

FLORIDA TRIAL COURT STAFF ATTORNEYS ASSOCIATION BYLAWS

ARTICLE I. ESTABLISHMENT

SECTION 1. NAME

The name of this Association is the Florida Trial Court Staff Attorneys Association (“Association”). The name of this Association shall not be used in connection with any meeting or group not approved by the Board of Directors (“Board”).

SECTION 2. POLICY

This Association shall be nonsectarian, nonpartisan, and nonprofit.

ARTICLE II. PURPOSE

The purpose of the Association shall be:

- a. To promote research and administrative efficiency for the benefit of the State Court System, and to provide a forum for members to meet, discuss and compare office procedures, computerized programs, policies, and solutions.
- b. To define, develop and promote a high standard of ethics and professionalism among its members and to uphold the honor and dignity of the State Court System.
- c. To promote the exchange of information regarding the administration and management problems particular to Trial Court Staff Attorneys working within the State Court System in our endeavor to strive for the most effective and efficient methods of operation.
- d. To further its members’ knowledge of research methodology, scholarship, and the law by promoting and conducting educational conferences, with the purpose of obtaining Continuing Legal Education (“CLE”) or other professional credits.
- e. To provide a unified voice to convey the importance of the work and services members provide to the State Court System.
- f. To develop and maintain a list of resources within the Association in specific areas of law or administration and promote communication for consulting purposes within the membership.
- g. To establish good fellowship and further the interests of the members of the Association.

ARTICLE III. MEMBERSHIP

SECTION 1. CRITERIA – CLASS

Active Membership. The active membership shall consist of persons who are currently serving, or have served within the past twelve months (so long as they remain in good standing with The Florida Bar), as a Trial Court Judicial Staff Attorney, Trial Court Senior Judicial Staff Attorney, Trial Court Law Clerk, Senior Trial Court Law Clerk, Trial Court Counsel, or other similar position held in the State Court System, upon payment of membership dues. Active members shall have all rights and privileges of membership, including full voting rights and the right to hold any elected or appointed office. The membership has the option of adding others to the membership by a majority vote of the membership at the Association's Annual Conference.

Honorary Membership. The honorary membership shall consist of persons who have served, but are no longer serving, as a Florida Trial Court Judicial Staff Attorney, Trial Court Senior Judicial Staff Attorney, Trial Court Law Clerk, Senior Trial Court Law Clerk, Trial Court Counsel, or other similar position held in the State Court System, upon payment of membership dues. Honorary members do not have the right to vote or the right to hold any elected or appointed office.

SECTION 2. APPLICATION FOR MEMBERSHIP

Individuals meeting the criteria for membership in any class may join the Association by presenting an application to the Treasurer and paying the annual dues ("Dues"), as more fully described in Article III, Section 3 of the Bylaws. Membership in the Association shall cease upon a member's resignation from the Association, upon failure to pay dues, or upon the inability to meet the appropriate membership criteria or upon action of the Board, pursuant to Article III, Section 3 below.

SECTION 3. ANNUAL DUES, SUSPENSION, TERMINATION, REINSTATEMENT

The amount of annual dues for membership to the Association shall be determined by the Board no later than January 31st. The Treasurer shall send a notice of dues (via e-mail) to each staff attorney no later than February 15. Annual dues are due April 1. A member who fails to remit the required payment by April 1 will automatically be considered a delinquent member. A delinquent member or non-member is not entitled to the rights and privileges of membership, until the membership fee is paid to the Treasurer, including a fifteen dollar (\$15.00) penalty fee.

A member who fails to remit the required dues payment by April 1 because of an extended approved leave from the Florida State Court System, such as for maternity leave, paternity leave, or military service, shall remit the required annual dues payment within forty-five days of their return date or the notice of dues, whichever is later. If such member fails to remit the required payment within such time, the member will be automatically considered a delinquent member.

A new employee to the State Court System, eligible for active membership, may join the Association within forty-five (45) days of their start date, or within forty-five (45) days of the

notice of dues, whichever date is later.

If a membership fee payment or Annual Conference registration fee payment is returned for insufficient funds, such staff attorney must reimburse the Association for any insufficient funds penalties incurred by the Association.

