominated by the Nominating Committee and those regular members who wish to run for office, if any. If a position is contested, the final report shall also contain a short statement as to the qualifications of each person it has selected. The names selected by the Nominating Committee shall be deemed placed in nomination at the annual meeting and no motion shall be necessary to place those names in nomination.
- C. **CONDUCT OF ELECTION.** The election shall be conducted by the Board of Directors at a duly noticed meeting to be held no later than the second week in March.

**4. VOTING FOR ELECTION.**

- A.** A majority of the votes cast during the election for each designated office shall be necessary for election to the particular office. In the event there is a tie vote, the President shall determine the holder of that office.
- B.** The candidates for positions on the Board of Directors receiving the highest number of votes shall be elected to those positions. In the event of a tie vote for positions on the Board of Directors which affects the filling of the required number of vacancies, the President shall determine the member(s) of the board.
- C.** Board Members in attendance, in person or through electronic means, at the board meeting electing officers and board members are the only class of members entitled to vote at an election. Proxies will be accepted so long as received prior to the start of the counting of the votes. The Secretary shall record such vote and transmit the results to the Board of Directors.

**ARTICLE V  
BOARD OF DIRECTORS**

- 1. GENERAL POWERS.** The Board of Directors (“Board”) shall be composed of no less than fifteen (15) members and may be as selected by the current and incoming Executive Committee. Board duties may include transacting necessary business between regular membership meetings, interpreting and carrying forward the policies of the Association, and serving until the following year’s installation. Any member of the Board who misses three (3) or more meetings of the Board without having been excused shall be automatically removed from the Board, unless the Executive Committee determines that special circumstances exist. Certain “special” members of the Board may be exempt from the automatic removal provisions. Examples of “special” members are the Chief Judge, State Attorney, Chief Public Defender, or a member in a similar leadership or political role. The quorum for a meeting of the Board shall be ten (10) board members, at least five (5) of whom are members of the Executive Committee.
- 2. QUALIFICATIONS.** Only regular members in good standing may be nominated and elected to, or remain a member of, the Board of Directors.
- 3. TERM.** The term of a director of the Association shall be one (1) year. A director may be re-elected for additional annual terms, without limitation, so long as they remain members in good standing of Association.
- 4. PAST PRESIDENTS.** All members who have served in the President’s position for the previous year of the Association, or its predecessor organization, shall be an ex officio member of the Board of Directors or Judicial Council (if applicable)

following completion of his or her service as the President, provided he or she remain a member in good standing of the Association.

- 5. **VOTING.** All Board members shall have voting privileges on Board actions. Voting may be via electronic means.
- 6. **VACANCY.** Vacancies in the Board of Directors arising from any cause other than the expiration of a term may be filled by vote of a majority of the directors then in office. A director appointed to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business.
- 7. **REMOVAL.** Any Director may be removed for cause at any time by a majority vote of the members at a membership meeting, provided that such director shall first be advised in writing of the ground or grounds for removal and given an opportunity to submit relevant information for consideration by the Board. Should any member of the Board absent himself or herself unreasonably from three successive meetings of the Board without sending a communication stating the reason for the absence to the President or other officer, his or her seat on the Board may be declared vacant by the President and the vacancy shall be filled as provided herein. For the purpose of this section, cause is defined as any member who has acted in a manner which is substantially contrary to, opposed to, not in conformity with the purpose of the Association, or prejudicial to the best interest of the Association, and such act or acts serves to discredit the Association.
- 8. **MEETINGS.** Regular meetings of the Board of Directors shall be held monthly, except during July and August, or at such time as shall be set by the President and by at least ten (10) days-notice to each member of the Board. Special meetings may be called by the President upon petition of at least five (5) other directors. Members may attend via video, telephone, or other electronic means at all meetings.
- 9. **NUMBER & QUORUM.** Majority of the members of the Board of Directors shall constitute a quorum but shall not be less than ten (10) directors. Absent such quorum, no meeting of the Board shall be considered duly constituted and no matters may be voted on.

