

*****Signifies changes suggested
by BAIL Florida*****

BY-LAWS

ARTICLE I

Name and Location

Section 1. The name of this corporation shall be, ASSOCIATION.

Section 2. Offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II

The Purpose of Association

Section 1. To provide members a forum to speak and be heard in an open and positive manner.

Section 2. Seek direction from the general membership to direct the Board to act for the benefit of all members.

Section 3. Provide a voice for our industry with our regulators.

Section 4. To promote legislation favorable to our profession.

Section 5. To provide those in the bail industry a means of education.

ARTICLE III

Membership and Meetings

Section 1. MEMBERSHIP

- A. MEMBERS of this Association shall be restricted to those persons who are licensed by the Florida Department of Financial Services as Professional Bail Bond Agents, Limited Surety Agents, Temporary Licensed Bail Agents (for purposes of these By-Laws, will be referred to as “Bail Agent Members”); Insurance Companies and/or Managing General Agents with licensed bail agents in the State of Florida (for purposes of these By-Laws, will be referred to as “Surety Members”).
- B. ASSOCIATE MEMBERS of this Association may not be any of the above-referenced individuals but any unlicensed person or entity desirous of supporting the “ASSOCIATION”. Associate Members may not vote.

C. MEMBERS OR ASSOCIATE MEMBERS of this Association must be current in their dues. Failure to maintain current dues will result in an automatic lapse in membership. Reapplication for membership will be necessary when dues lapse.

Section 2 PROCESS FOR ADMITTANCE AND REMOVAL OF MEMBERSHIP

A. APPLICATION. An applicant for membership must submit an application, with the appropriate dues attached thereto, to the Board or other person designated by the board.

B. SUSPENSION OR TERMINATION OF MEMBERSHIP. The membership of any member who, in the judgment of the Board, engages in activities or conduct which is detrimental to the purposes of the "ASSOCIATION" or which is unethical or inimical to the best interest of the "ASSOCIATION" or which violates the Code of Ethics may be terminated by a majority vote of the Board.

Within ten (10) days, following the date on which the member was notified that his/her membership was terminated or suspended, a member may, in writing, formally request a reconsideration of the decision. This Board must hold a meeting, with a majority of the Board present, within thirty (30) days of receipt of the written request. The decision of the Board, after

considering the reconsideration reasons and evidence, shall be final.

Section 3. ANNUAL MEETING. The annual meeting of the Association shall be held at the principal office of the Association, or such other place as may be designated by the Directors, in June of each year, unless changed by the By-Laws of the Association. Election of Directors, as prescribed by these By-Laws, shall occur at Bi-Annual meetings. Notice of such meetings, location, dates and times shall be given in the Association's newsletter, electronically or by special mailing to the membership thirty (30) days prior to said meeting.

Section 4. REGULAR MEETINGS. Regular meetings of the Association shall be held at the principal office of the Association or such other place as may be designated by the Directors during the months of January and June of each year, unless changed by the By-Laws of the Association. Notice of meetings, location, dates and times shall be given in the Association's newsletter, electronically or by special mailing to the membership thirty (30) days prior to said meeting.

Section 5. SPECIAL MEETING. Special meetings of the Association may be called by resolution of the Board of Directors, or by call signed by a majority of the members of the Association, or by call of the President of the Association, for a specific purpose, and notice therefore shall be given at least ten (10) days before the time

Section 6. QUORUM. The presence of twenty (20) members or ten percent (10%) of the membership, whichever is less, shall be necessary to constitute a quorum of the members at any meeting. In case there be no quorum present on the day fixed for a meeting, the members present may adjourn the meeting from time to time until quorum is obtained, or may adjourn such meeting "sine die". At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 7. VOTING.

