

**FLORIDA ASSOCIATION OF LGBT LAWYERS AND ALLIES, INC.**  
**BY-LAWS**

**ARTICLE I – MISSION STATEMENT**

The mission of Florida Association of LGBT Lawyers & Allies, Inc. (“FALLA” or the “Association”) is as more fully set forth in the Articles of Incorporation for the organization and is to actively promote lesbian, gay, bisexual, transgender and gender expression equality and the leadership roles of FALLA’s members in the legal profession, judiciary and community at large.

To achieve these goals, FALLA will uphold the highest standard of integrity, honor, and courtesy in the legal profession, promote reform in law, and facilitate the administration of justice.

**ARTICLE II - OFFICE**

The Board of Directors of FALLA shall designate the principal office of this Association.

**ARTICLE III – FISCAL YEAR**

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

**ARTICLE IV – MEMBERSHIP**

Membership in this Association shall consist of the following categories:

**Section 1: Full Members:** Members in good standing of the Bar of any State located within the jurisdiction of the United States Court of Appeals for the Eleventh Circuit shall be eligible for full membership in this Association, upon acceptance of application and payment of dues as set by the Board of Directors. Such members shall have all the privileges of this Association, including the right to vote and hold office.

**Section 2: Honorary Members:** Any lawyer, distinguished in the profession, upon resolution duly adopted by the Board of Directors of the Association, may be enrolled as an honorary member who shall not be required to pay dues. Honorary members shall not be entitled to vote or hold office. There shall be no more than fifty (50) living honorary members at any one time.

**Section 3: Student Members:** Any law student shall be eligible for a student membership upon enrolling in an accredited law school, which membership shall be available until admittance to any State Bar is obtained. Student members shall not be entitled to vote or hold office and shall pay membership dues as set by the Board of Directors. Student Membership shall include paralegal students.

**Section 4: Affiliate Members:** Any lawyer not otherwise eligible for membership or any non-lawyer who is dedicated to supporting the purposes of this Association may be eligible for affiliate membership, subject to the approval of the majority of the Board of Directors and

subject to Section 5 of this Article. Affiliate members may include, but are not limited to, Clerk of Courts, Judicial Assistants, and paralegals. Affiliate members shall not be entitled to vote or hold office and shall pay membership dues as set by the Board of Directors.

**Section 5: Suspension or Expulsion of Member:** A member disbarred from practicing law in any State shall be automatically dropped from membership in this Association and cannot be reinstated until having been readmitted to practice law in that state. The Board has the power to remove any members or reject an application for any membership category for cause.

**Section 6: Local Chapters:** Members residing in a given county or other regional area shall be encouraged to form a local chapter of FALLA. FALLA's Board of Directors may issue a charter to the local chapter upon application of five (5) members and provided the chapter shall submit By-Laws consistent with the Articles of Incorporation and By-Laws of this Association.

## **ARTICLE V – DUES**

**Section 1:** Annual dues for full members, student members, and affiliate members shall be determined by majority vote of the Board of Directors. Any change in the dues for a fiscal year must be approved by October 1 of the previous year.

**Section 2:** Any member whose dues for the current fiscal year are not paid, shall not be in good standing and shall not be qualified to exercise a vote after September 1 of that fiscal year. If any member is in default in payment of dues after September 1, upon the approval of the Executive Committee, the Treasurer of this Association shall notify such member by mail, facsimile, or electronic mail.

## **ARTICLE VI – BOARD OF DIRECTORS AND OFFICERS**

**Section 1:** It is the intent and goal of the organization to be balanced in its membership, Board of Directors, Officers, and Executive Committee, if any, with an emphasis on inclusivity representing the entire membership of the organization. Officers and Board of Directors will not receive any compensation for their services to FALLA but shall be reimbursed for reasonable expenditures incurred on behalf of the Association.

**Section 2:** The Board of Directors shall consist of up to two members from each geographical area comprising the Florida District Courts of Appeal (currently five regions) and one at-large member. One Board member from each of the DCAs shall serve terms of two (2) years. The remaining Board members shall serve terms of one (1) year. The Board of Directors may be increased with a three-fourth's (3/4) vote of the then existing directors.

**Section 16:** The Board of Directors shall meet at least four times a year, at a time and place designated by the President. All members of the Board of Directors shall attend each duly called meeting of the Board of Directors in person. If a member is unable to attend in person, that member may be permitted to attend using telephone conference facilities provided that those facilities are available and that the member will bear any related expenses.

