

**BY-LAWS OF
THE GAINESVILLE AREA CHAPTER OF THE
FEDERAL BAR ASSOCIATION, INC.,
a Florida Not For Profit Corporation**

BY-LAWS

The Gainesville Area Chapter of the Federal Bar Association, Inc., a Florida not for profit corporation, hereafter called "this Chapter", has been established and became incorporated by filing Articles of Incorporation for a not for profit corporation with the Secretary of State of the State of Florida, and this Chapter shall govern itself according thereto and pursuant to the following By-Laws, to wit:

ARTICLE ONE – MEMBERSHIP

Membership in this Chapter is established under Article Five of the Articles of Incorporation. As a requirement to being a member in good standing of this Chapter, the member must timely pay the annual membership dues collected by the Federal Bar Association (Washington, D.C.), and any required dues set and collected by this Chapter.

ARTICLE TWO – GEOGRAPHIC AREA

This Chapter is open to all members regardless of where they work or reside. The Federal Bar Association (Washington, D.C.) has designated the geographic area for this Chapter to include (at a minimum) the following counties: Alachua, Dixie, Gilchrist, Lafayette, Levy, and Marion.

ARTICLE THREE – CORPORAL AUTHORITY, OFFICERS, DIRECTORS

The Officers of this Chapter, at the direction and resolution of the voting Directors, shall exercise the authority of this Chapter. At each Annual Meeting of this Chapter, the membership shall first elect the following officers: President-Elect, Secretary, Treasurer, and Membership Chairperson. Each of these Officers, during their term in office, shall also serve as a voting Director of this Chapter. The President-Elect who served during the annual term just ending, shall automatically serve as the President and National Delegate during the following annual term, and shall also automatically serve a voting Director during his/her term in office. The membership shall then elect, at each Annual meeting, four additional voting Directors. There shall also be two *ex officio* non-voting Directors chosen by the Young Lawyers Division and the Law School division to represent those constituencies.

ARTICLE FOUR: BOARD OF DIRECTORS

BOARD OF DIRECTORS. The Board of Directors is established pursuant to Article Four of the Articles of Incorporation, and shall consist of nine voting Directors and two *ex-officio* non-voting Directors. All Directors must be members in good standing of

this Chapter.

ELECTION AND TERM OF DIRECTORS. Election of Directors shall be held pursuant to Article Three of these By-Laws, and shall be by majority vote of the membership present at the Annual Meeting. The term of office shall run from the date of the Annual Meeting until the date of the next Annual Meeting. In the event there is a vacancy on the Board of Directors, the Board shall accept applications from those persons interested in serving as a Director, and the Board shall, by majority vote, appoint an applicant to serve as Director until the next elections. Each Director shall hold office until a successor has been elected or until resignation or removal. The President-Elect shall be automatically appointed as a Director for the following term.

MEETINGS OF THE BOARD OF DIRECTORS. The Board of Directors shall meet at each annual meeting and at each special meeting, and notice of said Board of Directors' meeting should be included with the notice given for each Annual Meeting or Special Meeting. One or more, or all of the Directors may meet from time-to-time, at a time reasonably convenient amongst the Directors, without giving the type of notice required for an annual meeting or special meeting, to conduct the day-to-day affairs of this Chapter.

ACTIONS TAKEN BY THE BOARD OF DIRECTORS. Any action taken of the Board of Directors shall be approved by a majority vote of the Directors present at the meeting where the vote was taken, provided a minimum of five voting Directors are present at the meeting. A vote of the Directors shall be defined as (1) "yes" which is an acceptance of the matter pending, (2) "no" which is a rejection of the matter pending, and (3) "abstention" which is neither a "yes" or "no" vote, but shall be considered as a vote for purposes of the requirement that each director must cast a vote on every matter coming before the Board of Directors that requires a vote. All directors present at a meeting where a vote is taken must cast a vote on every matter coming before the Board of Directors that requires a vote, and the vote may be cast in person, may be cast in writing if not present in person, or may be cast by a proxy given to another director presently serving on the Board of Directors who shall cast said vote in person.

COMPENSATION. The Directors shall serve without compensation. The Directors may set a policy for reimbursement of expenses incurred on behalf of this Chapter.