- A. ONLY BAIL AGENT MEMBERS whose membership dues are paid in full or the designated person of a surety member, whose membership dues are paid in full, shall be eligible to vote.
- B. AN APPLICANT for membership may submit an application and appropriate dues prior to any Board, Regular, or Special meeting for immediate voting privileges at Regular or Special meetings.
- C. EACH BAIL AGENT MEMBER shall have one (1) vote.
- D. SURETY MEMBERS shall have one (1) vote and that person designated to vote shall be noted on the membership application. Surety Member may designate on their application one alternate voter. Said designated voter shall be currently on file with

the Board prior to any voting privileges. An individual, regardless of any affiliation, can cast only one (1) vote.

E. ALL MEMBERS, in order to exercise their voting privileges, must be present to vote.

F. ASSOCIATE MEMBERS cannot vote.

G. No cumulative voting.

H. No proxy voting.

Section 8. NOMINATIONS.

A. NOMINATIONS for the position of Directors shall be made by a member of the Association. The nominee must be a current member of the Association and be present to accept the nomination. ***** Delete “be present to” *****

B. BAIL AGENT DIRECTORS must be nominated Bail Agent Member. Surety Directors must be nominated by Surety Member. *****Prefers open nominations*****

C. NOMINATIONS. Written nominations and acceptance for the Board of Directors may be submitted to the Executive Director and/or Secretary prior to the Bi-

Annual Election meeting held in June. Nominations and acceptances will be taken from the floor.

Section 9. VACANCY IN OFFICE. In the event of a death, disability, resignation or removal of one of more of the Officers or Directors, the remaining Directors, although less than a quorum, shall make appointments from the respective membership category to fill the unexpired term.

Section 10. ABSENCES. Any Officer or Board Member who fails to attend two (2) consecutive meetings of any of the Board Meetings, in any calendar year, without a written valid excuse that has been approved by the President, shall be subject to mandatory removal from the Board.

Section 11. LACK OF QUALIFIED CANDIDATE. If there is no member qualified to hold office in any one of the individual regions, the membership may elect additional Directors-At-Large to fill the vacancy.

Section 12. OFFICERS OF MEETING. For the purpose of these By-Laws, the due order of the Officers shall be as follows: President, Vice-President, Secretary, Treasurer, and Sergeant at Arms.

Section 13. DUES. Dues shall be due and payable on the member's annual renewal date.

ARTICLE IV

Directors

Section 1. NUMBER AND AUTHORITY. A Board of fifteen (15) Directors will be elected at the bi-annual election meeting. Five of these directors shall be Officers. The President shall be a bail agent member. Eight Directors shall be bail agent members. Seven Directors shall be surety members, with no more than one Director per Surety Company, these Directors shall have entire charge of the property, interest, business, and transactions of the Association with full power and authority to manage and conduct the same. Business of the Association shall be conducted with the approval of a majority of the Board, unless otherwise specified herein. *****Wants to add “no more than 2 Directors from any one surety company”*****

Section 2. ANNUAL MEETINGS. The Annual Meeting of the Board of Directors of the Association shall be held at the principal office of the Association, or such other place as may be designated by the Directors, in June of each year, unless changed by the By-Laws of the Association. Notice of such meeting's location, date and time shall be given in the Association's newsletter, electronically or by special mailing to the membership thirty (30) days prior to said meeting.

Section 3. REGULAR MEETINGS. Regular Meetings of the Board of Directors shall be held at the location of the Annual Meetings and Regular Meetings of the membership or at such other

times and places as may be designated by the Board of Directors during the months of January and June, of each year, unless changed by the By-Laws of the Association. Notice of such meeting's location, date, and time shall be given in the Association's newsletter, electronically or by special mailing to membership thirty (30) days before said meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held at the time and place upon the call of the President, either oral or written, and notice thereof shall be given at least seventy-two (72) hours before the time for holding such special meeting. Special meetings can be held by telephone conference.

Section 5. EMERGENCY MEETINGS. An Emergency Meeting may be held via telephone conferencing with four (4) hours notice. Votes may be confirmed by electronic facsimile signed by the individual Board of Director members and received by the Secretary or their designee within four hours of the telephone conference.

