

**NATIONAL EMPLOYMENT LAWYERS ASSOCIATION (FLORIDA
CHAPTER), INC**

BY-LAWS

ARTICLE I. NAME

The name of this organization shall be the National Employment Lawyers Association (Florida Chapter), Inc. ("Florida NELA"). "Florida NELA" is used as a fictitious name.

ARTICLE II. STATEMENT OF PURPOSE

Florida NELA's purpose is to promote education of its members and the public in employment rights; to promote the civil rights interests of employees, applicants, and exemployees; and, to assist the lawyers who represent them.

ARTICLE III. MEMBERSHIP

Section 1. Regular Membership.

Lawyers who regularly represent employees as 50 % or more of their employment practice or assist employees in defense of claims may be admitted as Regular Members to membership, upon payment of dues and approval by the Membership Committee. Only regular members in good standing shall have voting rights, the right to hold office and eligibility for listserv privileges.

Section 2. Associate Membership

Members of the Florida Bar, law students and professors who are not eligible for Regular Membership and who do not primarily or exclusively represent employers in employment matters may be admitted as Associate Members. Associate Members are not eligible to vote, hold office, or allowed access to Florida NELA's listserv. Associate Members may include full-time mediators. Associate membership dues shall be established by Florida NELA's officers.

Section 3. Membership Committee status.

The Vice President shall chair the Membership Committee which will review applicants' qualifications for membership, allow comments from the membership prior to approving new members pursuant to Article VII, section 3 below and make recommendations to the Executive Board as provided below when a membership applicant's qualifications or a member's listserv privileges are disputed.

Section 4. Setting Annual Dues.

The Board shall establish annual dues for Regular and Associate members membership.

Section 5. Termination or suspension of a current membership or listserv privileges.

The Board may expel, suspend, or censure any member for failure to meet membership requirements or for just cause. The Membership Committee shall review the grounds for any dispute over a member's qualifications or listserv eligibility and make a recommendation to the Board. The Board may take action against any member or his or her listserv participation by a two-thirds vote of the Board, however, the member in question shall be entitled to the following procedural due process protection:

- (A) All allegations shall be specified in writing and delivered via certified U.S. MAIL to the member in question at least fourteen (14) days before the Board meets to consider the expulsion; and
- (B) The member in question shall have an opportunity to be heard before the Board votes on any adverse action against that member.

ARTICLE IV. AFFILIATION

Section 1. NELA Affiliation.

Florida NELA is an affiliate of the National Employment Lawyers Association ("NELA") and shall take all reasonable steps to be and remain an affiliate in good standing of NELA.

Section 2. Cooperation.

Florida NELA will encourage but not require members of Florida NELA to be members of NELA, and Florida NELA will generally use best efforts to cooperate with NELA in developing and promoting NELA's programs, activities and objectives.

Section 3. Termination.

The affiliation with NELA may be terminated at any time by majority vote of the members. Upon termination of affiliation, Florida NELA would cease use of NELA's name or logo.

ARTICLE V. EXECUTIVE BOARD

Section 1. Authority.

(A) The Executive Board (the "Board") shall be the governing body of Florida NELA and shall control and formulate policies of Florida NELA and direct its affairs through Florida NELA officers and committees. The Board shall do all things necessary and proper to accomplish the purposes of Florida NELA and may delegate any of its functions to any officers.

(B) Authority. The Executive Board must have a 2/3 majority vote of a quorum of the Executive Board in order to adopt any resolutions or make any statements to the public or other organizations for the purpose of supporting a position or not. The Executive Board may only

make resolutions or statements that do not potentially jeopardize the organization's tax-exempt operation.

Section 2. Composition.

The Board shall be composed of the officers of Florida NELA, and up to nine (9) additional members elected by the membership at the annual meeting. The nine members shall be three (3) from each of the three (3) federal court districts in Florida. In addition, past officers of Florida NELA who are members may participate as an advisory members to the Board but shall not have voting rights and shall not be counted for the purpose of establishing a quorum in a meeting nor be included in determining whether a vote passed by the required percentage of voting Board members.

Section 3. Meetings.

(A) The Board shall meet at least twice a year. One meeting shall be the annual meeting. One meeting shall be an interim meeting. Meetings may be called by the President, by any three officers, or by any six members. The quorum for any meeting shall be a majority of the members. Such meetings shall be chaired by the President. The Board may act without a meeting by written vote of a majority of its members. No proxy voting is permitted. Meetings may be held electronically or by telephone conference after 3 days notice to all Board members.

(B) The Executive Board may conduct meetings electronically, to include voting.

(C) The Executive Board shall act upon a motion made, after a second to the motion and an appropriate period for discussion, by voting on the motion. General business matters that are brought to a vote by the Executive Board shall require the approval of a majority of more than 50% of the Executive Board at a meeting where a quorum is established, except for matters that are arguably political, legislative or may affect the tax-exempt operation of the organization. Matters that are arguably political, legislative or may affect the organization's tax-exempt operation are subject to a specific rule in the By Laws.

(D) The President shall chair the Executive Board and must comply with the requirements of the By Laws. The President is otherwise permitted to establish the rules of procedure for voting and debate.

Section 4. Nominations.

(A) At least thirty (30) days before the annual meeting, the President shall solicit, by mailing to the general membership, nominations for officers; self-nominations shall be permitted.

(B) Mail-in nominations must be received by the Board at the address identified in the request for nominations at least 10 days before the annual meeting. Mail-in nominations that are not received at least 10 days before the annual meeting must be made from the floor at the Annual Meeting. Nominations may be made from the floor at the annual meeting.

