

BYLAWS
OF
JACKSONVILLE AREA CHAPTER OF THE
FEDERAL BAR ASSOCIATION, INC.

ARTICLE I

BUSINESS OFFICES

Section 1.1. Florida. The corporation shall have such offices as its business may require within the State of Florida.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

Section 2.1. Registered Office and Registered Agent. The address of the initial registered office in the State of Florida and the name of the initial registered agent of the corporation at such address are set forth in the Articles of Incorporation. The corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however that such designation shall become effective upon the filing of a statement of such change with the Department of State of the State of Florida as is required by law.

ARTICLE III

MEMBERS

Section 3.1. Classes of Members. The corporation shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) Regular: Any person who possesses the qualifications for active membership in the Federal Bar Association ("Association") as provided for in Section 1 of Article IV of the Constitution of the Association and who resides in or has his or her employment or office in the Jacksonville area, shall be eligible for regular membership in the corporation. Membership shall commence upon submission of a completed application for membership and tender of the appropriate amount of annual dues, to be prorated monthly for the remaining portion of the year if application is made after the commencement of the fiscal year.

(b) Honorary: Any person eligible for honorary membership in the Association as provided for in Section 2 of Article IV of the Constitution of the Association may be elected

to honorary membership in the corporation by two-thirds vote of the corporation's members present at any regularly called meeting. Honorary members shall be exempt from payment of the admission fees and annual dues.

Section 3.2: Application for Membership: Application for membership in the corporation shall be made on a form approved by the Board of Directors of the corporation. Each application must be accompanied by the dues and admission fees required by these bylaws.

Section 3.3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3.4. Termination of Membership. The Board of Directors, by affirmative vote of a majority of its members at a regular or special meeting, may expel a member for cause after an appropriate hearing. Notice shall be given to such member and shall include (i) the intention of the Board to consider and determine whether such member shall be expelled, (ii) the date, time and place of the meeting, and (iii) the accusations against the member. Such member may appear at the Board meeting and present such evidence or make such arguments as he or she may deem necessary in defense of himself or herself.

Section 3.5. Right of Appeal. Any member expelled from the corporation pursuant to Section 3.4 above or any officer removed from office shall be notified by registered mail of his or her expulsion or removal and of his or her right to appeal. Such notice shall be sent to the member's or officer's address as it appears on the records of the corporation. Appeal from such action of the Board of Directors may be made to the members of the corporation by filing notice of such appeal with the Secretary within 60 days from notice of such expulsion or removal. Such appeal will be heard at the annual meeting or at a special meeting of the membership to be called for that purpose at the discretion of the Board of Directors. In either case, a majority vote of the members present is necessary to reverse the action of the Board of Directors.

Section 3.6. Suspension of Member. A member whose dues for the fiscal year are unpaid at the expiration of 90 days after the beginning thereof shall not be regarded as in good standing and shall be dropped from the rolls. A member who has been dropped for non-payment of dues may be reinstated at any time by payment of the current annual dues, prorated as in the case of new members.

Section 3.7. Notice of Pending Suspension. Within 60 days after the beginning of each fiscal year, the Secretary shall notify all members whose dues are in arrears of the fact thereof, and that they will be dropped from the rolls unless their dues

are received within 30 days.

Section 3.8. Exception to Payment of Dues. Notwithstanding the provisions of Sections 3.6 and 3.7 above, all members in the active military or naval service of the United States during a war, who do not request to the contrary, shall be exempt from the payment of dues while so engaged; and any veteran or member of the armed service who served in a war in the service of the United States, unless discharged other than honorably from the service, may be restored automatically to good standing by payment of dues for the current year assessable against him at the time restoration is sought.

Section 3.9. Resignation. Any member may resign by filing a written resignation with the 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.

Section 3.10. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IV

MEMBER'S MEETINGS

Section 4.1. Place of Meeting. Regular and annual meetings of the members shall be held at any place within the Jacksonville, Florida, area designated in the notice of the meeting.