ASSISTANCE TO THE BOARD OF DIRECTORS. The Board of Directors may from time to time employ or hire as needed one or more individuals or companies to assist in the management of the affairs of this Chapter. It is anticipated that from time to time this Chapter shall require certain secretarial services, legal services, accounting services, and management services, all of which may require the one or more persons or companies be employed or hired and be paid a fair and reasonable compensation for

services provided. It is anticipated that the members of this Chapter shall volunteer their services to provide the management and operation of the day to day affairs and shall not be paid compensation for said services. The President (or the Chairperson if still appointed) is authorized to sign any agreement for said services.

CHAIRPERSON OF THE BOARD OF DIRECTORS. During the first year of this Chapter, to assist in the initial organization of this Chapter, the Board of Directors shall appoint by a majority vote, one Director to serve as the Chairperson. The Chairperson hereby has authority to sign on behalf of and represent the interests of this corporation, and shall serve until the first annual meeting, or until resignation or removal.

REMOVAL AND RESIGNATION OF DIRECTORS. Any Director may be removed for cause by a majority vote of the remaining Directors. The Board shall meet at a special meeting for the purpose of holding a vote for the removal of a Director. A Director may resign at any time by giving written notice to the Board of Directors, and the resignation shall take effect upon a written acceptance by the Board of Directors.

NEWLY CREATED DIRECTORSHIPS. The number of Directors may be increased by amendment to the Articles of Incorporation. The Board of Directors may meet (either at the Annual Meeting or at a Special Meeting) for the purpose of holding a vote for creating a new directorship and amending the Articles of Incorporation, provided that such action shall be in compliance the requirements of the United States Department of Treasury, Internal Revenue Service for this corporation to obtain and to maintain its status as a not for profit corporation under 26 U.S.C. §501(c)(3); and the requirements of the State of Florida for this Chapter to obtain and to maintain its status as a Florida not for profit corporation.

INDEMNIFICATION. The members of the Board of Directors are authorized to utilize any means at their disposal to promote the purposes of this Chapter. Any action taken in good faith and acted upon in accordance with these By-laws shall bind this Chapter; and the corporation shall hold harmless any Director, employee or agent who undertakes an action pursuant to these By-laws.

ARTICLE FIVE – CHAPTER OFFICERS

ELECTION AND TERM OF OFFICES. Election of Officers shall be held pursuant to Article Three of these By-Laws, and shall be by majority vote of the membership present at the Annual Meeting. The term of office shall run from the date of the Annual Meeting until the date of the next Annual Meeting. In the event there is a vacancy of one of the offices, the Board of Directors shall accept applications from those persons interested in serving as the Officer, and the Board shall, by majority vote, appoint an applicant to serve as the Officer until the next

elections. Each Officer shall hold office until a successor has been elected or until resignation or removal.

PRESIDENT and NATIONAL DELEGATE. The President shall be the chief executive officer of the Chapter and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. The President shall preside at all annual meetings and all special meetings, and at all meetings of the Board of Directors. Except as the Board of Directors shall authorize the execution thereof in some other manner, the President shall have the authority to execute contracts on behalf of this Chapter, and to sign checks spending funds from this Chapter's bank account. The President shall also serve as the National Delegate for this Chapter.

PRESIDENT-ELECT. The President-Elect shall serve on behalf of and at the direction of the President, and shall serve as President in the following term. During the absence or disability of the President, the President-Elect shall have all the powers and functions of the President.

SECRETARY. The Secretary shall attend the annual meetings, all special meetings, and all meetings of the Board of Directors to record the minutes of the meeting and all votes in a book to be kept for that purpose; provide or cause to be provided notice of all meetings of the Directors, of all annual meetings, and of all special meetings; keep in safe custody the seal of the corporation and affix to any instrument when authorized by the Board of Directors; when required prepare or cause to be prepared and available at each meeting of directors a certified list in alphabetical order of the names of the directors entitled to vote thereat; keep all the documents and records of the corporation in a proper and safe manner; and perform such other duties as may be prescribed by the Board of Directors, or assigned by the President.

TREASURER. The Treasurer shall have custody of this Chapter's funds and securities; shall keep full and accurate accounts of receipts and disbursements in the corporate books; shall deposit all money and other valuables in the name and to the credit of this Chapter in such depositories as may be designated by the Board of Directors; disburse funds of this Chapter as may be ordered or authorized by the Board of Directors and preserve proper vouchers for such disbursements; render to the President and Board of Directors the financial condition of the corporation; and render a full financial report at the annual meetings if so requested.

