

# **FLORIDA PRO BONO COORDINATORS ASSOCIATION BYLAWS**

## **ARTICLE I: NAME OF ORGANIZATION**

The name of the organization shall be the Florida Pro Bono Coordinators Association (FPBCA).

## **ARTICLE II: MISSION STATEMENT**

Promoting Pro Bono from the Panhandle to the Keys.

## **ARTICLE III: PURPOSE**

The purpose of the Florida Pro Bono Coordinators Association is to: (1) expand and promote the delivery of legal services to low-income persons through pro bono programs; (2) strengthen leadership and provide professional development and technical support; and (3) enhance communication between pro bono coordinators, the legal community, social service agencies, and the general public.

## **ARTICLE IV: MEMBERSHIP**

### **A. Eligibility for Membership**

Persons eligible for FPBCA membership include: pro bono program managers, coordinators and support staff employed by civil legal aid programs operating within the State of Florida; and individuals who manage or support pro bono programs within law firms, corporations, and law-schools, operating within the State of Florida.

### **B. Application for Membership**

Individuals interested in joining the FPBCA shall complete a membership application and submit it to the Membership Committee Chair.

### **C. Membership Dues**

The dues amount will be reassessed annually by the Executive Committee. Membership dues cover the period of July 1 through June 30.

### **D. Termination of Membership**

1. A member may resign from the FPBCA at any time by notifying the Membership Committee Chair. No portion of the dues will be refunded at the time of resignation.
2. The Membership Committee Chair or designee shall delete from the membership roster those members who fail to pay the required dues and those members who resign from the FPBCA.

## **ARTICLE V: EXECUTIVE COMMITTEE**

### **A. Composition of the Executive Committee**

The Executive Committee shall consist of the following officers: President, President-Elect, First Vice President, Second Vice President, Immediate Past President, Secretary and Treasurer.

### **B. Purpose of the Executive Committee**

The Executive Committee shall oversee the operations of the FPBCA in the

fulfillment of its mission. The Executive Committee shall work with key stakeholders, as needed, to carry out the mission of the FPBCA.

C. Term of Office

Each member of the Executive Committee shall serve a one-year term corresponding to the fiscal year, July 1 through June 30. The President must have served at least one term as an officer in the FPBCA prior to being elected President.

D. Election of Executive Committee Officers

1. Voting for President, President-Elect, First Vice President, Second Vice President, Secretary and Treasurer shall take place once a year, prior to the June FPBCA meeting, with a certification of the votes at the June meeting.

2. Voting Eligibility

- i. Each member of the FPBCA present shall be entitled to one (1) vote.
- ii. Voting shall be conducted by the method(s) outlined by the Nominating Committee, prior to the June meeting.
- iii. Voting by proxy shall not be permitted.

3. Nomination Procedure

- i. The annual election of the FPBCA Executive Committee shall occur in June.
- ii. A notice to membership regarding the nomination process, relevant deadlines, and instructions on how to nominate a member, shall be sent no less than sixty (60) calendar days prior to the scheduled annual election.
- iii. The Nominating Committee shall present a ballot of candidates and circulate said ballot to the membership no less than fifteen (15) calendar days prior to the meeting at which the votes shall be certified.

4. Election Procedure

- i. Executive Committee Officers shall be elected by vote of all members.
- ii. All votes shall be submitted in the method(s) approved by the Nominating Committee by 11:59 pm ET the day before the meeting at which the votes shall be certified.
- iii. In the event of a tie, a runoff election shall occur no later than thirty (30) calendar days following the election that resulted in the tie. Notice of a runoff election, with ballot, shall be provided to the membership no less than ten (10) calendar days prior to the start date of scheduled runoff election.
- iv. In the event of a tie, the current Executive Committee member(s) holding the position(s) at issue shall retain their office(s) until a runoff election can be held.
- v. In the instance of a vacancy, pursuant to Article V(F), a special election shall occur no later than thirty (30) calendar days following the vacancy. Notice of the special election, with ballot, shall be provided to the membership no less than ten (10) calendar days prior to the scheduled special election.

#### E. Succession of Officers

1. If the President is unable to fulfill his/her term, for any reason, the President-Elect shall advance as President. At that time, the First Vice President shall advance to President-Elect and the Second Vice President shall advance to First Vice President.

