ARTICLE I NAME
The name of this corporation, not for profit, shall be the PALM BEACH COUNTY JUSTICE ASSOCIATION ["PBCJA"].

ARTICLE II OBJECTIVES
In addition to the objectives of the corporation set forth in the Articles of Incorporation, it shall be the objective of PBCJA to:

1. Establish and maintain as an integrated group, lawyers skilled and experienced in the trial of cases before juries, the Courts and arbitrators representing injured persons, and thereby improve and enhance the standards of trial practice, the administration of justice and the ethics of the profession; and,

2. To bring together members of the profession thus qualified, by reason of their character, personality and ability, for mutual sharing of knowledge in the art of advocacy.

ARTICLE III MEMBERSHIP
A. **Regular:** Regular members of PBCJA shall be those persons who:
   1. Are duly licensed to practice law;
   2. Are members, in good standing, of the Florida Bar;
   3. Have made application and been approved for membership in PBCJA by the Board of Directors;
   4. Are of good moral character;
   5. Do certify and state that in their own personal practice less than twenty-five percent (25%) of their individual practice, involves the defense of insurance companies or their insureds, corporations, or governmental entities, in personal injury or Worker’s Compensation matters; or in the collection of debts against healthcare patients, including the enforcement of Letters of Protection; and
   6. Pay the established dues as members of this organization, as established from time to time by the Board of Directors.

B. **Young Lawyer:** A Regular member of the PBCJA as defined in Article III, Section A of these By-laws who must be 36 years or younger.

C. **Student:** A law student engaged in a course of study at a law school shall be eligible for student membership, if he or she is of good moral character and has made application to and been approved for student membership by the Board of Directors as herein provided.

D. **Honorary:** The Board of Directors may, in its discretion, from time to time designate persons as Honorary members, who shall pay no dues or fees and be entitled to no vote.
E. **Paralegal**: A Paralegal regularly engaged in employment with a PBCJA member attorney who meets the requirements of Article III, Section A of these By-Laws, may be approved for paralegal membership as herein provided. There shall be a Paralegal Section of the PBCJA consisting of those Paralegal members in good standing.

F. **Other Classes**: From time to time, the Board of Directors may create other classes of regular members, establishing the procedure for application and terms of admittance in each case.

G. **Ally Members**:
1. Individuals who do not meet the requirements of Article III, Section A, B, C, D, E, or F of these By-laws may seek membership in the PBCJA by first obtaining sponsorship by a Regular member of the PBCJA and then applying to be an Ally member. The qualifications and suitability for membership as an Ally member shall be within the discretion of the Board of Directors determined on a case-by-case basis. Once approved for membership, the qualifications and suitability for continued membership for each Ally member shall be subject to an annual review by the Board of Directors.
2. An applicant for membership in the PBCJA as an Ally member should be an individual, who through their vocation, determination, and ability, plays an important role in actively assisting members of the PBCJA in pursuing justice for their clients.
3. An Ally member shall be required to pay annual dues in an amount to be determined by the Board of Directors and shall not be entitled to vote in any elections of the PBCJA.
4. An Ally member shall refrain from actively engaging in the solicitation of business from other members of the PBCJA.

H. Upon payment of the annual dues prescribed from time to time by the Board of Directors, such Regular members as described in Article III, Section A of these By-Laws shall be entitled to all the privileges of membership in PBCJA including:
1. The right to hold any office in PBCJA; and
2. The right to one vote at any regular or special meeting of the membership.

I. There shall be no firm membership, and membership certificates shall not be assignable.

J. **Proxies**: There shall be no voting by proxy; each member must be present in person to cast his or her vote.

K. **Application**: To become a member in PBCJA each applicant must:
1. Transmit a signed application to the PBCJA Executive Director on the form to be prescribed by the Board of Directors, together with one (1) year’s dues;
2. Successfully pass each examination or investigation as may be made by the Board of Directors or its Membership Committee, touching upon the good moral
character and other qualifications for membership;
3. Certify that he or she meets the requirements of Article III, Section A of these By-Laws; and
4. Be approved by the Board of Directors.
L. The Executive Director shall not be a member as defined in this Article of these By-laws and has no voting rights.