MEMBERSHIP CHAIRPERSON. The Membership Chairperson shall take those actions as necessary and as directed, to promote the membership of the Chapter, and shall maintain a current membership list.

REMOVAL AND RESIGNATION OF OFFICERS. Any Officer may be removed for cause by a majority vote of the Board of Directors. The Board shall meet at a Special Meeting for the purpose of holding a vote for the removal of an Officer. An Officer may resign at any time by giving written notice to the Board of Directors, and the resignation shall take effect upon a written acceptance by the Board of Directors.

ARTICLE SIX - CHAPTER OFFICE

The principal office of this Chapter shall be established and maintained at the office of the then-sitting President, with a mailing address of P.O. Box 2361, Gainesville, Florida 32602-2361. The corporation may also establish in the future an office if determined to be necessary by the Board of Directors.

ARTICLE SEVEN - CHAPTER MEETINGS

ANNUAL MEETINGS. The Board of Directors shall hold an Annual Meeting of this Chapter to be scheduled and duly noticed. The Annual Meeting shall be attended by all Directors of this Chapter, and may be attended by any member of the Chapter. The purpose of the Annual Meeting shall be to do the following: (1) provide notice to all members of the name and mailing address of the current members of the Board of Directors, (2) elect Officers and Directors of the Chapter to serve until the next Annual Meeting or until replacement, resignation, or removal, (3) provide a question and answer forum to address issues raised by the Board of Directors or by the members present at the annual meeting, and (4) transact such other business as may properly come before the meeting.

SPECIAL MEETINGS. Special meetings may be called by the Board of Directors or by the written request of at least 2 members of the Chapter. The special meeting shall be held on a date not less than ten (10) nor more than sixty (60) days after the request is made. The chairperson of the Board of Directors shall issue the notice for the special meeting unless the meeting is requested by 2 or more members and those members designate another to provide said notice.

NOTICE OF MEETINGS. Written notice of each meeting shall contain at a minimum the following information: (1) identify the meeting as the "annual meeting" or as a "special meeting", (2) list the purpose(s) of the meeting, expressed in general terms, and (3) designate the time and place of the meeting. Notice, at a minimum, shall be mailed to all Directors and to all members of this Chapter, either by U.S. Mail, e-mail, voice-mail, facsimile transmission, or any combination thereof, as reasonably needed to

provide notice to all members. The notice shall be mailed to the Directors and to all members not less than ten days nor more than sixty days before the date for such meeting. Notice may, in addition, be published in a local legal publication or newsletter.

ARTICLE EIGHT - NOT FOR PROFIT LIMITATIONS

The authority of this Chapter shall be limited so that all acts shall be in compliance the requirements of the United States Department of Treasury, Internal Revenue Service for this corporation to obtain and to maintain its status as a not for profit corporation under 26, U.S.C. §501(c)(3); and the requirements of the State of Florida for this Chapter to obtain and to maintain its status as a Florida not for profit corporation.

This Chapter shall not authorize or pay any dividends, distributions, or profits. In the event of dissolution of this Chapter, the residual assets shall be distributed to one or more organizations which themselves qualify under 26 U.S.C. §501(c)(3) or to a Federal, State, or local governmental unit for exclusive public purpose.

ARTICLE NINE - CHAPTER SEAL

The seal of this Chapter shall be circular in form and bear the name of the corporation, the year of its origination and the words "Corporate Seal, Florida." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, along with the authorized signature of the President or of the Board of Directors.

ARTICLE TEN - FISCAL YEAR

The fiscal year shall begin on the 1st day of January of each year.

ARTICLE ELEVEN - CONSTRUCTION


Whenever a conflict arises between the language of these By-Laws and the Articles of Incorporation, the Articles of incorporation shall govern.

ARTICLE TWELVE - AMENDMENTS

These By-Laws may be amended, altered, or repealed at any annual meeting or at any special meeting thereof provided the notice of said meeting sets forth the proposed amendment, alteration, or repeal and provided the amendment, alteration, or repeal is

approved by a majority vote of the Board of Directors taken at that meeting. Emergency By-laws may be effective only if a vote of the Board of Directors cannot be readily noticed and taken because of some catastrophic event and immediate action is required which requires such Emergency By-laws.

ADOPTED this 3RD day of June, 1999.


Robert S. Grisoli
As Chairperson and President