

**FIRST RESTATEMENT OF THE
BYLAWS
OF
CARROLLWOOD COMMUNITY BAR ASSOCIATION, INC.,
A NONPROFIT CORPORATION**

ARTICLE I - NAME

The name of this association is “CARROLLWOOD COMMUNITY BAR ASSOCIATION, INC.,” incorporated under the provisions of Chapter 617 of the Florida Statutes, hereinafter sometimes referred to as the “Association.”

ARTICLE II - OBJECTS

The objects of this Association shall be to protect and promote the best interests of the residents and practicing attorneys of the area hereinafter set forth; to promote and encourage a better community and civic spirit; to foster goodwill and friendship between and among all the residents and the practicing attorneys of said area; to elevate the standard of the practice of law in said area; to represent the interests of its members in matters of legislation, regulation and other pertinent subjects; to cooperate with county, town, city and court officials and with other civic and public organizations for the general welfare of the entire Carrollwood community; and to do any and all other things which come within the scope of the Association’s By-laws which will aid the Association, any member and the community.

ARTICLE III - AREA

The area to be covered and encompassed by the activities of this Association shall be that area located in Northwest Hillsborough County, Florida bounded by the Highway 54 to the north, North Nebraska Avenue, (a/k/a U.S. 41) to the East, Waters Avenue to the South and the Hillsborough-Pinellas County’s lines to the West.

ARTICLE IV - MEMBERSHIP AND VOTING

Membership shall be of three classes. Active, Affiliate and Honorary.

A. Active Membership. Practicing and active members of The Florida Bar with a principal place of business, or residence, in the area hereinabove shall be eligible for Active Membership in the Association. Each such member shall be entitled to vote as set forth hereinbelow.

B. Affiliate Membership. Any individual or business entity that is not licensed to engage in the practice of law and is professionally connected with but not normally engaged in the practice of law may be an affiliate member, provided that such individual or business entity maintains its principal place of business in the area set forth herein above. No person holding an Affiliate Membership shall be eligible to hold any elective office in the Association or to vote on matters

affecting the Association.

C. Honorary Membership. Honorary membership may be bestowed upon any members who have distinguished themselves within the Association, the profession or the community. Such membership shall only be bestowed by special invitation of the majority of the Board of Directors. No person holding an Honorary Membership shall be eligible to hold any elective office in the Association, or to vote on matters affecting the Association.

D. Attendance. Attendance at monthly meetings is highly encouraged.

E. Termination of Membership. Any member whose dues are paid in full and are not in violation of any of the By-laws and Articles of Incorporation of the Association are members in good standing. Any member in good standing may resign at any time, and such resignation is effective upon the Board of Directors receipt of that member's letter of resignation. Any member may be suspended for a period, or expelled, for cause such as a violation of any of the By-laws, Rules, or Articles of Incorporation of the Association. Any suspension or expulsion shall be by a hearing before a committee of at least three (3) members appointed by the Board who are not officers, directors, or employees of the Association, or the spouse, parent, child, brother, or sister of an officer, director, or employee. If the committee, by majority vote, does not approve of a proposed suspension or expulsion, it may not be imposed. Notice of such action by the committee shall be mailed to the member charged, at their last recorded address with the Association, at least fifteen (15) days before action is taken thereon. The notice of charge(s) shall state the charge(s), the time and place the committee is to take action, and provide the member with the opportunity to present a defense to the charges.

ARTICLE V - CERTIFICATE OF MEMBERSHIP

A Certificate of Membership in such form as may be prescribed by the Board of Directors may be issued to each member

ARTICLE VI - AUTHORITY OF MEMBERSHIP

No member shall have the Power or right to act or speak for the Association, unless such member is an Officer, Director, or other authorized representative, acting in the course, and within the scope or authority entrusted in him by the Board of Directors. Use of the name, logo, or other material identifying or implying that an individual or business entity is a member, is exclusively reserved for active members in good standing. Unauthorized use of these materials by others including representations of membership, either verbal or written is prohibited. Members who resign or are terminated shall remove any and all forms of identification that would indicate membership in the Association Failure to do so may be cause for legal action at the discretion of the Board of Directors. In the event that a former member fails to comply with the provisions of this paragraph, such former member acknowledges that the Association will not have an adequate remedy at law and the Association shall be entitled to equitable and injunctive relief as may be reasonably necessary to restrain or force the former member to comply with their obligations under this paragraph. Nothing herein shall be construed as prohibiting the Association from pursuing any other remedies

available for breach or threatened breach of the former members obligations, including recovery of damages from such former member.

