AMENDED AND NINTH RESTATED

BYLAWS

OF

ORANGE COUNTY BAR ASSOCIATION, INC.

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ARTICLE I
INCORPORATION

The Orange County Bar Association, Inc. (the "Association"), is a corporation not-for-profit operating under Chapter 617, Florida Statutes. The Association shall possess the powers, rights, duties, and principles granted in its Articles of Incorporation (as amended), by law, and pursuant to these Bylaws. These Bylaws shall govern the Association to the extent not inconsistent with the Articles of Incorporation.

ARTICLE II
MEMBERSHIP

SECTION 1. CATEGORIES OF MEMBERSHIP. Membership categories of the Association shall consist of Regular Members, Judicial Honorary Members, Special Honorary Members, Emeritus Members, and Affiliate Members, all of whom agree to support the Association's purposes and abide by these Bylaws and such other rules and regulations as the Executive Council may adopt. All Members shall be subject to the termination provisions of these Bylaws.

A. Regular Members. Regular Membership may be granted to any member of The Florida Bar in good standing who resides in Orange County or devotes some portion of their time practicing law in Orange County, including "Authorized House Counsel" (as designated by The Florida Bar). Each applicant is encouraged to be endorsed by two members of the Association who have been members for a period of at least three years and who agree to be available for counsel with the applicant as to their ethical and professional responsibilities. Applications for admission to Regular Membership are approved upon acceptance by the Executive Director. While the Executive Council may offer different rates for the dues of some members, such as governmental attorneys, those attorneys remain within the category of Regular Members.

B. Judicial Honorary Members. Judicial Honorary Membership shall automatically be conferred upon members of the judiciary, including but not limited to, all of the following full or part time individuals:

(1) Judges of the Ninth Judicial Circuit;

(2) Orange County Court Judges;

(3) Orange County Magistrate Judges;

(4) Orange County Hearing Officers;

(5) Judges of the Sixth District Court of Appeal;

(6) Judges of the Florida Supreme Court;

(7) Federal Bankruptcy Judges in the Orlando Division;

(8) Federal Magistrate Judges in the Orlando Division;

(9) Federal District Court Judges in the Orlando Division;

(10) Judges of Compensation Claims sitting in Orlando;

(11) The Clerks of Court for each of the above Courts; and

(12) Any other person that the OCBA treats in practice as a judicial honorary member.

C. Special Honorary Members. By a three-fourths (3/4) vote of the Executive Council in attendance at any regular or special meeting, Special Honorary Membership may be conferred upon any person who has made a significant contribution to the legal system or the goals of the Association.

D. Emeritus Members. The Executive Director may, from time to time, grant Emeritus Membership status to individuals qualifying in any of the following categories:

(1) Any attorney or jurist who is designated as retired by The Florida Bar;

(2) Any member of The Florida Bar in good standing, not actively practicing law in Orange County; and

(3) Lawyers who are not members of The Florida Bar, but are admitted in good standing to practice law in another state, territory, or nation.

E. Affiliate Members. The Executive Director may, from time to time, grant Affiliate Membership status to non-lawyer individuals qualifying in any of the following law-related categories:

(1) Paralegals are individuals, who, although not members of The Florida Bar, receive training and/or certification to perform paralegal tasks under the direction and supervise vision of an attorney. Paralegals are eligible upon membership to become a member of the Orange County Bar Association Paralegal section.

(2) Legal Assistants are individuals, who, although not members of The Florida Bar, are employed by a lawyer, law office, governmental law department, and who perform specifically-delegated substantive legal work under the direction and supervision of an attorney.

(3) Law Office Administrative Assistants are individuals who are employed by a lawyer, law officer, and governmental law department, as managers or administrators, but do not engage in the practice of law.

(4) Law Librarians are individuals who provide professional law library services to a law library, including a law firm library, a corporate law department library, a government law library, or a separately maintained law section of a general library.

(5) Criminal Justice Affiliates are individuals who serve full time in the following capacities: law enforcement officers, criminal investigators, parole and probation officers, pre-trial service or correctional officers, and any other justice system personnel directly involved in the administration of criminal justice in a professional capacity.

(6) Administrative Law/Bankruptcy Law Affiliates are members of administrative agencies, nonjudicial officers engaged in the field of judicial administration (nonlawyers), Bankruptcy Trustees, and other individuals with governmental duties closely associated to the fields of administrative adjudication or rule making, who are not actively practicing law.

(7) Paralegal students are individuals who are currently enrolled in an accredited university or college or have attended an accredited university or college within the preceding 24 months, who are undertaking a curriculum program designed to enter the field of being a paralegal or legal assistant.

