



## **BYLAWS OF MIAMI CHAPTER OF THE AMERICAN BOARD OF TRIAL ADVOCATES**

### **BYLAW I. NAME**

The name of this organization shall be the Miami Chapter of the American Board of Trial Advocates (ABOTA). These Bylaws may be amended, provided such amendments are not inconsistent with the ABOTA Constitution and National Bylaws, by the affirmative votes of a majority of the members voting at any meeting of the Chapter provided notice of such amendment or amendments and the nature thereof shall have been given to the members of the Chapter at least ten days prior to the date of the meeting at which said amendment or amendments are to be presented for consideration.

### **BYLAW II. GENERAL AND SPECIFIC PURPOSES**

#### **General Purposes**

The general purposes of this organization shall be to foster improvement in the ethical and technical standards of practice in the field of trial advocacy to the end that individual litigants shall receive more effective representation and the general public shall benefit by more efficient administration of justice consistent with time-tested and traditional principles of litigation.

#### **Specific Purposes**

The specific purposes of this organization are:

- (1) To elevate the standards of integrity, honor and courtesy in the legal profession;
- (2) To aid in further education and training of trial lawyers; to work for the preservation of our jury system; to improve methods of procedure of our present trial court system; to serve as an informational center; to discuss and study matters of interest to trial lawyers; to advance the skill of its members as trial attorneys; to honor the members of the organization who have the requisite qualifications; to provide a forum for the expression of interests common to trial lawyers and to act as an agency through which trial lawyers in general, and members of the organization in particular, shall have a voice with which to speak concerning matters of common and general interest;

- (3) To establish relations and cooperate with other legal organizations and associations for the purposes of promoting the efficient administration of justice and constant improvement of the law;
- (4) To cultivate a spirit of loyalty, fellowship and professionalism among our members; to advance the interests of the members of the organization professionally and to enable trial lawyers as a group to have an active organization of standing in the community and nation through which they may learn and be heard.
- (5) To educate and inspire students across our nation so they will have appropriate knowledge of and respect for the United States Constitution and our system of justice.
- (6) To provide teachers with presentations, roundtables and workshops on topics aimed at giving teachers the tools to help their students better understand and appreciate the value of the American civil and criminal legal systems and the role those systems play in students' lives and society.

### **Limitations**

All actions of the organization shall comply with all provisions of the ABOTA National Constitution and Bylaws. Neither this organization nor the chapters of ABOTA in Florida shall take public positions inconsistent with the published Resolutions of ABOTA National.

## **BYLAW III. MEMBERSHIP**

Any trial lawyer who is of high personal character and honorable reputation, and who is a member of The Florida Bar in good standing, and who has met the membership qualifications as prescribed in Article III of the ABOTA Constitution and the membership requirements as prescribed in Bylaw V of the ABOTA Bylaws, may be a member of this organization. All members must remain ABOTA members in good standing, and shall comply with all provisions of the ABOTA Constitution and Bylaws. Any member whose membership is terminated for cause by ABOTA shall cease to be a member of this organization.

## **BYLAW IV. BOARD OF DIRECTORS AND OFFICERS**

### **Officers**

This organization shall have a President, President-Elect, Secretary, Treasurer and Membership Chair. The Membership Chair shall be nominated by the Board of Directors and approved by the general membership to begin a one-year term on January 1 of the next calendar year, and shall advance in successive

one-year terms to the office of Treasurer, Secretary, President-elect, and President. It is the requirement of this organization that officer positions alternate between a plaintiff attorney and a defense attorney. Therefore, if the present Membership Chair is a plaintiff counsel, the incoming Membership Chair must be a defense counsel. The Executive Board of Directors shall submit nominations for the office of Membership Chair who shall be selected by a majority vote of the Board.

No person shall hold more than one office at a time except that an officer may also be a National delegate.

### **National Delegates**

The Miami Chapter is presently allotted three (3) national delegates, each holding two (2) year staggered, overlapping terms. If, in the future, there becomes an even number of delegates, consistent with the practices of ABOTA, there must be an equal number of plaintiff and defense attorney representatives. If there continues to be an odd number of delegates, there can be no greater majority of plaintiff or defense attorney delegate(s) than one. National delegates are selected by the unanimous vote of the Board of Directors.

