

THE SOUTH FLORIDA ASSOCIATION FOR LAW PLACEMENT BYLAWS

ADOPTED JANUARY 18, 1989

SECTION 1. OFFICES

1.1 The principal office of the Organization shall be that of the President.

1.2 The Organization may have such offices at such other places as the Executive Committee may from time to time determine or the business of the Organization may require.

SECTION 2. MEMBERSHIP

2.1 The Organization shall have no capital stock. Membership in the Organization shall be as follows:

2.2 Members may be (1) any south Florida law school accredited by the American Bar Association, (2) any south Florida bar association, (3) any south Florida law firm, or (4) any south Florida employer actively engaged in the recruitment of lawyers and/or law students on its own behalf for the purpose of providing legal advice to such entity. Membership shall not be open to full-time or part-time legal search consultants or legal search firms. Application for membership may be made to the Secretary of the Organization.

2.3 Each member shall be entitled to one vote; provided, however, that with respect to any matters pertaining to student rights or educational issues, only law school members may vote to resolve such matters; and provided further that each member may have any number of representatives present at any meeting but only one such representative shall be entitled to vote on behalf of such member. Each member may designate any number of representatives to receive additional copies of all mailings upon payment of any required fees. Employers having

multiple offices in different cities may hold a separate membership (each with one vote) for each office which is responsible for its own independent recruitment program.

2.4 The Secretary and the Treasurer shall be notified of the name of the person designated to represent the member organization and to vote.

2.5 The right to vote on behalf of a member shall be transferable to another person within the member organization upon notification to the Secretary and the Treasurer.

2.6 Membership may be terminated by a member at any time upon notification in writing to the Treasurer and shall be effective upon fulfillment of all monetary obligations for the fiscal year.

2.7 Any membership or the right to represent a member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of these Bylaws or the bylaws of the National Association for Law Placement, or any lawful rule or practice duly adopted by the Organization, or any other conduct prejudicial to the interests of the Organization. Except when termination results from operation of Section 3.2, suspension or termination shall be by two-thirds vote of the entire membership of the Executive Committee; provided that a statement of reasons for the proposed suspension or termination shall have been sent by certified or registered mail to the last recorded address of the member or the representatives as the case may be, with a copy to the individual's immediate superior, at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Executive Committee at which the reasons shall be considered and such member or representative shall have the opportunity to

appear in person and/or to be represented by counsel to present any defense to the proposed suspension or termination before action is taken thereon.

SECTION 3. DUES AND FEES

3.1 The Executive Committee shall determine dues for the general membership or, at their discretion, specific classes of membership for each fiscal year.

3.2 Nonpayment of dues shall be cause for termination of membership unless reasonable cause can be shown by the member concerned for such late payment.

3.3 Upon dissolution of the Organization, all assets remaining after payment of, or provision for, all liabilities shall be distributed to such organization or organizations whose purposes, in the determination of the Executive Committee of the Organization, most nearly parallel the purposes of the Organization. This includes organizations exempt from the federal income taxation under Section 501(c)(3) and 501(c)(6) of the Internal Revenue Code of 1954, as amended.

SECTION 4. VOTING MEMBERS' MEETINGS

4.1 The organization shall meet monthly from January through May and from October through December. The January meeting shall include an annual business meeting and shall be held at such place as the membership and/or the Executive Committee shall designate. Notice of the location of meetings shall be communicated to the membership at least ten (10) days before such meeting.

4.2 Election of officers and approval of the Treasurer's Report shall be the first order of business of the said annual business meeting. Such other business as has arisen since the last

annual meeting shall be considered. The agenda for the business meeting shall be circulated with the nominations for officers as provided in Section 8.1.

4.3 Except as otherwise provided by law, the members in attendance shall constitute a quorum at all meetings of the voting members.

4.4 The vote of a majority of the voting members present shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, a different vote is required, in which case such express provision shall govern and control the decision of such question.

4.5 Adjournments of any annual or special meeting of voting members may be taken without new notice being given unless a new record date is fixed for the adjourned meeting.

SECTION 5. EXECUTIVE COMMITTEE

5.1 All of the corporate powers shall be vested in, and the business and affairs of the Organization shall be managed by, an Executive Committee of five (5) natural persons which shall have all of the rights, powers and duties normally associated with a board of directors. The Executive Committee may exercise all such powers of the Organization and do all such lawful acts and things which are not by law, or these Bylaws, directed or required to be done by the members.