**Section 3:** The officers of this Association shall be a President, President-Elect, Secretary, and Treasurer. The President-Elect, Secretary, and Treasurer shall be elected by the incoming Board of Directors within fifteen (15) days of the annual election of the Board of Directors. The duly elected President-Elect shall succeed to the office of the President upon the expiration of the President's term.

**Section 4:** The President shall preside at all meetings of the Association and of the Board, shall create all necessary committees not provided for elsewhere herein and appoint the chairs thereof, and shall perform the usual duties incumbent upon a President.

**Section 5:** The President-Elect shall perform duties of the President in the absence of the President. In the event the office of President shall become vacant, the President-Elect shall serve in the place of the President for the unexpired term. The President-Elect shall be responsible for program planning and shall perform such other duties as requested by the President or the Board of Directors.

**Section 6:** The Secretary shall ensure that a record is kept of all meetings of the Association and of the Board of Directors; shall ensure that notices are sent out at the request of the President or any three members of the Board or any ten (10) members of the Association; shall attend to such correspondence as necessary for the Association; shall routinely monitor and update the FALLA website through interactions with FALLA Chapters, Officers and website administrators; and shall perform such other duties as requested by the President or the Board of Directors.

**Section 7:** The Treasurer shall be responsible to oversee the collection and disbursement of all funds of the Association, as directed by the Board of Directors, shall ensure that accurate books of account are maintained for the Association, that applicable tax forms are filed, and that membership records are accurately maintained. The Treasurer shall maintain contact with the Treasurer of each Chapter to ensure membership and dues are current.

**Section 8:** The Development Director shall perform duties related to fund-raising and sponsorship. The Development Director shall maintain relationships with current advertisers and sponsors as well as recruit new advertisers and sponsors for the Journal and FALLA events. The Development Director will work closely with the Treasurer in addressing FALLA's budgetary needs. The Development Director will be selected from the members of the Development Committee, which acts in support of the Development Director.

**Section 9:** The Journal Editor shall be responsible for the FALLA Journal, which shall be published and distributed to the membership at the direction of the Board of Directors.

**Section 10:** The Membership Director shall ensure that membership records are accurately maintained; create and distribute a membership directory if voted on by the Executive Committee; develop and promote membership benefits; help local chapters to recruit new members; recruit membership and service as liaison for law school membership; communicate with existing and potential members about FALLA benefits and operations; recruit and develop new chapters as directed by the Executive Committee.

**Section 11:** The Public Relations Director shall be responsible for press releases and other public relations activities and shall maintain a permanent record of the Association's activities.

**Section 12:** The Legislative Director shall be responsible for coordinating FALLA's legislative agenda and organizing FALLA's annual Lobby Days events. The Legislative Director shall also oversee a committee that will track and report on pending legislation related to FALLA's mission, providing a basis for FALLA's endorsement of or opposition to legislation.

**Section 13:** Should the Board of Directors so choose to appoint an Executive Director, the Director shall be an ex officio member of the Board of Directors with no vote. The Executive Director serves at the pleasure of the Board of Directors.

**Section 14:** All Chapter Representatives shall represent the interests of their Chapters, provide information about FALLA to their Chapters and shall provide FALLA with information about their Chapters.

**Section 15:** The Board shall fill vacancies, in any office for any reason, for the unexpired term of office, by a majority vote, with or without quorum.

## **ARTICLE VII – ELECTION AND REMOVAL OF OFFICERS**

**Section 1:** Nominations of members in good standing shall be submitted to the Secretary not less than forty-five (45) days prior to the Annual Meeting. The slate of nominees shall be voted on at the annual meeting.

**Section 2:** In the case of a contested race(s), a ballot will be prepared and sent to all voting members by mail, facsimile or electronic mail. Voting shall be by secret ballot. The Secretary shall prepare the ballot and shall send one such ballot to each member in good standing. The records of the Association shall be conclusive in determining the members entitled to receive such ballots. Only voted ballots received by the Secretary by the deadline set forth on the ballot shall be counted or tabulated by the Secretary. The candidate receiving the most votes cast for an office shall be declared elected. Results of the election shall be furnished by the Secretary to the officers and Board of Directors, and all candidates, shall be published on the organization's website and may be published in the next following Journal. If any of the above stated dates fall on a weekend or holiday, the following work day shall be the effective date.