### **Powers and Duties of Officers**

It shall be the duty of the President, or in his/her absence the President-elect, to preside at all meetings of the organization; to see that the bylaws are enforced; to appoint the chairs and members of all committees, with the advice and consent of the Board of Directors; and to call the meetings of the board.

The President-Elect shall assist the President, be available in the President's absence and assume the office of President upon the President's temporary or permanent unavailability.

The Secretary or his/her designee shall keep a complete record of all meetings and correspondence of the organization; shall send notices of meetings to members of the organization as may be required; shall keep a roll of the members of the organization; and shall perform all other duties usually pertaining to the offices of a Secretary. If the Chapter has an Executive Director, upon approval by the President, the Executive Director may perform some of the duties of this office.

The Treasurer shall perform the duties usually assigned to this office and as further set out in these by-laws. If the Chapter has an Executive Director, upon approval by the President, the Executive Director may perform some of the duties of this office.

The Membership Chair shall have overall authority and responsibility for the process of new member nominations and shall be the Chair of the Membership Committee.

### **Board of Directors**

The Board of Directors shall be constituted by the President, President-Elect, Secretary, Treasurer and Membership Chair together with the Chapter's immediate past President.

### **Executive Board of Directors**

This organization also shall have an Executive Board of Directors comprised of the President, President-elect, Secretary, Treasurer and Membership Chair together with the Chapter's immediate past President, each other Past President of the Chapter, and the Chapter's National delegates, all of whom shall be ex officio members of the Executive Board of Directors with the voting rights and duties as provided in Bylaw IV. All terms except those pertaining to ex officio members and National delegates will be for one year. The Executive Board shall serve in an advisory capacity to the Board of Directors on an "as requested" basis and in the new member selection process as described in BYLAW VII SELECTION OF NEW MEMBERS.

### **Powers and Duties of Board of Directors**

The Board of Directors, subject to the limitations of these bylaws, the rules and regulations of ABOTA National and of the general laws of the jurisdiction, shall have the powers and duties necessary or appropriate for the administration of the business and affairs of the organization. The Board shall have the following powers: to make rules and regulations for the government of the members and officers, and for the management of the affairs of the organization; to incur indebtedness when necessary for legitimate functions of the organization, including the employment of temporary or permanent personnel to perform such ministerial or advisory functions in aid of any officer of this organization; and to set the amount of the local chapter assessment(s) for all members, to be collected by the Miami Chapter of ABOTA, for the purpose of paying expenses, conducting business, paying debts or carrying out the purposes of the organization.

### **Voting Rights and Proxies**

The President, President-elect, Secretary, Treasurer, Membership Chair and the Chapter's immediate Past President in attendance at any meeting shall each have one vote on all matters submitted to a vote. Dual service as the representative for any ABOTA chapter in Florida does not provide any officer or board member with an additional vote to cast in any matter.

Each other Past President of the Miami Chapter and each National delegate in attendance at any meeting, shall have one vote on all matters.

**Proxies.** Except for past presidents of the Miami Chapter, any member of the Board of Directors may give a proxy for his/her vote to a member of the same chapter who is not a board member, provided advance notice is given to the President or his/her designee and the proxy member is in attendance at the meeting for which the proxy is given.

### **Vacancies and Absences**

**Vacancies.** A vacancy in the office of any Officer shall be filled by a vote of the Board of Directors. Said newly-elected member shall serve the unexpired term of the office.

**Absences.** Except for ex officio members, any member of the Board of Directors or any Officer who is absent from three (3) consecutive meetings, unless he/she shall present satisfactory excuses, shall be deemed to have resigned his/her office and shall cease to be a member of the Board of Directors or to be an officer. A former officer or board member may, however, be reinstated by a majority vote of the Board of Directors.

## **BYLAW V. COMMITTEES**

### **Standing Committees**

All standing committee chairs and members shall be appointed by the President, with the advice and consent of the Board of Directors. The Standing Committees shall consist of:

The Bylaw Study / Review Committee, which shall be responsible for the periodic review of the Chapter's governing documents.