ARTICLE VII - APPLICATION

Application for membership shall be made to the Treasurer on forms provided by the Association.

ARTICLE VIII - DUES

Annual dues shall be payable by all members. The annual membership dues shall be set by the Board of Directors. The dues, payable in advance, shall cover the twelve (12) month period beginning January 1, of each year and ending on December 31, of the same year. The annual membership dues may be raised or lowered by a majority vote at any meeting of the Board of Directors after due notice to all members. Any change in the amount of annual membership dues will become effective immediately. There may be proration of annual dues as approved by the Board of Directors at any regular or special meeting.

Any member failing to pay his dues, or obligations of any kind due to the Association, for a period of two (2) months after they are due, shall forfeit his rights to membership and he shall be dropped from the membership roll.

ARTICLE IX - FISCAL YEAR

The fiscal year of this Association shall be the calendar year beginning on January 1, and shall terminate on December 31, annually.

ARTICLE X - FINANCES

The activities of the Association shall be financed by annual dues of the members of the Association or any other means as approved by the Board of Directors.

ARTICLE XI - AUDIT OF BOOKS

The Board of Directors may at any time employ an independent certified public accountant to conduct an audit of the books of account of the Association. The President may order a review of all of the accounts of the Association at the close of each fiscal year. Such audit shall be reported to the Board of Directors within three (3) months, or at the next following regular meeting of the Board of Directors, whichever is sooner, at which time the audit shall be approved or further action instituted.

ARTICLE XII - BOARD OF DIRECTORS

A. Composition and Term of Service. The Association shall be governed by a Board of Directors consisting of an odd number between Five (5) and Thirteen (13) Active Members. The

members of the Board of Directors shall serve as directors of the Association from January 1 of the year following their election, to December 31 of that year, or until the earlier of their resignation, removal or death.

B. Election to Board. The directors shall be elected annually at the annual meeting of the Association. Election to the Board of Directors shall be by ballot of the Active Members, each such Active Member being entitled to cast one vote for each opening on the Board of Directors being filled at that annual meeting. Only Active Members in good standing or a duly authorized representative of an Active Member designated by proxies shall be permitted to vote. Proxies and absentee ballots shall be recognized by procedure as approved by the Board of Directors. A plurality of the votes cast shall be required to elect. Vacancies occurring on the Board shall be filled, until the next annual election, by vote of the remaining members of the Board of Directors. If at the annual meeting of the Association, there is not a quorum of Active Members represented, then the Board of Directors may vote to elect members of the Board of Directors as is necessary to fill all vacancies on the Board.

C. Nominations. Any Active Member of the Association may nominate himself or herself as a candidate for vacancies on the Board of Directors to be filled at the next annual meeting by submitting his or her name and address in writing to the President of the Association no later than October 31st. No individual shall be nominated for officer or director who is not a member in good standing with the Association.

D. Removal of Directors. Any director may be removed by the concurrence of seventy-five percent (75%) of the Active Members of the Association present at a special meeting of the members called for that purpose in the manner provided for herein for special meetings of the Association. The vacancy on the Board of Directors so created shall be filled by the Active Members of the Association at the same meeting.

E. Executive Committee. The Board of Directors may elect annually, from among its members, an executive committee of three (3) persons, and may delegate to this committee the power to transact when the Board of Directors is not in session, business not affecting the established policy or procedure of the Association. The executive committee shall keep full minutes of its meetings and report the same to the next meeting of the Board of Directors.

F. Management of Association Property. Property of the Association may be used or disposed of in accordance with the directions of the Board of Directors. However, the Board of Directors shall not enter into any transaction, whether as Buyer or Seller, having a value, purchase price, or sale price, in excess of Two Thousand five hundred and 00/100 Dollars (\$2,500.00) without having first obtained the approval of a majority of the Board of Directors of the Association present at any meeting of the Board of Directors at which such transaction is presented for approval. Further, under no circumstances shall the Board of Directors incur any debts or liabilities exceeding the net assets of the Association.

G. Insignia, Colors, Badges and Flags. The Board of Directors may adopt insignia, colors, badges and flags for the Association as it deems desirable.

H. Signature of Contracts and Formal Documents. After approval by the Board of Directors, contracts and formal documents shall be signed by any officer or director.