**ARTICLE VI  
OFFICERS**

- 1. **OFFICERS ELECTED TO SERVE.** The Association shall have the following officers:

President	President-elect
Vice-President of Membership	Vice-President of Programming
Treasurer	Vice President of Communications/Secretary

In addition to the officers listed above, by majority vote of the Executive Committee or Board, other positions may be added, including, but not limited to:

- Chaplain
- Judicial Liaison
- Law School Liaison
- Vice President of Tikun Olam
- Voluntary Bar Liaison

More than one (1) person may serve in a Vice-President or Liaison position.

2. **TERM OF OFFICERS.** Officers shall assume their duties upon their installation, which shall take place no later than the last Sunday in March, and they shall serve until the installation in the following calendar year. The installation may take place later than the last Sunday in March only upon approval of the majority of the Executive Committee. Vacancies which occur in the interim between elections shall be filled for the unexpired term by a majority vote of the Executive Committee.

3. **DUTIES OF OFFICERS**

- A. The President:

- i. Shall preside at all Board meetings.
    - ii. Shall appoint, with the majority consent of the Executive Committee, the chairperson(s) of all ad hoc committees.
    - iii. Shall authorize expenditures and contractual commitments not over one hundred (\$100.00) dollars.
    - iv. Shall serve as an ex-officio member of all committees. Shall, when their term as President ends, serve on the Executive Committee as immediate past president.
    - v. May represent the Association at all other voluntary bar association or other type of organization(s) programs and events. If unable to attend, the President may request other members to attend and represent the Association.

- B. The President-Elect:

Shall serve in the capacity of President in his/her absence and performs such other duties and responsibilities as reasonably delegated by the President and Executive Committee.

- C. The Vice President of Communications/Secretary:

- i. Shall conduct or oversee the communications and correspondence of the Association as necessary and coordinate communications.
    - ii. Shall provide a summary of all Board meetings, including a list of

those in attendance. The summary shall be provided to the Executive Committee as soon as practicable after the conclusion of all such meetings.

- iii. Shall maintain the Association's e-mail list.
- iv. Shall e-mail notices of all meetings and events.
  - v. Shall e-mail notices promoting all events to media and associations, including, but not limited to, the Broward County Bar Association, Sun Sentinel, and Daily Business Review or similar publication.
- vi. Shall update the Association's website, Facebook account, and Twitter account.
- vii. Shall delegate to a member at each event the responsibility to take photographs for inclusion on the website.
- viii. Shall e-mail summaries of board meetings as provided by the Secretary.

**D. The Treasurer:**

- i. Shall receive all monies for the Association and deposit such funds into the Association's bank account.
- ii. Shall keep an itemized account of all receipts and disbursements, keeping the Association books in accordance with the fiscal year.
- iii. Shall disburse such other funds as approved by the Association Board.
- iv. Shall maintain an accurate membership file and record of dues payments.
- v. Shall submit a monthly financial report (not necessarily written) at each Board meeting and submit a written annual report at the conclusion of the fiscal year.

**E. The Vice-President of Membership:**

Shall form and chair a membership committee, and coordinate with other committees, to recruit new members and retain current members.

**F. The Vice-President of Programming:**

Shall form and chair a programming committee, and coordinate with other committees, to plan programs for the Association.

If established by the Executive Committee or Board:

**G. Judicial Liaison:**

- i. Shall forward e-mails relating to Association events to members of the judiciary.
- ii. Shall encourage attendance of members of the judiciary at Association events.

**H. Law School Liaison:**

- i. Shall secure and maintain a law school contact with the local law school(s).
- ii. Shall forward e-mails relating to Association events to the local law school(s) contact and encourage student attendance.
- iii. Shall coordinate joint events with the local law school(s).

**I. Voluntary Bar Liaison:**

- i. Shall find and maintain a contact with the other voluntary bar associations.
- ii. Shall forward e-mails relating to Association events to the voluntary bar associations' and encourage their members' attendance.
- iii. Shall coordinate joint events with other voluntary bar associations and represent the Association as its representative on the Broward County Bar Associations Voluntary Bar committee.