Section 4.2. Annual Meeting. An annual meeting of the members shall be held in the last quarter of each fiscal year of the corporation at a time and place designated by the Board of Directors at which meeting the members shall elect a Board of Directors and transact other business.

Section 4.3. Regular Meetings. Eight regular meetings of the members shall be held each fiscal year of the corporation at a time and place within the Jacksonville, Florida, area designated by the Board of Directors.

Section 4.4. Special Meetings. Special meetings of the members shall be held when directed by the President or the Board of Directors, or when requested in writing by not less than a quorum of the members entitled to vote at the meeting. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors or members requesting the meeting shall designate another person to do so.

Section 4.5. 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 delivered not less than five days before the meeting, unless the nature of the meeting is such that shorter notice cannot be avoided, either personally or by first class mail, by or at the direction of the President, the Secretary, or the persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4.6. Notice of Adjourned Meetings. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 4.5, above, to each member of record on the new record date entitled to vote at such meeting.

Section 4.7. Waiver of Notice. Whenever notice is required to be given to any member, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the written waiver of notice.

Section 4.8. Closing of Records and Fixing Record Date.

(a) For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors may provide that the records shall be closed for a stated period but not to exceed, in any case, sixty days. If the records shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten days immediately preceding such meeting.

(b) In lieu of closing the records, the Board of Directors may fix in advance a date as the record date for any determination of members, such date in any case to be not more than sixty days and, in case of a meeting of members, not less than ten days

prior to the date on which the particular action requiring such determination of members is to be taken.

(c) If the records are not closed and no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members the date on which notice of the meeting is mailed shall be the record date for such determination of members.

(d) When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 4.9. Quorum of Members. Twelve (12) members entitled to vote shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote shall be the act of the members, unless the vote of a greater number or voting by class is required by Chapter 617 of the Florida Not For Profit Corporation Act or by the Articles of Incorporation or by these bylaws. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 4.10. Voting of Members.

(a) Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

(b) At each election for directors every member entitled to vote at such election shall have the right to vote for as many persons as there are directors to be elected at that time and for whose election that member has a right to vote.

Section 4.11. Rules of Order. The rules of order shall consist of (in the order stated):

(a) The Constitution and Bylaws of the Association and the bylaws of this corporation;

(b) Standing resolutions of the members; and

(c) Robert's Rules of Order, Revised.

ARTICLE V

DIRECTORS

Section 5.1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors. The membership of the Board of Directors shall be identical to that of the Executive Committee as defined in Section 5.8 hereof. The Executive Committee shall exercise all powers conferred upon the Board of Directors by these bylaws or the Articles of Incorporation.

Section 5.2. Qualification. Directors need not be residents of this state but must be members of this corporation.

Section 5.3. Number. This corporation shall have seven (7) directors.

Section 5.4. Election and Term.

(a) Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of members and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

(b) The nomination of candidates for director may be made by any member, in addition to those nominations proposed by a Nominating Committee appointed for that purpose by the President. The Nominating Committee shall nominate at least an equal number of candidates for the number of directors set forth in Section 5.3 above and shall present such slate of candidates in writing to the general membership at any of its regular meetings held in the last quarter of each fiscal year.

(c) No later than the first annual meeting of members and each annual meeting thereafter the members shall elect directors to hold office commencing October 1 of each year and shall hold office for one year, ending the following September 30th, and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death. Unless otherwise provided, the Executive Committee described in section 5.8 of these bylaws shall constitute the Board of Directors of the Corporation.

(d) The election of directors shall be by secret ballot or by voice vote.

Section 5.5. Removal of Directors. Any director, or the entire Board of Directors, shall be subject to removal in the same manner as elected officers.

Section 5.6. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by election by the members. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

Section 5.7. Quorum and Voting. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which the quorum is present shall be the act of the Board of Directors.

Section 5.8. Executive Committee.