The Chapter Membership Committee, which shall be responsible for attracting new members, establishing uniform criteria for accepting local chapter nominations for membership, in addition to keeping diversity issues a priority and promoting diversity in membership as an ongoing priority.

The Historian Committee, which shall have the responsibility of archiving the history of FLABOTA through any and all materials, correspondence, minutes, videos and photographs available to guide and inspire. The committee should work to create and update a videotaped interview of all surviving founders and early leaders, and to develop a pictorial archive.

## **Special Committees**

The President shall have the authority to appoint such special committees as necessary, with the advice and consent of the Board of Directors including but not limited to the following:

The Chapter Program Committee shall arrange and sponsor all events given in the name of the Chapter and shall provide for speakers on appropriate topics.

The Chapter Public Relations committee shall act as counsel for the Chapter in matters pertaining to public relations and shall formulate and disseminate such public statements as may be approved by a majority of the Chapter Executive Committee in accordance with the rules of the National Association. No statement shall be made in the name of the Chapter except through the President or Chairman of the Public Relations Committee.

The Chapter Internal Policies Committee shall be concerned with the exploration, formulation and recommendation of policies and activities of the organization designed to improve the quality of service of this organization to its individual members.

## **BYLAW VI. MEETINGS OF ORGANIZATION; NOTICE; QUORUM**

### **Meetings**

The organization shall hold meetings at any convenient place selected by the President with the advice and consent of the Board of Directors. During such meetings, there shall be a general meeting of the membership of the organization. All members of the Miami Chapter shall be notified of the time and place of said meeting at least two weeks in advance.

In addition, the organization shall meet at such other times and places as selected by the President, with the advice and consent of the Board of Directors. Notice of the times and places shall be given in a timely manner.

### **Notice**

Notice of the annual meeting and all other meetings of this organization shall be effected in any number of ways, including but not limited to communications made via electronic mail.

## **Quorum**

At all meetings, a quorum shall consist of at least ten members plus a majority of the officers, in person or by proxy where permitted.

## **Executive Board Meetings**

Meetings of the Executive Board may be called at any time by any member of the Executive Board upon three days advance notice by mail or telephone.

A majority of the membership of the Executive Board shall constitute a quorum at meetings of the Executive Board; however, in the discretion of the President, the votes of any absent members of the Executive Board may be received by letter addressed to the Secretary on any issue brought for vote before a quorum present; provided that the Secretary shall have addressed in writing to the absent member the exact resolution or issue submitted to a vote, and provided further that the absent member's letter of vote shall be received by the Secretary prior to the meeting.

## **BYLAW VII. SELECTION OF NEW MEMBERS**

### **Voting Meetings**

There shall be two meetings per year, occurring in February and August or such other times as approved by a majority vote of the Board of Directors, devoted to the general membership's discussion of and voting on nominations for new members.

### **Membership Committee**

The Chapter Membership Committee shall be appointed by the President from the members of the Chapter and shall be composed of four (4) persons appointed by the President in consultation with the Membership Chair who shall be Chair of the Membership Committee.

The Membership Committee will review Chapter members' nominations for prospective members, make nominations themselves and otherwise accumulate names of potential chapter members. The Membership committee shall aid the Chapter Executive Board in the job of recommending nominees for membership as provided in Article III, Sections 1 through 4 and Article IV, Section 3, of the Constitution. The Chapter Executive Board shall give consideration to, but shall not be bound by, the recommendations of the Membership Committee. The affirmative vote of 75% of the Chapter Executive Board in attendance shall be necessary to recommend a nominee to membership in the association (except where otherwise specifically provided in these Bylaws.)

## **Initial Slate**

All nominations for new members must be received by the Executive Director or in her/his absence, the Membership Chair, at least forty-five (45) days before a voting meeting. At least thirty (30) days before a voting meeting, the Membership Committee shall meet and propose a slate of candidates for new membership. Candidates on this slate must be approved by a majority of Membership Committee members present at the meeting either in person or telephonically.

