
SECOND AMENDED BYLAWS
OF
THE MACCABEE BAR ASSOCIATION OF FLORIDA, INC.

Effective January 22, 2024
by Majority Vote of its Directors

**SECOND AMENDED BYLAWS
OF
THE MACCABEE BAR ASSOCIATION OF FLORIDA, INC.**

Article I. Name and Principal Office

The name of this Association shall be “**THE MACCABEE BAR ASSOCIATION OF FLORIDA, INC.**” (hereinafter referred to as the "Association"), which name may be changed at any time by an amendment to these Bylaws in accordance with Article XI, entitled "Amendment of Bylaws," and by compliance with Florida Statutes and otherwise in accordance with law. The Principal Offices of the Association shall be designated by the President.

Article II. Purposes and Mission

Section 1. Purposes and Missions. The Association is a professional organization devoted to the following purposes and missions:

1. Actively promoting the advancement and recognition of the Association’s members in the legal profession in Florida;
2. Expanding and encouraging leadership and involvement of Jewish attorneys, magistrates, hearing officers and judges in the Florida legal community;
3. Furthering the common interests of and encouraging camaraderie among Jewish attorneys and judges in Florida, including community service projects and charitable causes;
4. Facilitating networking opportunities among the Association’s members;
5. Educating the Florida legal community and public on historic Jewish law and legal history;
6. Supporting the legal rights of Jewish attorneys and judges in Florida; and
7. Upholding the highest standards of integrity, ethics, honor, and courtesy of the Association’s members in the legal profession.

Section 2. Non-Partisan Association. The Association and its activities shall be non-partisan and shall not endorse or promote any political candidate or political party. However, the Association may permit political candidates and political organizations to sponsor and participate in any of the Association’s activities and events. Subject to the approval of its Board, the Association may also promote such issues that materially affect the Association’s purposes and mission.

Article III. Membership

Section 1. Full Members. Any attorney, judge, magistrate, or hearing officer in good standing with The Florida Bar who supports the purposes and mission of the Association shall be eligible for full membership in the Association upon acceptance of application and payment of dues. Irrespective of their admission to The Florida Bar, any retired judge, magistrate, hearing officer, or mediator certified by the Florida Supreme Court who supports the purposes and mission of the Association shall also be eligible for full membership in the Association upon acceptance of application and payment of dues. Full members (the "Members") shall be entitled to vote and hold office.

Section 2. Student Members. Any student currently enrolled in good standing in a college, university or law school located in Florida who supports the purposes and mission of the Association shall be eligible for student membership in the Association upon acceptance of application and payment of dues. Student members shall not be entitled to vote or hold office.

Section 3. Non-Discrimination. The Association, its officers and directors shall not discriminate against any eligible individual for membership because of that individual's national origin, citizenship status, race, color, religion, disability, age, gender, or sex. Any such discrimination will not be tolerated and will result in appropriate discipline as determined by the Board in its sole discretion.

Section 4. Revocation of Membership. Any Member's membership in the Association may be revoked for cause at any time by the Board. Such cause shall include, without limitation:

- (a) Suspension or disbarment from the practice of law by The Florida Bar;
- (b) Exhibited antisemitic conduct or statements as defined below;
- (c) Willful conduct or statements that damages the Association, its reputation, or its goodwill;
- (d) Conviction of a felony or any crime of moral turpitude; and/or
- (e) Violation of these Bylaws.

As used herein, "antisemitic conduct or statements" shall mean any actions or statements that demonstrate hostility to, prejudice towards, or discrimination against Jewish individuals, the Jewish people as a group and/or Israel.

Article IV. Membership Dues

Section 1. Fiscal Year. The fiscal year of the Association shall be from June 1 to May 31 of the following calendar year (the "Fiscal Year").

Section 2. Annual Dues. Annual dues for Members and student members shall be determined by majority vote of the Board of Directors. Any change in the dues for a new Fiscal Year must be approved by **March 1** of the current Fiscal Year to become effective

the following new Fiscal Year. Annual dues for renewing members shall be due and payable by **July 25** of the new Fiscal Year. Renewing members paying after **July 25** of the new Fiscal Year may be charged a late fee to be determined by the Board of Directors. Dues shall not be prorated for new members who join the Association after **July 25** but before the end of the Fiscal Year. The Board in its sole discretion has the option of offering discounted annual membership dues as warranted.

