BYLAWS OF THE HEALTH LAW SECTION OF THE FLORIDA BAR

ARTICLE I
NAME

Section 1. Name. The name of this section of The Florida Bar is the "Health Law Section" (the "section").

Section 2. Logo/Tag Line. The section will adopt a logo and a tag line, by determination of the executive council.

ARTICLE II
PURPOSES

Section 1. Purposes. The purposes of the section are to provide:

(a) An organization within The Florida Bar (the "bar") open to members in good standing who have an interest in health law;

(b) An organization within The Florida Bar open, on a limited basis, to individuals practicing a profession related to health care who have an interest in health law; and

(c) A forum for communication and education leading to the improvement and development of the field of health law, and to serve the public generally, as well as the bar, in interpreting and carrying out the professional needs and objectives in this area of law.

Section 2. Mission Statement. The mission of the Health Law Section of The Florida Bar is to serve as a forum for members to interact and develop expertise in health law and to provide education and resources emphasizing health law issues in Florida.

ARTICLE III
MEMBERSHIP

Section 1. Eligibility. Any member of the bar, in good standing and interested in the purposes of this section, is eligible for section membership upon application and payment of the section's annual dues. Any member who ceases to be a member in good standing of the bar may no longer be a member of the section, unless they qualify as an affiliate member as set forth in Section 3.4.

Section 2. Administrative Year. The section's administrative year will run concurrently with the fiscal year of the bar (currently July 1st through June 30th).

Section 3. Annual Dues. The annual dues of the section will be determined by the executive council and approved by the Board of Governors of The Florida Bar. After an applicant has become a member, dues will be payable in advance of each membership year and will be billed by the bar at the time that regular dues of the bar are billed. Any member whose dues are in arrears for a period of 3 calendar months after the first calendar month of any membership year will not be afforded member rights or privileges for such time that the member's dues remain in arrears.

Section 4. Affiliate Membership. The executive council may enroll, upon request and upon payment of the prescribed dues, as affiliate members of the section, other persons who can show a dual capacity of interest in and contribution to the section's activities as defined herein below. The purpose of affiliate membership is to foster the development and communication of multi-disciplinary information utilized in health law, but not to encourage the unlicensed practice of law. The number of affiliate members will not exceed one-third of the section membership. An affiliate member is a member of this section only.

(a) "Affiliate" or " Affiliate Member" means any person who practices a profession dealing with health care including but not limited to physicians, nurses, administrators, allied health practitioners, risk managers, students of any of the foregoing professions, accountants, students currently enrolled in an accredited school of law, law school graduates, in-house corporate counsel not admitted to The Florida Bar, paralegals, legal administrators or other persons who hold positions directly related to the health care industry and its involvement in health law.

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

(c) Affiliate members will pay dues determined as set forth in these bylaws.

(d) The section will reimburse the bar for expenses incurred by the bar in administering this section's affiliate membership.

ARTICLE IV
EXECUTIVE COUNCIL

Section 1. Governing Body. There will be an executive council, which shall be the governing body of this section. The executive council will have general supervision and control of the affairs of the section, subject to the provisions of the Rules Regulating The Florida Bar and the bylaws of the section, and will serve as the long range planning committee of the section. It will, pursuant to this right, authorize all commitments or contracts that entail the payment of money and authorize the expenditure of all section funds. It will not, however, authorize commitments, contracts or expenditures involving amounts of money in excess of the total amount that is anticipated as receipts from dues during the fiscal year plus the amount that has been previously collected from dues and remains unexpended. The executive council will be vested with power and authority to

formulate, fix, determine and adopt matters of policy concerning the affairs and purposes of the section.

Section 2. Section Recommendations. All recommendations of the section must be approved by the executive council prior to presentation to the Board of Governors of The Florida Bar. All recommendations must be approved by the board of governors.

Section 3. Membership. The executive council will be comprised of 18 elected members of the section in addition to the chair, chair-elect, immediate past chair, secretary and treasurer (collectively, the "ex-officio members") of the section. Such ex-officio members will be voting members of the executive council. In the event any ex-officio member is concurrently an elected member of the executive council, said ex-officio member will neither be required to relinquish the member's elected seat nor be counted twice as a member of the executive council. All former chairs of the executive council will be considered non-voting ex-officio members of the executive council for 4 years after their term of office as immediate past chair expires.

