

**BYLAWS OF
THE HERBERT G. GOLDBURG – RONALD K. CACCIATORE
CRIMINAL LAW AMERICAN INN OF COURT, INC.**

A Florida Non-Profit Corporation
(Amends Bylaws Adopted January 8, 2001)

Article I.

OFFICES

The principal office of the Corporation shall be in the State of Florida. The Corporation shall designate a registered office in accordance with law and shall maintain in continuously. The Corporation may have offices at such other places within and without the State of Florida as the Executive Committee may from time to time determine.

Article II.

ORGANIZATION

Section 1. Nature of Organization. This American Inn of Court shall be and remain chartered and affiliated with the American Inns of Court Foundation and shall be an association composed of judges, practicing lawyers, law school educators, recent law school graduates, and law students who accept the invitation to membership, as hereinafter described.

Section 2. Governing Body and Officers. The officers of this American Inn of Court shall be a President, Chancellor, a Secretary/Treasurer, Clerk and Past President. The Executive Committee shall be made up of the officers, up to four (4) judges, and all active or emeritus past-Presidents. In the event of a vacancy upon the Executive Committee, the vacancy shall be filled by election of a member of the Inn by a majority vote of the Executive Committee. Office holding by the officers shall be by annual succession; that is, the President becomes Past President, the Chancellor becomes President, etc. When the office of Clerk is vacant, it shall be filled by election of a member of the Inn by a majority vote of the Executive Committee. The Officers and such other members (directors) as may be selected shall constitute the Executive Committee which shall act as the equivalent of a Board of Directors.

Section 3. Terms of Office. The term of each office shall be established by this American Inn of Court. Officers may not succeed themselves in the same office.

Section 4. Duties of the Officers. The Officers shall be responsible for the general operation of the American Inn of Court in accordance with these Bylaws adopted by this American Inn of Court and by the Articles of Incorporation, Bylaws, Policies and Directives of the American Inn of Court Foundation, including The Officer's Manual.

Section 5. Salaries. Officers shall serve without pay or emoluments of any kind other than reimbursement of reasonable and authorized expenses.

Section 6. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Executive Committee, the Committee may delegate his powers or duties to any other Officer or to any other Committee member.

Section 7. Duties and Authority of the Executive Committee. The Executive Committee, acting by majority vote of its members, shall:

(a) Take such action as may be necessary to carry out or assist the officers in carrying out the responsibilities imposed by these Bylaws adopted by this American Inn of Court and by the Articles of Incorporation, Bylaws, Policies, and Directives of the American Inns of Court Foundation;

(b) Determine the size of each membership category in the American Inn of Court, ensuring that total membership, excluding Honorary, Emeritus and Pupil members, does not exceed one hundred (100);

(c) Establish, collect and remit local and national membership dues assessments as described hereinafter;

(d) Appoint a representative to attend the annual meeting of the American Inns of Court Foundation;

(e) Appoint a representative to serve as the development contact with the American Inns of Court Foundation;

(f) Confer and terminate memberships in this American Inn of Court; and perform such other duties as may facilitate proper operation of the organization.

(g) The Executive Committee may by a majority vote and without cause remove from membership in the Inn any member of it. The Executive Committee shall remove from membership in the Inn any member who has three unexcused absences in one membership year unless a majority of the Executive Committee votes against removal. Only the President of the Inn may excuse an absence.

Section 8. Relationship with Courts. This American Inn of Court shall be and remain outside the jurisdiction of the courts but shall endeavor to work in close cooperation with the trial and appellate courts. Federal, state, and local trial and appellate judges will enjoy full participation in the organization.

Article III.

MEMBERSHIP

Section 1. National Membership in the American Inns of Court Foundation. Each person who is an active member of this American Inn of Court is also a member of the American Inns of Court Foundation. An inactive or former member of this American Inn of Court may, upon application and payment of dues, be granted national membership in the American Inns of Court Foundation.

