

SECOND AMENDED BYLAWS OF  
LAKE COUNTY BAR ASSOCIATION, INC.

ARTICLE I. NAME

This Association shall be known as the Lake County Bar Association, Inc.

ARTICLE II. PURPOSE

The Lake County Bar Association is formed to advance the appreciation of jurisprudence, to promote improvements in law, to facilitate the administration of justice, to uphold the standards of integrity, honor, and ethics in the legal profession, to encourage legal education, to promote a better understanding in the community of our system of jurisprudence, and to cultivate a spirit of cordiality among members of the association.

ARTICLE III. MEMBERSHIP

Section 1. Qualification. Any active or retired member of The Florida Bar who either resides in or practices law in Lake County, Florida, or any current or retired judge or magistrate serving Lake County or any county within the Fifth Judicial Circuit may be a member of the Lake County Bar Association. Application for membership shall be made in writing to any officer of the Association, who shall refer such application to the Board of Directors. Upon confirmation of qualification for membership by the Board of Directors, such applicant shall become a member upon payment of the dues required by these Bylaws.

Section 2. Dues. The annual dues of the Association shall be such sum as shall be fixed by the Board of Directors, payable on July 1 of each year. Any member whose dues shall not be paid within sixty (60) days of the due date may be dropped automatically from membership. Such member may be reinstated automatically upon payment of the dues within the same membership year.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number; Office. The property, affairs, business, activities, and concerns of the Association shall be managed by the Board of Directors, consisting of no less than seven (7) members and no more than nine (9) members. The Board of Directors shall consist of the president, vice president, secretary, treasurer, immediate past president, and at least two (2) but not more than four (4) non-officer directors.

Section 2. Election; Term. The non-officer directors shall be elected as provided in these Bylaws. The non-officer directors shall be elected for a term of three (3) years at the annual meeting of the members by a majority vote of the general membership present at any annual meeting, and shall continue in office until resignation, removal, or until a successor has been duly elected. The terms of the non-officer directors shall be staggered in order that at least one non-officer director will be elected annually. If more persons are nominated for directors than there are vacancies to fill,

then the nominees receiving the highest number of votes on the first ballot shall be declared elected. Nominations for the members of the Board of Directors shall be made by either the nominating committee or from the floor. Any non-officer director may serve more than one term or successive terms at any time.

Section 3. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting or until his successor shall have been chosen by a special meeting of the members.

Section 4. Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the general membership present at any special meeting called for that purpose.

Section 5. Quorum. Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, regular or special, of the Board of Directors.

Section 6. Judicial Liaison. The Board shall invite a Lake County Circuit Court or County Court Judge and/or magistrate to serve the Board as a liaison between the Lake County Bar Association and the Judiciary serving Lake County and the Fifth Circuit.

#### ARTICLE V. OFFICERS

Section 1. Number; Office. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer. Except for the offices of Secretary and Treasurer which may be held by one (1) person, no two (2) offices may be held by any one person.

Section 2. Election; Term. The officers of this Association shall be elected as provided in these Bylaws. The officers shall be elected for a term of one (1) year by a majority vote of the general membership present at any annual meeting, and shall continue in office until resignation, removal, or until a successor has been duly elected. Any officer may serve more than one (1) term or successive terms at any time.

Section 3. Duties of Officers. The duties and powers of the officers of this Association shall be as follows:

President: The President shall be the chief executive officer of the Association, shall have general and active management of the business and affairs of the Association subject to the directions of the Board of Directors, and shall preside at all meetings of the Board of Directors and general membership.

Vice President: In case of the death or absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary: The Secretary shall have custody of and maintain all the Association's records except the financial records; shall record the minutes of all meetings of the members and Board of Directors; shall send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or President.

Treasurer: The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements, and shall render accounts at least annually and whenever else required by the Board of Directors or President, and shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 4. Compensation of Officers. The officers of this Association shall receive no compensation for their services.

## ARTICLE VI. COMMITTEES

Section 1. Temporary Committees. The President, with the approval of the Board of Directors, may appoint such standing and temporary committees as may be deemed necessary.

Section 2. Nominating Committee. During the month of March of each year, the President shall appoint a nominating committee of three (3) members of the Association. The members may be selected from the Board of Directors and the members. The duties of the Nominating Committee shall be to nominate candidates for officers and non-officer directors to be elected at the next annual meeting of the membership. The Secretary shall deliver the list of nominations to members simultaneously with notice of the meeting.