(8) Non-lawyer mediators or arbitrators are individuals who, while not being a member of The Florida Bar, are certified to mediate or arbitrate legal disputes and cases within the State of Florida.

(9) Law students are individuals who are currently enrolled in an ABA accredited law school or college or have attended an ABA accredited law school or college within the preceding 24 months and are preparing for the Florida Bar Exam.

(10) Other legal professionals are defined as any individual that is employed in an activity understood to be directly involved with the practice of law. Consideration of an individual to meet the requisite level of convexity to the legal profession is subject to approval of the Executive Council.

F. Patron Members. The Executive Director may, from time to time, grant Patron Membership status to business partners of the Association. Examples of Patron Members include court reporters; experts who provide testimony or consultation to attorneys or their clients; translators; or other business leaders or entities who have interaction with lawyers for whom Patron Membership would prove mutually beneficial.

SECTION 2. APPLICATION. Any person submitting an application for membership in any category may only be approved for membership under procedures established from time to time by the Executive Council.

SECTION 3. VOTING RIGHTS. Each Regular Member and each Judicial Honorary Member in good standing shall be entitled to vote on all matters coming before the membership. No other category of membership shall have voting rights.

SECTION 4. RIGHT TO HOLD OFFICE. Only Regular Members may hold office or serve on the Executive Council except as provided for in Article V herein.

SECTION 5. DUES AND ASSESSMENTS. The initial and annual dues for each class of member of the Association and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Executive Council.

SECTION 6. RESIGNATION. Members may resign from the Association at any time by giving written notice to the Secretary or the Executive Director.

SECTION 7. LEGAL AID RESPONSIBILITIES. The Association has a longstanding commitment to provide pro bono legal services to qualified residents of Central Florida. Regular Members are required to comply with the procedures established by the Legal Aid Society of the Orange County Bar Association, Inc., for pro bono service or contribution in lieu of service. The Executive Council may from time to time by resolution require other categories of Members to participate in Legal Aid Society programs and all Members are strongly encouraged to participate if practical.

SECTION 8. TERMINATION.

A. Automatic. Membership of any member of the Association, regardless of membership category, shall terminate automatically for the following reasons:

(1) Conviction of a felony;

(2) Disbarment from the practice of law in the State of Florida or any other state; or

(3) Any time a member shall cease to be qualified for a membership category.

B. By Vote. The Executive Council may terminate the membership of any member of the Association, regardless of membership category, by a majority vote of the Executive Council members in attendance at a regular or special meeting, for the following reasons:

(1) Unethical conduct or conduct detrimental to the purposes, objectives, or reputation of the Association;

(2) Failure to pay any dues or special assessments;

(3) Unjustified failure to comply with the procedures established by the Legal Aid Society of the Orange County Bar Association, Inc., for service or contribution in lieu of service; provided, however, such termination shall not occur without recommendation to the Executive Council by the Board of Trustees of the Legal Aid Society; or

(4) Suspension from the practice of law in the State of Florida or any other state.

Any person whose membership is terminated for any reason under Section 8 may only be reinstated after the person again becomes qualified for membership in the category in question, such person reapplies for membership, and the reapplication is approved by a majority vote of the Executive Council members in attendance at a regular or special meeting. The Executive Council may require

any such person to submit reasonable additional information about the original grounds for the termination or such person's qualifications for membership.

ARTICLE III
MEETINGS OF MEMBERS OF THE ASSOCIATION

SECTION 1. REGULAR MEETINGS. Regular meetings of the regular members of the Association will normally be held periodically in Orange County at a time and place to be fixed by the Executive Council. Attendance by other categories of membership may be restricted by the Executive Council due to space limitations.

SECTION 2. ANNUAL MEETINGS. The incoming officers and members of the Executive Council of the Association shall be announced at an annual meeting of the regular members, usually during the month of May at a time and place to be fixed by the Executive Council. The agenda for said annual meeting shall be determined by the President-Elect, with the advice of the Executive Council.

SECTION 3. SPECIAL MEETINGS. Special meetings of the regular members of the Association may be called by the President, or by a majority of the Executive Council, or by written request of one hundred (100) regular members of the Association, presented to the President, which shall fix the purpose, time, and place of the special meeting. The business conducted at a special meeting shall be restricted to the matters set forth in the notice as the purpose of the special meeting.

