

THE ST. AUGUSTINE AMERICAN INN OF COURT BYLAWS

ARTICLE I. GENERAL

Section 1. Name. The name of this Inn of Court is The St. Augustine American Inn of Court ("Inn"). The Board of Directors of this Inn shall be authorized to adopt a different name in the future; and, upon such adoption shall promptly notify the American Inns of Court Foundation of such change.

Section 2. Principal Location. The Inn shall be located in St. Augustine, Florida.

Section 3. Purpose. The purposes of the Inn are set forth in the Official Charter Number 484 issued by the American Inns of Court Foundation.

ARTICLE II. BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

Section 1. Board of Directors. The Board of Directors shall consist of up to 11 members, but no less than 7. The members of the Board of Directors shall be selected from among the Masters. Directors shall serve a 2 year term (such that they serve in the position for two full Inn Years).

Section 2. Powers and Term. The Board of Directors shall have the powers as set forth in these Bylaws and shall serve as the governing and policy-making body of the Inn.

Section 3. Meetings. The Board of Directors shall meet from time to time during each Inn year to oversee Inn activities, plan future activities, take action on various membership and attendance issues, and for other business.

Section 4. Voting. All actions of the Board of Directors shall be by majority of the members present at a duly called meeting. A majority of board members shall constitute a quorum of the board.

Section 5. Committees. The Board may establish standing and ad hoc committees from time to time from among the active members of the Inn, and from time to time may change or discontinue committees. The chair and members of all such committees shall be determined by the Board of Directors.

Section 6. Executive Committee. The Executive Committee shall consist of the following officers: President, Vice President (President-Elect/Counselor), Secretary, Treasurer, Program Chair, and Membership Chair. The Executive Committee of the Board shall be nominated by the Board and elected by the members of the Inn. Nominations by the Board to the Executive Committee positions, as well as any at large director positions, shall be voted upon by the Inn membership at the last meeting of the year. If necessary one director may serve more than one Executive Committee role, except that the President shall not also be the Vice President. From time to time the Inn may elect to have two (2) Membership Chairs and two Program Chairs. Any "at large" Board member(s) (not assigned to an Executive Committee role) shall assist the Executive Committee as needed.

Section 7. Vacancies. If a vacancy occurs on the Board or Executive Committee during an Inn Year, the Board of Directors shall select a member to fill the vacancy.

Section 8. Salaries. The officers of the Inn shall not be entitled to salaries or other compensation.

Section 9. President: Powers and Duties:

- (a) The President shall be the chief executive officer of the Inn and shall have general supervision of Inn business.
- (b) The President shall preside at all meetings of members and at all meetings of the Board of Directors, and shall discharge the duties of the presiding officer.
- (c) The President shall sign and make all contracts and agreements in the name of the Inn.
- (d) The President shall see that any books, reports, statements, and certificates required by law are properly kept, made, and filed.
- (e) The President shall endorse these Bylaws and perform all the duties incident to the position and office that are required by law.
- (f) If no Membership Chair is appointed, the President shall be the Membership Chair.
- (g) The President shall perform all other duties as the Board of Directors may from time to time assign.

Section 10. Vice President (President-Elect/Counselor): Powers and Duties:

- (a) The President-Elect shall become president at the expiration of his or her two-year term as Vice President.
- (b) The President-Elect shall, in the absence of the President, perform the duties and exercise the powers of the President.
- (c) The President-Elect shall perform all other duties as the Board of Directors or the President may from time to time assign.

Section 11. Secretary. Powers and Duties:

- (a) The Secretary shall take attendance at each meeting of the Inn, and shall maintain attendance records. The Secretary shall advise a member who is absent from a meeting of the attendance requirements of the Inn.
- (b) The Secretary shall keep the minutes of the meetings of the Inn and of the meetings of the Board of Directors, and shall be responsible for distributing copies of the minutes as appropriate.
- (c) The Secretary shall be the custodian of the records of the Inn.
- (d) The Secretary shall maintain membership records and records of the terms of each member.
- (e) The Secretary shall sign all certificates of membership.
- (f) The Secretary shall attend to all correspondence and perform all the duties incident to the office of Secretary.
- (g) The Secretary shall keep an historical record of the members, with the names and addresses of all the members of the Inn.
- (h) The Secretary shall keep an historical list of the Officers and the Directors.
- (i) The Secretary shall perform all other duties as the Board of Directors or the President may from time to time assign.