Section 6. OFFICERS. The Board of Directors shall be governed by the Officers as provided elsewhere in the By-Laws.

Section 7. CHAIRMAN AND SECRETARY. The Chairman of the Board of Directors shall be the elected President of the Association, and the elected Secretary shall be the Secretary of the Association.

Section 8. SALARY. Directors or Officers of the Association will receive no salary.

Section 9. QUORUM. At any meeting of the Board of Directions, a majority of eight (8) of the members of the Board shall be necessary to constitute a quorum.

Section 10. EXECUTIVE DIRECTOR (OPTIONAL)

A. EMPLOYMENT. The Executive Director is employed upon recommendation by the President, subject to approval of the Board of Directors.

B. SUPERVISION. The Executive Director is directly responsible to the President and shall report to the President and the Board of Directors.

C. REMOVAL. The Executive Director's employment shall not be terminated, their funds impounded, or their office abolished or moved except upon two-thirds (2/3) vote of the Board of Directors and in accordance with the terms of their employment contract.

D. DUTIES AND AUTHORITY. The duties and authority of the Executive Director are under the direction of the Board of Directions and according to the terms set forth in his or her employment contract.

E. SELECTION, COMPENSATION, AND TERMINATION.

The Board of Directions shall recruit, select, hire, determine the tenure and compensation and have general authority to terminate the employment of the Executive Director.

Section 11. ELECTION OF DIRECTORS. The Board of Directors shall be elected Bi-Annually. The original Board, whenever elected, shall serve until the bi-annual meeting in June 2009. Those elected in subsequent years shall serve for a term of two (2) years. Each Director shall hold office until his or her term expires and a successor has been elected. A Director may serve for more than one term if reelected. The Board shall be elected as follows: ***** Prefers open elections; general membership voting for both surety and agent directors. Nominees must be present on election day. *****

Eight (8) Bail Agent Directors shall be elected for a term of two (2) years by the Bail Agent membership. Of the eight, at least three (3) shall be designated for directors-at-large for the following regions: North, Central and South.

Seven (7) Surety Directors shall be elected for a term of two (2) years by the Surety membership.

NORTH DISTRICT

Alachua	Bradford	Columbia
Baker	Calhoun	Dixie
Bay	Clay	Duval

Escambia
Flagler
Franklin
Gadsden
Gilchrist
Gulf
Hamilton
Holmes
Jackson

Jefferson
Lafayette
Leon
Levy
Liberty
Madison
Nassau
Okaloosa
Putnam

St. Johns
Santa Rosa
Suwanee
Taylor
Union
Walton
Wakulla
Washington

CENTRAL DISTRICT

Brevard
Citrus
Hernando
Hardee
Hillsborough

Indian
River
Lake
Manatee
Marion
Orange
Osceola

Pasco
Pinellas
Polk
Sarasota
Seminole
Sumter
Volusia

SOUTH DISTRICT

Broward
Charlotte
Collier
Dade
DeSoto
Glades

Hendry
Highlands
Lee
Martin
Monroe

Okeechobee
Palm
Beach
St. Lucie

ARTICLE V

Officers and Responsibilities

- Section 1. OFFICERS DESIGNATED. The Officers of the Association shall be President, Vice-President, Secretary, Treasurer and Sergeant at Arms. There shall be no compensation of the Officers except for Association related expenses. The President must be a Bail Agent Member.
- Section 2. ELECTION OF OFFICERS. The election of Officers shall be held after the election of the Board of Directors. The Board of Directors shall elect the Officers, from among members of the Board, for a term of two (2) years; however, this does not prohibit an Officer from subsequently being reelected. ***
Prefers officers to be elected by general membership prior to election of the then remainder of the Board. ***
- Section 3. QUALIFICATIONS. Once elected, an Officer shall serve for his or her term unless such Officer has two (2) unexcused absences, in which case, the Officer will be automatically removed by operation of these By-Laws and a vacancy in office shall exist.