ARTICLE XIII - MEETINGS OF THE BOARD OF DIRECTORS

A. Regular Meetings. Regular meetings of the Board of Directors shall be held on the first Thursday of every month, unless such day falls on a legal holiday in which event the regular meeting for that month shall be held at such time and place as may be designated by the President or by resolution of the Board of Directors.

B. Special Meetings. The President may call a special meeting of the Board of Directors at any time. A special meeting must be called on the written request of any three (3) members of the Board of Directors. At least seven (7) days notice by mail, email or fax of such meeting must be given to the members of the Board of Directors, which notice must state the object of the meeting.

C. Quorum. Fifty percent (50%) of the Directors shall constitute a quorum at meetings of the Board of Directors.

D. Voting. If a quorum of Directors is present, the affirmative vote of a majority of the Directors represented at the meeting, whether in person or by proxy, shall be the act of the Board of Directors, unless otherwise required by these Bylaws, the Association's Articles of Incorporation, or the laws of the State of Florida.

E. Order of Business. At meetings of the Board of Directors, the following shall be the order of business

1. Roll call.
2. Minutes of the preceding meeting and action thereon.
3. Reports of officers and committees.
4. Elections.
5. Unfinished business.
6. New business.
7. Adjournment.

F. Attendance Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board of Directors, unless he shall present satisfactory excuse(s), may be determined by a majority of the Board of Directors to have resigned as a member of the Board of Directors, and in that event that member shall cease to be a member of the Board of Directors. That member may, however, be reinstated by a majority vote of the Board of Directors

G. Written Action. Unless otherwise provided, any action required or permitted by law to be taken at a Board of Directors meeting or committee meeting may be taken without a meeting if the action is taken by a majority of the members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken and signed by a majority of the Board of Directors. Any such action shall be effective when the last Director constituting a majority or committee member, as the case may be, signs the consent, unless the consent specifies a different effective date.

ARTICLE XIV - OFFICERS

A. Designation of Officers. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected from the Active Members provided, however, that the President shall be elected from the Board of Directors. The officers shall be elected annually by the Board of Directors at the Board of Directors' meeting immediately following the annual meeting of the Association, or at the first regular meeting of the Board of Directors after the annual meeting of the Association each year, or, in the event a quorum of directors are not present, at the next regular meeting of the Board of Directors in which a quorum are present. The officers shall hold office until their successors shall have been elected, or until their earlier resignation, removal from office, or death.

B. Duties of President. The President shall be chief executive of the Association, charged with the duty of supervising all of its functions, subject to the orders of the Board of Directors. He shall preside over all meetings of the Association and the Board of Directors, and shall be ex officio member of all committees.

C. Duties of Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President. He shall also perform such other functions as the President or Board of Directors may from time to time assign.

D. Duties of Secretary. The Secretary shall conduct the correspondence of the Association, issue notices of and keep minutes of all meetings of the Association and its Board of Directors, be custodian of the records and discharge such other duties as may be assigned to him by the Board of Directors or the President.

E. Duties of Treasurer. The Treasurer shall collect all the membership dues, keep the roll of all members, and shall have the care and custody of all the funds and property of this Association, which shall be disbursed by him only upon the order of the Board of Directors or President. He shall submit a report for the preceding year at the January meeting and shall render special reports when requested to do so by the Board of Directors. He shall deposit all funds in the name of the Association in such banks or credit unions as may be designated by the Board of

Directors. The Treasurer shall co-sign with the President or Vice President or other member of the Board of Directors all checks exceeding \$1,000.00 drawn on the accounts of the Association. In the absence or incapacity of the Treasurer, his power to sign checks may be delegated by the Board of Directors to one of its other members.

F. Vacancy. Should a vacancy occur by death, resignation or otherwise, the same shall be filled without undue delay by the Board of Directors.

G. Removal. Any officer may be removed by the Board of Directors, with or without cause, whenever in their judgment the best interest of the Association will be served thereby.

ARTICLE XV - COMMITTEES

A. Executive Committee. This committee's duties and the number of members thereof are set forth hereinabove.

B. Other Committees. Other committees may be appointed from the Association members by, and have the number of members from time to time determined by, the Board of Directors. The Board of Directors may delegate to committees the power to transact and conduct itself in the nature and scope delegated to them by the Board of Directors. The committees shall keep full minutes of its meetings and report the same to the Board of Directors.