Section 4. Term of Office. All elected members of the executive council will serve for a term of 3 years, the terms being staggered such that approximately 1/3 of the elected membership of the executive council is elected each year. The terms commence at the conclusion of the annual meeting of the section at which the member is elected and will end at the conclusion of the annual meeting of the section 3 years thereafter. No elected member will serve more than two consecutive full terms on the executive council without an intervening three year period before being eligible for re-election. This provision will not preclude any member who has served two full terms from being elected as an officer in accordance with Article IV, Section 3 and Article V, nor will preclude any member who is appointed to fill a vacancy in accordance with Article IV, Section 7 from being eligible for being elected to two full terms of his/her own accord.

Section 5. Election. The nomination and election of members of the executive council will occur at the time of the annual meeting of the section, as more fully set forth in Article VII.

Section 6. Meetings. The executive council will conduct its business at regular and special meetings as provided for in Article VI; The business of the executive council between regular or special meetings may be conducted by correspondence, telephone, facsimile, or other electronic means as authorized by the chair. In the absence of action by the executive council, the executive committee as defined in Article IX, Section 1(a), will be responsible for the daily operations of the section. All action taken by the executive committee will be subject to ratification by the executive council at its next regular or special meeting.

Section 7. Vacancy. If an elected member of the executive council permanently vacates a seat on the council, the council will vote and appoint someone to the vacant seat at the next scheduled meeting. The member appointed will serve the balance of the term for the vacated seat.

Section 8. Meeting Absences. In the event any elected member of the executive council is absent from 2 or more meetings during the section's administrative year without being

excused by the chair, such member's office may be declared vacant by the executive council and such vacancy will be filled as provided in section 7 of this article.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of this section will be a chair, a chair-elect, a secretary and a treasurer.

Section 2. Duties of Officers. The duties of the officers will be as follows:

(a) Chair. The chair will preside at all meetings of the section, the executive council and the executive committee. The chair will appoint all committee chairs with approval by the executive council. The chair will prepare all reports submitted to The Florida Bar and will perform such other duties as customary to the office of the chair. The chair will be a voting ex-officio member of each committee of the section.

(b) Chair-elect. The chair-elect will serve as chair in the event of the death, resignation, or permanent inability of the chair to serve. If the chair is unable to serve on a temporary basis, the chair-elect will serve as acting chair during the chair's absence. The chair-elect will be responsible for the public relations activities of the section, including liaison with the public relations committee of the bar, and for such duties as the chair may designate. The chair-elect will be a voting ex-officio member of each committee of the section.

(c) Secretary. The secretary will be responsible for all permanent files and records of the section, including the minutes of the section, of the executive council, and of all committees. The secretary will furnish copies of said minutes to the executive director of The Florida Bar and to the section administrator.

(d) Treasurer. The treasurer will have the responsibility of accounting for all funds of the section, will approve all disbursements, and will prepare annual financial statements under the supervision of the executive council.

Section 3. Term of Office. The term of office for each officer will be for 1 year, commencing at the conclusion of the annual meeting of the section at which the officer was elected, and concluding at the end of the next succeeding annual meeting, except that the chair-elect will then automatically ascend to the office of the chair.

Section 4. Election. The nomination and election of officers will occur at the time of the annual meeting of the section, as explained in Article VII.

Section 5. Vacancy. Any permanent vacancy in the office of the secretary or treasurer will be filled for the balance of the term by the executive council at its next regular or special meeting. Any permanent vacancy in the office of chair-elect will not be filled and will remain vacant until the next annual meeting at which officers are elected.

ARTICLE VI
MEETINGS

Section 1. Section Meetings.

(a) Annual Meeting. The annual meeting of the section will be at the time of and in conjunction with the annual meeting of The Florida Bar.

(b) Special Meetings. Special meetings of the entire section membership may be called by the executive council, provided not less than 30 days prior written notice thereof will be given to each member of the section as to the time, date, location and purpose of the meeting, with notice being deemed to have been given on the day mailed or on the date of publication in The Florida Bar News.

(c) Quorum. The members of the section, other than affiliate members, attending any regular or special meeting of the section, will constitute a quorum for the transaction of business at said meeting and a majority vote of those present will be deemed the action of the section.