Section 4. REMOVAL FROM OFFICE. Any Officer may be removed from office, either with or without cause, at any time, by two-thirds (2/3) of the Board of Directors then in office.

Section 5. DUTIES OF THE PRESIDENT. The President shall preside at all meetings of the membership and shall have general charge of and control over the affairs of the Association, subject to the approval of the Board of Directors. The President may purchase for the Association any tangible asset or service having a cost not exceeding One Thousand Dollars (\$1,000.00). The President's term shall continue until a new President is elected by the Board and, therefore, it is hereby provided that the President shall convene and preside over all meetings until such election of a successor is complete.

Section 6. DUTIES OF THE VICE PRESIDENT. The Vice-President shall perform the duties of the President in the event of the President's absence or temporary disability for any cause whatsoever. He or she shall perform such additional duties as may be prescribed by the Board. He or she shall monitor national and state legislative activities that may affect the bail bond profession.

Section 7. DUTIES OF THE SECRETARY. The Secretary shall keep a record of the minutes of the proceedings of meetings of members and of Directors, and shall give notice as required in these By-Laws of all meetings. Minutes of all Board meetings will be made available to the Board within thirty (30) days. General Meeting minutes will be made available to the Board within thirty (30) days, and will require tentative approval by the

Board within forty-five (45) days for publication. All Board and Membership meeting minutes will be accepted and approved at the next scheduled meeting. The Secretary may have custody and charge of all books, papers and records of the Association except as by resolution.

Section 8. DUTIES OF THE TREASURER. The Treasurer shall keep records of all monies, credits, and property of the Association and maintain an accurate account of all monies received and discharged. The Treasurer and/or the Executive Director shall keep appropriate records of accounts and other records showing at all times the amount of the funds and other property belonging to the Association. All records shall be open at all times for inspection of the Board.

The Treasurer shall prepare and present at each regular meeting a detailed accounting of all income and expenses current through the recently ended month. The accounting shall at a minimum list, by category, all sources of income and the name and purpose of expenses. ***** Requests copies of report to be given to each member present. *****

The Treasurer and/or Executive Director shall, under the direction of the Board of Directors, disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Association. Checks may be countersigned by the President, Vice-President, or such other member of the Board as the Board of Directors shall designate in writing. All checks in excess of \$500.00 will require two (2) signatures.

The Treasurer and/or Executive Director shall, submit a proposed budget on or before the June Meeting of each year for approval by the Board of Directors.

ARTICLE VI

Miscellaneous

Section 1. FUNDS OF THE ASSOCIATION. All monies of this Association, or under its charge, deposited in any bank or other place of deposit shall be deposited to the credit of the Association in its corporate name. Checks withdrawing funds of the Association from the bank deposits shall be made by such signature as may be provided by resolution of the Board of Directors. All bonds, notes, and other evidence of indebtedness, mortgages, deeds, and contracts of this Association shall be signed in its name by the President or Vice-President and attested by the Secretary, and no such instrument shall be valid without being so signed unless otherwise stated by the Board of Directors.

Section 2. ANNUAL DUES. The amount of annual dues and benefits shall be determined by the Board of Directors for Bail Agent Members, Surety Members and Associate Members.

Section 3. AMENDMENT TO THE BY-LAWS. Any Member in good standing may propose an amendment to the By-Laws. The By-Laws may be amended, repealed, or altered in whole or in part at

any Regular, Special, or Annual Meeting of the Association if at the previous meeting, a Member gives notice of intent to amend the By-Laws by presenting a specific motion, in writing, stating the proposed change. Such amendment shall be adopted upon approval of two-thirds (2/3) of the Members present if sufficient notice was provided at the previous meeting.

