

VIRGIL HAWKINS



FLORIDA CHAPTER
National Bar Association



"Transforming a Rich Legacy Into a Living Legacy"

BYLAWS

Adopted June 5, 2026

BY-LAWS

VIRGIL HAWKINS FLORIDA CHAPTER NATIONAL BAR ASSOCIATION

Mission Statement

The mission of the Virgil Hawkins Florida Chapter National Bar Association (hereinafter referred to as the "Association") is ensuring access to the justice system; increasing economic parity for the less fortunate and disadvantaged of our society; and educating the community, particularly the Black community, on the need for empowerment and self-determination. In so doing, regardless of race, sex, or creed, the objective of the Association is to promote the administration of justice, preserve the independence of the judiciary, uphold the honor and integrity of the legal profession, encourage economic empowerment for all American citizens, protect the civil and political rights of the citizens of the United States of America as guaranteed by the Constitutions of the United States and the State of Florida, and promote legislation and initiatives to further this mission.

CHAPTER I

Meetings

Section I. There shall be four (4) general membership business meetings held quarterly ("Quarterly Meetings") during the Association's fiscal year.

Section II. Committee meetings, including meetings of the Board of Directors, Standing Committees, or Ad Hoc Committees, as referenced herein, shall be scheduled as needed by the President or the committee Chairperson.

Section III. All meetings shall be conducted in accordance with Robert's Rules of

Order, as revised, except as otherwise provided in the Bylaws.

Section IV. Quorum is defined as a simple majority of the members in good standing in attendance at the meeting.

CHAPTER II

Officers and Board of Directors' Composition

Section I. Officers - The Immediate Past President serves in an ex- officio capacity. The officers of the Association shall serve a term of one (1) year and shall consist of the following positions:

- A. President
- B. President-Elect
- C. Vice-President
- D. Secretary
- E. Treasurer
- F. Law Student Liaison

Section II. Board of Directors. - The Board of Directors is the leadership committee of the Association, responsible for monitoring and overseeing those matters regarding the general governance of the Association. Voting members of the Board of Directors consist of the officers, the district representatives, and the Immediate Past President of the Association. The President shall also appoint to the Board of Directors a General Counsel, a Parliamentarian, and any additional individuals that he or she deems appropriate for his or her administration. The General Counsel, Parliamentarian, and any person appointed by the President to the Board of Directors do not have voting privileges, except for a person who is appointed to fill a vacancy of a formerly elected officer or district representative of the Association.

- A. As used in this section, the term "member" means a member of the Board

of Directors.

B. A majority of the voting members constitutes a quorum. A smaller number of members may adjourn a meeting that was not attended by a quorum and schedule a future meeting with notice to all members.

C. The Secretary shall make available to any member of the Association upon request the minutes of a meeting of the Board of Directors.

D. Attendance requirements

1. A member must attend all noticed meetings. A member who has accumulated three (3) unexcused absences from meetings of the Board of Directors within the current fiscal year is subject to potential removal from the Board of Directors.
2. An unexcused absence is defined as any absence for which the member has not provided prior notice to the President or Secretary and has not received confirmation that the absence will be excused.

E. Notice of potential removal

1. After a member's second unexcused absence, the Secretary shall issue a written warning to that member and advise him or her that one more unexcused absence may trigger removal proceedings from the Board of Directors.
2. After the third unexcused absence, the President shall notify the member in writing that she or he is at risk of removal. The notice shall state that a vote of the remaining members will be held to determine whether the member is removed from the Board of Directors for non-attendance.

F. Lapsed membership.—If a member's membership in the Association lapses due to nonpayment of dues, the Secretary shall notify the member in writing. The member shall have ten (10) days after the date of the notice to pay their membership dues for the current fiscal year. If the member's dues remain unpaid after the ten days, the Board of Directors may vote to remove the member

by a majority vote of members present.

G. Right to be heard.—Before the Board of Directors votes to remove a member, the member shall be given the opportunity to submit a written explanation or speak before the Board of Directors at the next meeting of the Board of Directors or a special meeting called for that purpose.

H. Vote for removal.—A member may be removed by the affirmative vote of two-thirds (2/3) of the remaining members of the Board of Directors, not including the member at issue.

Section III. Vacancies - Upon the death or resignation of the President, the President-Elect shall immediately assume the office of President for the remainder of the fiscal year. The President-Elect shall continue in the office of President during the normal procession of the next administration. The death or vacancy of the office of the President-Elect during any administration shall only be filled by a majority vote of the members in good standing at the next Quarterly Meeting of the Association or at the earliest possible time as determined by the President. Except for the office of President-Elect, vacancies in other offices of the Association or in the membership of the Executive Committee shall be filled by appointment by the President.

CHAPTER III

Duties of Officers

Section I. Each officer of the Association is required to fulfill the duties of his or her office. The duties of the officers consist of the following:

A. The President is the Chief Executive Officer of the Association and shall preside over the meetings of the Association. The President, personally or by designee, shall ensure that the mailing address, contact information, website, and information on all applicable stationery regarding the Association are updated, and shall notify the

membership of these updates, within forty-five (45) days after the new administration takes the oath of office. The President shall also:

1. Serve as the chairperson of the Board of Directors;
2. Select the chairperson of certain standing committees identified herein of the Association, except the Elections Committee;
3. Make any other appointments or establish any other committees for the good of the Association;
4. Report to the general membership at the Quarterly Meetings immediately following the Board of Directors' meeting(s) all official actions and recommendations made by the Board of Directors; and
5. Serve as the official custodian of the bylaws during his or her administration.
6. Be an ex officio member of all committees, except the Elections Committee.

B. **The President-Elect** shall perform the duties of the President in the absence or inability of the President to act. The President-Elect shall also:

1. Perform such other duties as may be delegated by the President or by the Board of Directors;
2. Immediately succeed to the office of President after the election meeting held one year following his or her election as President- Elect; and
3. Chair the Long-Range Planning Committee.

C. **The Vice-President** shall coordinate the Quarterly Meetings under the direction of the President and shall perform such other duties as delegated by the President.

D. **The Secretary** shall have charge of all records of the Association, except the financial records and by-laws, and keep complete minutes of all official business meetings, including Quarterly Meetings and Board of Directors meetings. In the event of his or her absence from any meetings, the President shall designate a Secretary Pro Tempore in his or her place who shall have all the duties and powers of the Secretary at

such meetings. The Secretary shall also:

1. Serve as custodian of the records and files of the Association. The Secretary may not exhibit the records and files to any person who is not a member of the Association unless so authorized by the Board of Directors ;
2. Maintain an archived copy of the minutes, as made available by previous administrations, via hard copy or digital maintenance; and
3. Update the archived minutes, at the end of his or her term, with a copy of the official minutes from his or her administration upon transfer of records to the newly-elected Secretary of the incoming administration.

E. **The Treasurer** shall have charge of the financial records of the Association, subject to the control of the Board of Directors. The Treasurer shall also:

1. Collect and deposit all money due the Association, including the payment of annual membership dues, and shall report to the Board of Directors the names of all members who have paid dues and are in good standing;
2. Maintain an updated list of all members in good standing and provide a copy of said list to the President prior to each Quarterly Meeting or as otherwise requested by the President. Any check that exceeds \$500.00 drawn upon bank accounts of the Association must be signed by at least two members of the Board of Directors , including the Treasurer, and such other officers of the Association as the Board of Directors may determine;
3. Submit a written report to the members of the Association during each Quarterly Meeting of the Association which indicates the current financial activity and condition of the Association;
4. Provide to the newly-elected treasurer, within thirty (30) days after the close of each membership year, a written report that indicates the financial condition of the Association at the end of the preceding membership year, which reflects assets and expenditures during such year. The outgoing treasurer shall

copy the incoming and outgoing President on this report;

5. Timely file the Annual Corporate Report, the applicable IRS annual tax returns, tax exemption reports and renewals, periodic solicitation reports and renewals, and any other reports or renewals related to the state of the Association's treasury and finances; and

6. Chair the Finance Committee.

F. The Law Student Liaison shall establish an affirmative program to maintain contact with law students enrolled in Florida law schools. The Law Student Liaison shall also:

1. Maintain and keep an active roster of the Association's law student membership, develop a plan to expand that membership, and notify students of all meetings and activities of the Association;

2. Maintain an active roster of executive board contact information for the Black Law Student Associations at all Florida law schools, and notify those organizations of all meetings and activities of the Association;

3. Provide guidance and assistance to students in preparing for and taking the Bar Examination, and share information with the students and the Association regarding issues related to Bar Examination performance, success, and related character and fitness issues;

4. Include law student-related issues on the agenda of meetings held by the Association, in conjunction with the president, when deemed appropriate by said officer and the President; and

5. Chair the Law Students and Bar Admissions Committee.

CHAPTER IV

DISTRICT REPRESENTATIVES

Section I. District representatives. ==To ensure equitable and statewide representation

in the Association, the state of Florida shall be divided into three (3) geographical districts for the purpose of electing district representatives to the Association's Board of Directors. One (1) district representative shall be elected from each region to serve one (1) fiscal year. A district representative must be a member in good standing.

Section II. Residence. The principal office address of a district representative, as registered with The Florida Bar at the time of nomination, shall determine the region from which the district representative may be elected.

Section III. Duties.—Each district representative shall serve as the primary liaison between the Association and members within their designated geographic district. They shall:

- A. Represent the interests and concerns of members and Affiliates in their district to the Board of Directors;
- B. Promote membership growth and engagement within their district;
- C. Assist in coordinating district events, programs, and outreach initiatives; and
- D. Communicate information from the Board of Directors to members in their district.

Section IV. Geographical districts.—The geographical districts shall correspond with the federal judicial districts in Florida: (1) northern district; (2) middle district; and (3) southern district.

Bylaws Committee Note: Immediately following the ratification of these proposed revisions of the bylaws, the district representatives shall be appointed by the President, with the approval of the Board of Directors, to serve the remainder of that President's term. This note expires July 1, 2026.

CHAPTER V

Elections

Section I. Eligibility.—In order to be nominated for office or to run for office, a person must be at the time of the end of the nomination period:

- A. A member in good standing;
- B. A licensed attorney in good standing with The Florida Bar; and
- C. A domiciled resident in the state of Florida.

Section II. Elections.— The membership shall elect the officers by vote by ballot, except for the office of President. The person that holds the office of President-Elect shall assume the office of the President the year immediately following his or her election.

Section III. Voting Period and Notice.—Elections shall be duly noticed and may occur at the meeting of the Association held during the last quarter of each fiscal year or electronically in a manner that is reasonably accessible to the membership.

Section IV. Election Procedures.—The Elections Committee shall issue a call for nominations by March 15. The Elections Committee shall vet nominees for eligibility and publish the list of eligible candidates to the membership by April 1. In the event that nominees for office are uncontested by the end of the nomination period, they shall be deemed elected by acclamation. In the event of a contested election, winners shall be determined by majority vote of the members in good standing who are present. Each member in good standing shall vote by ballot. Voting is restricted to one vote per member in good standing, and proxy voting is not allowed. Nominations from the floor are not allowed. The Elections Committee shall certify and announce the results to the membership within two (2) business days following the close of voting.

CHAPTER VI

Membership Composition

Section I. Membership in the Association is open to any individual who shares

the mission of the Association. Additionally, as provided for herein, attorney status membership is open to any lawyer who is a member in good standing with The Florida Bar or a bar of any state or territory of the United States or District of Columbia and who has paid his or her membership dues for the current fiscal year. Membership does not constitute interest in any property of the Association. Censure, termination, suspension, and reinstatement of membership may occur by:

- A. **Default** – Membership in the Association shall be suspended for members who fail to pay dues as set forth herein.
- B. **Resignation** – A member may resign at any time from the Association by submitting a letter of resignation to the President.
- C. **Disbarment** – A member who has attorney status, who has been disbarred, and who is permanently banned from the practice of law shall become eligible for Non-Attorney membership unless otherwise restricted from membership.
- D. **For Cause Censure, Suspension, or Termination** – For good cause, any member may be censured or suspended or terminated from membership upon vote of the Board of Directors , except that no such vote is required if the member fails to pay dues. Except for the nonpayment of dues, a vote for censure, suspension, or removal for cause shall occur only after the member complained or has been advised of a complaint in writing and has been given reasonable opportunity not to exceed ninety (90) days to reply. A member who is suspended, terminated, or censured may appeal the decision at any properly-noticed Quarterly Meeting of the Association, if the written notice of the appeal is properly received by the President of the Association at least ten (10) days prior to the meeting.
- E. **Reinstatement**- A person whose membership defaulted due to nonpayment of dues is automatically reinstated upon payment of applicable

membership dues. A person whose membership has been otherwise reclassified may be reinstated after the Board of Directors receives and approves the following: (1) a new membership application, (2) payment of the applicable membership dues, and (3) demonstration in writing that condition(s) prompting the termination or suspension no longer exist(s). The Association, during a regularly scheduled meeting or by operation of delegated authority to the Board of Directors , shall vote to reinstate the applicant within thirty (30) days after receipt of the foregoing terms.

Section II. The Association reserves the right to refuse or terminate membership of any individual who conducts himself or herself in a manner contradictory to the mission of the Association.

Section III. Membership in the Association, as of July 1 of the fiscal year, shall consist of the following classes:

- A. **Life Member** – A member in good standing for the duration of his or her life or the life of the Association. Membership is not transferable and ends respectively with the death of the member or cessation of the Association, whichever occurs first.
- B. **Judiciary Member** – A member in good standing who is also a current or former member of the judiciary.
- C. **Non-Government Attorney (NGA) Member of Less than Five Years** – A member in good standing who is employed by a non-governmental agency and who is a licensed attorney for less than five years.
- D. **Non-Government Attorney (NGA) Member Five Years and Greater** - A member in good standing who is employed by a non-governmental agency and who is a licensed attorney for five years or more.
- E. **Government Attorney Member** – A member in good standing who is

employed by an unincorporated, local, municipal, state, or federal governmental agency.

F. **Non-Attorney Membership** – A member in good standing who is not licensed to practice law in the United States of America.

G. **Law Student Membership** – A person who is currently enrolled in law school in Florida and who has submitted a membership application. Such person is not required to pay membership dues while he or she is enrolled in law school. Post law school and juris doctorate studies (i.e., LLM programs) do not apply to this class of membership.

Section IV. The Board of Directors shall first recommend to the general body, subject to majority vote of the body, any changes to the established classes of membership.

CHAPTER VII

Membership Dues

Section I. The membership dues each year shall coincide with the fiscal year for each administration: July 1 through June 30. Membership dues are due on July 1 of each fiscal year and are accepted throughout the fiscal year and will not be prorated. Membership dues are not refundable.

Section II. A member in good standing is a member who pays membership dues for the current fiscal year and is, accordingly, financial.

Section III. Membership dues shall be proposed by the Board of Directors each fiscal year at the time the annual budget is prepared. Any increase or decrease in dues for any class of membership must be approved by a majority of the members in good standing present and voting at a duly noticed quarterly meeting.

Section IV. Discounts – All discount eligibility must be shown at the time of payment of the Association's annual membership dues and no later than August 1 of

the current fiscal year. Each member is limited to the benefit of one discount. Applicable discounts shall apply as follows:

- A. One affiliate chapter membership discount is authorized per member. A member who provides proof of paid membership in any affiliate chapter of the Association for the current fiscal year is eligible for a \$10 discount off the annual Association membership dues for the same fiscal period; or
- B. One National Bar Association ("NBA") membership discount is authorized per member. A member who provides proof of paid membership in the NBA for the current fiscal year is eligible for a \$10 discount off the annual Association membership dues for the same fiscal period.

Section V. Life Membership dues are a one-time payment due on July 1 of the new fiscal year. Life Membership dues are not eligible for installment payment plans and are not eligible for any other discounts. A life member is subject to the same conditions of any class of membership, including membership termination for cause.

CHAPTER VIII

Standing Committees

Section I. The Standing Committees of the Association shall consist of the following committees:

- A. Elections Committee

The Board of Directors, except for the President, shall elect the members of the Elections Committee who shall consist of a Chairperson and two additional Members who are in good standing with the Association.

- B. Long-Range Planning Committee Chaired by the President- Elect
- C. Finance
Chaired by the Treasurer

- D. Law Students and Bar Admissions
Chaired by the Law Student Liaison
- E. Continuing Legal Education
Chairperson Appointed by the President
- F. Recognition and Necrology
Chairperson Appointed by the President
- G. Newsletter and Directory
Chairperson Appointed by the President
- H. Judicial Selection
Chairperson Appointed by the President
- I. Issues and Resolutions
Chairperson Appointed by the President
- J. Ethics and Professional Responsibility Chair Appointed by the President

Section II. Unless otherwise designated herein, the President shall appoint the Chairperson for each standing committee as referenced in this chapter, except the Elections Committee, before the first quarterly meeting of the Association. The Chairperson of each committee shall appoint the members thereof, except the Elections Committee, and shall fill all vacancies occurring in said committees. The members of each committee shall serve until the last day of the fiscal year or until their successors are appointed or elected.

Section III. The standing committees are subject to the direction of the President primarily and the Board of Directors secondarily, and each committee shall file an annual report with the Board of Directors at or before the fourth quarterly meeting of the Association. The President may remove a committee chairperson or member due to the chairperson's or member's failure to perform his or her duties in office, including failure to attend two consecutive Quarterly Meetings. This section does not apply to the

Elections Committee.

Section IV. Subject to majority vote of the members in good standing, the Board of Directors may create as needed during its current administration ad hoc committees.

CHAPTER IX

Affiliate Chapters

Section I. The Association recognizes the following organizations as affiliate chapters (listed in alphabetical order):

- A. Bernice Gaines Dorn Black Women Lawyers Association
- B. Black Women Lawyers Association of Central Florida, Inc.
- C. The Caribbean Bar Association, Inc. (Miami)
- B. Charles B. Morton, Jr. South Florida Chapter of the National Black Prosecutors Association
- C. Daniel Webster Perkins Bar Association, Inc. (Jacksonville)
- D. F. Malcolm Cunningham, Sr. Bar Association, Inc. (West Palm Beach)
- E. Fred G. Minnis, Sr. Bar Association (Pinellas County)
- F. George Edgecomb Bar Association, Inc. (Tampa)
- G. Gwen S. Cherry Black Women Lawyers Association, Inc. (Miami)
- H. Haitian Lawyers Association, Inc. (Miami)
- I. Isaac Anderson Jr. Bar Association
- J. Joseph Hatchett Bar Association, Inc. (Daytona Beach)
- K. Josiah T. Walls Bar Association, Inc. (Gainesville)
- L. Latimer-Hawkins Florida Chapter National Bar Association Judicial Council, Inc. (Ormond Beach)
- M. Paul C. Perkins Bar Association, Inc. (Orlando)
- N. Sheree Davis Cunningham Black Women Lawyers Association (Palm

Beach County)

- O. The T. J. Reddick Bar Association, Inc. (Fort Lauderdale)
- P. Tallahassee Barristers Association, Inc. (Tallahassee)
- Q. Treasure Coast Bar Association (St. Lucie)
- R. Wilkie D. Ferguson, Jr. Bar Association, Inc. (Miami)

Section II. The Association, by resolution and majority vote of members in good standing, shall grant affiliate chapter membership status to other organizations and, by majority vote of members in good standing, remove affiliate chapter membership status to established affiliates. Henceforth, the dates of approval and removal of affiliate chapters shall be reflected in the minutes of the meeting during which the vote occurred.

CHAPTER X

Amendment to the Bylaws

The Association may, at any quarterly meeting, by two-thirds (2/3) vote of members in good standing present at the meeting, amend or repeal its bylaws only if the President (or the Board of Directors) notifies the general body at least 15 calendar days before the quarterly meeting regarding the text of the amendment or the proposal for repeal. An amendment to the bylaws shall become effective immediately after it passes.

Revised/ Reviewed: June 2026

Effective: June 5, 2026