

BYLAWS OF THE VASSAR B. CARLTON AMERICAN INN OF COURT

APPROVED 9/11/2019

Article I - General

Section 1. Purpose.

The purposes of the Vassar B. Carlton American Inn of Court are:

1.1 To establish a society of judges, lawyers, law professors, law students and others, to promote excellence in legal advocacy in accordance with the Professional Creed of the American Inns of Court;

1.2 To foster greater understanding of and appreciation for the adversary system of dispute resolution in American law, with particular emphasis on ethics, civility, professionalism and legal skills;

1.3 To provide significant educational experiences that will improve and enhance the abilities of lawyers as counselors and advocates and of judges as adjudicators and judicial administrators;

1.4 To promote interaction and collegiality among all legal professionals in order to minimize misapprehension, misconceptions and failures of communication that obstruct the practice of law;

1.5 To facilitate the development of law students, recent law school graduates, and less experienced lawyers as skilled participants in the Vassar B. Carlton American Inn of Court;

1.6 To preserve and transmit the highest ethical values from one generation of legal professionals to the next; and

1.7 To build upon the genius and strengths of the common law and the English Inns of Court and to renew and inspire joy and zest in legal advocacy as a service worthy of constant effort and learning.

Section 2. Principal Location.

The Vassar B. Carlton American Inn of Court shall be located in Brevard County, Florida.

Article II - Organization

Section 1. Nature of Organization. The Vassar B. Carlton American Inn of Court shall be and remain chartered and affiliated with the American Inns of Court Foundation and shall be an unincorporated association composed of judges, practicing lawyers, law professors, recent law school graduates, and law students who accept an invitation to membership.

Section 2. The Executive Committee.

The Executive Committee shall consist of the officers and the directors. The duties of the Executive Committee, and its members, are set forth below.

The president may call a meeting of the Executive Committee at any time to address issues that may arise between scheduled Board meetings.

Section 3. The Officers and Directors.

The officers of the Inn shall be a president, a president-elect, an immediate past-president, a counselor, a secretary and treasurer. The directors of the Inn shall be a mentoring director, a program director, and such other officers and directors as the Executive Committee may deem necessary. The officers serve a minimum of a two-year term except for the president-elect and the immediate past president who will each serve one-year terms. The officers may not serve in the same position for more than two consecutive terms (4 years total).

President. The President shall be spokesperson for the Vassar B. Carlton American Inn of Court. He/she shall, if present, chair all meetings of the Executive Committee and the Board. In general, the President shall oversee the activities of the Inn and perform such duties as are provided for in these bylaws and as, from time to time, may be assigned by the Executive Committee. The President shall mentor the President-Elect.

President-Elect. The President-Elect shall serve for one year until taking office as President the following year. He/she shall serve in the absence of the President when requested and shall perform the duties as assigned by the President.

Immediate Past-President. The Immediate Past-President shall serve for one year immediately following his/her term as President. He/she shall provide guidance to the President on Inn duties and responsibilities.

Counselor. The Counselor shall be selected by the President. The Counselor shall serve at the pleasure of the President. The Counselor shall perform the duties as assigned by the President.

Secretary. The Secretary shall maintain minutes of the meetings of the Executive Committee and the Board, shall maintain appropriate records in the Inn Management System, including posting meeting dates and locations, maintaining the membership

roster and updating leadership information, and shall contract with venues for meetings and other events. The Secretary shall also perform such functions involved in communications with others as may be assigned by the President or the Executive Committee.

Treasurer. The Treasurer shall advise the President on financial matters pertaining to the American Inns of Court Foundation, including, but not limited to, developing financial reports, collecting annual dues, paying national dues, ensuring proper tax filings and overseeing the preparation of the annual budget. The Treasurer shall present the annual operating budget to the Board for approval.

Mentoring Director. The Mentoring Director shall oversee the Mentoring Program, including an evaluation process and provide guidance to the assigned mentors, as needed, in order to facilitate positive mentoring among the members. The Mentoring Director shall appoint an assistant mentoring director if needed, serve as chair of the mentoring committee and perform other duties as may be assigned by the Executive Committee.

Program Director. The Program Director shall oversee the programs/presentations and teams and assist the Team Captains, as needed, in order to deliver quality presentations. The Program Director shall coordinate an annual joint meeting, document monthly programs and submit programs to the national library. The Program Director shall also update the Inn handbook each year if needed. The Program Director may appoint an assistant program director if needed, serve as chair of the program committee and perform other duties as may be assigned by the Executive Committee.

Section 4. The Board.

The Board will consist of the officers, directors, committee chairs and at-large members. The Board shall elect officers, directors and committee chairs at Board meetings called by the president to fill any vacancies. The committee chairs shall be appointed by the president at the annual planning meeting, serve a minimum of a two-year term and may not serve in the same position for more than two consecutive terms (4 years total).