Section 4. COMMITTEES. The following shall comprise the Standing Committees of the Board of Directors:

- | | |
|--|-------------|
| Education | Legislation |
| Ethics/Grievance | Newsletter |
| Liaison *** (Clerk,
Sheriff, Judiciary) *** | Membership |

Each Standing Committee shall have a minimum of three (3) members and shall consist of not less than one (1) member of the Board of Directors appointed by the President. The President will appoint the Chairman of each Committee. The Chairman will appoint members. Each Standing Committee shall report, in writing, their activities to the Board at the bi-annual meeting or when directed by the Board of Directors,

Section 5. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

Section 6. FISCAL YEAR. The fiscal year of the Association begins on the first day of June and ends on the 31st day of May of the following calendar year.

Section 7. WAIVER OF NOTICE. Whenever any notice is required to be given to any member of the Board of Directors of the Association, he or she may waive written notice. The waiver shall be in writing and signed by the person or persons waiving such notice, whether before or after the time stated in the notice. Upon electing to do this, it shall be deemed that the Director received proper notice.

Section 8. CODE OF ETHICS. The Board of Directors shall adopt a code of ethics and a procedure for handling grievances. These are binding on all members and may provide for expulsion from membership in this Association. Notice of the intent to change the code of ethics shall be published and made available to the members at least thirty (30) days prior to a Regular Meeting of the Board of Directors. The Code of Ethics is attached hereto and incorporated by reference herein.

Section 9. MISCONDUCT/DISRUPTIVE MEMBERS. Any display of misconduct, inappropriate speech or behavior by a guest or member, or a member who is in violation of The Code of Ethics, shall not be condoned or tolerated. Written complaints on misconduct may be filed with any Board Member, Officer or Committee Chair, who will bring it to either the Association President or the full board for action. The member or guest will be issued a warning to immediately desist the conduct in

question. If the behavior is so severe and/or continues to disrupt the good order, the guest or member shall be asked to be removed. Failure to comply may result in forcible expulsion by authorities from that meeting. Any case of criminal wrong doing shall be immediately reported to the proper authorities.

A member who is constantly disruptive at meetings may have his/her membership terminated if the Board deems appropriate.

If the misconduct warrants termination of membership, the procedure shall follow that in Article III, Section 2B of the By-Laws, entitled Termination of Membership.

Section 10. MEMBERSHIP LIST AND FULL TREASURER'S REPORT. It is the Association's right not to provide a membership list or a full treasurer's report to any member. Pursuant to Florida Statutes 617.1602, Corporation Not For Profit, Inspection of records by members, specifically sections (2), (3) (a), (5) and (7).

***** Prefers Section 10 to be stricken in its entirety. *****

CODE OF ETHICS

Section 1

Relations with the Client

Article 1. In justice to those who place their faith, confidence, and interests in the Bail Agent, we should endeavor constantly to be informed of current laws, proposed legislation, governmental orders or regulations, and other significant information and public policies which may affect the interests of the client.

Article 2. The Bail Agent should make a constant practice of full and complete disclosure to all parties, be they principal or indemnitor, of any and all possible liabilities, penalties, or detriments which may arise from their involvement in that particular undertaking which secures the release from custody of a person who is charged with a criminal offense.

Article 3. The Bail Agent should not, prior to forfeiture or breach, arrest or surrender any principal and thereby terminate his release from custody unless the Agent can materially show good cause for such action. Such good cause should reasonably take the form of judicial action, information concealed, or misrepresented or the renunciation of an indemnitor or the principal any of which may be considered material to the risk assumed by the Bail Agent.

Article 4. The Bail Agent, upon receipt of notice of forfeiture or breach where notice is required or personal knowledge of forfeiture or breach, should promptly and formally notify any and all indemnitors and real parties of interest of the forfeiture or breach by the principal. The Bail Agent should concisely state the liability thereby incurred or pending at that time.

Article 5. The Bail Agent should supply all indemnitors to an undertaking with a true copy of any document representing a binding legal contract to

which he or she is to be or is being committed.