In the event of an active member's inability to pay the membership fee, upon application to the Board and good cause shown, the annual dues may be waived upon approval of the Board.

ARTICLE IV. OFFICERS, NOMINATION, ELECTIONS, AND VACANCIES

SECTION 1. TYPES OF OFFICERS

- a. Elected Officers. The Elected Officers of the Association shall consist of a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past President. All Elected Officers shall be elected at the Annual Conference and shall be members of the Association in good standing.
- b. Appointed. The Board may appoint Board Members to fill the unexpired portion of a vacated office, as deemed necessary and appropriate. However, no member shall simultaneously hold more than one position on the Board, excluding committee membership.

SECTION 2. DUTIES OF ELECTED OFFICERS

- a. President.
 1. The President of the Association shall preside at all meetings held by or on behalf of the Association and the Board, and shall perform all other duties pertinent to this office.
 2. The President of the Association shall act as Chair of the Board.
 3. The President or the President's designees shall direct the work and activities of the Association.
 4. The President shall appoint the Chairs of committees, and any other positions as deemed necessary, subject to the approval of the Board. The President shall also serve as an ex-officio member of all committees.
 5. The President may establish a Bylaws Review committee, and designate a Chairperson of the Bylaws Review committee.
- b. President-Elect.
 1. The President-Elect shall perform such duties as are routinely and generally expected of such office, including appearing on behalf of, and in the absence of, the President.

2. Upon resignation of the President, the President-Elect shall automatically become President and shall serve any uncompleted term of the vacating President. Also, upon expiration of the President's term, the President-Elect shall automatically become President. Should the President-Elect decide not to assume the office of President, he or she shall submit the names of three nominees to the Nominating committee ninety (90) days prior to the election meeting.

3. The President-Elect shall serve as an ex-officio member of all committees in addition to performing other duties assigned by the President, subject to the approval of the Board.

c. Immediate Past President. The Immediate Past President shall serve as a member of the Board, shall assume such duties as assigned by the President, and shall act in an advisory capacity to the President and the Board. The Immediate Past President shall also serve as a member of the Planning and Conference committee.

d. Secretary.

1. The Secretary shall keep an accurate written recording of the proceedings of all meetings of the Board and general membership, and shall maintain and catalog them by date in a permanent record Minute Book. This record shall indicate the time, date, location, and all persons present at such meetings.

2. The Secretary shall also preserve, in a permanent file, all records and letters of value to the Association and its Officers. The Secretary shall index all records and letters by subject matter, date and author, and shall deliver all records, letters, indexes, and the Minute Book to his or her successor at the close of the term.

3. The Secretary shall carry out all other duties that are routine and generally expected of such office, including ensuring that these Bylaws are maintained with enacted Amendment(s). The Secretary shall also be responsible for making these Bylaws readily available to the membership upon written demand.

4. An electronic file containing the Bylaws shall be maintained by the Secretary. A copy thereof shall also be maintained by the President. The President and Secretary shall deliver the files to their respective successors at the close of their respective terms.

e. Treasurer.

1. The Treasurer shall collect all dues and assessments of the Association, receive all monies of the Association, and make disbursements by checks signed by the Treasurer.

2. The Treasurer shall send (via email) a Notice of Dues, in accordance with Article III, Section 3.

3. The Treasurer shall work closely with the Membership committee Chair, regularly notifying the Chair of updated information regarding any new members, as well as any changes to a

member's membership.

4. The Treasurer shall keep an accurate account of all receipts and disbursements and submit an annual written report to the Board and to the membership at every Annual Conference and to his or her successor during the first week of January following his or her term.
5. The Treasurer shall deposit the funds of the Association in such bank as the Treasurer selects. A bond selected by the Treasurer, and approved by the Board, shall be obtained to insure the actions of the Officers and Board Members at the expense of, and on behalf of, the Association.
6. The Treasurer shall carry out all other duties as are routine and generally expected of this office and that are assigned by the President, subject to the approval of the Board. The Treasurer shall also serve as the Chair of the Budget committee, and shall carry out all duties designated in these Bylaws for such role.

