



BYLAWS
of
THE TAMPA BAY AMERICAN INN OF COURT

ARTICLE I
General

Section 1. Name.

The name of this association is:

“THE TAMPA BAY AMERICAN INN OF COURT.”

Section 2. Purpose.

The purposes of The Tampa Bay American Inn of Court are set forth in its Organizational Charter issued by the American Inn of Court Foundation.

Section 3. Principal Location

The Tampa Bay American Inn of Court shall be located in the city of Tampa, county of Hillsborough, state of Florida.

Section 4. Fiscal Year.

The fiscal year of The Tampa Bay American Inn of Court Inn shall be the same as the fiscal year of the American Inns of Court Foundation.

Section 5. Inn Year.

The Tampa Bay American Inn of Court operational year shall be July 1 through June 30.

ARTICLE II

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 Committee and approved by the Board of Directors.

Section 2. Types of Memberships and Specific Qualifications.

(a) Masters of the Bench (Benchers): Members who are federal or state judges in active status or who are retired but not actively engaged in the practice of law.

(b) Academic Masters: Members who are full-time faculty members of an ABA-accredited law school.

(c) Masters: Members admitted to the practice of law for at least 15 years at the beginning of their term of membership.

(d) Barristers: Members admitted to the practice of law for at least five years at the beginning of their term of membership.

(e) Associate/Pupil: Members admitted to the practice of law less than five years or Members currently enrolled in the study of law at ABA-accredited law schools.

(f) Emeritus: A Bencher, an Academic Master, or a Master whose body of work or contributions warrant special status, in the discretion of the Board of Directors. Emeritus Members shall be under no obligation to pay dues, attend meetings or participate in the programs, but shall enjoy all privileges of active membership except the right to vote.

Section 3. Terms of Membership.

(a) Academic Masters and Benchers shall have indefinite terms.

(b) Masters, Barristers, and Associates/Pupil Students must reapply for membership at the end of each year.

Section 4. Duties of Members.

(a) Members have a duty (i) to attend each monthly Inn meeting; (ii) to meet as pupillage groups periodically, at times other than the monthly Inn meetings, to foster increased professionalism, legal knowledge, and ethics among each pupillage group's members; and (iii) to participate actively in the meetings of the Inn and of their pupillage groups.

(b) Emeritus members shall attend the monthly Inn meetings and pupillage group meetings to the greatest extent possible.

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 and renewing members based on a majority vote after considering the recommendations of the Membership Chair.

(c) The President shall be responsible for informing successful applications of the decision of the Board of Directors.

Section 6. Pupilage Groups.

The Inn shall be divided into no more than **ten (10)** Pupilage Groups. To the extent possible, each Pupilage Group should have eight members and should consist of at least one Bencher, two Masters, two Barristers, one Associate, and one Student. The composition of each Pupilage Group may vary depending on the overall make-up of the Inn membership, but shall include at least one representative from each membership category. Academic Masters and Emeritus members shall be assigned to Pupilage Groups, but shall not be counted toward the eight members required. To the extent possible, Academic Masters and Emeritus members shall be assigned to different Pupilage Groups. Assignments of individual members to Pupilage Groups shall be made by the Board of Directors before the beginning of each Inn Year.

Section 7. Dues.

The Inn shall collect dues in the amount which it may deem appropriate in order to conduct its meetings and otherwise meet 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 dues within a reasonable time and after reasonable notice may be considered grounds to terminate membership. The amount of dues for the upcoming year will be voted on at the annual Benchers and Master's Meeting in June of each year.

ARTICLE III Meetings

Section 1. Meetings.

(a) **Meetings.** The membership of the Inn shall meet on the second Tuesday of each month, beginning in September and ending in June of the Inn Year, unless modified by the Board of Directors. The meetings shall be held at a place designated by the Board of Directors.

The Benchers and Master shall meet annually in June to elect officers' and to conduct further business of the Inn.

Section 2. Format. It is suggested that gathering for the meeting begin at 5:45 p.m.; that attendance taken, announcements made, and business conducted at 6:30 p.m.; that dinner begin at 6:30 p.m.; that presentations and discussion begin no later than 7:00 p.m.; and that the meeting conclude at 8:00 p.m. The format may be altered by the Board of Directors or by the President, as and when appropriate.