SECTION 4. NOTICE OF MEMBERSHIP MEETINGS. The Secretary shall cause to be given to the members of the Association at least five (5) days prior notice of regular, annual, and special meetings. Notice of any meeting may be provided by mail, facsimile, e-mail, announcement, or by *The Briefs* or its successor publication. The meeting notice for any special meeting shall state the purpose, time, and place of the special meeting. Notice of a meeting shall not constitute in and of itself an invitation to attend the meeting except for notices to Regular Members.

SECTION 5. QUORUM. The Regular Members of the Association present at any properly called regular, annual, or special meeting shall constitute a quorum to transact any business thereof.

SECTION 6. ORDER OF BUSINESS. The order of business at each regular meeting shall be established by the presiding officer.

ARTICLE IV
DUES AND ASSESSMENTS

SECTION 1. DUES. The annual dues of the members of the Association (regardless of status or category) shall be in such amounts as is fixed by a majority of the Executive Council present and voting at any regular meeting or special meeting called for such purpose, provided at least ten (10) days written prior notice of a meeting of the Executive Council at which a dues increase of more than ten percent (10%) is to be discussed and voted on shall be given to the

membership in accordance with Article III, Section 4 of these Bylaws. Written notice of any regular or special meeting, called for the purpose of discussing and voting upon a second dues increase in any fiscal year, regardless of the percentage increase, shall also be provided to the membership at least ten (10) days prior to the date of such meeting of the Executive Council in accordance with Article III, Section 4 of these Bylaws. All dues of members (regardless of status or category) are due on June 1 of each year and are not refundable.

SECTION 2. SPECIAL ASSESSMENTS. Special assessments on members (regardless of status or category) of the Association may be levied if approved by a two-thirds (2/3) vote of the members of the Executive Council present and voting at any regular meeting or special meeting called for such purpose, provided ten (10) days prior written notice is given to the membership of any meeting at which a special assessment is to be discussed or voted on in accordance with Article III, Section 4 of these Bylaws.

SECTION 3. NONPAYMENT OF DUES AND ASSESSMENTS. All statements for dues and special assessments shall be sent to all categories of members at least thirty (30) days prior to the due date. After June 30 in the case of dues, or thirty (30) days after notice in the case of special assessments, a late fee shall be imposed of Twenty-Five Dollars ($25.00) to cover the extra expense, administration, and inconvenience of the collection of delinquent dues and accounts. The Treasurer shall certify to the Executive Council the names of all members whose dues, assessments and late fees have not been paid within ten (10) days of the Treasurer's mailing of a delinquent notice (after the initial thirty (30) day period). The Treasurer's certification shall be made at the meeting immediately following the determination of delinquency.

ARTICLE V
EXECUTIVE COUNCIL

SECTION 1. EXECUTIVE COUNCIL. The Executive Council shall oversee the management and administration of the business and affairs of the Association. The Executive Council shall have the power and duty to administer the Association, including the power to employ necessary personnel. The Executive Council shall determine all fiscal matters, shall direct the manner in which all funds of the Association are disbursed and the purposes therefore, and shall adopt a budget for each fiscal year. The Executive Council shall adopt such directives and such policies as are necessary for the administration of the Association and for accomplishing the objectives and purposes of the Association. The Executive Council shall have full power to exercise and delegate such functions as may be necessary, expedient, or incidental to the full exercise of the powers bestowed on the Executive Council by the Articles of Incorporation and these Bylaws, including the establishment, maintenance, and supervision of various programs for the benefit of the Association and the community, including, but not limited to, the following programs:

A. Legal Aid Society of the Orange County Bar Association, Inc., for providing legal services to the indigent;

B. A lawyer directory and/or referral service;

C. Programs for providing continuing legal education for its members;

D. The publication of a periodical or other publications for its members and the public;

E. Programs for providing information and advice to the courts;

F. Programs for promoting and supporting the Association's public service obligations and activities, including, but not limited to, pro bono services support and law-related education;

G. Programs for the development and provision of benefits and services to members, such as insurance benefits and association member discounts on goods and services; and

H. A program for providing assistance to the courts for convenient access of bar members to local court facilities.

SECTION 2. MEMBERS OF THE EXECUTIVE COUNCIL. The Executive Council shall be composed of the following voting members, each of whom shall be a Regular Member of the Association and each of whom shall serve without compensation for their service:

A. the four (4) Officers of the Association (President; President Elect; Treasurer; and Secretary)

B. the nine (9) Elected Members, composed of three (3) Representatives elected each year, with each Representative to serve a three (3) year term;

C. the three (3) Appointed Members, appointed as defined in "Selection of Appointed Members";

D. the Immediate Past President of the Association; and

E. the President of the Young Lawyers Section of the Association.

The Executive Director shall not be a member of the Executive Council, but at the request of the President shall attend all meetings of the Executive Council.