The Board shall meet at least three times per year for the purpose of elections, for an annual planning meeting, for new member nomination review and for other Inn business as needed. An annual planning meeting shall be set in late May/early June to set forth the plans for the following year. This meeting shall address, but not be limited to the following: schedule of meeting dates and venues, program/presentation topics, selection of team captains and mentors, plans for captain and mentor orientation, plans for new member social/orientation, review of membership satisfaction survey results, setting of annual dues and budget issues, any elections for officers, directors, committee chairs that are becoming vacant and any other business of the Inn. It is also recommended that a meeting be held in late March/early April to address new member nominations after a call for nominations to all members in late February/early March. It is also recommended that a meeting be held in the fall (October) to review attendance of

members, discuss committee activity and any special projects and make plans for the holiday party.

Section 5. Committees and At-Large Members.

The Executive Committee may establish standing and ad hoc committees from time to time from among the members of the Inn, and from time to time may change or discontinue committees.

The following standing committees, as defined below, may be established, as needed: Membership Committee, Achieving Excellence Committee, Mentoring Committee, Program Committee, Social Committee, Community Service Committee, Communication/Website Committee, Continuing Legal Education (CLE) Committee Alumni Committee, and Nominating Committee.

Membership Committee: Chair and committee members shall be responsible to keep track of the membership of the Inn, including vacancies as they occur at any level of membership, shall keep track of member attendance at meetings and shall coordinate the nomination process each year so that the Board can vote on new members. The Chair shall report to the President as to vacancies and attendance issues throughout the year.

Achieving Excellence Committee: Chair and committee members shall be responsible to track and document the achieving excellence standards for the Inn and shall report to the national office by June 30 of each year the accomplishments that fulfill these standards. The Chair will assist with the annual member satisfaction survey. The Chair will also keep the President apprised of action needed to meet the achieving excellence standards throughout the year.

Mentoring Committee: Chair and committee members shall be responsible for the mentoring program for the Inn. The Chair shall appoint mentors for the year subject to the president's approval. The Chair shall make recommendations to the Board regarding the Mentor of the Year award.

Program Committee: Chair and committee members shall be responsible for the programs/presentations and communication with team captains. The Chair shall appoint captains for each team subject to the president's approval. The Chair shall also appoint members to each team, with the approval of the president, focusing on the specific legal skills or expertise that such members may have to enhance the team presentation. The Chair shall be responsible for the program evaluations and results and shall make recommendations to the Board for Best Team Presentation, Best Oral Presentation, and any other program-related awards. The Chair shall take into consideration the results of the evaluations when making these recommendations.

Social Committee: Chair and committee members shall be responsible for special events planning, including but not limited to the new member social/orientation, the holiday party and the annual banquet. The committee may recruit sponsors for these special events. The Chair shall communicate with the Treasurer on budget issues related to these special events and shall assist the Secretary with evaluating venues for events and meetings.

Community Service Committee: Chair and committee members shall coordinate special projects/outreach events that involve the community, which may include integrating a monthly team presentation. The Chair shall be responsible to identify a non-profit agency or organization as the recipient of holiday donations if the Inn chooses this option as a part of the holiday party.

Communication/Website Committee: Chair and committee members shall be responsible to keep the Inn's website and any social media updated, including posting program materials, the Inn handbook, CLE credits, any articles related to the Inn and photos of events and/or team meetings. The committee shall be responsible to ensure meetings and special events are documented, including taking photographs. The committee shall submit Inn news to the national office at least once during the year.

Continuing Legal Education (CLE) Committee: Chair and committee members shall be responsible to collect program/presentation materials from each team and submit requests for CLE credits to the Florida Bar and to update the CLE credits and course information for each program when received so it may be distributed to the membership.

Alumni Committee: Chair and committee members shall keep Inn alumni informed of special events and shall send out letters on behalf of the president to all outgoing members regarding the alumni network through the national office. The Chair will also develop ways to engage alumni, emeritus and honorary members and will act as historian of the Inn.

Nominating Committee: If needed, this committee will be comprised of three Committee Chairs, to be appointed by the President. Committee members shall be responsible for soliciting interest in leadership positions in the Inn and making nominations to the Board in order to fill vacant Chair, Officer and/or Director positions.

If needed, committee chairs shall recruit the members of their committees and may appoint vice-chairs of their committees. The committee chairs shall advise the president of the committee members that are recruited to serve and shall report on the status of the committee's activities at each Board meeting. Committee chairs may create ad hoc sub-committees, as appropriate

At-Large board members serve a minimum of a two-year term and may not serve in the same position for more than two consecutive terms (4 years total). The Board may elect up to three members to serve in this role who will be voting members of the Board.

Section 6. Teams.