ARTICLE IV EXECUTIVE BOARD AND BOARD OF DIRECTORS
A. Executive Board: The business and property of PBCJA shall be managed by an Executive Board comprised of the five officers of PBCJA.
1. Powers: The Executive Board shall have, in addition to the power conferred by Law, the Articles of Incorporation, and these By-Laws, the authority to:
   a. Examine and pass upon qualification of any applicant for membership in PBCJA;
   b. Hear and determine charges made against any member;
   c. Expel members;
   d. Appoint itself or authorize the President to appoint such standing and other committees, including a Nominating Committee to select and recommend names of members as nominees for Board of Directors and officers, as in its judgment is necessary for the proper management of PBCJA and, in such cases, to delegate and define the duties and powers of such committees;
   e. Make, alter or, amend PBCJA policy;
   f. Establish and change initiation fees and dues for the various classes of member;
   g. Make special assessments, up to $25.00 per member, per year, upon each member or class of members for the purpose of promoting the Objectives of the PBCJA as described above in Article II of these By-laws; and
   h. Provide for the publication of a journal or newsletter of PBCJA, the selection and compensation of its editor, if any, and control of its editorial policy.

B. Board of Directors: A Board of Directors of not less than three (3) nor more than fourteen (14) members, the number to be determined by the Executive Board, shall be elected to two-year terms from the membership, such that no more than fifty percent (50%) of the Board of Directors positions available shall be open for election annually. Additionally, at the discretion of the Executive Board, at Large Directors can be appointed for one (1) year terms. The Board of Directors shall meet on call of the President or a majority of the Executive Board to consider and advise upon such matters as the President or Executive Board may present.

C. Paralegal Representative: A Paralegal member may serve at the Board of Director’s Meetings as an appointed representative of the Paralegal membership of the PBCJA as described in above in Article III, Section E of these By-Laws. Said
appointment shall be made by the Board of Directors of the PBCJA for a one (1) year term. The Paralegal Representative shall attend the Board of Directors Meetings and shall advise the Executive Board and Board of Directors of the matters pertaining to the Paralegal membership of the PBCJA. The Paralegal Representative shall be entitled to cast one equal vote as to the matters before the Board of Directors.

D. **Young Lawyer Appointee:** A Young Lawyer member may serve at the Board of Director’s Meetings as provided by the By-Laws of the Young Lawyers Board of Directors. The Young Lawyer Appointee shall attend the Board of Directors Meetings and shall advise the Executive Board and Board of Directors of the matters pertaining to the Young Lawyer Section of the PBCJA. The Young Lawyer shall be entitled to cast one equal vote as to the matters before the Board of Directors.

E. **Standing Committees:** In addition to any other special committees, the following standing committees shall exist:
1. By-Laws; and
2. Nominating

**ARTICLE V OFFICERS**

A. The officers of PBCJA shall be elected each year at the annual membership meeting and shall consist of:
1. President;
2. President-Elect;
3. Treasurer;
4. Secretary; and
5. Immediate Past President;
Provided, however, that at the termination of their terms as President and President-Elect, these officers shall automatically and without further election succeed to the offices of Immediate Past President and President, respectively.

B. All officers shall take office immediately upon the adjournment of the annual membership meeting following their election and hold office for a term of one (1) year and until their successors are elected and qualified.

C. **The President:** Shall preside at all membership meetings of PBCJA and shall be chairperson of the Executive Board and be a member thereof the year following his or her term of office. The President shall perform such other services as are incident to the office and as are from time to time required by the Board of Directors. The President shall represent the PBCJA to the public and other bar groups and have all powers as may be reasonably construed as belonging to the execution of any organization except as otherwise limited in these By-Laws.

D. **The President-Elect:** Shall take office as President at the conclusion of the annual meeting following the one-year term as President-Elect. In the event the President is absent or unable to act, the President’s duties shall be performed by the President-Elect. It shall be the duty of the President-Elect to render every assistance and
cooperation to the President, to be familiar with all of the activities and affairs of PBCJA, and perform such other services as are incident to the office and as are, from time to time, required by the Board of Directors.

E. **The Treasurer:** Shall supervise the Executive Director in collecting, disbursing, and accounting for all funds of PBCJA, at the direction of the Board of Directors, and shall cooperate with the Board of Directors in matters relating to the fiscal affairs of the organization. The Treasurer shall perform such other services as are incident to the office and as are, from time to time, required by the Board of Directors. The Treasurer shall retain, with the advice and consent of the Executive Board and Executive Director, any necessary financial professionals to manage the financial affairs of the Association.

F. **The Secretary:** Shall keep a record of the proceedings of all Board of Directors’ meetings, keep a roll of Board of Directors’ meeting attendance, and perform such other services as are incident to the office and as are, from time to time, required by the Board of Directors. The Secretary shall also, with the advice and consent of the Executive Board and Executive Director, moderate and enforce the conditions set forth in the Trial Talk Membership Agreement.

G. **The Immediate Past President:** Shall perform the services incident to the office and perform such other services as are, from time to time, required by the Board of Directors or President.

H. **Compensation:** All officers shall serve without compensation.

**ARTICLE VI NOMINATIONS AND ELECTIONS**

A. **Annual Elections:** Officers and members of the Board of Directors shall be elected at each annual membership meeting.