No individual may hold more than one Executive Council position at one time.

SECTION 3. SELECTION OF APPOINTED MEMBERS. At the regular meeting following certification of the final election results for the election of Officers and Elected Members of the Association, the President-Elect shall nominate two or more Regular Members to the Executive Council for consideration for the position of Appointed Member. One of the Appointed Members is to serve a two-year term beginning during the subsequent fiscal year when the President-Elect shall serve as President. The second Appointed Member is to serve a one-year term during the subsequent fiscal year when the President-Elect shall serve as President. Regardless of the number of individuals so nominated, only two shall be selected by the board for the positions. The two-year positions are to remain staggered in a manner consistent with the Article regarding Terms of Office, below. Any ties in the vote of the Executive Council will be broken in accordance with the tie-breaking procedures set forth in these Bylaws. Through the use of these appointments, the President-Elect and the Executive Council shall ensure that at least one member of the

Executive Council is a government lawyer, though an appointment of a government lawyer is only required if no other Executive Council member is a government lawyer.

SECTION 4. MEETINGS. Regular meetings of the Executive Council shall be held monthly at a time and place selected by the President. The Executive Director shall provide at least two (2) days' notice of any special meeting of the Executive Council, which notice may be in writing, facsimile, e-mail, or other electronic transmission, by publication in *The Briefs*, or by telephone call to its members. The order of business and agenda for any meeting shall be established by the President. Special meetings shall be called by the President or by any three (3) members of the Executive Council upon submission of a purpose of the meeting. No business other than matters relating to the purpose for which the meeting was called shall be conducted except by a vote of two-thirds (2/3) of the persons in attendance. Quorum requirements shall apply to special meetings. A meeting may be in-person or by phone, video conference, or other electronic means. Where written or secret voting or balloting is required or appropriate, Executive Council members may vote on paper or by email, text message, or other reasonable electronic means directed to the Secretary or his or her designee.

SECTION 5. QUORUM. A majority of the eighteen (18) members of the Executive Council shall constitute a quorum to transact any business at any meeting.

SECTION 6. TERM OF OFFICE. The term of office for each elected at-large member of the Executive Council shall be three (3) years, from June 1 to May 31 of the third year, with three (3) members being elected each year. The term of office for each two-year Appointed Member of the Executive Council shall be two (2) years, from June 1 to May 31 of the second year, with one (1) member being appointed each year. The term of office for the one-year Appointed Member of the Executive Council shall be one (1) year, from June 1 to May 31, with one (1) member being appointed each year. The term of office for the President of the Young Lawyers Section shall be for one year from June 1 through May 31.

SECTION 7. VACANCIES.

A. Causes of Vacancies. Vacancy of officers and members of the Executive Council may be caused by the following:

(1) Election of an Executive Council member to an office of the Association. Any Executive Council member that is elected to an officer position thereby forfeits any remaining time on their original position when that member assumes the officer position;

(2) Resignation, incapacity or death;

(3) Termination as a Regular Member of the Association;

(4) Non-attendance, unless excused by a majority of the Executive Council, at more than three (3) regular meetings of the Executive Council from June 1 to the last day of May.

B. Vacancy of an At-Large Executive Council Member. In the event of a vacancy in the office of an at-large member of the Executive Council, the vacancy shall be filled by a plurality vote of the then presiding Executive Council; provided, however, that a vacancy in a term having less than nine (9) months remaining shall not be filled. The Regular Members of the Association shall be given notice of said vacancy pursuant to Article III, Section 4 of these Bylaws. Nominations to fill the vacancy shall be by written petition on a form prepared by the Secretary in accordance with the instructions contained therein and signed by not less than five (5) Regular Members of the Association. Nominees shall endorse their written acceptance on such petitions. All nominating petitions shall be received at the office of the Orange County Bar Association on the date set forth by the President in the nominating form. The vacancy shall be filled by the candidate receiving the greatest number of votes of the members of the Executive Council in attendance at the regular or special meeting, cast by secret ballot. The ballots shall be collected and counted by the Secretary and the results shall be announced to the Executive Council. In the event of a tie, then a second ballot shall be taken between the two candidates receiving the highest number of votes. In the event the tie is unbroken on second ballot, the then presiding President shall cast a second vote. The candidate selected shall serve as a member of the Executive Council for the remainder of the term of the office vacated.