Article 6. When an examination of the material factors of a potential undertaking reasonably convinces a Bail Agent that he or she will be unable to undertake that particular bail relationship, the Bail Agent should immediately inform all involved parties that he or she will not be able to secure the release of the defendant so that the defendant or his or her affiliates may promptly seek his or her release by another means.

Article 7. Every Bail Agent should comply in full with the laws and regulations governing the transaction of bail in his or her state. Such compliance must necessarily include those matters dealing with the trust and fiduciary relationship as it relates to monies and properties which may secure an undertaking. The highest moral and ethical practice should be maintained when entering into a trust or fiduciary relationship.

Section 2

Relations with the General Public

Article 8. The Bail Agent should keep themselves informed as to movements affecting the criminal justice system in his or her community, state, and the nation so that he or she may be able to constructively contribute to public thinking in matters of legislation, expenditures, public safety, and other questions dealing with the welfare of the general public. The Bail Agent shall strive to find more effective means of fighting crime.

Article 9. It is the paramount duty of the Bail Agent to protect the general

public against misrepresentations or unethical business practices in the bail industry. He or she should endeavor to eliminate in their community any practices which could be damaging to the public or to the dignity and integrity of the bail industry. The Bail Agent should assist any regulatory agency or business practices review board charged with regulating the practices of the members of the bail industry.

Article 10. The Bail Agent should not, except as provided by law, engage in activities that constitute the practice of law and should refrain from making comments and representations which may lead the public to believe that the Bail Agent is practicing law.

Section 3

Relations with the Government Sector

Article 11. The Bail Agent, with due regard for the special position of responsibility and trust that this profession places an Agent in, should assist and cooperate with the judiciary, law enforcement agencies, and public prosecutors in the orderly administration of justice, so long as such assistance or cooperation does not compromise the honesty and integrity of the Bail Agent or of the public officer.

Article 12. Unless compelled to do so by law or by court order, the Bail Agent should not divulge or disclose to any person or agency personal information regarding the principal or indemnitor of any undertaking which has not been forfeited or breached. The inherent right to privacy of the individual and the position of trust of the Bail Agent demand compliance with this concept.

Article 13. The Bail Agent should make great efforts to verify and confirm any information which he or she may give to a court, law enforcement agency, or any other public agency. Failure to do so, or an intentional misrepresentation of a fact to any one of the entities, must be construed as a breach of the fundamental relationship of trust between the Bail Agent and the Governmental sector.

Section 4

Relations with Fellow Bail Agents

Article 14. The Bail Agent shall not conspire with other Bail Agents to regulate rates or restrict trade within the Bonding Profession.

Article 15. The Bail Agent should so conduct his or her business as to avoid controversies and conflicts with his or her fellow Bail Agents and should not voluntarily disparage the business practice of a competitor or volunteer an opinion of a competitor's transaction. If his or her opinion is sought, it should be rendered with strict professional integrity and courtesy.

Article 16. The Bail Agent should seek no unfair advantage over his or her fellow Bail Agents, and should willingly share with them the lessons of his or her experience and study. The Bail Agent should also inform his or her fellow Bail Agents of established hazards involving a prospective client if such hazards exist.

Article 17. If a Bail Agent is charged with unethical business practices by

a Government regulatory agency or by a grievance committee comprised of his or her peers, the Agent should place all pertinent facts and rebuttal before the accusatory body promptly and voluntarily for investigation and judgment.

Article 18. The Bail Agent should constantly strive for the highest degree of attainable professionalism. This should be expected and demanded from all Bail Agents and by all those persons involved in the bonding industry, regardless of position.

Article 19. The Bail Agent should make extensive effort to support, contribute to, and participate in local, statewide, and national Bail Agent associations whose goals are to preserve and enhance the integrity, quality, and honor of the bonding industry.

CONCLUDING SANCTION

The Articles of the Code of Ethics are combined to guarantee high integrity and dignified professionalism from those who adhere to the principles of business and moral conduct outlined within. No inducement of profit and no instructions from clients or outside parties can ever justify departure from these principles or from the injunction of this Code of Ethics.