Section 3. Attendance.

(a) A member who has been absent from three or more monthly meetings in one Inn Year and who has not sent a substitute to at least one of those missed meetings will not be allowed to renew his or her membership at the conclusion of that Inn Year for the following year.

(b) A member who has sent a substitute to one or more meetings from which the member has been absent but who nonetheless has been absent from four or more monthly meetings in one Inn Year will not be allowed to renew his or her membership at the conclusion of that Inn Year for the following year.

(c) The Board of Directors, upon a member's application and a showing of extenuating circumstances, may in its discretion waive the required nonrenewal under subparagraph (1) or (2) above.

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 as a substitute for the member unless prior approval of the President or Executive Director is obtained by the member. Non-substitute guests are required to pay for their dinner.

ARTICLE IV Board of Directors

Section 1. Membership.

The Board of Directors shall consist of nine members, which shall include the President, President-Elect, Executive Director, Secretary, Treasurer, Immediate Past President, and three members of the Inn.

Section 2. Powers.

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.

ARTICLE V

Officers

Section 1. Officers.

The Officers shall be a President, a President-Elect, a Executive Director, a Secretary, and a Treasurer. No person shall hold more than one office in any Inn Year. The President and President-Elect shall hold office for the entire Inn Year for which they are elected. The Executive Director, Secretary, and Treasurer shall hold office for a two (2) year term. Officers take office on July 1 of each year.

The Executive Board shall consist of all the Officers of the Inn. The Officers of the Inn shall not be entitled to salaries or other compensation.

Section 2. Nomination and Elections.

The officers of the Inn shall be nominated by the Nominating Committee and elected by the Master Members of the Inn. Nominations of officers for the following Inn Year should be announced at the May meeting of the Inn, and elections should be held at the annual Benchers and Master's Meeting in June of each year.

Each Master shall be entitled to one vote on all matters submitted to the Masters. A majority of voting Masters shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Masters in attendance at a meeting shall be regarded as the act of all the Masters.

Section 3. Vacancies.

If a vacancy occurs in an office during an Inn Year, the Executive Board shall select a member to fill the vacancy.

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.

Section 4. Powers and Duties of the Officers.

President:

(a) The President shall be a Bencher and shall have general supervision of Inn business for a one year term.

(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 prepare the yearly meeting agendas and select the guest speaker for the initial yearly meeting of the Inn;

(d) The President shall endorse these Bylaws and perform all the duties incident to the position and office that are required by law.

(e) The President shall appoint a Chair for the various Committees of the Inn.

(f) The President shall perform all other duties as the Board of Directors may from time to time assign.

President-Elect:

(a) The President-Elect shall be a Bencher and become president at the expiration of his or her one-year term.

(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 select the theme for CLE Programs for the year, arrange for the assignment of the programs to each pupillage group, and secure credit from the Florida Bar for the programs.

(d) The President-Elect shall perform all other duties as the Board of Directors or the President may from time to time assign.

(e) The President-Elect shall attend, at the expense of the Inn, the Annual Conference of the American Inns of Court Foundation.

Executive Director:

(a) The Executive Director shall be a Master and shall be the chief executive officer of the Inn for a two (2) year term.

(b) The Executive Director shall assist the President in conducting the Inn business.

(c) The Executive Director shall execute all contracts and agreements in the name of the Inn.

(d) The Executive Director shall see that any books, reports, statements, and certificates required by law are properly kept, made, and filed. The Executive Director shall be the custodian of the records of the Inn.

(e) The Executive Director shall chair the Membership Committee.

(f) The Executive Director shall schedule and secure locations for the meetings of the Inn.

(g) The Executive Director shall communicate with the membership about meetings, membership requirements, renewal of membership, CLE credits and extend new member invitations.

(h) The Executive Director shall assign membership ranking to each member and maintain a substitute list for the membership.

(i) The Executive Director shall prepare, distribute, and count the ballots for the selection of the recipient of the Lincoln Award and insure that a press release is published for the Lincoln Award recipient.

(j) The Executive Director shall prepare, distribute, and count the ballots for the selection of the recipient of the Best Program Award.