Section 2. Invitations to Membership. Membership in this American Inn of Court shall be conferred upon those accepting invitations extended by the Executive Committee. The Executive Committee's discretion in extending invitations to membership is absolute and non-reviewable. Invitations may be extended on the basis of recommendations made to the Executive Committee by any member of the American Inn of Court or in response to written application

filed with any officer. Membership shall not be denied to any person on account of race, creed, religion, sex, age, disability, or national origin.

Section 3. Size of this American Inn of Court. Total membership shall not exceed approximately one hundred members, excluding Honorary, Emeritus and Pupil members. There shall always be at least one pupil assigned to each pupilage group. Members shall be given suitable certificates of their membership in this American Inn of Court. Membership in any category may be terminated in the sole discretion of the Executive Committee.

Section 4. Designation of Categories of Active Membership. There are three categories of active membership in this American Inn of Court: (1) Masters of the Bench (“Master”); (2) Barristers; and (3) Pupils. Membership in this American Inn of Court shall consist of Masters, Barristers and Pupils as determined by the Executive Committee.

(a) *Master of the Bench.* Membership as Masters of the Bench or “Masters” may be held by judges, lawyers and law teachers who have demonstrated superior character, ability, and competence as advocates. Retention of status as a Master is contingent upon reasonable active participation in the American Inn of Court, periodically reviewable by the Executive Committee. Masters may serve indefinitely but must serve continuously for at least five (5) years before being eligible for election to emeritus status. Any Master granted emeritus status may be invited to serve again in an active capacity.

(b) *Barristers.* Active membership as Barristers may be held by attorneys who have some experience but who do not yet qualify as Masters and who have demonstrated good character and a desire to improve and refine their skills as advocates. Barristers shall serve for no more than three (3) years at a time, although they may be invited to extend their terms if the Executive Committee deems it appropriate.

(c) *Pupils.* Membership as Pupils shall be held by persons who are law students or have three years or less experience as licensed attorneys. Pupils shall serve as members for one (1) year, although they may be invited to extend their terms if the Executive Committee deems it appropriate.

Section 5. Designation of Categories of Inactive Membership. The Executive Committee may confer Emeritus and Honorary memberships as follows:

(a) *Emeritus Members.* Emeritus membership may be conferred upon eligible active Masters of the Bench on the basis of long and distinguished service to the American Inn of Court.

(b) *Honorary Members.* Honorary membership may be conferred upon individuals, whether they are lawyers or not, on the basis of distinguished service to the bench or bar, furtherance of American Inn of Court objectives or other noteworthy achievements.

(c) Honorary and Emeritus Masters shall be under no obligation to attend meetings or participate in other programs of this American Inn of Court but shall enjoy all privileges of active membership except the right to vote. Annual dues for Emeritus Masters may be required at the discretion of the Executive Committee.

Section 6. Annual Meetings. The purpose of the annual meeting of Members is to transact such matters as may properly come before the Members. The annual meeting of the

Members of the Corporation shall be held at the times and places designated by the Executive Committee or the President of the Corporation. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last meeting of the Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Executive Committee members of the Corporation or the validity of actions of the Corporation.

Section 7. Special Meetings. Special meetings of Members may be called by the President or by a majority of the Executive Committee then in office. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

Section 8. Location of Meeting. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Florida.

Section 9. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is being called, shall be delivered personally or by mail or e-mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at this address as it appears on the records of the Corporation with postage thereon prepaid. If e-mailed, such notice shall be deemed to have been delivered when sent to the e-mail address of the Member as it appears on the records of the Corporation or the website maintained by the American Inns of Courts.

Section 10. Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends 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 convened.

Section 11. Action without Meeting. Any action of the Members may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the action so taken is signed by a majority of Members of the Inn, or written consent setting forth the action is provided by a majority of the Members by mail or e-mail. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Any certificate to be filed as a result of the Members' action under this section shall state that written consent was given in accordance with the Florida law.

Section 12. Voting Record. If the Corporation has six (6) or more Members of record, the Officers having charge of the membership records of the Corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Corporation or at the principal place of business of the Corporation, and any Member shall be entitled to inspect the list at any time during usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such

demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 13. Member Quorum and Voting. Unless otherwise required in the Articles of Incorporation, a majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. When a specified item of business is required to be voted on by a class of Members, unless otherwise required in the Articles of Incorporation, a majority of the Members of such class shall constitute a quorum for the transaction of such items of business by that class. If a quorum is present, unless provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 14. Votes. Each Voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

Section 15. Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the Member or his otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

Article IV.