C. Vacancy to Occur by Reason of Election of an At-Large Executive Council Member to an Officer Position. In the event it is determined that a vacancy will occur in the office of an at- large member of the Executive Council because of the election of an at-large member to an officer position of the Association, the procedure for filling that vacancy shall be initiated immediately after the election of that officer as outlined in the above section concerning Vacancy of an At-Large Executive Council Member. The member-elect chosen shall be permitted to attend all remaining meetings of the Executive Council for that fiscal year, but shall not be entitled to voting privileges until the commencement of the next fiscal year.

D. Vacancy of Other Members of the Executive Council. A vacancy by the President of the Young Lawyers Section shall be filled in the manner determined by that section in accordance with its Bylaws. A vacancy of the Appointed Member may be filled at the discretion of the Executive Council. A vacancy of the Immediate Past President shall not be filled.

ARTICLE VI
ELECTIONS

SECTION 1. REQUIREMENTS FOR OFFICERS. The President shall not be elected, but the office shall be filled by the President-Elect, who is elected President-Elect at the end of the President's term. No nomination for any Officer position shall be accepted unless the nominee is currently serving on the Executive Council at the time of nomination. No person shall serve as President two (2) years in succession, except when the President-Elect fills the office of President caused by vacancy.

SECTION 2. NOMINATION. The President-Elect, Secretary and Treasurer and members of the Executive Council shall be elected by written ballot as herein provided. Nomination for the election of these officers and members of the Executive Council shall be by

written petition on a form prepared by the Secretary, in accordance with the instructions contained thereon and signed by not less than five (5) regular members of the Association. Nominees shall endorse their written acceptance on such petitions, but no nominee may accept nominations for more than one office in any election. All nominating petitions shall be received at the Association office on or before a date to be fixed by the President, wherein the nominating petitions shall be examined by either the President or Secretary who shall thereupon certify the names of all regular members who have been properly nominated. In the event only one (1) candidate has been properly nominated for a particular office, such candidate shall be declared elected. In the event no nomination is received for a particular office or there are not sufficient nominations to fill all vacancies on the Executive Council, the Executive Council shall fill such positions by majority vote upon nominations submitted at the next regular meeting of the Executive Council.

SECTION 3. BALLOTING.

A. General. Voting for officers and members of the Executive Council shall be by secret ballot. The Secretary shall either 1) prepare and cause to be printed and mailed a sufficient number of ballots for each Regular Member and Judicial Honorary Member; or 2) prepare and disseminate to each Regular Member and Judicial Honorary Member directions for electronic voting by e-mail, so long as a safe and secure means of electronic voting has been approved by the Executive Council. The records of the Association shall be conclusive in determining the members entitled to receive such ballots. The names of the candidates on the ballot shall be listed alphabetically for each office and for the Council. Promptly after the filing deadline, the officers of the Executive Council (other than those who are candidates for a contested office), or an election service retained by the Executive Council shall tabulate the ballots received and the Secretary shall certify the results of the election.

B. Officers. The candidates for an office receiving the most, or a plurality, of the votes cast for the office shall be declared elected. In the event of a tie between the candidates receiving the most votes, the tie shall be broken by a secret ballot of the Executive Council.

C. Executive Council. Candidates for the Executive Council shall run at large, with the exception of the three Appointed Members and the President of the Young Lawyers Section. In electing members of the Executive Council each year, a plurality of the votes cast shall be necessary for election. The three (3) candidates receiving the highest votes shall be declared elected. In the event of a tie among the candidates receiving the third highest number of votes occurs, the tie shall be broken by a secret ballot of the Executive Council.

D. Tie-breaking Procedure. In the event of a tie, the current members of the Executive Council will determine the winner by a majority vote of the Executive Council members in attendance at a regular or special meeting; provided, however, that any candidate who is also a member of the Executive Council shall abstain from voting. Should the vote of the Executive Council members also result in a tie, a second vote shall be taken with only the Elected Members and Officers voting. If this also results in a tie, the President shall cast a second and deciding vote.

ARTICLE VII
OFFICERS

SECTION 1. OFFICERS. The term of office for each of the four (4) officers, and the immediate past president, shall be one (1) year, from June 1 to May 31. If the President-Elect assumes the office of President prior to the completion of the full term as President-Elect, the President-Elect shall complete the remainder of the unexpired term of the vacated office of President and continue serving as President through the full term of President for which the President-Elect was elected to serve when becoming President-Elect.