Section 12. Treasurer: Powers and Duties:

- (a) The Treasurer shall have custody of all Inn funds.

- (b) The Treasurer shall keep full and accurate accounts of receipts and disbursements, and shall deposit all Inn monies and other valuable effects in the name and to the credit of the Inn in a depository or depositories designated by the Board of Directors.
- (c) The Treasurer shall disburse the funds of the Inn and shall render to the President or the Board of Directors, whenever requested, an account of all transactions and of the financial condition of the Inn.
- (d) The Treasurer shall keep correct books of account of all of the Inn's business and transactions and such other books of account as the Board of Directors may require.
- (e) The Treasurer shall perform all duties pertaining to the office of Treasurer.
- (f) The Treasurer shall perform all other duties as the Board of Directors or the President may from time to time assign.

Section 13. Delegation of Duties. Whenever an officer is absent, or when the Board of Directors deems necessary, the Board of Directors may delegate the powers or duties of an officer to any other officer or officers, member of the Board of Directors, or regular Inn member.

ARTICLE III FISCAL YEAR, INN YEAR AND FINANCES

Section 1. Fiscal Year. The fiscal year of the Inn shall be July 1 through June 30.

Section 2. Inn Year. The Inn Year shall be the same as the fiscal year.

Section 3. Dues. Dues shall be set by the Executive Committee and may vary between categories of members and based on whether the member practices in the private sector, government or a nonprofit. Dues shall be levied by the Treasurer at least one (1) month before the first meeting of the Inn Year. Failure to pay dues on or before the second meeting of the Inn year and after reasonable notice may be considered by the Executive Committee as grounds to terminate membership of the person in default.

ARTICLE IV MEMBERS

Section 1. General Qualifications. Membership in the Inn is open to all members in good standing of the bar of any state, and to law professors and law students, who are interested in furthering the purposes of the American Inns of Court. Members must be nominated by the Membership Chair or any member of the Board of Directors and approved by the Board of Directors.

Section 2. Types of Memberships and Specific Qualifications.

- (a) Masters: Members admitted to the practice of law for at least fifteen (15) years at the beginning of their term of membership.
- (d) Barristers: Members admitted to the practice of law for at least five (5) years at the beginning of their term of membership.
- (e) Associates: Members newly admitted to the practice of law (under 5 years licensed).
- (f) Students: Members currently enrolled in the study of law at ABA-accredited law schools, to be selected by an Academic Master.
- (g) Emeritus: A Master whose body of work or contributions warrant special status, in the discretion of the Board of Directors. Emeritus status allows a person to attend meetings even though they are not active in the Inn.

Section 3. Duties of Members.

- (a) Members have a duty (i) to attend each Inn meeting; (ii) to meet as pupilage groups periodically, at times other than the monthly Inn meetings, to foster increased professionalism, legal knowledge, and ethics among each pupilage group's members; and (iii) to participate actively in the meetings of the Inn and of their pupilage groups.
- (b) Emeritus members shall attend the monthly Inn meetings and pupilage group meetings to the greatest extent possible.
- (c) Membership in the Inn is an honor and a responsibility. The Inn meets regularly, and members are expected to attend all meetings absence a conflict. Members may not miss more than half of the regular Inn Meetings for an Inn Year.

Section 5. Admission

- (a) Each membership application must be submitted as directed by the Board of Directors.
- (b) The Board of Directors shall select new members based on a majority vote after considering the recommendations of the Membership Chair.
- (c) The President shall be responsible for informing successful applicants of the decision of the Board of Directors.