Section 3. Non-Payment of Dues. No Member whose dues for the current Fiscal Year are not paid shall be in good standing to exercise a vote after **July 25** of any Fiscal Year. If any Member is in default in payment of dues after **July 25**, the Treasurer shall notify the Board of Directors and such member by mail, facsimile, or electronic mail.

Article V. Meetings of Members

Section 1. Regular Meetings. The Members of the Association shall meet at least **once each quarter** or as called by the President or the Board or by special vote of the Members pursuant to Section 2 of this Article, at such place, manner and time as may be decided by the Board from year to year. Regular meetings of the Members may be in-person or by electronic video means as determined by a majority vote of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Association's Members may be called by the President or by any five (5) members of the Board of Directors. Special meetings of the Members may be in-person or by electronic video means as determined by a majority vote of the Board of Directors.

Section 3. Notice. Notice stating the place, day, hour, and the purpose or purposes for which any meeting is called, shall be sent by electronic mail, U.S. Mail, published in the Association's newsletter, or published on the Association's web site not less than three days before the meeting by or at the direction of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to each Member's address as it appears on the membership roll of the Association, with postage thereon prepaid.

Section 4. Waiver of Notice of Meetings. Any notice required to be given to the Members by law or under the provisions of the Articles of Incorporation of the Association or these Bylaws shall be deemed waived by the person or persons entitled to such notice by virtue of attendance at such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or conveyed.

Section 5. Notice of Adjourned Meetings. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time, manner and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. Any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting. If, however,

after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 4 of this Article V to the Members.

Section 6. Quorum and Voting. Twenty percent (20%) of the Association's Members shall constitute a quorum at any meeting of the Association's Members. If a quorum is present, the affirmative vote of the Members present at the meeting and entitled to vote on the subject matter shall be the act of the Association.

Section 7. Membership Voting. Members shall be entitled to one vote on each matter submitted to a vote at a meeting of the Association.

Section 8. No Proxies. Members shall not be entitled to vote at a meeting of the Association, or to express consent or dissent without a meeting, by authorizing another person or persons to act for his or her by proxy.

Section 9. Action Without a Meeting. Any action required by law to be taken by the Members at any annual or special meeting of the Association may be taken by majority vote of the Members without a meeting and without prior notice.

Section 10. Order of Business. Robert's Rules of Order, Revised, shall govern all meetings of the Association, where not inconsistent with these Bylaws.

Article VI. Officers

Section 1. The Officers. The Officers shall be a President, a Vice President, a Secretary, a Treasurer, an Ambassador and such other Officers as the Board of Directors deem necessary. All Officers must also be Directors and shall be appointed by a majority of the Board of Directors. Except for the Treasurer, all other Officers shall serve a **two (2) year term**, or as otherwise directed by the Board of Directors, and may succeed themselves only once. The Treasurer shall continue to serve at the pleasure of the Directors until he or she resigns or is replaced by the Directors. All Officers are elected by a majority vote of the Directors. Failure to elect Officers shall not affect the existence of the Association. Each Officer shall serve without compensation; provided however, that the Officers shall be reimbursed for any reasonable out of pocket expenses incurred in furtherance of their duties as Officers.

Section 2. Removal of Officers. Except as otherwise provided, any officer may be removed by the Board whenever, in its judgment, the best interests of the Association will be served thereby.

Section 3. Vacancies. Any officer may resign at any time by, giving written notice to the President indicating the effective date of the resignation. Any vacancy, however occurring, in any office, may be filled by appointment by the Board of Directors.

Section 4. President. The President shall preside at all meetings of the

Association's Members, Directors and Officers. The President shall coordinate and supervise the activities of all Officers of the Association, create all necessary committees not provided for elsewhere in these Bylaws, and shall appoint the chairs thereof. The President shall from time to time call special meetings of the Board whenever he or she deems it necessary to do so, or whenever the requisite number of the members of the Board shall request him or her in writing to do so. The President shall preside at all meetings of the Board and shall generally perform such other duties as are usually pertaining and attributed by law or otherwise to the office of the President. The President shall execute all contracts and other instruments and papers in the name of the Association and on its behalf when approved by the Board. All meetings of the Officers may be in-person or by electronic video means as determined by a majority vote of the Board of Directors.