SECTION 2. DUTIES OF OFFICERS. The duties of the officers of the Association shall be as follows:

A. President. The President shall be the Chief Executive Officer of the Association, shall preside over meetings of the Association, and shall perform the duties delegated by the Bylaws, by the Association, or by the Executive Council. The President shall appoint all Committee Chairs and shall nominate for appointment by a majority vote of the Executive Council all delegates to the All Bar Conference, the American Bar Association and other similar organizations. As Chief Executive of the Association, he or she shall be vested with power necessary, expedient, and incidental to fully exercise the powers bestowed on the President by the Articles, these Bylaws or the Executive Council. The President shall be the official spokesperson for the Association and it shall be the duty of the President to provide leadership in accomplishing the aims and purposes of the Association.

B. President-Elect. The President-Elect shall perform the duties of the President in the absence or inability to act of the President, shall assume the office of President at the expiration of the President's term of office or in the event of a vacancy, and shall perform such duties as may be delegated by the Bylaws or the Executive Council. It shall be the duty of the President-Elect to render assistance to and cooperate with the President and to provide the fullest measure of counsel and advice to the President.

C. Secretary. The Secretary shall have charge of all records of the Association, except the financial records, shall attend meetings of the Association and of the Executive Council, and shall make a record of said proceedings, and shall perform such other duties as provided for in these Bylaws or as delegated by the Executive Council. The Secretary shall also be a member of the Bylaws Committee and shall maintain a current copy of these Bylaws, as amended.

D. Treasurer. The Treasurer shall have charge of the financial affairs of the Association, subject to the control of the Executive Council. The Treasurer shall serve as Chair of the standing Budget and Finance Committee. The Treasurer shall collect and hold all monies due to the Association and demand the payment of annual dues and special assessments within thirty (30) days' written notice of delinquency to the Executive Council for appropriate action. The Treasurer shall make monthly financial reports to the Executive Council and an annual report to the Association at its annual meeting. The Treasurer, with the assistance of the Budget and Finance Committee, shall prepare a balanced annual budget for approval by the Executive Council.

Upon prior notice to the Executive Council of the anticipated cost, the Treasurer may, in his or her discretion, unless the proposal is rejected by a vote of not less than 2/3 of the members of the Executive Council present at a meeting during which a quorum was present, engage a Certified Public Accounting firm to perform a financial statement and/or internal controls review of the Association for use of the Executive Council and, if audited financial statements for the Association have not been obtained on at least one occasion during the preceding four (4) years, a set of audited financial statements to be made available to the Executive Council. The foregoing shall not be deemed to limit the authority of the Executive Council to commission an accountant review or audit of the books and records of the Association at any time that it deems appropriate.

SECTION 3. EXECUTIVE COMMITTEE. The Executive Committee is a standing committee of the Association. The Executive Committee shall be comprised of the officers of the Association and the Executive Director, who, unless otherwise limited by these Bylaws or the Articles of Incorporation, shall have full power and authority to exercise the functions of the Executive Council, as follows:

A. To the extent authorized by the Executive Council on any specific matter; and

B. On any other matter that necessarily must be determined between meetings of the Executive Council.

The Executive Committee shall notify the Executive Council at the next regular meeting of all actions taken by the Executive Committee during the interim between meetings of the Executive Council. Unless modified by the Executive Council, actions of the Executive Committee shall be final.

SECTION 4. VACANCIES. Vacancies in the office of President shall be filled by the President-Elect. The Executive Council shall appoint a member of the Executive Council to fill any other vacancy among the officers.

ARTICLE VIII
EXECUTIVE DIRECTOR

The Executive Director shall be chosen by the Executive Council of the Association. He or she shall perform such executive and administrative duties as may be assigned to him or her by these Bylaws and by the Executive Council of the Association. The Executive Director shall maintain the records of the Association and the Executive Council, under the charge of the Secretary and Treasurer. He or she shall maintain and be in charge of the offices and properties of the Association and shall devote his or her full time to the work of the Association. The Executive Director need not be a member of the Association. The Executive Council shall fix his or her salary and other benefits and emoluments of office.

ARTICLE IX
SECTIONS AND COMMITTEES

SECTION 1. ESTABLISHING SECTIONS AND COMMITTEES.

A. Standing Committees. The following committees are permanent committees of the Association that shall meet regularly:

(1) Budget and Finance Committee: The Committee shall be comprised of the President, President-Elect, Treasurer and a minimum of two (2) members of the Executive Council.

(2) Bylaws Committee: The Committee shall be comprised of the Secretary and three (3) members of the Executive Council.

(3) Long-Range Planning Committee: The Committee shall be comprised of the Executive Committee and three members of the Executive Council. The President-Elect shall serve as chair and shall appoint two of the members. The President shall appoint one member. All appointments shall be for one fiscal year.

(4) Judicial Relations Committee: The Committee shall be comprised of the appointed chairs of all Association committees. Any Association member may attend Committee meetings.