## **Chapter Members Evaluation**

Within five (5) days of the foregoing Membership Committee meeting, the Executive Director shall transmit the proposed slate, by email, to the Executive Board which shall meet to discuss the slate. At this meeting, the Executive Board shall select the final slate of proposed new members to be voted on at the voting meeting. To be considered for the final slate, each nominee must receive a seventy-five percent (75%) approval vote from those members of the Executive Board present, in person or telephonically. A nominee, to be admitted to membership in this Chapter, must receive an affirmative vote of 75% of the Executive Board, present and voting, of this Chapter. At least fourteen (14) days prior to the meeting, the Executive Director will circulate the list of the nominees to the General Membership.

## **Notice to membership**

No later than twenty-one (21) days prior to the voting meeting, the Executive Director shall notify, by email, each Chapter member of the date, time and location of the voting meeting and the names of the nominees upon whom the general membership will vote. At the voting meeting, there will be allowed a period of discussion and debate on each new nominee proposed. Only those nominees advertised to the general membership 21 days in advance of the voting meeting will be considered for debate, discussion and membership. Following the discussion and debate of all proposed new members, the general membership present shall vote. Only those nominees receiving an affirmative vote of 75% of the general membership of this Chapter, who are present and voting, shall be submitted for membership to the National Board. The vote shall be by written ballot. After all ballots and votes are counted by two members of the Board of Directors present and the vote count is approved by a majority of the Board of Directors present, the names of those approved for membership shall be announced to the membership.



## **Notice to Proposed New Members**

Within ten (10) days of the voting meeting, the Chapter President shall notify each new proposed member of her/his selection and request that the proposed new member complete, in a timely fashion, the appropriate forms and applications for membership.

## **Completion and Submission of Forms**

Each nominee approved by a vote of the general membership must complete and submit the necessary and required forms and applications to ABOTA National within three hundred sixty-five (365) days. Failure to do so will result in the Chapter's cancellation of its invitation to join. Failure to submit the necessary forms or cancellation of the invitation to join does not bar or prevent resubmission of the nominee's name for membership however, another approval of the Executive Board and vote of the Chapter membership shall be required.

## **BYLAW VIII. LOCAL DUES**

There shall be due from each active member of the Miami Chapter payable no later than June 1st of each year, the sum of \$100.00 per member, the aggregate sum of which shall be used for Chapter purposes including but not limited to funding (whether supplementary or otherwise) of the James Otis Lecture Series and Teachers' Law School, the Judges Cup (golf tournament), annual law student awards, Journalist Law School, supplementary funding of dinner meetings and any other Chapter related purpose approved by a majority of the Board of Directors.

Chapter assessments and fees may be imposed at any time by the affirmative vote of a majority of a quorum of the members present and voting at any meeting of the Chapter.

Any member of the Chapter who fails to pay Chapter assessments or fees shall be subject to suspension by the affirmative vote of a majority of a quorum of the Chapter Executive Committee.

A suspended member may not hold any office or position in the Chapter, serve as a member of any committee, or attend any meeting of the Chapter, receive any of its publications, notices or other communications, or otherwise have any of the privileges of membership.

The fiscal year of the Chapter is from the first day of January to the last day of December of the current year.

## **BYLAW IX. AMENDMENTS**

These bylaws may be amended by a majority of the Board of Directors in attendance at any meeting, provided notice of such proposed amendment has been given at least ten days prior to the meeting at which the amendments are presented for consideration.

## **BYLAW X, ROSTER OF MEMBERS**

Each Chapter shall nominate and elect its Chapter Officers and National Board Representative(s). The names of the Chapters Officers and National Board Representative(s) so elected shall be furnished to the in advance of the Annual Meeting of the Association as required by the National Association

At least once a year, following the election of officers of the Chapter, the Chapter Secretary shall provide to each member of the Chapter a roster of officers, Executive Committee members, standing committee members, and members at large of the Chapter. Such roster shall contain the name, business address, and telephone number of the listed members.

**RATIFIED** and **ADOPTED** as amended by vote of the Board of Directors of the Miami Chapter of the American Board of Trial Advocates on August 4, 2016.