1. Any Regular Member may run for election to the Board of Directors by nomination, by notifying the Executive Director prior to the annual membership meeting, or by announcing his or her candidacy on the floor at the annual membership meeting.

2. The offices of President-Elect, Treasurer, and Secretary shall be contestable seats at all Annual Elections.

3. Any Regular Member serving on the Board of Directors for at least one (1) year may run for election to the offices of President-Elect, Treasurer, or Secretary.

4. In the event a Board of Directors member is elected to an Executive Board position, with time remaining on his/her term as a Director, he/she must vacate his/her current position as a Director. A one (1) year appointment by a majority of the Board of Directors shall fill that open seat.

B. **Nominating Committee:** At least ten (10) days before each annual membership meeting, a Nominating Committee composed of the Immediate Past President, President, President-Elect, and two President-appointed Members of the Board of Directors, shall nominate from the membership a slate of proposed officers and
members of the Board of Directors. The members of the Nominating Committee may not run for election to the Executive Board or Board of Directors at that annual membership meeting.

C. **Voting:** Shall be by ballot, in person only. Any votes or ballots cast by proxy shall be disqualified and not counted.

**ARTICLE VII VACANCIES AND REMOVALS**

A. In the event of the death, resignation, removal, or incapacity of the President, the President-Elect shall serve as President during the remainder of the term of the office thus vacated, and then shall serve as President for the term for which he or she was elected. In the event of the death, resignation, removal, or incapacity of both the President and the President-Elect, the Treasurer shall carry out the responsibilities of the President until the next Board of Directors’ meeting.

B. Any other vacancy on the Executive Board or Board of Directors shall be filled by the appointment of a successor by majority vote at the next Board of Directors’ meeting.

C. Such officers or members of the Board of Directors appointed to fill a vacancy shall complete the balance of their predecessor’s term and serve until they or their successors are duly elected at the next annual membership meeting.

D. **Removals:**
   1. Any officer or member of the Board of Directors who misses four (4) or more Board of Directors’ meetings during the course of a calendar year shall be required to relinquish his or her position absent a showing of good cause to the satisfaction of the Executive Board.
   2. Any officer or member of the Board of Directors who fails to attend or meaningfully participate in a majority of the PBCJA’s planned events during the course of a calendar year shall be required to relinquish his or her position absent a showing of good cause to the satisfaction of the majority of the Executive Board.
   3. Any officer or member of the Board of Directors may otherwise be removed upon a 2/3 vote of the Board of Directors.

**ARTICLE VIII MEETINGS**

A. **Annual Meetings:**
   1. **Membership:** The annual membership meeting shall be called in January of each year, at a time and place to be designated provided the Secretary shall give notice to the membership at least ten (10) days before the meeting, either by publication in the newsletter or journal, if any, or emailed notice.

B. **Special Meetings:**
   1. **Membership Meetings:** May be called at any time by the President, the Board of Directors or by written request of at least forty (40) members in good standing; provided notice of the time and place be given the membership at least ten (10)
days before the meeting, either by publication in the newsletter or journal, if any, or emailed notice, which shall state the purpose thereof.

2. **Executive Board**: May be called by the President on the President’s own initiative at any time, or by written request of at least three (3) officers; provided notice of the time and place be given the membership of the Executive Board at least three (3) days before meeting, either by telephone or emailed notice, which will state the purpose thereof.

3. **Board of Directors**: May be called by the President on the President’s own initiative at any time, or by written request of at least three (3) officers or five directors; provided notice of the time and place be given the membership of the Board at least three (3) days before the meeting, either by telephone or emailed notice which shall state the purpose thereof.

C. **Quorum**:
   1. **Membership**: Forty (40) regular members in good standing, as described in Article III, Section A of these By-Laws, shall constitute a quorum to do business. No proxies will be allowed. Less than forty (40) members may adjourn the meeting to another fixed date without further notice.
   2. **Executive Board**: Three (3) members of the Executive Board present shall constitute a quorum, but less may adjourn the meeting to another fixed date without further notice.
   3. **Board of Directors**: Fifty percent (50%) of the Board of Directors, plus one of the Executive Board Members present, shall constitute a quorum, but less may adjourn the meeting to another fixed date without further notice.

D. **Parliamentary Rules**:
   All meetings will be conducted under Roberts Rules of Order, where not inconsistent with the By-Laws.

E. **Order of Business**:
   The order of business at all meetings shall be:
   1. Roll call (may be by signed roster);
   2. Reading and disposing of any unapproved minutes;
   3. Reports of officers and committees;
   4. Unfinished business; and
   5. New business.

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**ARTICLE IX AMENDMENTS**
These By-Laws may be amended by a 2/3 vote of the Board of Directors.