**J. The Vice-President of Tikkun Olam:**

Shall form and chair a Tikkun Olam committee, and coordinate with other committees, to create and plan Tikkun Olam endeavors and projects.

All officers and liaisons shall deliver to their successors all records and materials pertaining to their position within two (2) weeks after the installation.

**ARTICLE VII  
COMMITTEES**

The Board of Directors shall have the authority to create and establish committees on behalf of the Association. The Board shall also have the authority to discharge committees that it created at its discretion. The following standing committees shall have the authority to set forth below its procedure in the conduct of its meetings.

1. **EXECUTIVE COMMITTEE:** Shall consist of the Officers, as specified in Article VI, Section 3, and the Immediate Past-President.
2. **MEMBERSHIP COMMITTEE:** Shall consist of the Vice-President of Membership and other Association members selected by the President and the Vice-President of Membership, to coordinate with other Association committees, events, activities and strategies to recruit new members and retain current members.

3. **PROGRAMMING COMMITTEE:** Shall consist of the Vice-President of Programming and other Association members selected by the President and the Vice-President of Programming, to coordinate with other Association committees, and plan programs for the Association.
4. **NOMINATING COMMITTEE:** The Nominating Committee shall consist of no less than seven (7) board members and past presidents appointed by the President who have attended at least three (3) of the prior ten (10) Board of Director meetings. All duties and responsibilities shall be conducted pursuant to Article IV, Sections 1 and 2.

## **ARTICLE VIII JUDICIAL COUNCIL**

Any current Judge in Broward County, Florida may serve on the Judicial Council of the Association provided they are a member in good standing with the Association. The Judicial Council is encouraged to promote judiciary involvement and attendance at events for members of the Association. The Judicial Council may be invited to meetings of the Board of Directors. The Judicial Liaison shall chair the Judicial Council. Any meetings of the Judicial Council shall be held at the discretion of the Judicial Liaison.

## **ARTICLE IX MEMBER INFORMATION AND USE OF EMAIL LIST**

No list of Association members, nor any personal member information, including addresses, telephone numbers and e-mail addresses, shall be provided to any person or entity except upon consent by that member. The Association's e-mail list may only be used to promote Association events, events that the Association has agreed to sponsor or co-sponsor, and Association communications to members relating to Association business. Any other use must be approved by a majority vote of the Executive Committee. No person may send a message to the media on behalf of the Association without the express written approval of a majority of the Executive Committee.

## **ARTICLE X AMENDMENTS AND AUTHORITY**

Amendments to the Association By-laws shall be made as follows:

1. Proposals for amendments to these By-Laws may be initiated by any of the following:
  - A. 33% of the Executive Committee; or
  - B. 33% of the Board of Directors
2. All proposals for amendments shall be submitted to the entire Association Board for their consideration and recommendation. The written notice of the proposed amendment shall be sent to the entire Association Board at least ten (10) days prior to the meeting at which said amendment is to be considered.

3. These By-Laws may be amended by a majority vote of the Association Board members present at a duly noticed meeting.
4. If any part of these By-laws shall be found to be invalid or ineffective in any action, suit, or proceeding, the validity and effect of the remaining part shall not be affected.

**ARTICLE XI  
NON-PROFIT CORPORATE INTENT**

No Director, Officer, agent, member of a committee or person connected with the Association, or any other private individual, shall receive at any time, any of the net earnings or pecuniary profit from the operations of the Association, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. Upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association then remaining in the hands of the Board of Directors shall be distributed in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine.

**These Bylaws were ratified by a majority vote of the Association Board members.**

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 President  
 Jewish Bar Association of Broward County, Inc.

\_\_\_\_\_  
 Date

\_\_\_\_\_  
 Secretary  
 Jewish Bar Association of Broward County, Inc.

\_\_\_\_\_  
 Date