5.2 The Executive Committee shall be composed of the President, the President-Elect, the Secretary, the Treasurer, and one Director as voting members. The voting members of the Executive Committee shall hold office for one year and until their successors are chosen and have qualified. No person shall serve-as a voting member of the Executive Committee for more

than four (4) consecutive years in any capacity. Chairpersons of all standing committees and the immediate Past-President shall serve as ex-officio non-voting members.

5.3 The Executive Committee shall have full power and authority to conduct, manage and direct the business and affairs of the Organization, to assist the President in the appointment of persons to fill officer vacancies in accordance with Section 7.9 and perform such other duties as are prescribed by these Bylaws.

SECTION 6. MEETINGS OF THE EXECUTIVE COMMITTEE

6.1 The voting members of the Executive Committee shall meet at the discretion of the President. Minutes and decisions or a summary thereof of the Executive Committee shall be distributed to the membership. Nonvoting members of the Executive Committee shall attend such meetings as the business of the organization requires at the invitation of the President.

6.2 Regular meetings of the Executive Committee may be held, upon five (5) days written notice from the President or the Secretary at such time and place as shall from time to time be determined by the Executive Committee, provided that notice of such determination shall be given to all members. Members present at any regular or special meeting shall be deemed to have received due notice, or to have waived notice thereof, provided that a member who participates in a meeting by telephone shall not be deemed to have received or waived due notice if, at the beginning of the meeting, he or she objects to the transaction of any business because the meeting is not lawfully called.

6.3 Special meetings of the Executive Committee may be called by the President on two (2) days notice given to each member, either orally or in writing. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of

two (2) members and if the President and Secretary fail or refuse, or are unable to call a meeting when requested by any two (2) members, then the two (2) members may call the meeting on two (2) days written notice given to each member.

6.4 A majority of the Executive Committee shall be necessary to constitute a quorum for the transaction of business, and except as otherwise provided by law, the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the Executive Committee.

6.5 If a quorum is present when the meeting is convened, the members present may continue to do business, taking action by vote of a majority of a quorum as fixed in Section 6.4 hereof, until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum as fixed in Section 6.4 hereof or the refusal of any member present to vote.

6.6 Any action which may be taken at a meeting of the Executive Committee may be taken by a consent in writing signed by all of the members, as the case may be, and filed with the records of proceedings of the Executive Committee.

6.7 Members of the Executive Committee may participate at and be present at any meeting of the Executive Committee by means of conference telephone or other communications equipment if all persons participating in such meeting can hear and communicate with each other.

SECTION 7. OFFICERS, ADVISORS AND ADMINISTRATION

7.1 The officers of the Organization shall be: a President, a President-Elect, a Treasurer, a Secretary and one (1) Director. All officers shall be concerned with the interests of legal educational institutions, employers of attorneys, and the needs of the legal profession.

7.2 The Executive Committee may appoint such other officers as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Executive Committee.

7.3 The term of each officer and Director shall be one (1) year. The President-Elect shall automatically become President after one (1) year.

7.4 The President shall perform such duties as are customary to the office. The President-Elect shall serve as liaison to the membership.

7.5 The Treasurer shall receive and deposit all funds of the Organization; make disbursements as authorized, be responsible for preparation of all necessary tax forms; cause an audit to be made of all receipts and expenditures of the Organization; prepare a statement of the audit for the record which shall be available to the members of the Organization; and in consultation with the Executive Committee prepare and circulate the proposed budget prior to the annual meeting.

7.6 The Executive Committee may authorize any officer, or agent, in the name of and on behalf of the Organization, to enter into any contract or execute and deliver any instrument. The authority may be general or confined to specific instances. Unless authorized by the

Executive Committee, no officer or agent shall have any power or authority to bind the Organization by any contract or engagement or pledge its credit or render it liable pecuniarily.

7.7 All checks, drafts and other orders for the payment of money out of the Organization, and all evidences of indebtedness of the Organization, shall be executed on behalf of the Organization in such manner as shall be determined by resolution of the Executive Committee.

7.8 The Secretary to the Organization shall review the status of membership in the Organization and, in coordination with the Executive Committee, devise and conduct programs for helping the Organization meet its membership goals. Duties of this position shall include giving notice of and attendance at all meetings, keeping a record of all proceedings and such other duties as are usual or assigned by the Executive Committee.

7.9 If the President resigns, becomes ineligible to serve or dies, the President-Elect shall immediately assume the presidency and shall serve in this capacity for the remainder of the unexpired term as well as during the expected full term as President. If the President-Elect resigns, becomes ineligible to serve or dies, a President as well as a President-Elect shall be elected at the next business meeting unless the President-Elect resigns, becomes ineligible to serve or dies three or more months before the convening of the annual business meeting, in which case the Executive Committee members shall appoint a person to serve ad interim until the next business meeting. This person shall be considered to be an officer of the Organization, a member of the Executive Committee, and eligible to be elected President or President-Elect. In the event that any other officer is unable or ineligible to serve out the term, the President shall appoint a replacement with the advice and consent of the Executive Committee.