## ARTICLE VII. MEETINGS

Section 1. Annual Meeting. The annual meeting of the members of this Association shall be held at the time and place designated by the Board of Directors of the Association. The annual meeting of the Association for any year shall be held no later than thirteen (13) months after the preceding annual meeting of the Association. Business to be transacted at the annual meeting shall include the election of officers and non-officer directors of the Association.

Section 2. Special Meetings. Special meetings of the members of the Association shall be held when directed by the President and the Board of Directors, or when requested in writing by not less than ten percent (10%) of the membership.

Section 3. Place. Meetings of the Association shall be held at such place within Lake County, Florida, as the President or Board of Directors may direct.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed, e-mailed or announced in the Association newsletter either mailed or delivered electronically to members not less than ten (10) days before the meeting.

Section 5. Voting. Each member of the Association shall be entitled to one (1) vote.

Section 6. Quorum. Twenty-five percent (25%) of the membership, represented in person or by proxy, shall constitute a quorum of the membership. If a quorum is present, the affirmative vote of the majority of the members present at the meeting and entitled to vote on any subject matters shall be the act of the membership unless otherwise provided.

ARTICLE VIII. POLITICAL ENDORSEMENTS PROHIBITED

The Lake County Bar Association or the Board of Directors in the name of the Association, shall not endorse, recommend, approve, or disapprove a candidate for any office or any applicant for political office or judicial appointment, or in any way use the Association to influence the election or defeat of any candidate for public office or issue on any referendum.

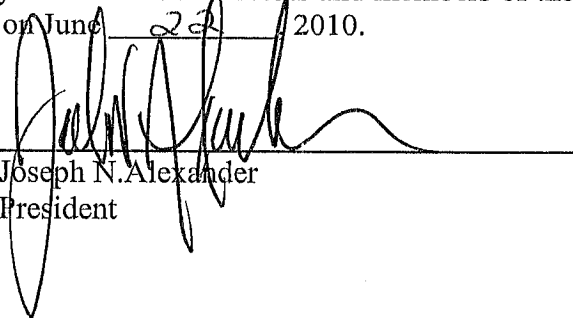
ARTICLE IX. FISCAL YEAR

The fiscal year of the Association shall be from January 1 through December 31.

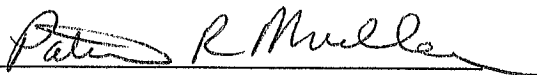
ARTICLE X AMENDMENTS

These Bylaws may be altered or amended at any regular or special meeting of the membership by the affirmative vote of a majority of the members present. Written notice of the proposed amendments shall be given to the members of the Association at the time and in the manner notice of the meeting is given, which notice shall be given not less than ten (10) days before the date of the meeting.

IN WITNESS WHEREOF, the undersigned officers do hereby certify that the above and foregoing Second Amended Bylaws were adopted by the Board of Directors and members of the Lake County Bar Association, Inc. at a meeting held on June 22 2010.

  
\_\_\_\_\_  
Joseph N. Alexander  
President

ATTEST:

  
\_\_\_\_\_  
Patricia R. Mueller  
Secretary

**AMENDED BYLAWS OF  
LAKE COUNTY BAR ASSOCIATION**

**ARTICLE I. NAME**

This Association shall be known as the **Lake County Bar Association**.

**ARTICLE II. PURPOSE**

The Lake County Bar Association is formed to advance the science of jurisprudence, to promote improvements in law, to facilitate the administration of justice, to uphold the standards of integrity, honor, and ethics in the legal profession, to encourage legal education, to promote a better understanding in the community of our system of jurisprudence, and to cultivate a spirit of cordiality among members of the association.

**ARTICLE III. MEMBERSHIP**

Any member of The Florida Bar who either resides in Lake County, Florida, or whose principal office for the practice of law is located in Lake County, Florida, may be a member of the Lake County Bar Association.

Application for membership shall be made in writing to the President of the Association, who shall refer such application to the Board of Directors. Upon approval by the Board of Directors, such applicant shall become a member upon payment of the dues required by these Bylaws.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. Number.** The property, affairs, activities, and concerns of the Association shall be vested in the Board of Directors, consisting of seven (7) members. The members of the Board shall, upon election, assume office on June 1 of each year, or upon appointment, immediately assume office, and in either case assume performance of their duties and shall continue in office until their successors have been duly elected or qualified.

**Section 2. Office.** The Board of Directors shall consist of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past President, and four (4) elective members. However, in case the same person holds the office of Secretary and Treasurer, there shall be five (5) elective members. The elective members of the Board of Directors shall be elected for staggered terms of three (3) years each at the annual meeting of the Association in order that only one elective member be elected annually; if more elective

members are nominated than are vacancies to fill, then the nominees receiving the highest number of votes on the first ballot shall be declared elected. Nominations for the elective members of the Board of Directors shall be made by either the nominating committee or from the floor. Voting shall be by secret ballot, unless waived by a majority of members present.