(a) The Executive Committee shall consist of the elective officers of the corporation and the immediate past President and may perform such business of the corporation which does not require a vote of the members as shall be in the best interests of the Association and this corporation. The outgoing President shall remain a member of the Committee for a period of one year following the expiration of his or her term of office as President.

(b) Meetings of the Executive Committee shall be held on the call of the President or any two members of the Committee. A quorum shall consist of any four Committee members.

Section 5.9. Place of Meeting. Regular and special meetings by the Board of Directors, the Executive Committee, or a committee thereof shall be held within the Jacksonville, Florida, area.

Section 5.10. Time, Notice and Call of Meetings.

(a) Regular meetings of the Board of Directors shall be held immediately following the annual meeting of members each year, and regular or special meetings may be held at such times thereafter as the Board of Directors may fix, and at such other times as called by the President of the corporation or any two directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by either personal delivery, telegram, or cablegram at least two days before the meeting, or by notice mailed to each director at least five days before the meeting, unless the nature of the meeting is such that shorter notice cannot be avoided.

(b) Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a

meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

(c) Members of the Board of Directors may participate in a meeting of such Board or any committee thereof by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI

OFFICERS

Section 6.1. Officers. The officers of this corporation shall be elected from the members of this corporation and shall be as follows and in the order named:

1. President
2. President Elect/National Delegate
3. Vice President (Membership)
4. Vice President (Programs)
5. Secretary
6. Treasurer

They shall be chosen from among the membership of the corporation and shall assume the duties of their offices on October 1 of each year and shall hold office for one year, ending the following September 30th, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office, or death.

Section 6.2. Duties. The officers of this corporation shall have the following duties:

(a) The President shall be the chief executive officer of the corporation, shall perform such duties as may be required by the Constitution of the Association and these bylaws and may appoint standing or special committees as necessary or appropriate to the corporation's business and the Association's committee structure, including, but not necessarily limited to, a Budget and Finance Committee, Program Committee, Continuing Legal Education Committee, Nominations and Elections Committee, and Membership Committee.

(b) The President-Elect/National Delegate shall perform such duties as are delegated by the President, and shall represent

the corporation in the National Counsel of the Association and at other bar association meetings. In the event of the absence or inability to act of the President, the President Elect/National Delegate shall perform the duties of the President. The President-Elect shall succeed the President at the expiration of the latter's term.

(c) The Vice President (Membership) shall encourage all members of this corporation to participate in corporation activities, shall promote programs within the corporation which involve the total membership in carrying out the objectives of this corporation, shall be in charge of recruiting new members for this corporation, shall maintain communication with the Association on matters of membership, recruitment and participation in Association activities.

(d) The Vice President (Programs) shall secure a speaker or panel or other appropriate programs for corporation meetings which will carry out the objectives of this corporation as set forth in the corporation's Articles of Incorporation, shall be responsible for all matters of protocol at corporation meetings and activities.

(e) The Secretary shall furnish notice of election results to the National Office of the Association and to the Eleventh Circuit Vice President, shall conduct the general correspondence of this corporation, shall give notice of all meetings as may be required, shall keep a record of the proceedings of the meetings of the corporation, shall keep a roster of the membership, shall perform such other duties as properly pertain to this office or may be required by the bylaws of this corporation and shall make all arrangements for the meeting place and food service for all meetings of this corporation.

(f) The Treasurer shall collect and receive all moneys due the corporation, shall deposit the same to the credit of the corporation in such bank as may be designated by it, shall make disbursements therefrom only as authorized by a majority vote of the active members present at a regular corporation meeting, shall keep the Secretary informed of the financial standing of each member of this corporation, shall notify all members on or before the first day of October of each year of the status of their dues for the ensuing year, shall notify all members whose dues are delinquent on or before 60 days after the beginning of each fiscal year of that fact, shall keep an itemized record of all moneys received, by whom paid and for what purpose, shall submit to the corporation membership, whenever requested by it and at the end of each fiscal year, a report in writing itemizing the receipts and disbursements for the year, shall keep all books, vouchers and records available for audit, and shall perform such other duties as properly pertain to the office or as may be required by the bylaws of the corporation.