ARTICLE XVI - MEETINGS OF ASSOCIATION

A. Annual Meeting. The annual meeting of the Association for the election of directors and the transaction of the general business of the Association shall be held at the December regular meeting of the Association in each year. Should it be found desirable for any reason to vary the date mentioned or the hour of the meeting, such action may be taken by the Board of Directors and notice shall be given to the entire membership at least ten (10) days prior to the annual meeting.

B. Regular Meetings. Regular meetings of the Association shall be held on the second Thursday in each month or any other date, at such time and place as may be designated by the President or the Board of Directors of the Association.

C. Special Meetings. Special meetings of the Association may be called at any time by the President, and must be called at any time by the President, or in his absence by the Vice President or Secretary, on the written request of a majority of the Board of Directors, or on the written request of not less than ten (10) Active Members of the Association entitled to vote. Ten (10) days notice of any special meeting must be given to the members of the Association. Such notice must state the time, place, and purpose of the meeting.

D. Quorum. A quorum at all meetings of the Association shall consist of at least Thirty (30%) percent of the Active Members in good standing entitled to vote. If a quorum of Active Members is present at a meeting, the affirmative vote of a majority of the Active Members represented at the meeting, whether in person or by proxy, shall be the act of the members of this Association, unless otherwise required by these Bylaws, the Association's Articles of Incorporation, or the laws of the State of Florida. Proxies shall be in writing subscribed by the member and shall

be presented to the presiding official of the meeting to be qualified.

E. Order of Business. At annual and regular meetings of the Association the following shall be the order of business.

1. Roll call.
2. Minutes of the preceding meeting and action thereon.
3. Reports of officers.
4. Reports of committees.
5. Election of Directors, if appropriate.
6. Unfinished business.
7. New business.
8. Address of guest speaker and discussion thereon.
9. Adjournment.

ARTICLE XVII - SEAL

The seal of the Association shall be circular and shall bear the words "CARROLLWOOD COMMUNITY BAR ASSOCIATION, INC.", the word "Florida", the words "Corporation not for profit" and the year of incorporation, in accordance with the impression made at the margin of this page.

ARTICLE XVIII - RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XIX - AMENDMENTS

The Bylaws of this Association may be amended or revised by the Board of Directors by majority vote of all Directors, or by the affirmative vote of a majority of the Active Members present at the annual or at any regular or special meeting of the Association, provided that the notice of any such meeting contains a summary of the proposed amendment or amendments.

ARTICLE XX - DISSOLUTION

This Association may be dissolved by the vote of a two-thirds (2/3) majority of its Active Members. In the event of dissolution, the property of the Association shall be distributed pro rata to its members then in good standing on the rolls of the Association.

ARTICLE XXI - INDEMNIFICATION

Each director, officer, or employee of the Association, now or hereafter serving as such may be indemnified by the Association against any and all claims and liabilities to which he or she has

or shall become subject by reason of serving or having served as a director, officer, or employee, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as a director, officer or employee of the Association, and the Association may reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her own fraud, misrepresentation, or gross negligence. Any indemnification or reimbursement pursuant to this article shall not be exclusive of any rights to which any director, officer, or employee of the Association may otherwise be entitled to by law.

Approved at the regular meeting of the Board of Directors of November 5, 2009, by a vote of eleven to zero, constituting a majority of the following directors, who are all of the directors of the Association, this First Restatement replaces the earlier Bylaws and all amendments thereto.

<u>/s/ James Loper</u>	_____	<u>/s/ Claire Saady</u>	_____
James Loper	Date	Claire Saady	Date

<u>/s/ William Coffman</u>	_____	<u>/s/ Robert S. Wise</u>	_____
William Coffman	Date	Robert S. Wise	Date

<u>absent</u>	_____	<u>/s/ Martin Bublely</u>	_____
Dan Bublely	Date	Martin Bublely	Date

<u>/s/ Joseph Kalish</u>	_____	<u>/s/ Paul Sidney Elliot</u>	_____
Joseph Kalish	Date	Paul Sidney Elliot	Date

<u>/s/ Jeffrey Aman</u>	_____	<u>/s/ Julian Hayes</u>	_____
Jeffrey Aman	Date	Julian Hayes	Date

<u>/s/ Dan Saxe</u>	_____	<u>absent</u>	_____
Dan Saxe	Date	Paul Riffel	Date

<u>/s/ Brett Wadsworth</u>	_____
Brett Wadsworth	Date