

Supreme Court of Florida

No. 65,954

In Re: Amendments to the
Articles of Incorporation of
the Florida Bar Foundation,
Incorporated

[January 24, 1985]

BOYD, C. J.

This proceeding is before the Court on the petition of The Florida Bar Foundation, Incorporated, seeking approval of amendments to the Foundation's Articles of Incorporation, also called its Charter. The amendment has been adopted by the Board of Directors of the Florida Bar Foundation and approved by the Board of Governors of The Florida Bar. This Court has the authority to finally approve such an amendment. See Fla. Bar Found. Charter, art. 10, paragraphs 10.2, 10.3, and 10.4; Fla. Bar Integr. Rule, art. XII.

The proposed amendment would revise article 10 of the Foundation's Charter and thereby change the procedure for amending the Charter in the future. As the procedure followed in the present case illustrates, under the current provisions of article 10 of the Charter, the Board of Directors of the Foundation may by a two-thirds vote adopt a proposed amendment to the Charter. The proposed amendment must then obtain the approval of the Board of Governors of The Florida Bar before being presented to this Court.

The amendment as proposed would allow the Board of Directors of the Foundation and the Board of Governors of the Bar to propose amendments to this Court independently of each other, provided the proposing body gives the other group notice and an opportunity for consultation. The amendment also authorizes the making of amendment proposals directly by the Foundation membership with the concurrence of fifty members and provided notice and an opportunity for consultation is given to both the Foundation directors and the Bar governors.

We hereby approve the following amendments to article 10 of the Florida Bar Foundation Charter. Additions are indicated by underscoring; deletions are indicated by struck-through type.

Article 10. Amendment

10.1 Notice of Amendments. Notice of the subject matter of a proposed amendment to these Articles shall be included in the notice of the meeting at which a proposed amendment is considered.

~~10.2-Directors-Approval.--A-resolution-adopting-a-proposed amendment-or-amendments-shall-be-approved-by-two-thirds-of-all directors.~~

~~10.3-Approval.--An-amendment-adopted-by-the-board-of directors-shall-be-presented-to-the-Board-of-Governors-of-The Florida-Bar-for-approval.~~

~~10.4-Approval.--An-amendment-adopted-by-the-board-of directors-and-approved-by-the-Board-of-Governors-of-The-Florida Bar-shall-be-presented-to-the-Supreme-Court-of-Florida-for approval-in-accordance-with-Article-XII-of-the-Integration-Rule of-The-Florida-Bar.~~

~~10.5-Filing.--An-amendment-so-adopted-and-approved-shall-be filed-with-the-Secretary-of-State-as-provided-by-law.~~

10.2 Procedure. These Articles of Incorporation may be amended in the following ways:

(a) By petition of 50 or more members of the Foundation directly to the Supreme Court of Florida, after advance notice to and opportunity for consultation with and comment by the board of directors of the Foundation and the Board of Governors of The Florida Bar, and approval by the Court.

(b) By petition of the Board of Governors of The Florida Bar directly to the Supreme Court of Florida, after advance notice to and opportunity for consultation with and comment by the board of directors of the Foundation, and approval by the Court. A resolution adopting a proposed amendment or amendments shall be approved by an absolute majority of the members of the Board of Governors of The Florida Bar.

(c) By petition of the board of directors of the Foundation directly to the Supreme Court of Florida, after advance notice to and opportunity for consultation with and comment by the Board of Governors of The Florida Bar, and approval by the Court. A resolution adopting a proposed amendment or amendments shall be

approved by an absolute majority of the directors of the Foundation.

(d) "Advance notice" means submission of the subject matter and language of the proposed amendment to the body having the right to consult and comment at least thirty days before its next regularly scheduled meeting.

10.3 Effective Date. Any amendment approved by the Supreme Court of Florida shall be effective upon filing with the Secretary of State as provided by law.

The foregoing amendments to the Florida Bar Foundation Charter are hereby approved and adopted.

It is so ordered.

ADKINS, OVERTON, ALDERMAN, McDONALD, EHRLICH and SHAW, JJ.,
Concur

NOT FINAL UNTIL TIME EXPIRES TO FILE REHEARING MOTION AND, IF FILED, DETERMINED.

Original Proceeding - The Florida Bar Foundation, Inc.

Andrew G. Pattillo, Jr., Ocala, Florida, President for The
Florida Bar Foundation, Inc.,

Petitioner