All active members will be assigned to a team by the Program Director with the approval of the president. Board members and Emeritus members are exempt from team participation unless they choose to be assigned to a team. Each team shall be headed by a Team Captain appointed by the Program Director. Each team shall have at least one Team Mentor appointed by the Mentoring Director. The teams, captains and mentors may be reassigned every year.

Article III - Membership

Section 1. Invitations to Membership.

Membership in the Vassar B. Carlton American Inn of Court shall be conferred upon those accepting invitations extended by the Board. The Board's discretion in extending invitations to membership is absolute and non-reviewable. Invitations may be extended on the basis of nominations/recommendations made to the Board by any member of the Vassar B. Carlton American Inn of Court or in response to written request filed with the Board. Membership shall not be denied on account of race, creed, religion, sex, age, disability or national origin and shall be in accordance with the American Inns of Court Diversity Policy.

Section 2. Active Members.

There are four classifications of active members in the Vassar B. Carlton American Inn of Court, as defined in the bylaws of the American Inns of Court Foundation, and as set forth below:

Masters of the Bench - consisting of lawyers with at least 15 years of experience, judges and law professors; Barristers - consisting of lawyers with at least five years of experience;

Associates - consisting of lawyers with zero to five years of experience; and,

Pupils - consisting of second- or third-year law students.

Section 3. Membership.

Membership in the Vassar B. Carlton American Inn of Court shall consist of Masters, Barristers, Associates and Pupils. Barristers shall serve a term of three years, running from July 1 through June 30, or as otherwise directed by the Executive Committee. Associates and Pupils shall serve a term of two years, running from July 1 through June 30, or as otherwise directed by the Executive Committee. Masters may maintain membership without any term limits.

Section 4. Inactive Members.

The Board may confer Emeritus memberships and Honorary memberships. Emeritus membership may be conferred upon active Masters on the basis of long and distinguished service and who have faithfully fulfilled his or her obligations and duties to the Vassar B. Carlton American Inn of Court. Emeritus Masters shall be obligated to pay dues and/or for meals, but are not required to attend meetings or participate in other programs of the Vassar B. Carlton American Inn of Court but shall enjoy all privileges of active membership. At the option of the Emeritus Master, he/she may be assigned to a Team. Honorary members may also enjoy all privileges of active membership and may be assigned to a Team if requested.

Article IV - Meetings and Attendance

Section 1. Meetings.

Meetings shall be held at least seven times per year at such times as the Executive Committee may determine. The Inn shall endeavor to have at least one social event per year wherein members may be permitted to invite non-member guests.

Section 2. Attendance.

All active members are expected to attend and to actively participate in the Inn's meetings. Members are required to attend a minimum of four regular meetings per year. Any non-participating members will be contacted by a member of the Board in order to determine if he/she wishes to remain a member, and in the event another absence occurs, this member will be dropped from the rolls and all dues will be forfeited.

Section 3. Leave of Absence.

Masters may take a leave of absence from active Inn participation upon written notice to the Executive Committee. Return from a leave by a Master can only be affected if there is a Master position open when the Master seeks to return.

Article V - Voting and Elections

Section 1. Board.

Each member of the Board shall be entitled to one vote on all matters submitted to the Board. In the event of a tie, the president shall have the deciding vote. A majority of the members of the Board shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the members in attendance at the meeting called for that purpose shall be regarded as the act of the entire Board.

Section 2. Elections.

The nomination and election of the president-elect will occur in every odd-numbered year during the month of June at a meeting of the Board especially called for that purpose. The president-elect will automatically take over the role of president on July 1 of the following even-numbered year.

Section 3. Vacancies.

When a position such as an officer, director or committee chair becomes vacant, the procedures for election and selection of officers, directors and chairs shall be followed when the vacancy occurs.

Article VI - Fiscal Matters

Section 1. Fiscal Year.

The fiscal year of the Vassar B. Carlton American Inn of Court shall be the same as the fiscal year of the American Inns of Court Foundation which is from July 1 to June 30 of each year.

Section 2. Dues.

Dues shall be in an amount consistent with the level of membership and annual dues levied by the American Inns of Court. The dues shall be levied by the Secretary/Treasurer during the month of July of each year. Failure to pay assessments and dues prior to the third meeting of the Inn year and after reasonable notice may be considered by the Board as grounds to terminate membership of the member in default.

Section 3. Expenses.

The Vassar B. Carlton American Inn of Court may pay a portion of or all expenses associated with the cost for one or more officers or directors to attend regional or state conferences or events of the American Inns of Court, if approved by the Board and in accordance with the annual budget.

Article VII - Adoption and Amendments

Section 1. Adoption.

These bylaws will be adopted by the Vassar B. Carlton American Inn of Court upon approval by a majority of the Board and after being submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation.

Section 2. Amendments.

Amendments to these bylaws may be made by a majority of the Board and must be submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation.