

# **BYLAWS OF THE ALTERNATIVE DISPUTE RESOLUTION SECTION**

## **ARTICLE I NAME AND PURPOSE**

**Section 1.1. Name.** The name is “Alternative Dispute Resolution Section of The Florida Bar.”

**Section 1.2. Purposes.** The purposes of this section are to:

(a) provide an organization within The Florida Bar open to all members in good standing who have a common interest in Alternative Dispute Resolution (ADR);

(b) provide a forum for discussion and exchange of ideas leading to increased knowledge and understanding of ADR and improvement of individual ADR skills and abilities, both as a participant and as a neutral;

(c) assist the state and federal courts as well as administrative agencies, tribunals, or other third parties, in establishing methods of administration of mediations and other forms of alternative dispute resolution, by making formal or informal recommendations to them;

(d) advise and recommend substantive changes to laws relating to ADR to the Florida Legislature;

(e) assist members of The Florida Bar who desire to increase their effectiveness as ADR participants;

(f) keep the section membership and other ADR professionals informed and updated regarding standards of professional conduct, legislation, rules, policies, and the responsibilities imposed on mediators and arbitrators and other dispute resolution professionals;

(g) prepare, organize, and provide educational programs for the educational needs of section members as well as a forum for discussion of ethical considerations for ADR participants;

(h) study proposed and existing legislation affecting ADR and recommend support or opposition to The Florida Bar’s Board of Governors; and,

(i) act as a liaison/advisor for any section, committee, governing body, or rule-making body that seeks to make changes to procedures that involve mediation, arbitration or other forms of dispute resolution.

## **ARTICLE II MEMBERSHIP**

**Section 2.1. Eligibility.** Any member in good standing of The Florida Bar interested in the purpose of this section is eligible for membership upon application and payment of the

section's annual dues. Any section member who ceases to be a member of The Florida Bar in good standing will no longer be a member of the Alternative Dispute Resolution Section.

**Section 2.2. Affiliate Members.** The executive council may enroll upon request and upon payment of the prescribed dues, affiliate members as described in subsection 2.2(a). The purpose of affiliate membership is to foster the development and communication of information among mediators, arbitrators, and others who work with mediators and arbitrators. Neither section nor affiliate members will permit or encourage the unlicensed practice of law. The number of affiliates will not exceed one-half of the section membership.

**(a) Definition.** "Affiliate" or "affiliate member" means a member of The Florida Bar who has chosen "inactive" status, law school professors, and law school students. The terms exclude members of The Florida Bar who are inactive due to disciplinary action taken by the Florida Supreme Court, including but not limited to suspension, disbarment for a term of years, or permanent disbarment.

**(b) Restrictions.** Affiliate members have all the privileges accorded to members of the section except that affiliate members may not vote, hold office, participate in the selection of officers or members of the executive council, or advertise affiliate membership in any way. Affiliate members may serve in an advisory nonvoting capacity which the executive council may from time to time establish in its discretion.

**(c) Dues.** Affiliate members will pay dues in an amount equal to that required of section members.

**Section 2.3. Administrative Year.** The administrative year of the section will run concurrent with the administrative year of The Florida Bar.

**Section 2.4. Annual Dues.** The annual dues are fixed by the executive council and approved by the Board of Governors of The Florida Bar. There is no pro-ration of annual dues. Upon becoming a member, dues will be payable in advance of each membership year. Any member whose dues are in arrears for a period of three months will cease to be a member of the section.

### **ARTICLE III OFFICERS**

**Section 3.1. Officers.** Section officers are a chair, chair-elect, secretary, treasurer and immediate past chair.

**Section 3.2. Election of Officers.** Members of the executive council make nominations for the office of chair-elect, secretary, and treasurer. The executive council elects the officers at its annual meeting and nominations from the floor shall be accepted.

**Section 3.3. Duties of the Officers.** The duties of the officers are as follows:

**(a) Chair.** The chair presides over all meetings of the section and all meetings of the executive council. The chair appoints all committees and committee chairs, who serve at the discretion of the chair. The chair is an ex-officio member of each committee of the section. The chair is responsible for all reports submitted to The Florida Bar or to the Board of Governors of The Florida Bar, and performs any other customary duties of the office. The chair approves expenditures of the section's funds in compliance with the section's annual budget and The Florida Bar's policies and procedures.

**(b) Chair-elect.** The chair-elect will become chair in the event of death, resignation, or failure of the chair to serve on a long-term basis for any reason. In the case of temporary disability or absence of the chair, the chair-elect serves as acting chair only for the duration of the chair's disability or absence. The chair-elect is responsible for other duties the chair designates. The chair-elect is an ex-officio member of each committee of the section.

**(c) Secretary.** The secretary is responsible for all permanent files and records of the section, including the minutes of the meetings of the section and executive council, and all committee reports. The secretary must keep accurate minutes of the proceedings of all meetings of the section and the executive council and furnish copies of the minutes to the section administrator and the Executive Director of The Florida Bar. A secretary will not serve more than three consecutive terms.

**(d) Treasurer.** The treasurer serves as liaison to The Florida Bar staff on all matters involving the section's finances and accounts, reviews all proposed budget requests and disbursements, prepares annual financial statements under the supervision of the section chair and executive council, and timely develops a budget to ensure that the section follows all rules and procedures of The Florida Bar in the expenditure of funds. A treasurer will not serve more than three consecutive terms.

**Section 3.4. Term of Office.** The term of office for the chair, chair-elect, secretary, and treasurer run concurrently with each section administrative year beginning at the conclusion of each annual meeting of the executive council during which the chair was elected and ending at the conclusion of the next annual meeting of the executive council. The chair is automatically succeeded by the chair-elect at the annual meeting. If at any time during a term of office, an office becomes vacant, the office will be filled for the balance of the term by vote of the executive council except that if the chair becomes vacant, the chair-elect automatically becomes the chair.

## **ARTICLE IV EXECUTIVE COUNCIL**

**Section 4.1. Executive Council.** The section's executive council is comprised of a minimum of 17 elected members of the section, and through a vote of the executive council, may consist of up to 35 elected members of the section. The executive council includes the chair, chair-elect, secretary, treasurer, immediate past chair, and those elected members of the section. Emeritus members may also participate in the executive council as defined in section 4.5.

**Section 4.2. Election of Executive Council.** Members of the executive council are elected for staggered three year terms at the section's annual meeting and are limited to two consecutive terms. The immediate past chair, chair, and chair-elect for that year serve as the nominating committee to fill the vacancies on the executive council. The slate of nominees shall be presented to members of the section in attendance at the annual meeting, and nominations from the floor shall then be accepted. All candidates to serve on the executive council are selected by a majority vote of those voting members in attendance at the annual meeting. Executive council members who have served 2 consecutive terms may be re-nominated to serve on the executive council after 1 year of absence from the executive council.

**Section 4.3. Vacancies.** If an executive council office becomes vacant, the council will vote to fill the balance of the unexpired term at the next executive council meeting.

**Section 4.4. Terms.** Executive council membership is limited to 2 consecutive 3-year terms. The term of a council member elected to fill a vacancy will expire at the time of the expiration of the office being filled. Election to a vacancy will not be counted as a full 3-year term. A person elected chair, chair-elect, secretary, or treasurer of the section, together with the immediate past chair of the section, will serve on the executive council during their term of office. The terms of the council members are staggered so that one-third of the members take office at each annual executive council meeting, and continuity of leadership is achieved. Unless the chair approves the failure to attend a meeting in advance or after a meeting due to an emergency, the term of a person who fails to attend three regular meetings of the executive council held during the administrative year will become vacant and be filled as provided in this section.

**Section 4.5. Emeritus Members.** Emeritus Members are defined as former members of the executive council who served two 3-year terms on the executive council and whose current term has expired and continue to participate along with the elected members of the executive council. Emeritus membership shall be in a non-voting capacity.

## **ARTICLE V DUTIES**

### **Section 5.1. Governing Body.**

**(a) Supervision of Section Affairs.** The executive council is the governing body of the section. It has general supervision and control of the affairs of the section, subject to the provisions of the Rules Regulating The Florida Bar, standing board policies, and these bylaws.

**(b) Section Funds.** The executive council authorizes all commitments or contracts which entail the payment of money. No section funds may be expended without authorization of the executive council. The executive council will not, however, authorize commitments, contracts, or expenditures involving amounts of money in excess of the total amount which is anticipated as receipts from dues during the fiscal year plus the amount which has been previously collected from dues and remains unexpended.

**(c) Committee Appointments.** The executive council authorizes the chair to appoint committees in addition to the standing committees to perform duties and exercise power as the council may direct. The executive council appoints officers as is required by these bylaws.

**(d) Section Policies.** The executive council has the power and authority to make recommendations in accordance with the section's stated purpose and to formulate, fix, determine, and adopt matters of policy concerning the affairs and purposes of the section which are not inconsistent with the policies of The Florida Bar.

**Section 5.2. Conduct of Business.** The executive council will conduct its business at regular and special meetings. Meetings may be conducted in person or by electronic means. Members of the council must be present at an in-person or electronic meeting in order to vote. The section secretary will record all votes in the meeting minutes. If approved by the chair, voting may be electronic. In advance of any meeting, the chair, upon request of any council member, will submit to council members any proposition which the council is authorized to act.

**Section 5.3. Quorum.** A simple majority of the executive council constitutes a quorum for the transaction of all council business. A majority vote of the members of the council present and voting as recorded by the secretary constitutes the binding action of the executive council.

## **ARTICLE VI COMMITTEES**

**Section 6.1. Standing Committees.** The standing committees of the section are:

- (a) Arbitration;
- (b) Bylaws/Surveys;
- (c) Ethics;
- (d) Mediation

**Section 6.2. Special Committees.** Special committees may be designated and assigned duties, responsibilities, and authority to act by the chair or by majority vote of the executive council.

## **ARTICLE VII MEETINGS**

**Section 7.1. Annual Section Meeting.** The section will hold its annual meeting in conjunction with The Florida Bar's Annual Convention. Notice to all section members as to the time and place of the annual section meeting will be given at least 30 days in advance of the meeting.

**Section 7.2. Annual Executive Council Meeting.** The executive council will hold an annual meeting at the scheduled annual section meeting. Whenever possible, the annual executive council meeting will be an in-person meeting.

**Section 7.3. Other Meetings.** The chair may designate other regular or special meetings of the executive council and membership of the section. Notice of other meetings of the section must be given to the membership at least 30 days in advance except for necessary emergency meetings. Notice of an emergency meeting must be given at least 5 days in advance.

## **ARTICLE VIII AMENDMENTS**

These bylaws may be amended at any annual meeting of the section by a majority vote of the members of the section present and voting. Each proposed bylaw amendment must be provided to the executive council members at least 15 days before the meeting, noticed for a vote, and approved by a majority vote. Bylaw amendments are effective on Board of Governors approval.

## **ARTICLE IX MISCELLANEOUS**

**Section 9.1. Compensation.** No salary or compensation will be paid to any member of the section for performance of services to the section; however, the executive council may authorize the payment of reasonable out-of-pocket expenses resulting from performance of services.

**Section 9.2. Actions Consistent with The Florida Bar Board of Governors.** No action of the section will contradict the policies of The Florida Bar as established by its Board of Governors.