(5) Professionalism Committee: Membership is open to all Association members.

(6) Social Committee: Membership is open to all Association members.

These committees are central to the proper operation of the Association in carrying out its objectives and may not be abolished without amendment to these Bylaws.

B. By the Executive Council. The Executive Council may create and abolish such committees from time to time as is necessary and proper to aid in carrying out the affairs of the Association and its objectives including new substantive committees, special committees, or ad hoc committees as necessary.

C. By Groups, Organizations, or Committees. Any group, organization, or committee that wishes to become a section or committee of the Association must petition the Executive Council for approval. The petition shall be filed with the Executive Director and shall include the following:

(1) A statement of the basic purpose of the proposed section or committee including the specific areas of interest of the proposed section or committee;

(2) A statement demonstrating the need for the creation of the proposed section or committee;

(3) A statement showing the overlap, if any, existing between the proposed section's or committee's purpose and areas of interest and those of any current section or committee of the Association;

(4) A statement of the types of programs proposed and a specific proposal for programs for the year of establishment, including dates and the cost of the proposed programs; and

(5) An estimate of how many members (of all categories) of the Association will join the proposed section or committee within its first three (3) years.

A new committee may be adopted in this manner upon a satisfactory presentation of each of the required items and a majority vote of the Executive Council.

SECTION 2. APPOINTMENT OF COMMITTEE CHAIRS. The President, promptly after the creation of a new committee or promptly after assuming office on June 1 for existing committees, shall appoint members and chairs of all committees and these chairs shall continue until their successors are appointed. In order to provide continuity and incentive for advancement, the President shall give consideration in the selection of committee chairs to vice-chairs and members of the committee who have served on the committee in prior years. Committee chairs and vice-chairs may be appointed from any membership status or category except Judicial Honorary Membership.

SECTION 3. ESTABLISHING SECTIONS. Any group, organization, or committee that wishes to become a section of the Association must petition the Executive Council for approval. The petition shall be filed with the Executive Director and shall include each of the five provisions required to establish a committee. In addition to each of these five provisions, a proposed section must further provide the following three items:

A. A list of initial officers, directors, or Executive Council members, and proposed committees;

B. A set of proposed Bylaws; and

C. A detailed budget of estimated income and expenses, including a proposed separate dues structure, if any.

A new section may only be adopted upon a satisfactory presentation of each of the required items; notice to all members of the proposed addition of the section in the manner provided for in Article 3, Section 4 of these Bylaws; and upon a two-thirds vote of the Executive Council present at the noticed meeting.

SECTION 4. DUTIES AND RESPONSIBILITIES. It is the duty of each section and committee, as integral parts of the Association, to work in cooperation with the Executive Council and other sections and committees toward the accomplishment of the aims and purposes of the Association. All sections and committees shall function pursuant to these Bylaws and the directives promulgated from time to time by the Executive Council. The Executive Council, from

time to time, shall specify the duties and responsibilities of the various sections and committees and require such periodic reports to the Executive Council and Association as are necessary. Minutes of the proceedings of each committee shall be kept and copies thereof promptly forwarded to the President and Executive Director, upon request. An annual written report shall be submitted by each section and committee to the President prior to May 1 each year.

SECTION 5. SECTION AND COMMITTEE FINANCES. No section or committee shall incur any debt payable for the Association without prior approval of the Executive Council. Each committee and section shall file with the Treasurer and Executive Director a detailed statement setting forth any funds needed or required in connection with the work of such committee or section during the ensuing administrative year or for any special project for consideration by the Executive Council.

ARTICLE X
INDEMNIFICATION

SECTION 1. The Association shall have power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of membership of the Executive Council or as a director, officer, employee, trustee, committee or section member, or agent of the Association or is or was serving at the request of a member of the Executive Council or as a director, officer, employee, trustee, committee or section member, or agent of another corporation, partnership, joint venture, or trust, against liability or loss incurred in connection with such proceeding, including any appeal thereof, if the person acted in good faith and in a manner reasonably believed to be furthering the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, or with respect to any criminal action or proceeding, has reasonable cause to believe that the conduct was unlawful.

SECTION 2. Indemnification under Section 1 may, at the discretion of the Executive Council, include payment of the reasonable and actual attorney's fees and costs incurred, including those incurred on appeal, in said defense.