Section 6. Pupilage Groups. The Inn shall be divided into eight (8) Pupilage Groups. Assignments of individual members to Pupilage Groups shall be made by the Board of Directors before the beginning of each Inn Year. To the extent possible, each Pupilage Group should have at least one representative from each membership category. Emeritus members shall be assigned to Pupilage Groups, but shall not be counted toward the members required. To the extent possible, Emeritus members shall be assigned to different Pupilage Groups.

ARTICLE VI MEETINGS

Section 1. Monthly Meetings. The membership of the Inn shall meet on the day and time set by the Executive Committee. A schedule of meetings shall be established by the Executive Committee at the end of each Inn year for the next Inn Year.

Section 2. Notice of Meetings. Notice of the regular Inn meetings shall be given by the Secretary of the Inn.

Section 3. Attendance.

- (a) Policy. As part of their duties as members of the Inn, members are expected to attend all Inn meetings and to miss meetings only when necessary to avoid dereliction of professional or personal responsibilities.
- (b) Resignation for Excessive Absences.
 - (1) A member who has been absent for more than half of the regular meetings in one Inn Year shall be contacted by the Executive Committee to discuss their continued membership in the Inn.
 - (2) The Executive Committee, upon a member's application and a showing of extenuating circumstances, may in its discretion waive excessive absences during an Inn Year.

Section 4. Guests. Due to the nature of the Inn concept and the expense associated with the dinner portion of the monthly meetings, guests shall be permitted only with the prior approval of the President. Members who bring a guest shall be responsible for all costs associated with such guest, including, but not limited to, a dinner fee.

ARTICLE VII NONPROFIT OPERATIONS

Section 1. Ownership. The Inn will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Inn will be distributed to its members, directors, or officers without full consideration. No member of the Inn has any vested rights, interest, or privileges in or to the assets, property, functions, or activities of the Inn.

Section 2. Political Activities. No substantial part of the activities of the Inn shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Inn shall not participate in or intervene in (including publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Unauthorized Activities Generally. Notwithstanding any provision in these Bylaws, the Inn shall not engage in any activity or exercise any powers that are not in furtherance of the purposes of the American Inns of Court.

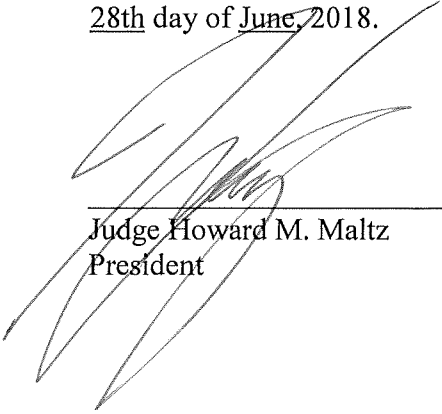
ARTICLE VIII SPECIAL CORPORATE ACTS

Section 1. Execution of Written Instruments. Unless otherwise specifically determined by the Board of Directors, or otherwise required by law, formal contracts of the Inn, promissory notes, deeds, leases, assignments, and any other evidence of indebtedness of the Inn, or any other instrument and document shall be executed, signed, or endorsed by the President of the Inn. No officer or agent of the Inn, either singly or jointly with others, shall have the power to make payable any bill, note, check, draft or warrant, or other negotiable instrument, or endorse the same in the name of the Inn, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Inn, except as herein expressly prescribed and provided. Notwithstanding, and for clarity, the Treasurer shall be permitted to assist the President with any financial matters, including the execution of financially related documents on behalf of the Inn, pursuant to instruction from the Board or President, and shall otherwise be one of the authorized signatories on the Inn's bank account(s).

ARTICLE IX AMENDMENTS

Section 1. Amendment. The power to amend or repeal the Bylaws or to adopt new Bylaws is reserved to the action by a majority of the Board of Directors.

These Bylaws were adopted by the St. Augustine American Inn of Court Board of Directors on 28th day of June, 2018.



Judge Howard M. Maltz
President