Section 2. Executive Council Meetings.

(a) Regular Meetings. There will be not less than 3 regular meetings of the executive council annually, 1 of which will be held in conjunction with the annual meeting of the section at the annual meeting of The Florida Bar. The date and location of all other regular meetings will be determined by the chair of the section in conjunction with the executive council and The Florida Bar section administrator.

(b) Special Meetings. Special meetings of the executive council may be called by the chair of the section, and will be scheduled when requested by a majority of the membership of the executive council, upon giving not less than 3 days' prior written notice to the executive council membership to said effect, with notice being deemed to have been given on the day mailed or sent by facsimile transmission.

(c) Quorum. A majority of the executive council membership will constitute a quorum, and the majority vote of those so attending will be binding and be deemed the action of the executive council, except as set forth in Article VIII, Section 3 hereinbelow, as regards the section's adoption of a legislative policy which greater quorum will be required. All attendance will be in person, and there will be no telephonic attendance.

(d) Manner of Action. In lieu of an in-person meeting, the executive council may act or transact authorized business at a duly called regular or special meeting by either written, email or facsimile approval of a majority of the executive council membership; or by telephonic or other verbal communication and approval by a majority of the executive council membership, which approval is subsequently confirmed in writing.

Section 3. Agendas.

(a) Regular Meetings. At all regular meetings of the section and the executive council, the chair will prepare and distribute an agenda as to the conduct of the meeting. The section and the executive council will consider, respectively, all such matters that may properly be brought before it, time permitting.

(b) Special Meetings. At all special meetings of the section and the executive council, the call of the meeting will prescribe the purpose and nature of the business to be transacted at the special meeting, and no business will be conducted at a special meeting of either the section or the executive council other than as is designated in the call or notice of the respective meeting.

ARTICLE VII
NOMINATION AND ELECTION OF OFFICERS AND EXECUTIVE COUNCIL MEMBERS

Section 1. Nominations. At least 90 days prior to the date of the annual meeting of the section, the nominating committee, comprised as set forth in these bylaws, will submit its nominations to the chair. The slate must be 1 name for each office available for the following offices:

(a) chair, if the office of chair-elect is vacant;

(b) chair-elect;

(c) secretary; and

(d) treasurer.

(e) The nominating committee will nominate sufficient candidates to fill the number of seats on the executive council that will become vacant because their terms are expiring. The nominating committee will take into consideration past participation in section activities, the geographic distribution and practice setting of the executive council membership and proposed nominees. The section's policy is to geographically balance executive council membership.

Section 2. Nominating Committee Report. The nominating committee will submit its report to the section chair to be published in the Bar News section newsletter, or in another manner to the section membership at least 60 days prior to the date of the annual meeting.

Section 3. Substituted or Additional Nominations. The nominating committee must make substituted or additional nominations within 30 days of the creation of a new office or the death, incapacity or unwillingness to serve of nominee(s). If practicable, notice of additional nominations will be published to section members before the annual meeting; otherwise additional nominations will be announced to the section at the annual meeting.

Section 4. Other Nominations. Other nominations may be made by petition signed by at least 15 voting members of the section filed with the chair, at least 30 days prior to the date

of the annual meeting. If there are any substituted or additional nominations made pursuant to Article VII, Section 3, a petition nominating a person for the position may be filed any time prior to the annual meeting. If practicable, any nominations will be announced to the section promptly on receipt; otherwise nominations will be announced to the section at the annual meeting.

Section 5. Executive Council Membership Elections.

(a) Time of Election. Election of the executive council membership will be held at the annual meeting of the section.

(b) Uncontested Election. If the number of candidates is the same or fewer than the number of vacancies, each candidate will be voted on by voice or hand vote of all section membership in attendance and eligible to vote. A candidate is elected by majority of affirmative votes of the members present and eligible to vote. Any section member may request a hand vote.

(c) Contested Election. If the number of proposed candidates exceeds the number of vacancies, the vote will be by written ballot of all section membership in attendance and eligible to vote. Candidates receiving the highest number of votes are elected.

(d) Vacancies. If an executive council seat remains vacant after elections have been completed, the executive council will vote to appoint a section member to the vacant seat at the next scheduled meeting to fill the remainder of the vacant seat term in accordance with Article VI, Section 2(c) of these bylaws.

Section 6. Officer Elections.

(a) Time of Election. The Executive Council will hold officer elections at the executive council meeting held in conjunction with the section's annual meeting.

(b) Uncontested Election. Voting will be by voice or hand vote, by a simple majority vote of those entitled to vote at the meeting. Any section member may request a hand vote at the time of the election.

(c) Contested Election. Election will be by written ballot, with the candidate receiving the highest number of votes for each office being elected. Any ballot on which more than 1 vote is cast for the same office will be void.

ARTICLE VIII
LEGISLATIVE POLICY

Section 1. General Purpose. The section is authorized to become involved in legislative (or judicial or administrative) action that is significant to the judiciary, the administration of justice, the fundamental legal rights of the public, or the interests of the section consistent with the policies outlined.

Section 2. Legislative Position. Any legislative, judicial or administrative position of the section (legislative position) is to be adopted in accordance with this article. These

positions will be clearly identified at all times before legislative bodies and members as positions of the section only, unless otherwise authorized by the Board of Governors of The Florida Bar.

Section 3. Adoption of Legislative Position. The executive council, by a 2/3 vote of the membership at a meeting at which a quorum is present, must find that the proposed legislative position is within the scope of the purposes for which positions may be taken, and must also approve the substance of the position proposed by a 2/3 vote. No legislative position may be taken which is contrary to the legislative policies of the Board of Governors of The Florida Bar. Once adopted, the section's secretary will immediately notify the executive director of The Florida Bar, in writing, of the section's adoption of the legislative position. The legislative position of the section may not be advanced until the Board of Governors of The Florida Bar, at its next regularly scheduled meeting after notification to the executive director of The Florida Bar, has reviewed the position of the section and has not disapproved same. When time constraints require prompt action, the executive committee of The Florida Bar may act in lieu of the board of governors. In an emergency, the president of The Florida Bar may act consistent with applicable bar policy. If not disapproved by The Florida Bar, a legislative position of the section will remain for the full biennial session during which the board of governors acted on the position, unless otherwise reversed or rescinded by them or by a 2/3 vote of the executive council of the section.

Section 4. Legislative Committee Authority. At any time that the executive council of the section cannot meet to adopt a legislative position prior to the time when legislative (or judicial administrative) action is requested by the section chair, the executive committee of the section has the authority to adopt a position of the section with respect to pending legislation. Any position thus taken must be reported to The Florida Bar in conjunction with its review of the section's request. Such action will also be reported to the executive council at its next scheduled meeting and may be approved or rescinded in accordance with the provisions of Section 3 of this article.

ARTICLE IX
COMMITTEES

Section 1. Standing Committees. The following will be the standing committees of the section with their attendant duties and responsibilities:

(a) Executive Committee. The executive committee will be comprised of the section chair (who will serve as chair of the executive committee), chair-elect, secretary, treasurer and immediate past chair of the section. The executive committee will be responsible for the daily operations of the section between the regular or special meetings of the executive council and will conduct its business from time to time by correspondence, meetings facsimile, telephone or other electronic means, to the extent authorized by the section chair. All actions of the executive committee taken on behalf of the executive council will be subject to ratification by the executive council at its next regular or special meeting. The executive committee will also serve as the budget committee, and will prepare proposed budgets and amendments, if any, for submission to the executive council for approval.

(1) Nominating Subcommittee. There will be 5 members of the section on the nominating subcommittee. The chair will appoint 2 members and the chair-elect will appoint 3 members. The appointments and announcement must be at least 6 months before the section's annual meeting. The announcement will include the names and mailing addresses of the nominating subcommittee members and will be published in The Florida Bar News, the section newsletter, and the section website. No more than 2 members of the executive council will serve on this subcommittee. No subcommittee members may serve more than 2 consecutive years. A member's term must have expired for at least 1 year before being eligible for reappointment. The nominating subcommittee will be responsible for submitting nominations for officers and executive council membership seats pursuant to Article VII.

(2) Bylaws Subcommittee. The bylaws subcommittee will be an ad hoc committee, appointed by the chair of the section, on an as needed basis, to review and recommend amendments to the bylaws.

(b) Communications and Technology Committee. The committee will promote communications; maximize technical assistance to members, public interest groups, and the public; create effective archival and delivery/retrieval of health case law, board and disciplinary board decisions; promote and publicize the section's activities, programs, and achievements; and inform members how to use and benefit from the section's technological offerings. The committee will consist of such subcommittees as the chair of the section will determine from time-to-time. The committee will initially include the following subcommittees, which can be expanded or reduced without the necessity of amending these bylaws;

(1) Website Subcommittee;

(2) Listserve Subcommittee;

(3) Member Update Subcommittee;

(4) Law School Outreach Subcommittee; and

(5) Social Networking Subcommittee.

(c) Education and Publication Committee. The education and publication committee will be responsible for procuring articles for publication in The Florida Bar Journal and other scholarly journals; procuring articles and new development updates for publishing and disseminating in a section newsletter and on its website; organizing, presenting and sponsoring continuing legal education programs; and communicating issues of interest in health law. The chair of the section may periodically review and determine the subcommittees of the section. The subcommittees can be expanded or reduced without the necessity of amending these bylaws. The initial subcommittees will include:

(1) CLE Subcommittee. The CLE subcommittee will be responsible for identifying, scheduling, and planning the various in-person CLE programs and

webinars or teleconference CLE programs, either sponsored by the section or co-sponsored with other bar sections.

(2) Handbook Subcommittee. The handbook subcommittee will be responsible for procuring authors, editing, and final sign-off on the section's Florida Practitioner's Health Law Handbook publication, as same will be published and revised from time-to-time as determined by the executive council.

(3) Newsletter Subcommittee. The newsletter subcommittee will be responsible for soliciting articles, soliciting case law updates, soliciting advertisements, and for the compilation and publication of the section newsletter.

(4) Journal Subcommittee. The journal subcommittee will be responsible for soliciting authors and topics, identifying copy editors, and for the sign-off, formatting and publication of the section's scholarly journal publication.

(5) Public Health Subcommittee. The public health subcommittee will be responsible for addressing matters involving public health concerns.

(d) Legislative Committee. The legislative committee will from time to time make recommendations to the executive council regarding requests for the section to adopt a legislative position, which position will be taken in accordance with the requirements adopted by the Board of Governors of The Florida Bar and in accordance with the legislative policy adopted by this section in Article VIII.

Section 2. Special Committees. The chair of the section may appoint any special committees deemed necessary with the concurrence of the executive council.

Section 3. Committee Composition. The incoming chair of each standing and special committee, except the executive committee, will be appointed by the chair of the section, upon the concurrence of the executive council, and will be a member of the executive council. The membership of each standing and special committee, except the executive committee, the nominating subcommittee and the legislative committee, will be appointed by the chair of the section. At the June annual meeting of the executive council, the chair-elect will make known his/her selection of committee chairs for the coming section year, which appointments will be approved and office taken at the conclusion of the annual meeting.

Section 4. Committee Meetings. Committee meetings may be called, as necessary, by the chair of the section or the committee chair. Committee meetings may be held in person, by telephonic conference, by facsimile or other electronic means or by unanimous written waiver and consent of the committee membership.

Section 5. Quorum. A majority of the members of any committee will constitute a quorum for the transaction of business of the committee, and the majority vote of those present will be deemed the action of the committee.

ARTICLE X
MISCELLANEOUS

Section 1. Action of The Florida Bar. No action of the section will be represented or construed as the action of the bar until the same has been approved by the Board of Governors of The Florida Bar.

Section 2. Financial Obligations. Before payment, all financial obligations must be approved in the manner specified by the executive council.

Section 3. Compensation and Expenses. No salary or other compensation will be paid to any member of the section for performance of services for the section, but the chair may authorize the payment of reasonable out-of-pocket expenses resulting from performance of such services, consistent with the section's policies.

Section 4. Amendments. These bylaws may be amended only by the Board of Governors of The Florida Bar, upon recommendation made by the executive council of the section.

Section 5. Compliance with Policies of The Florida Bar. No action of the section will be contrary to the policies of The Florida Bar as such policy is established by its board of governors.

Section 6. Effective Date. These amended bylaws were approved by the executive council on January 27, 2011, and will be effective upon approval by the Board of Governors of The Florida Bar.