Section 5. Vice President. The Vice President shall perform the duties of the President in the absence of the President, and shall perform other duties as directed by the President. The Vice President shall succeed to the office of the President upon the expiration of the President's term. In the event the office of the President shall become vacant, the Vice President shall also serve in the place of the President for the unexpired term.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board in a book or books to be kept for such purposes. The Secretary shall have charge of all books and papers of the Association, except those hereinafter directed to be in charge of the Treasurer or the Membership Director, or except as otherwise expressly directed by the Board of Directors. The Secretary shall be the custodian of the seal of the Association. The Secretary shall be responsible for ensuring that the Annual Report is filed with the Florida Department of State, Division of Corporations, in a timely manner at the end of each Fiscal Year. Under the direction of the Board or the President, the Secretary shall perform all the duties usually pertaining to the office of Secretary.

Section 7. Treasurer. The Treasurer shall collect and disburse all funds of the Association as directed by the Board. The Treasurer shall keep or cause to be kept a record of all money received and paid out, and all vouchers and receipts given therefore, and all other financial transactions of the Association. The Treasurer shall render an account of the Association's funds at the meetings of the Board as may be requested, and the Treasurer shall prepare an annual statement of the finances of the Association. The Treasurer shall be responsible for ensuring that any annual filings required by Florida or federal law are filed with the appropriate Florida and federal agencies, including the Internal Revenue Service. The Treasurer shall perform such other duties as are usually incident by law or otherwise to the office of the Treasurer, and as may be directed or required by the Board or the President.

Section 8. Ambassador. The Ambassador shall be the chief liaison with Florida's state and federal courts, The Florida Bar, other voluntary bar associations in Florida, the American Inns of Court, the Cardozo Jewish Legal Society, and other legal organizations

in Florida.

Article VII. Board of Directors

Section 1. Function. The Affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall be composed of all Directors, including all Officers and any Directors Emeritus. All Directors shall be active Members of the Association and shall be licensed to practice law in Florida and in good standing with The Florida Bar. The Directors shall be elected by a majority vote of the Directors of the Association. The initial Directors of the Association shall be appointed by the incorporator of the Association, Gary S. Salzman. The Association shall have no more than **fifteen (15)** Directors, including its Officers, but not inclusive of any Directors Emeritus. The number of Directors may be increased or decreased from time to time by a majority vote of the Directors, except that the number of Directors may not be less than three (3) at any time. Each Director shall serve until they resign or are removed by a majority vote of the Directors. The Board of Directors shall include the following Directors: Program Director, Membership Director and Public Relations Director. Failure to elect Directors shall not affect the existence of the Association. The Board shall have the power to create such other directors, committee chairs, and agents as it may deem necessary, and to prescribe such duties for them to perform as it may deem advisable. Each Director shall serve without compensation; provided however, that the Directors shall be reimbursed for any reasonable out of pocket expenses incurred in furtherance of their duties as Directors.

Section 2. Meetings and Attendance Obligations. All meetings of the Directors may be in-person or by electronic video means as determined by a majority vote of the Board of Directors. A Director who misses more than four (4) regular board meetings during any fiscal year for the Association shall no longer be in good standing, and may, by majority vote of the remaining Directors, be removed from the Board, at the sole discretion of the Board.

Section 3. General Duties of Directors. Directors shall perform their duties as a Director, including their duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interests of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing their duties, Directors shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more Officers of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

c. A committee of the Board upon which a Director does not serve as to matters within its designated authority.

Directors who perform their duties in compliance with this Section shall have no liability by reason of being or having been a Director of the Association.

Section 4. Specific Duties of Directors. The following shall be specific duties of certain of the Directors:

1. Program Director. The Program Director shall be in charge of and responsible for all programs of the Association, including but not limited to, planning receptions, membership activities, educational and charitable activities. The Program Director shall have such other duties as are delegated to the Program Director by the President and by the Board.

2. Membership Director. The Membership Director shall process membership applications, report the same to the Treasurer, and shall render an account of the membership at the meetings of the Board of Directors as he or she may be requested. The Membership Director shall be responsible for encouraging membership in the Association and for the Membership Directory. The Membership Director shall have such other responsibilities as are delegated to the Membership Director by the President and the Board.

3. Public Relations Director. The Public Relations Director shall be responsible for press releases and other public relations activities of the Association. The Public Relations Director shall assist in establishing and maintaining a consistent image for the Association, and shall have such other duties as are delegated to the Public Relations Director by the President and by the Board.

Section 5. Vacancies. Any vacancy in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the Board by appointment and approved at any meeting of the Board by a majority of the Directors present.