SECTION 3. Any indemnification under Section 1 or Section 2, unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of a member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent of the Association is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or Subsection 2. Such determination shall be made, as follows:

A. By a majority vote of the Executive Council at a regular or special meeting; providing, however, that any Executive Council member who is a party to the proceeding abstain from the vote;

B. By majority vote of a committee duly designated by the Executive Council (in which members who are parties may participate) consisting solely of two or more members not at the time parties to the proceeding; or

C. By independent legal counsel:

(1) Selected by the Executive Council prescribed in Paragraph A or the committee prescribed in Paragraph B; or

(2) If a quorum of the members of the Executive Council cannot be obtained for Paragraph A and a committee cannot be designated under Paragraph B, selected by majority vote of the entire Executive Council (in which members who are parties may participate).

SECTION 4. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified in Section 3.C shall evaluate the reasonableness of expenses and may authorize indemnification.

SECTION 5. Indemnification shall not be made to or on behalf of a member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent if a judgment or other final adjudication establishes that the individual's actions, or omissions to act, were: (1) material to the cause of action so adjudicated; and (2) constitute the following:

A. A violation of the criminal law, unless the member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent had reasonable cause to believe the conduct was lawful or had no reasonable cause to believe the conduct was unlawful;

B. A transaction from which the member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent derived an improper personal benefit; or

C. Willful misconduct or a conscious reckless disregard for the best interests of the Association.

SECTION 6. Indemnification and payment of legal expenses as provided in this Article shall continue as to a person who has ceased to be a member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

SECTION 7. For purposes of this Article:

A. The term "expenses" includes counsel fees and costs, including those for appeal;

B. The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses, actually and reasonably incurred with respect to a proceeding;

C. The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal;

D. The term "agent" includes a volunteer; and

E. The term "serving at the request of the Association" includes any service as a member of the Executive Council, director, officer, employee, trustee, committee or section member, or agent of the Association that imposes duties on such persons, including duties relating to an employee benefit plan and its participant or beneficiaries.

SECTION 8. The Association shall have the power, but not the duty, to purchase and maintain insurance on behalf of any person for indemnification against any liability including providing for a legal defense, whether or not the Association would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

SECTION 9. All laws shall apply to rights of indemnity except where these provisions are controlling.

ARTICLE XI
PROPERTIES OF ASSOCIATION

SECTION 1. PROPERTIES OF ASSOCIATION. No member (regardless of status or category), solely by virtue of membership status, shall have any right, title or interest in any of the property or assets, including any earnings or investment income of the Association, nor shall any of such property or assets be distributed to any member (regardless of status or category) on the dissolution or winding-up thereof.

SECTION 2. LIABILITY OF MEMBERS. No member (regardless of status or category) shall have any personal liability for any debt or obligation of the Association unless otherwise agreed in writing by such member.

SECTION 3. IMPROPER USE OF ASSOCIATION. No member (regardless of status or category) shall use, or attempt to use, the Association for personal financial gain or any purpose other than those stated in Articles of Incorporation and shall avoid even the appearance of same.

ARTICLE XII
RULES OF ORDER

The current revised edition of "Robert's Rules of Order" shall be the rules which govern the conduct of all meetings of the Association, its Executive Council, sections and committees. The Chair of the standing Bylaws Committee shall provide assistance, at the request of the President, for the interpretation or effect of these parliamentary rules.

ARTICLE XIII
SUSPENSION OR AMENDMENT OF BYLAWS

SECTION 1. SUSPENSION OF BYLAWS. If following the requirements contained within these Bylaws becomes either impossible or impracticable because of an unforeseen set of circumstances, the Executive Council may temporarily suspend application of one or more provision listed above upon a two-thirds (2/3) vote of the Executive Council present at the meeting. The Bylaws will resume applicability commencing with the next meeting of the Executive Council or at such other time as specified in the motion for suspension of the Bylaws.

SECTION 2. AMENDMENT OF BYLAWS. Any proposal to change these Bylaws shall be provided in writing and distributed to all members of the Executive Council at least two (2) weeks prior to any meeting of the Executive Council at which they will be considered for adoption. Any proposal to amend the Bylaws must pass by two-thirds (2/3) vote of the Executive Council present at the meeting. Notice of any amendment to these Bylaws shall be given to all members of the Association in the manner provided for in Article III, Section 4, of these Bylaws. The notice need not include a copy of the actual amendments.

THESE AMENDED AND NINTH RESTATED BYLAWS WERE ADOPTED BY THE EXECUTIVE COUNCIL OF THE ORANGE COUNTY BAR ASSOCIATION ON SEPTEMBER 24, 2025.

Orange County Bar Association, Inc.

By: _____
OCBA President, Keshara Cowans

Date: _____

By: _____
OCBA Bylaws Chair, Kate T. Hollis

Date: _____