Section 6.3. Removal of Officers. Any officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes in the same manner as is prescribed in the Constitution of the Association.

Section 6.4. Vacancies. Any vacancy, however occurring, in any office other than the office of President may be filled by election by the members. Any vacancy, however occurring, in the Office of the President shall be filled by the succession of the President Elect.

ARTICLE VII

CERTIFICATES OF MEMBERSHIP

Section 7.1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and by the Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 7.2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in that member's name and delivered to that member by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 7.1 above.

ARTICLE VIII

BOOKS AND RECORDS

Section 8.1. Books and Records.

(a) This corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees of directors.

(b) The Secretary of this corporation shall keep a record of its members, giving the names and addresses of all members entitled to vote.

(c) Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.2. Member's Inspection Rights. Any member, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose its relevant books and records of accounts, minutes, and records of members and to make copies thereof.

Section 8.3. Fiscal Year. The fiscal year of this corporation shall coincide with the fiscal year of the Association as set forth in Item 12 of its Bylaws, which presently commences October 1 and ends September 30 of the following year.

ARTICLE IX

DUES

Section 9.1. Dues. The Board of Directors/Executive Committee shall have power to levy, assess and collect, and provide for the collection of, dues or assessments in accordance with these bylaws, other than dues owing to the Association, but not in excess of a maximum rate to be fixed, at a regular or special meeting, by a majority of the members entitled to vote. Dues owing to the Association shall be assessed as set forth in the Association's Bylaws and shall be collected directly by the Treasurer of the Association. The Treasurer of the Association will transmit to the corporation its portion of the Association dues collected from members. Members who have been admitted after the first month of a fiscal year shall pay any dues owing to the corporation an amount prorated monthly based upon the amount levied and assessed by the Board of Directors for that fiscal year.

ARTICLE X

CORPORATE SEAL

Section 10.1. Form. The Board of Directors shall provide a corporate seal which shall have the name of the corporation inscribed thereon, and may be facsimile, engraved, printed, or an impression seal.

ARTICLE XI

AMENDMENT

Section 11.1. Power to Amend. These bylaws may be altered, amended or repealed, and new bylaws may be adopted, at any regular or special meeting of the membership by a majority of the members entitled to vote at the meeting, provided that a quorum is present and ten days' prior written notice has been given of the purpose of the meeting.

Section 11.2. Requisites for Amendment by Members. These bylaws may be amended or repealed, wholly or in part, by a majority of the members entitled to vote thereon present at any members' meeting if notice of the proposed action was included in the notice of the meeting or is waived in writing by a majority of the members entitled to vote thereon.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 12.1. Indemnification of Officers and Directors. This corporation shall indemnify each of its directors and officers and former directors and officers to the full extent permissible under law. Any such director or officer shall be entitled to indemnification by the corporation in any action, suit, or proceeding resulting by reason of the fact that he or she is or was a director or officer of this corporation or is or was serving at the request of this corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The determination of whether the applicable standard has been met shall be made by: (i) the majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceedings; (ii) the written opinion of independent legal counsel, if a quorum of disinterested directors so directs or is not obtainable; or (iii) the majority vote of a quorum consisting of members who are not parties to the action, suit, or proceeding.

ARTICLE XIII

ASSETS

Section 13.1. Assets. In the event that the National Council of the Association determines that this corporation (i) has not maintained an active membership of ten members for a period of one year, (ii) has withdrawn from the Association, or

(iii) has had its charter revoked, the Association shall take charge of all assets and property of the corporation to hold in trust for a period of one year for the benefit of any reorganization of the corporation or the organization of any chapter of the Association located in the Jacksonville, Florida, area. If at the end of said one year period this corporation is not reactivated or a new chapter of the Association organized, title to all assets of the corporation shall vest in the Association.