SECTION 3. TERM OF OFFICE

- a. The term of office of all Officers and Board Members shall be one (1) year from the beginning of their term on January 1st or until their successors are installed.
 - b. Officers shall be allowed to serve on the Board, in the same capacity, for no more than three (3) consecutive terms unless a successor is not nominated and elected. An appointment to an unexpired term shall not, in this regard, be considered as a term of office.
- c. In the event any Officer ceases to be an active member of this Association, that office shall be deemed vacant at such time as his or her membership terminates, and shall be filled in accordance with the provisions of these Bylaws.

SECTION 4. COMPENSATION AND REIMBURSEMENT

- a. Fees. No Officer, Board Member, Committee Chair, or other member of the Association shall be compensated for the duties performed or services rendered on behalf of the Association, other than such benefits as are conferred by a Chief Judge or Court Administrator's Office in the normal course of their employment.
- b. Costs. Reimbursement of expenses, however, may be made by the Association to any Officer, Board Member, Committee Chair, or other member of the Association, subject to the approval of the Board. Any unbudgeted expenses may be paid upon approval by a majority vote at a regular or special meeting of the membership, specifying the identity of the person(s) to be reimbursed, the purpose of the expense, and the amount of such reimbursement.

SECTION 5. NOMINATIONS, ELECTION & INSTALLATION

- a. Nominating committee. As soon as possible after installation of office on January 1, the President shall appoint a Chair, and said Chair shall appoint one member from each District

Court of Appeal geographical district to serve on the Nominating committee.

b. Eligibility for All Other Nominees. Any active, duly qualified member in good standing, including members of the Nominating committee, shall be eligible for nomination as an Elected Officer or Board Member of the Association.

c. Method and Time of Nomination

1. The Nominating committee shall meet no later than July 31st of each year for the purpose of selecting a slate of Elected Officers and Board Members for recommendation to the membership of the Association. It shall be the responsibility of the Nominating committee to study the leadership requirements and needs of the organization and to select nominees with the experience and qualities necessary to meet such requirements and needs. Prospective nominees may be interviewed by the Nominating committee and their written consent to serve, if elected, may be obtained.
2. The names of the nominees may be published and presented to the membership in a notice sent no later than twenty (20) days prior to the Annual Conference, which shall also include a notification to the members that if a member anticipates being absent during the election process at the Annual Conference, an Absentee Ballot will be immediately sent by the Chair of the Nominating committee upon the member's prompt request. No member shall be nominated for more than one board position on any single ballot. In the event the Nominating committee does not nominate a candidate, or provide notice, such selection shall be made at the Annual Conference.

d. Method of Conducting Election

1. Elections will be held at the Annual Conference of the Association, and the Nominating committee Chairperson shall present its recommendation(s), at which time nomination of eligible members will also be accepted from the membership. The election for each office shall be held by written ballot.
2. The Nominating committee Chair, or the Nominating Chairperson's designee, shall prepare and cause to be printed a sufficient number of written ballots for the election, to be provided to each member in person, or placed in each member's conference registration folder, at the Annual Conference. The names of the candidates on the ballots shall be listed alphabetically for each office. Each ballot shall also include a blank line for each office to permit members to vote for alternative candidates.
3. The records of the Membership Chair shall be solely conclusive in determining the members entitled to receive such ballots.
4. Only voted ballots received by the Nominating committee Chair prior to the end of the business meeting on the day of the election shall be counted or tabulated. As soon as possible

thereafter, on the day of the election, the Nominating committee Chair and two other members of the Nominating committee, duly appointed by the Chair, shall tabulate the ballots received and certify the results of the election. Any active member of the Association desiring to observe this process shall be permitted to do so.

5. The candidate for an office receiving a majority of the votes cast for the office shall be declared elected and promptly notified in person or in writing by the Nominating committee Chair.
6. Absentee Votes. Any active, duly qualified member in good standing of the Association may cast an absentee ballot for the election of Officers, which must be received by the Nominating committee Chair, or such other person as the President may designate, no later than sixty (60) minutes prior to the start of the scheduled business meeting. All absentee ballots received thereafter shall be null and void.
7. Voting for Elections. A majority vote of the members voting at the business meeting (either in person, by written proxy, or by absentee ballot timely submitted in accordance with Article IV Section 5 (d) (6)) is required to approve any action.
8. Proxies. Voting by written proxy shall be allowed at any meeting of the members of the Association, except no proxy dated more than two (2) months prior to any meeting shall be valid. A written proxy form shall be prepared by the Secretary and sent immediately upon the member's prompt request. The written proxy form shall be prepared and signed by the absent member and may contain, but is not required to contain, a specific directive as to how the proxy vote is to be cast.
9. The Office of the newly elected Officers and Board Members shall become effective automatically on January 1st.