(k) The Executive Director shall attend, at the expense of the Inn, the Annual Meeting of the American Inns of Court Foundation.

(l) The Executive Director shall perform all other duties as the Board of Directors or the President may from time to time assign.

Secretary:

(a) The Secretary shall attend to all correspondence and perform all the duties incident to the office of Secretary for a two (2) year term.

(b) 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.

(c) 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.

(d) The Secretary shall determine the year-end award for Best Pupilage Attendance based on attendance records.

(e) The Secretary prepares and maintains name tags for each meeting.

(f) The Secretary shall encourage publications/contributions to the Bench.

(g) The Secretary shall conduct the Membership surveys.

(h) The Secretary shall perform all other duties as the Board of Directors or the President may from time to time assign.

(i) The Secretary shall procure gifts for the outgoing President, outgoing Officers, legal assistance for the Executive Director and Treasurer, Best Program and Best Pupilage Attendance.

Treasurer:

(a) The Treasurer shall be a Master and shall be the Treasurer of the Inn for a two (2) year term.

(b) The Treasurer shall send out all invoices for membership dues to the members, have custody of all Inn funds, 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 prepare an annual budget that proposes a set amount each year for dues and recommends and establishes a reserve fund that shall be submitted to the American Inn of Court.

(f) The Treasurer shall prepare an annual Treasurer's report for the Benchers and Masters annual meeting in June of each year.

(g) The Treasurer shall prepare and see that all reports and records are maintained and filed to insure compliance with the designation of the IRS 501(c)(3) exemption.

(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.

ARTICLE VI

Committees

Section 1. Committees.

The Executive Board shall 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.

Section 2. Nominating Committee.

The President-Elect shall be the Chair of the Nominating Committee. A Nominating Committee shall be appointed to nominate officers and directors of the Inn.

Section 3. Membership Committee.

The President shall be the Chair of the Membership Committee, or may appoint another member of the Board of Directors as the Chair. The Membership Committee shall solicit and review applications and make recommendations to the Executive Board, for membership in the Inn; shall assign members to Pupillage groups.

Section 4. Program Committee.

The President-Elect shall be the Chair of the Program Committee. The Program Committee shall oversee and approve program topics, and shall be responsible for submitting programs for Continuing Legal Education credit.

Programs shall focus on practical legal skills, with an emphasis on ethics, civility, professionalism and excellence in the practice of the legal profession.

Section 5. Lincoln Award Committee.

The prior year's recipient of the Lincoln Award shall be the Chair of the Lincoln Award Committee. The Committee shall consist of all prior recipients of the award and one designated representative of each Pupillage Group. The Committee shall create a slate of nominees for the award. Each Master Members of the Inn shall cast one vote on a nominee for that year's recipient.

Section 6. Mentoring Committee.

A Bencher shall be the Chair of the Mentoring Committee. The Chair shall preside over periodic mentoring meetings. The Committee shall develop and manage mentoring programs and assign mentors to mentees.

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.

ARTICLE IX

Amendments to Bylaws

The power to amend or repeal the Bylaws or to adopt new Bylaws is reserved to the Benchers, Academic Masters, and Masters of the Inn. Amendments to these Bylaws may be made by a majority vote by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Board.

Any Amendments to these Bylaws must be submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation.

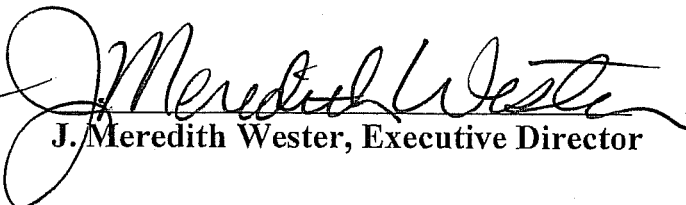
ARTICLE X

Prohibited Activities

Notwithstanding any other provision of these By-laws, neither the Inn, nor any director, officer or committee member shall conduct or carry on or permit any activities which are not permitted to be conducted or carried on by an organization exempt under Code Section 501 (c)(3) and the regulations established pursuant thereto.

APPROVED this 20 of December 2013 by the Benchers and Masters of The Tampa Bay American Inn of Court.


Caroline J. Tesche, President


J. Meredith Wester, Executive Director