**Section 3: Removal:** At any regular or special meeting, any officer may be removed by majority vote of the Board for failure to carry out the duties of the office as prescribed by these Bylaws, conduct detrimental to the FALLA, or loss of ability to perform the duties of a Director. Any officer proposed to be removed is entitled to five (5) business days' written notice of the meeting at which the removal shall be considered with the specific reason(s) for the proposed action, and may address the Board at such meeting.

**Section 4: Abandonment:** Any officer who misses three consecutive Board meetings, special meetings or annual meetings shall be deemed to have abandoned his or her position. The remaining Board members upon majority vote shall fill that position for the remainder of term.

## **ARTICLE VIII – EXECUTIVE COMMITTEE**

**Section 1:** When the Board of Directors consists of at least 15 members including officers, there shall be an Executive Committee of the Association, which shall be composed of the elected officers of the Association and the Immediate Past-President.

**Section 2:** Subject to the authority and discretion of the Board of Directors, and between its meetings, the Executive Committee shall be the administrative body of the Association and shall have power and authority to do and perform all acts and functions that the Board of Directors itself might do or perform, not inconsistent with the Articles of Incorporation and By-Laws of the Association. Actions taken by the Executive Committee shall be presented for ratification by the Board of Directors at their next regularly scheduled meeting.

**Section 3:** The Executive Committee shall meet in person, by telephone, by such other manner and at such time and place as the President may designate, or when requested in writing by at least three (3) members thereof. All members of the Executive Committee shall attend each duly called meeting. In the event that an Executive Committee member is unable to attend an Executive Committee Meeting, that member shall furnish to the President a written notice of the reasons for absence before the meeting, or, if unable to furnish notice before the meeting, then such written notice shall be furnished by the time of the next duly called Executive Committee Meeting, which shall approve or disapprove such notice. If an Executive Committee member misses more than two (2) meetings in one year without furnishing written reasons therefore as required above, or if the Executive Committee disapproves the reasons, then the Board may vote to remove the board member. The Executive Committee member shall be removed from office upon majority vote of the Board of Directors.

**Section 4:** At any meeting of the Executive Committee, three (3) members of the committee shall constitute a quorum of that body.

## **ARTICLE IX - MEETINGS**

There shall be an annual and mid-year meeting of this Association to be held at such time and place as may be decided by the Board of Directors from year to year. Such meetings shall be called by notice sent via mail, facsimile, or electronic mail to the members of the Association upon order of the Board of Directors through the President.

Special meetings of the Association may be called by the President or by any three members of the Board of Directors or by petition signed by any ten (10) members of the Association, provided notice is communicated by mail, facsimile, or electronic mail to the members of the Association of the time, place, or manner of such meeting and the purpose of such meeting at least five (5) calendar days prior thereto.

Any action of the Board of Directors or Executive Committee that is required or permitted to be taken at a meeting may be taken without a meeting if the approval of a majority of the voting

body is first obtained. For the purpose of approval pursuant to this section, electronic communication will suffice.

### **ARTICLE X – QUORUM**

**Section 1:** A quorum at any meeting of the Association's Members shall consist of at least five (5) Members of the Association, two (2) of whom must also be members of the Executive Committee. If a member is unable to attend in person, that member may be permitted to attend using telephone conference facilities provided that those facilities are available and that the member will bear any related expenses.

**Section 2:** One third (1/3) of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

### **ARTICLE XI – ENDORSEMENTS**

FALLA, as an organization, shall neither endorse nor oppose candidates for public office. Individual members are not restricted in such activities on their own behalf.

### **ARTICLE XII – PARLIAMENTARY PROCEDURE**

Roberts Rules of Order, Newly Revised, shall govern all meetings of this Association, where not inconsistent with the Articles of Incorporation and By-Laws.

### **ARTICLE XIII – AMENDMENT OF BY-LAWS**

These By-Laws may be amended at any meeting of the Association by a two-thirds (2/3's) vote of the members voting; provided, however that such amendment or amendments to be voted upon shall have been submitted by mail, facsimile or electronic mail to each member of the Association at least twenty (20) days prior to the date of such meeting.

Adopted 06/24/14.

Amended 07/02/14, 11/30/15.