EXECUTIVE COMMITTEE

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the members of the Corporation, all corporate powers shall be exercised by or under the authority of the Executive Committee, and the management and affairs of the Corporation shall be controlled by the Executive Committee.

Section 2. Number, Qualification, Election and Tenure. The number of Committee Members shall be the number elected from time to time in accordance with these Bylaws, but shall never be less than three. The number of Committee Members may be increased or decreased from time to time by election in accordance with these Bylaws.

Section 3. Initial Directors. The initial Executive Committee Members of the Inn shall be Ronald K. Cacciatore, Gary Trombley, John Fitzgibbons, George Tragos, the Honorable Susan C. Bucklew, the Honorable Mark Pizzo, the Honorable Manuel Mendendez, Jr., and the Honorable William Fuente.

Section 4. Annual Meetings. The Executive Committee shall hold its annual meeting at such place and time as it determines for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Executive

Committee is present at the annual meeting of Members, no prior notice of the annual meeting of the Executive Committee shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Committee Members.

Section 5. Regular Meetings. The Executive Committee shall designate the dates for the commencement and termination of the operative year. Meetings shall be held at such times and with such frequency as the Executive Committee may determine.

Section 6. Special Meetings. Special meetings of the Executive Committee may be called by the President or any Committee Member. The person or persons authorized to call special meetings of the Executive Committee may fix a reasonable time and place for holding them.

Section 7. Telephone Meetings. Executive Committee Members may participate in meetings of the Executive Committee by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 8. Action without Meeting. Any action of the Executive Committee may be taken without a meeting if consent in writing setting forth the action so taken signed by all of the Committee Members is filed in the minutes of the Executive Committee, or written consent setting forth the action is provided by all members of the Executive Committee by mail or e-mail and filed in the minutes of the Executive Committee. Such consent shall have the same effect as a unanimous vote.

Section 9. Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or e-mail to each Committee Member at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If e-mailed, such notice shall be deemed to have been delivered when sent to the e-mail address of the Member as it appears on the records of the Corporation or the website maintained by the American Inns of Courts. Any Committee Member may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Committee Member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Committee Member states at the beginning of the meeting any objection to the transaction of business because the meeting is no lawfully called or convened.

Section 10. Quorum and Voting. A majority of the Inn officers plus two (2) non-officer members of the Executive Committee shall constitute a quorum for the transaction of business. The vote of a majority of Committee Members present at a meeting at which a quorum is present shall constitute the action of the Executive Committee. If less than a quorum is present, then a majority of those Committee Members present may adjourn the meeting from time to time without notice until a quorum is present.

Section 11. Removal. At any meeting of the Executive Committee called expressly for that purpose, any Officer or Committee Member may be removed from office, with or without cause, by vote of a majority of the Committee. New Committee Members may be elected by the Committee for the unexpired terms of Committee Members removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the

unexpired terms of removed Committee Members, and if the Committee did not intend to decrease the number of Committee members to serve on the Board, then the vacancies unfilled shall be filled in accordance with the provisions in these Bylaws for vacancies.

Section 12. Presumption of Assent. A Committee Member who is present at a meeting of the Executive Committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

Section 13. Content of Meetings. The main themes and subject matter of regular meetings of the Inn shall be practical legal skills, with emphasis on ethics, civility, professionalism and excellence in the practice of the profession. Programs should present, demonstrate, teach, and explain the principles, skills, techniques, and relationships involved in the courtroom and in activities preliminary to courtroom appearances and should involve critique and questions from the membership of the American Inn of Court. These meetings shall be designed to assist members in better discharging their duties to clients and society. Programs should ordinarily be presented by previously assigned pupilage groups. These regular meetings are for members only. Members cannot send a non-member, even from the same law firm, school or government office, in their place if they cannot attend. Guests are only permitted by invitation of the President.

Article V.