Section 3. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting or until his successor shall have been chosen by a special meeting of the members.

Section 4. Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the general membership present at any special meeting called for that purpose.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, regular or special, of the Board of Directors.

#### **ARTICLE V. OFFICERS**

Section 1. Number. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer. No two (2) offices may be held by any one person, except that the office of Secretary and Treasurer may be held by one (1) person.

Section 2. Method of Election. The officers of this Association shall be elected for a term of one (1) year by a majority vote of the general membership present at any annual meeting, and shall continue in office until their successors have been duly elected or qualified.

Section 3. Duties of Officers. The duties and powers of the officers of this Association shall be as follows:

President: The President shall be the chief executive officer of the Association, shall have general and active management of the business and affairs of the Association subject to the directions of the Board of Directors, and shall preside at all meetings of the Board of Directors and general membership.

Vice President: In case of the death or absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary: The Secretary shall have custody of and maintain all of the Association's records except the financial records; shall record the minutes of all meetings of the members

and Board of Directors; shall send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or President.

**Treasurer:** The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements, and shall render accounts thereof at the annual meeting of the members and whenever else required by the Board of Directors or President, and shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 4. Compensation of Officers. The officers of this Association shall receive no compensation for their services.

## **ARTICLE VI. COMMITTEES**

Section 1. Temporary Committees. The President, with the approval of the Board of Directors, may appoint such standing and temporary committees as may be deemed necessary.

Section 2. Nominating Committee. During the month of March of each year, the President shall appoint a nominating committee of three (3) members, only one of whom shall be a member of the Board of Directors, whose duty it shall be to nominate candidates for directors and officers to be elected at the next meeting of the membership. The nominating committee shall notify the Secretary, in writing, at least twenty (20) days before the date of the annual meeting, of the names of such candidates, and the Secretary shall mail a copy of the nominations to each member simultaneously with the notice of the meeting.

## **ARTICLE VII. MEETINGS**

Section 1. Annual Meeting. The annual meeting of the members of this Association shall be held at the time and place designated by the Board of Directors of the Association. The annual meeting of the Association for any year shall be held no later than thirteen (13) months after the past preceding annual meeting of the Association. Business to be transacted at the annual meeting shall include the election of directors and officers of the Association.

Section 2. Special Meetings. Special meetings of the members of the Association shall be held when directed by the President and the Board of Directors, or when requested in writing by not less than ten percent (10%) of the membership.

Section 3. Place. Meetings of the Association shall be held at such place within Lake County, Florida, as the President or Board of Directors may direct.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than ten (10) days before the meeting.

Section 5. Voting. Each member of the Association shall be entitled to one (1) vote.

Section 6. Quorum. Twenty-five percent (25%) of the membership, represented in person or by proxy, shall constitute a quorum of the membership. If a quorum is present, the affirmative vote of the majority of the members present at the meeting and entitled to vote on any subject matters shall be the act of the membership unless otherwise provided.

Section 7. Dues. The annual dues of the Association shall be such sum as shall be fixed by the Board of Directors, payable on February 1<sup>st</sup> of each year. Any member whose dues shall not be paid on the 1<sup>st</sup> day of April of each year shall be dropped automatically from membership. Such member may be reinstated automatically upon payment of the dues within the same year.

#### **ARTICLE VIII. ELECTION OF PUBLIC OFFICIALS**

This Association, or any member or group members in the name of the Association, shall not endorse, recommend, approve, disapprove or in any way use the Association to influence the election or defeat of any candidate for public office or issue on any referendum.

#### **ARTICLE IX. FISCAL YEAR**

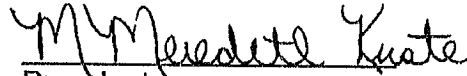
The fiscal year of the Association shall be from January 1 through December 31.

#### **ARTICLE X. AMENDMENTS**

These Bylaws may be altered or amended at any regular or special meeting of the membership by a vote of the majority of members present; provided, however, that notice in writing of the proposed amendment shall first be given the members of the Association at the time notice of the meeting is given.



IN WITNESS WHEREOF, the undersigned officers do hereby certify that the above and foregoing Amended Bylaws were adopted by the Board of Directors and members of the Lake County Bar Association, Inc. at a meeting held on \_\_\_\_\_, 2002.

  
President

(Corporate Seal)

ATTEST:

\_\_\_\_\_  
Secretary