Section 6. Director Quorum and Voting. A majority of the Directors entitled to vote shall constitute a quorum at any meeting of the Board. Except as otherwise stated in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the event of a deadlock at any meeting where an even number of Directors is present, the President shall cast the deciding vote. In order to be eligible to vote, Directors must be in good standing as members of the Association.

Section 7. Director Conflicts of Interest. Directors shall disclose any conflict of interest created by a private financial interest in any transaction on behalf of the Association. Conflicts of interest shall be resolved in accordance with the Conflicts of Interest Policy and Related Procedures set forth in **Addendum A**.

Section 8. Time, Notice, and Call of Directors' Meetings. Regular and special meetings of the Board of Directors, if held, shall be held at such stated time as the President, or any five (5) Directors shall direct. Written notice of the time and place of the meeting of the Board of Directors shall be given to each Director, either by personal delivery, by first-class mail, or by email or facsimile, at least three (3) business days before the meeting.

Section 9. Order of Business. The agenda for the order of business at Board of Directors' meetings shall be determined by the President and distributed to the members of the Board of Directors prior to the beginning of each meeting.

Section 10. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 11. Adjournments. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment to the other Directors.

Section 12. Participation by Video Conference and E-Mail. Members of the Board of Directors may participate in a meeting of such Board Meetings in-person or by electronic video means as determined by a majority vote of the Board of Directors, but not by telephone. Votes of the Board may also be conducted by email as necessary.

Section 13. Action Without a Meeting. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting at the discretion of the Board.

Article VIII. Books and Records

Section 1. Books and Records. This Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Inspection Rights. Any Member, upon written demand to the Board at least ten (10) business days prior to the date of inspection and stating the purpose thereof, shall have the right to examine in person, at any reasonable time and for any proper purpose, the Association's minutes, annual financial reports and tax returns.

Article IX. Investments

The Board shall have the right to invest and reinvest, or appoint someone to invest and reinvest on the Association's behalf, any money at any time in the Association, as the Board deems necessary and in the best interest of the Association; provided, however, no investments shall be made or retained in violation of the provisions of the Code and applicable regulations relating to a tax exempt organization which receives tax deductible contributions.

Article X. Number, Gender and Captions

Section 1. Number and Gender. Where appropriate to the construction hereof, the singular and plural number, and the masculine, feminine and neutral gender, shall be interchangeable.

Section 2. Captions. The headings of the Sections in these Bylaws are for convenience only and shall not be used to construe or interpret the scope or intent of the Bylaws or in any way affect the same.

Article XI Amendment of Bylaws

These Bylaws may be adopted and amended by the Board of Directors.

Article XII Indemnity and Insurance

Section 1. Indemnity. The Association shall defend, indemnify, and hold harmless the Directors and Officers from all and against any and all loss, damages, claims, lawsuits, actions, liability, judgments, debts, attorneys' fees, costs, litigation expenses, interest, late charges, demands, suits and judgments arising out of, relating, attributable or attributed to their performance of his duties under these Bylaws, with the exception of any intentional torts or other intentional misconduct.

Section 2. D&O Insurance. Within one-hundred twenty(120) days from the date the Association commences collection of dues from the Members, the Association shall obtain and continuously maintain Director and Officer Liability Insurance (collectively as the "Insurance Policy") to cover the Directors and Officers, including, without limitation, liability insurance coverage for the Association's indemnification obligations under these Bylaws. The Insurance Policy shall include coverage not less than Five Hundred Thousand (\$500,000) Dollars per occurrence.

Addendum A
Conflicts of Interest Policy and Related Procedures

Article I – Purpose

The purpose of the conflicts of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II – Definitions

Section 1. Interested Person. Any director, officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the affiliated entities of which the Association is apart, he or she is an interested person with respect to all such entities.

Section 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement, or

(b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Article III – Procedures

Section 1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material fact to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of

a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest.

(a) All interested persons may make a presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(b) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the board or committee shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 4. Violation of the Conflicts of Interest Policy. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material fact to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(a) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records Of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion including any alternative to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V – Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

(a) has receipt a copy of the conflicts of interest policy,

(b) has read and understands the policy,

(c) has agreed to comply with the policy, and

(d) understands that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Reviews

To ensure that the Association operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

(b) Whether partnership, joint venture or other business arrangements, conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Association's charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII – Use Of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.