#### F. Vacancies

1. Vacancies may be filled by special election if the vacancy occurs more than six (6) months prior to the next annual election. If the vacancy occurs within six (6) months of the next annual election, the vacancy shall be filled at the next annual election.
2. In the case of a special election to fill a vacancy, the Nominating Committee shall help identify individuals to fill the vacancy no less than ten (10) calendar days prior to the special election.
3. The Executive Committee will notify the general membership within ten (10) calendar days of the outcome of the special election to fill the vacancy.

#### G. Responsibilities

##### 1. President

- i. The President shall serve as liaison between the FPBCA and other key stakeholders as deemed necessary. The President shall oversee the operation of the FPBCA and shall ensure the goals and objectives of the FPBCA are met. The President shall preside at all meetings of the FPBCA and the Executive Committee. The President shall work with the Treasurer to manage the budget. The President shall serve as an ex-officio member without general voting rights on each committee. In the event of a tie vote on any standing committee matter, the President maintains the power to cast the tie-breaking vote.

##### 2. President-Elect

- i. The President-Elect shall succeed to the office of President should the President be unable to fulfill his/her term. The President-Elect shall serve as the Executive Committee liaison of the Public Relations/Marketing Committee and Nominating Committee. The President-Elect shall also serve as President in the President's absence and at the President's request.

##### 3. First Vice President

- i. The First Vice president, in the absence or disability of the President-Elect, shall exercise the powers and perform the duties of the President. The First Vice President shall serve as the Executive Committee liaison of the Program Committee and General Practice Solo & Small Firm Section L. Michael Roffino Pro Bono Award Committee.

##### 4. Second Vice President

- i. The Second Vice President, in the absence or disability of the First Vice President shall exercise the powers and perform the duties of the First Vice President. The Second Vice President shall serve as

the Executive Committee liaison of the Membership Committee and Recognition Committee.

5. Secretary

- i. The Secretary shall attend all meetings of the FPBCA, keep all meeting minutes including meeting attendance, maintain a current membership list, maintain a list of all standing committee members, work with the Membership Committee to welcome new members, ensure compliance with the bylaws at all meetings, and perform other duties incidental to the office as deemed necessary by the President.

6. Treasurer

- i. The Treasurer shall be responsible for developing an annual budget and reimbursement policy to be presented to the Executive Committee for approval. The Treasurer shall work with the President to manage the budget, including approval of reimbursement requests. The Treasurer shall serve as liaison between the general membership and the Executive Committee concerning financial matters.

7. Immediate Past President

- i. The Immediate Past President shall be available to answer questions and assist the President when needed. The Immediate Past President shall serve on the Nominating Committee.

## **ARTICLE VI: STANDING COMMITTEES**

### **A. Overview**

1. The FPBCA shall have six standing committees, as described below. Each committee shall have an Executive Committee Liaison who shall appoint the Chair for their committee from the FPBCA general membership. Each committee will also include at least one other member, drawn from general membership. The President shall maintain the authority to establish additional committees as deemed necessary. The chairs of the standing committees report directly to the Executive Committee Liaison for their committee unless otherwise noted.
2. The President, sitting as an ex-officio, non-voting member of each committee, maintains the power to cast the tie-breaking vote in standing committee matters.

### **B. Program Committee**

1. The Program Committee shall be responsible for working with the President and other key stakeholders to organize and coordinate speakers, trainings, and presentations to advance the mission of the FPBCA. It may also distribute materials and resources to support pro bono attorneys and programs.
2. As the Executive Committee liaison, the First Vice President shall appoint the Chair of the Program Committee from general membership.

C. Public Relations/Marketing Committee

1. The Public Relations/Marketing Committee shall be responsible for external communication, including maintenance of social media platforms and the website. The Committee shall continue to explore ideas to improve the visibility of pro bono and the FPBCA in Florida and beyond.
2. This Committee shall keep and update promotional materials and make arrangements for displaying at a booth at The Florida Bar Annual Convention and other events.
3. As the Executive Committee liaison, the President-Elect shall appoint the Chair of the Public Relations/Marketing Committee from general membership.