SECTION 6. VACANCIES

- a. Any vacancy in any office or on the Board occurring after the Annual Conference, other than the offices of the President, President-Elect, and Immediate Past President, shall be filled by appointment by the President, with the consent of the majority of the Board and consent of the person chosen. The chosen person shall serve in such office for the remaining unexpired term. In the event that any Board Member, who is not an Officer, shall resign or otherwise be removed from the Board, a majority of the remaining members of the Board shall appoint a person from the same District Court of Appeal geographical district to fill the unexpired portion of that Board member's term, until the next election.
- b. Vacancy in the Office of the President. If the President is unable to complete his or her elected term of office for any reason, the President-Elect shall succeed to the office of President.
- c. Vacancy in the Office of the President-Elect. Should the office of President-Elect become

vacant, then the office of President-Elect shall be filled by a Board Member appointed by the Board at a special meeting, which shall be called in order to fill the vacancy within thirty (30) days, unless the Annual Conference is scheduled to occur within thirty (30) days of said vacancy, whereupon the vacancy shall be filled by nomination and election by the active members of the Association as provided in these Bylaws.

- d. Simultaneous Vacancy in the Office of the President and President-Elect. In the event the offices of the President and President-Elect become vacant at the same time, then the offices shall be filled by members of the Board at a special meeting to be called and presided over by the Immediate Past President or, in the Immediate Past President's unavailability, by the Secretary. Said special meeting shall be called within thirty (30) days of the occurrence of the vacancies, unless the Annual Conference is scheduled to occur within thirty (30) days of the vacancies, whereupon vacancies shall be filled by nomination and election by the active members of the Association as provided in these Bylaws.
- e. Vacancy in the Office of the Immediate Past President. Should the position of Immediate Past President become vacant, the vacancy shall be assumed by the member who most recently had previously served as Immediate Past President, and if there are none, this position shall be filled by an at-large delegate appointed by the Board.

ARTICLE V. MEETINGS

SECTION 1. CONFERENCES

- a. Purpose. The Annual Conference of the Association shall be for promoting the purposes of the Association, as previously enumerated, including education, sharing information, receiving reports of Officers and committees, electing new Officers, and conducting any other business that may properly come before the membership. Other conferences may be held at other times for similar purposes except elections, subject to the same requirements of notice as the Annual Conference.
- b. Date and Location. The date and location of any conference shall be announced to the membership via e-mail no less than ninety (90) days before the conference by the Secretary or, in the event the Secretary is unable to, then any other person designated by the President.
- c. Attendance. Attendance at, and participation in, conferences shall not be restricted to members, except that attendance at any portion of a meeting or gathering at which the Board or Association members vote may be restricted to active members of the Association.

SECTION 2. NOTICE OF BOARD MEETINGS

Written notice of Board meetings shall be delivered via e-mail to the Board no less than five (5) days, or as soon as practical, before the date of such meeting. An Active Member may contact the President to receive written notice, via e-mail, of the next Board meeting.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members of the Association may be called at any time by the President and must be called upon the written request to the President of five (5) or more members. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting. Notice of special meetings may be delivered via e-mail, and the notice requirement of Article V, Section 3, may be suspended. Such special meetings may take place through a telephone conference.

SECTION 4. MEETING POLICY

It is the policy of the FTCSAA to hold meetings only in those facilities that do not discriminate on the basis of race, gender, sexual orientation, national origin, physical or mental disability, or religion. The Association will engage in a good-faith interactive process with any member, prospective member, or invitee to determine if a reasonable accommodation is needed and will make reasonable efforts to provide such accommodation. Any requests for accommodation should be directed to the President of the Association at ftcsaa.president@gmail.com.