SECTION 8. ELECTION OF OFFICERS AND ADVISORS

8.1 Election of all officers, with the exception of officers appointed as provided by Section 7.2, shall be held at the annual business meeting. The Nominating Committee shall make its report in writing and circulate it to the membership at least thirty (30) days before the annual business meeting. No nominations will be received from the floor. Additional nominations to those proposed by the Nominating Committee may be filed with the Nominating Committee at least seven (7) days prior to the election. They shall be made in writing by petition of five (5) or more voting representatives and the membership shall be notified by the Nominating Committee in writing at least three (3) days before the balloting is scheduled to occur. If the election is contested, voting shall be by secret ballot after due verification in the rolls of the Organization of the right to vote. A simple majority of ballots cast shall constitute election.

8.2 If no representative of a member organization is present to vote at an election of the officers and advisors held during the annual business meeting, the member organization may give a written proxy to another member organization; provided, however, that no member organization may hold more than three (3) proxies for the election of officers. Written notification of this proxy must be received by the chair of the Nominating Committee no later than two (2) days prior to the day upon which the annual business is held. Such written proxy may be withdrawn upon written notice to the chair of the Nominating Committee no later than twenty-four (24) hours prior to the time established for the commencement of the election of officers.

SECTION 9. COMMITTEES

9.1 To assist the officers in conducting the affairs of the Organization, the following standing committees and their chairs shall be appointed by the President with the approval of the Executive Committee, subject to any limitations hereinafter expressed. Members shall be given the opportunity at the annual business meeting to volunteer for appointment to any or all committees.

(1) The Nominating Committee

a. There shall be a Nominating Committee appointed by the Executive Committee, subject to the approval of the membership, at least forty-five (45) days prior to the annual business meeting.

b. The Committee shall be composed of no fewer than three (3) members.

c. The Committee shall nominate a slate of candidates for the offices as mandated by these Bylaws. They shall notify the Secretary in writing of the names of the candidates proposed at least forty (40) days before the annual business meeting, and the Secretary shall cause a copy thereof to be mailed to each member at least thirty (30) days prior to the date of the annual business meeting.

d. Individuals accepting appointment to serve on the Nominating Committee may not be candidates for elective office during the year for which they were appointed.

(2) The Bylaws Committee

The Bylaws Committee shall conduct continuous review of the Organization Bylaws and recommend changes as needed to the Executive Committee.

(3) The Long Range Planning Committee

9.2 Supervision of these and ad hoc committees constituted by the President as appropriate shall be delegated to other officers at the discretion of the President.

9.3 Appointments to committees shall terminate at the expiration of the term of office of the President who makes the appointments unless the President specifies a shorter term. Chairs and members may be reappointed by the incoming President.

9.4 The President, with the consent of the Executive Committee, shall appoint such other committees for the good and welfare of the organization as are necessary or desirable.

SECTION 10. FISCAL MEMBERSHIP PERIOD

10.1 The fiscal and membership year shall begin on January 1 and end on December 31. New members joining the Organization may join at any time during the year upon payment of the full annual dues for that year.

SECTION 11. NOTICES

11.1 Any written notice required or permitted by law, or the Bylaws to be given to any member or committee member shall be deemed to have been given to such member or committee member when such notice is served upon such member or committee member or when such notice is placed in the United States mail, postage prepaid, addressed to such member or committee member at her last known address, whichever is earlier.

11.2 Whenever any notice is required to be given by law, or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

SECTION 12. PARLIAMENTARY AUTHORITY

12.1 The rules contained in Robert's Rules of Order shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Organization. A Parliamentarian may be appointed by the President before the start of the annual business meeting.

SECTION 13. OPERATIONS

13.1 Expenditures in Article IV of the Articles of Incorporation shall be authorized by the President or by such other person or persons as the Executive Committee may select.

SECTION 14. BYLAWS AMENDMENTS

The Bylaws may be amended only during a regularly scheduled meeting of the organization. Proposed amendments to the Bylaws shall be filed with the Secretary in time to be mailed to the membership at least thirty (30) days prior to the date of the meeting during which they are to be considered.

To become enacted, proposed amendments to the Bylaws must receive a two-thirds (2/3) vote of approval by members in attendance at the meeting during which they are considered.

SECTION 15. EFFECTIVE DATE

15.1 These Bylaws and any amendment(s) to these Bylaws shall take effect immediately upon approval by the membership.