D. General Practice Solo & Small Firm Section (GPS) L. Michael Roffino Pro Bono Award Committee

1. The GPS L. Michael Roffino Pro Bono Award Committee shall be responsible for the direct communication with the GPS of The Florida Bar concerning all aspects of the GPS L. Michael Roffino Pro Bono Award including development of the application, notice, mailing, receipt of nominations, review and submission of candidates to the GPS.
2. As the Executive Committee liaison, the First Vice President shall appoint the Chair of the GPS L. Michael Roffino Pro Bono Awards Committee from general membership. The Committee shall also include, but not be limited to, the immediate past recipient of the GPS L. Michael Roffino Pro Bono Award Grand Prize.

E. Recognition Committee

1. The Recognition Committee shall be responsible for facilitating annual pro bono attorney and program recognition, including the Kay B. Meyers Pro Bono Award. The Recognition Committee shall suggest options for the item(s) used to recognize pro bono volunteers each year and coordinate appreciation letters from the Chief Justice of the Florida Supreme Court staff.
2. As the Executive Committee liaison, the Second Vice President shall appoint the Chair of the Recognition Committee from general membership. The committee shall also include, but not be limited to, the immediate past recipient of the Kay B. Meyers Pro Bono Award.

F. Membership Committee

1. The Membership Committee shall review and approve applications, process renewals, and keep, update and ensure access to orientation materials for all members.
2. As the Executive Committee liaison, the Second Vice President shall appoint the Chair of the Membership Committee from general membership.

G. Nominating Committee

1. The Nominating Committee shall be responsible for vetting and proposing a ballot of officers to the general membership in accordance with Article V(D).
2. As the Executive Committee liaison, the President-Elect shall appoint the

Chair of the Nominating Committee from general membership. The Committee shall also include, but not be limited to, the Immediate Past President.

#### **ARTICLE VII: MEETINGS**

- A. Meetings of the general membership shall be held at least two times each year, including a meeting in June, at which the votes for the FPBCA Executive Committee election will be certified.
- B. The Executive Committee shall confer prior to each meeting to compile an agenda and conduct business necessary to prepare for the meeting.
- C. Any Executive Committee member who cannot attend a regularly scheduled meeting shall make all reasonable efforts to notify the President at least five (5) days before the meeting. The President shall notify the President-Elect if unable to attend a regularly scheduled meeting.

#### **ARTICLE VIII: QUORUM**

- A. General Membership
  - 1. Quorum to vote on action items for a meeting of the general membership of the FPBCA shall consist of at least 30% of the membership.
  - 2. Once quorum is established, it holds for the remainder of the meeting. For purposes of establishing quorum, participation can include attendance in person, via video conferencing, or by telephone.
- B. Quorum of the Executive Committee shall be a majority of filled positions.
- C. Quorum cannot be met via proxy attendance.

#### **ARTICLE IX: VOTING**

- A. General Membership
  - 1. All issues to be voted on shall be decided by a simple majority (50%+1) of those present in person, by telephone or via video conferencing, unless otherwise specified in the Bylaws.
  - 2. Each member of the FPBCA shall be entitled to one vote.
- B. Executive Committee
  - 1. Decisions made by the Executive Committee shall be by vote of the simple majority (50%+1) present at the particular meeting, be that in person, by phone, or via video conferencing.
- C. Votes cannot be cast by proxy.

#### **ARTICLE X: REMOVAL OF EXECUTIVE COMMITTEE MEMBERS**

If an Executive Committee member is unable to perform the duties of the position, the Executive Committee may vote to make a recommendation to the general membership to remove the Executive Committee member from office. Removal shall be by simple majority (50%+1).

**ARTICLE XI: FUNDING**

- A. The FPBCA fiscal year shall run from July 1 through June 30.
- B. The President and Treasurer shall prepare an annual budget and submit it to the Executive Committee for approval.
- C. Once a budget is submitted and approved, FPBCA members shall submit requests for expenditures and reimbursements to the Treasurer, who shall satisfy such payments from appropriately allocated funds.

**ARTICLE XII: PROPOSED CHANGES TO BYLAWS**

- A. Any member may submit proposed changes of the Bylaws to the Executive Committee for approval no less than sixty (60) days prior to the next scheduled meeting of the general membership. Upon approval by the Executive Committee, changes shall be submitted to the general membership for final approval.
- B. The proposed changes will be circulated fifteen (15) days prior to the meeting at which the membership will vote to approve or reject the proposed changes.
- C. Changes must be approved by a 2/3 majority of members present in person, by phone, or via video conferencing. Voting by proxy will not be permitted.

Revised and Adopted: 2/16/94  
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