(C) Election shall be by a majority of the members present.

Section 5. Removal of Inactive Officers.

Members of the Executive Board may be removed for cause. Cause shall include, but not be limited to, four or more occasions on which a member is absent (when unexcused by the President) from Executive Board meetings or participation in any debate or voting. Removal is subject to a 2/3 vote of the Executive Board upon a motion made and seconded by Board Members. Vacancies resulting from the removal of inactive officers shall be filled according to these By Laws.

ARTICLE VI. OFFICERS

Section 1. Positions.

The officers shall be the President, President-Elect, the Vice-President, Programming Vice-President, Legislative Vice-President, and the Secretary/Treasurer, List-Serve & Web Manager and Amicus Coordinator.

Section 2. Qualifications.

Each officer shall be a regular member of Florida NELA in good standing.

Section 3. Selection.

The President, President-Elect, Vice President, Programming Vice-President, Legislative Vice-President, Secretary/Treasurer and Area Representatives shall be elected by the Regular Membership at the Annual Meeting. The President shall appoint the "List-Serve & Web Manager" and the Amicus Coordinator as Officers upon approval by a majority vote of the Board. Vacancies that occur at any time may be filled by a majority vote of the Board.

Section 4. Term.

The officers and other members of the Board shall serve a one-year term that begins 6 months after their election or at another time as established by a majority vote of the current Board (not the elected Board) after consultation with the President-Elect.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees.

The Board may establish standing committees, such as Programs and Conferences and Legislation/Lobbying.

Section 2. Ad Hoc Committees.

The President or the Board may establish ad hoc committees. The President of Florida NELA shall designate the chair of each committee, subject to approval of the Board. Only a regular member of Florida NELA in good standing may chair a standing committee.

Section 3. Membership Committee.

(A) The Membership Committee will be chaired by the Vice-President and appointed by the President to coordinate review of applicants for Florida NELA membership and listserv privileges. That review will include a comment period of no less than 10-days from the current membership, providing an opportunity for the members to comment on the applicant via mail, electronic mail, telephone, or personal conversations and may include a review of the applicant's cases prior to approval of the applicant for membership.

(B) The committee's review of an applicant for membership shall be to determine whether that member meets the qualifications for membership as provided herein. The committee's review of an application for listserv privileges shall be to determine if the member meets general membership qualifications and whether that member will misuse the information shared on the listserv, poses an actual or substantial threat to the security of the listserv or should be removed for violating the rules of the listserv.

(C) The Chair shall make a recommendation to the Board as to any member along with supporting reasons and a summary of the committee's discussion. A majority vote of the Board will determine whether to approve a contested applicant for membership or listserv privileges. Any adverse action against a current member must be approved by a two-thirds vote of the Board.

(D) The Membership Committee may meet in person, via telephone conference or electronically to review and discuss an applicant's qualifications for membership or listserv eligibility when requested by the chair after the comment period if there two or more members who oppose the applicant.

ARTICLE VIII. RESERVATION OF POWERS TO MEMBERSHIP

Before Florida NELA can take any action, adopt any practice, or make any policy that is either arguably political or legislative in nature or that could potentially jeopardize the organization's intent to operate within the laws for tax exempt status under the Federal Tax Code, such action must be first approved by the membership according to the rules and procedures of a By Laws amendment. Any such proposed act, policy or practice must be published to the members with a description of the proposed act, policy or practice and a statement accepted by the Executive Board by majority vote as to the impact such act, policy or practice will have on the tax exempt status and financial position of the organization and what other resources are expected to be used to accomplish such act, practice or policy. The only exception to this requirement is Florida NELA making an affirmative statement regarding a matter of public importance regarding a legislative matter directly affecting employment rights. Such exempt statements require a properly made motion by an Executive Board member and a 2/3 majority vote of the Executive Board after a quorum is established and after at least a 72 hour period of debate.

ARTICLE IX. AMENDMENT

(A) These By Laws may be amended by a 2/3 majority vote of the membership present at a duly noticed membership meeting. Notice of a membership meeting must be mailed to

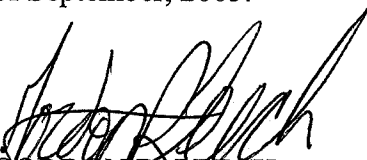
members at least 30 days before the membership meeting. The actual text of the proposed amendment must also be mailed to the members at least 30 days before the meeting. Before a By Laws Amendment shall be mailed to the members, the sponsor of the amendment must present to the President proof that 15 members support the amendment as proposed. The President may conduct a reasonable inquiry with the supporters to determine whether the proof is as stated. Upon satisfactory proof of support, the President shall cause the proposed amendment to be mailed to the members as required before a vote is held. If publishing the proposed amendment causes any expense that the President determines is more than negligible, the President may require the sponsor of the amendment to pay the costs before the amendment is published.

(B) Proposed Amendments to the By Laws, properly before the membership for vote, shall be voted upon line item by line item.

ARTICLE X. MAILING & NOTICE

Where mailing or notice is required or permitted by these By Laws, electronic mail, first-class mail or bulk mailing satisfies the mailing or notice requirements herein. Posting on the website also satisfies any notice requirement if a mailing, postal or electronic, is made informing the recipients that the information is posted on the website. Use of the "All Members" group email address for the membership is restricted and requires the approval of the President or a majority of the Board before sending such messages. Messages regarding seminars and general information about the organization's activities sent by an officer does not require approval by the President or the Board before being sent.

ADOPTED by a majority vote of dues paid members at the membership meeting held the 3rd day of September, 2005.



GORDON R. LEECH
President 2004-2005
Florida NELA