ARTICLE VI. BOARD MEMBERS

SECTION 1. GENERAL

- a. Composition of Board. The Board shall consist of eleven (11) members, comprised of the Elected Officers (*i.e.*, the President; the President-Elect; the Secretary; the Treasurer, and the Immediate Past President) and Board Members comprised of one member elected from each District Court of Appeal geographical district, and an at-large representative, all elected by the active membership of the Association at the Annual Conference.
- b. Election and Term of Office. Board members who are not Officers shall be elected in accordance with Article IV, Section 5, or appointed to fill a vacancy in accordance with Article IV, Section 6. Board members shall serve for a term of one year, or until their successors are installed. Board Members may serve successive terms.
- c. Duties and Authority of the Board. The Board shall act in the best interests of the Association. The President shall serve as Chair of the meetings of the Board. The Board shall have the authority and responsibility to supervise, control, and direct the Association between its meetings, to make recommendations to the Association, and to perform such other duties as are specified in these Bylaws. The Board shall prepare a written report to the membership once a year which shall be issued at the end of the Board's term in December, and a verbal report during the business meeting of the Annual Conference. The Secretary or any other person designated by the President shall have the responsibility of mailing or electronically delivering the written report to the members.

SECTION 2. MEETINGS

- a. Board Meetings. The Board's regular meetings shall be held at least twice each year. The Board's special meetings may be called by the President or by at least four (4) Board Members. All Board meetings may be conducted by telephone conference call.
- b. Notice of Board Meetings. Notice of Board Meetings shall be given consistent with Article V, Section 2.
- c. Place and Time of Board Meetings. All meetings of the Board shall be held at such time and place as specified in the notice of the meeting.
- d. Quorum requirement. In order to conduct business, not fewer than seven (7) members of the Board must be in attendance at the meeting and a majority of those in attendance is required to authorize any action.

SECTION 3. END OF TERM

- a. Resignation of Board Members. Any Board Member may resign at any time by giving written Notice of Resignation to the President or the Secretary. The resignation shall take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt. The resignation of any Board Member shall be presented to the Board at the next meeting. Appointments for unexpired terms may be filled by a nominee with approval from the Board.
- b. Removal of Board Members. A Board Member may be removed from the Board if he or she fails to attend three (3) consecutive meetings of the Board, or for other cause, upon the unanimous vote of all members of the Board, except the member whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed removal and the Board Member whose status is being challenged shall be notified by certified mail, in writing, at least fifteen (15) days prior to the date of such meeting. The member whose status is being challenged shall be permitted to respond to the allegations contained in the notice.

ARTICLE VII. COMMITTEES

SECTION 1. STANDING COMMITTEES

The following is a list of the Standing Committees:

1. Nominating Committee
2. Planning & Conference Committee
3. Membership Committee
4. Budget Committee
5. Education Committee
6. Communication Committee
7. Bylaws Review Committee

Each Standing Committee shall be chaired by a member of the Board, appointed by the President. Each Chair shall appoint the other members of the committee, provided that no Standing committee shall have an even number of voting members.

SECTION 2. DUTIES OF COMMITTEES

- a. Nominating Committee. It shall be the duty of this committee to comply with the terms and provisions of Article IV, Section 5 above.
- b. Planning and Conference Committee. It shall be the duty of this committee to plan all membership meetings with the assistance of the hosting Judicial Circuit. The Immediate Past President shall serve as a member of this committee.
- c. Membership Committee. It shall be the duty of this committee to encourage all qualified persons to apply for membership in the Association and to keep and maintain a current membership list of all active members.
- d. Budget Committee. It shall be the duty of this committee to advise the Board of all expenditures that may be made by the Officers and committees of the Association and to prepare a written budget report projecting expenses for the ensuing fiscal year. Such report shall be presented in writing to the Board for approval as early as possible prior to December 1. Thereafter, each committee Chair may make a budget request both to the Treasurer and to the President (either electronically or telephonically) five (5) working days in advance of a Board Meeting, and the Treasurer shall immediately place such request(s) on the agenda and again raise such request(s) for approval at the Board Meeting. However, if the budget request(s) cannot wait until the next Board Meeting for approval, the Board can vote on the budget request(s) electronically immediately upon the Treasurer's electronic notification of the urgent budget request(s). The Board may approve any supplemental budget that may be proposed by the Budget committee, as deemed necessary. The Treasurer shall serve as the Chair of this committee.
- e. Education Committee. It shall be the duty of this committee to arrange for speakers for the Annual Conference and to make every attempt to obtain official approval by The Florida Bar, so that members may accrue CLE credits. It shall also be the duty of this committee to promote and establish seminars required to accomplish such purposes.
- f. Communication Committee. It shall be the duty of this committee, and as otherwise directed by the Board, to inform members and the public of the Association's activities through different channels of communication, including but not limited to the publication of the Association's newsletter and Association's website (<http://www.ftcsaa.org>). It shall also be the duty of this committee to manage the Association's website. The committee Chair shall appoint committee members to serve in specialized roles as needed to achieve the objectives of the committee (*e.g.*,