COMMITTEE

Section 1. Creation of Committees. The Executive Committee may, by resolution passed by a majority of the whole Executive Committee, designate an Executive Committee and one or more other committees.

Section 2. Committees. Such committees shall have such functions and may exercise such power of the Executive Committee as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Article VI.

PUPILAGE GROUPS

As an American adaptation of the pupilage system, which is basic to the English Inns of Court, each Barrister and Pupil will be assigned to work with a Master (who is a practicing attorney) during meetings and at other times throughout the year. At least one (1) Active Master who is a practicing attorney, one (1) Barrister, one (1) Pupil, appropriate to the membership composition of the American Inn of Court, shall comprise a pupilage group. Each pupilage group shall be assigned to a Master who is a judge, who shall exercise general supervision over the group assigned to him or her and shall monitor the group's attendance at meetings, encourage its meaningful participation at meetings and at scheduled pupilage events, and oversee presentation of assigned meeting topics. All Active Masters should strive to make contact with Barristers, Associates, and Pupils between scheduled American Inn of Court meetings to advise them about the practice of the profession.

Article VII.

FINANCES

Section 1. Financial matters of this American Inn of Court shall be managed and controlled in accordance with policies and directives established by the American Inns of Court Foundation and these Bylaws.

Section 2. The Executive Committee is empowered to levy and collect assessments in the form of dues in amounts which it may deem appropriate in order to conduct its meetings and otherwise meets its operating needs. It shall also collect from each of its active members, such amount as is assessed by the American Inns of Court Foundation as national membership dues. Failure to pay assessments and dues within a reasonable time and after reasonable notice may be considered by the Executive Committee as a ground to terminate membership of the person in default.

Section 3. The Executive Committee shall remit annually to the American Inns of Court Foundation that portion of dues which corresponds to the number of active members of the American Inn of Court.

Section 4. The fiscal year of the American Inn of Court, for financial reporting purposes, shall be the same as the fiscal year of the American Inns of Court Foundation.

Section 5. Report to Members. The corporation shall send an annual report to the Members of the Corporation not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 6. Inspection of Corporate Records. Any person who is a Voting Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Corporation. Upon the written request of any Voting Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Voting member, in person or by agent.

Article VIII.

MEMBERSHIP CERTIFICATES

Section 1. Form and Issuance. Members of the Corporation may be issued certificates signed by the President and by the Secretary. Each Membership certificate shall state the following: (a) the name of the Corporation; (b) that the Corporation is organized under the

laws of the State of Florida; (c) the name of the person to whom issued; and (d) the class of Membership. The Membership certificate itself shall convey no rights or privileges, but shall only be for identification.

Section 2. Lost, Stolen or Destroyed Certificates. The Corporation may issue a new Membership certificate in the place of any certificate previously issued if the member named in the certificate (a) makes proof in affidavit form that it has been lost, destroyed or stolen; (b) requests the issuance of a new certificate; and (c) satisfies any other reasonable requirements imposed by the Corporation.

Article IX.

OTHER AMERICAN INNS OF COURT

This American Inn of Court shall promote or cooperate in the establishment of similar American Inns of Court in the same or different localities of the state or elsewhere to more widely achieve the objective of the American Inn of Court Foundation.

Article X.

NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Executive Committee Members or Officers without full consideration. No member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Executive Committee Members and Officers without violating this provision.

Article XI.

SEAL

The corporate seal shall bear the name of the Corporation between two concentric circles and in the inside of the inner circle shall be the year of incorporation.

Article XII.

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Committee Members, to the full extent permitted by the state corporation laws.


Article XIII.

AMENDMENTS


These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Executive Committee; provided that any Bylaws or amendments thereto as adopted by the Executive Committee may be altered, amended or repealed by vote of the Members, or a new Bylaw in lieu thereof may be adopted by the Members. No Bylaw which has been altered, amended, repealed or adopted by such a vote of the Members may be altered, amended or

repealed by a vote of the Executive Committee for a period of two (2) years after the action of the Members.

AMENDED AND ADOPTED THIS 15TH DAY OF JUNE 2017.



President



Secretary/Treasurer

[SEAL]