website administrator, newsletter managing editor, social media editor, planning manager, etc.). The committee shall be responsible for maintaining the policies and the procedures for the communication practices of the organization and for ensuring that stated standards are met.

- g. Bylaws Review Committee. It shall be the duty of this committee to make recommendation(s) to the Board with proposed amendments to the Bylaws, if any. Members are encouraged to send proposed amendment(s) to the Chairperson. Any proposed amendment(s) shall be presented to the Board for the Board's vote to either support or not support the adoption of the proposed amendment(s). All proposed amendment(s) shall be presented to the membership no less than ten (10) days before the Annual Conference, indicating whether or not the Board supports the proposed amendment. Prior to adoption, the proposed amendments shall be approved by a vote of two-thirds (2/3) of the active members in attendance at the Annual Conference. Members not present at the Annual Conference are permitted to submit a proxy vote, in accordance with Article IV, Section 5 (d) (8), and that proxy vote shall be included in the two-thirds (2/3) requirement as if that member were present at the Annual Conference.

SECTION 3. SPECIAL COMMITTEES

- a. Audit Committee. This committee shall be appointed by the Board and consist of three (3) members, one of whom shall be the Chair and none of whom shall be members of the Budget committee or the Board. The committee shall make an annual audit of the financial accounts pertaining to agreements or obligations of the Association. An audit shall be made within thirty (30) days after the Annual Conference. A written certification shall be submitted to the President within forty-five (45) days after the audit is completed.

ARTICLE VIII. FISCAL YEAR

The fiscal year of this Association shall be from January 1 to December 31.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The current edition of ROBERTS RULES OF ORDER NEWLY REVISED shall be the parliamentary authority, where applicable, and where there is no conflict between said Rules and the Bylaws of the Association. In the event of any such conflict, these Bylaws shall take precedence.

ARTICLE X. AMENDMENT TO BYLAWS

- a. Amendment. These Bylaws may be amended in accordance with the procedure set forth in Article IV, Section 2(a)(5).
- b. Certification. After adoption of the proposed amendment(s) by the members, the Secretary shall certify the date such Amendment(s) was / were adopted by notating the date of adoption at the end of the Bylaws.

ARTICLE XI. SUSPENSION OF BYLAWS

A Bylaw of the Association may be suspended in case of an emergency for a single meeting by a two-thirds (2/3) vote of the active members present at a regular meeting. However, a quorum, as defined in Article IV, Section (5)(d)(7), is required to pass any such action.

ARTICLE XII. DISSOLUTION

The Association may be dissolved by a resolution adopted by a majority of the membership. In the event of dissolution of the Association, the Board or a committee appointed by the Board shall be responsible for its liquidation. In case of dissolution of the Association, the Board shall authorize the payment of all indebtedness and any remaining funds, investments and other assets of the Association shall be distributed to organizations which are qualified as exempt, within the meaning of Section 501(c)(3) or Section 501(c)(6) of the most recent Internal Revenue Code or of corresponding provisions of the then existing federal revenue laws, but only if the purposes and objectives of the receiving organization are similar to the purposes and objectives of the Association, as may be determined by a majority vote of the then members of the Association.

These Bylaws were adopted this 20th day of October, 2017, at the Annual Conference of the Florida Trial Court Staff Attorneys Association and shall become effective immediately, unless otherwise specifically designated.