

IN THE SUPREME COURT OF FLORIDA

IN RE: AMENDMENTS TO RULES CASE NO. SC2025-
REGULATING THE FLORIDA BAR –
RULE 4-8.6

**PETITION TO AMEND THE RULES REGULATING THE FLORIDA
BAR**

The Florida Bar (the bar) petitions this Court for an order amending the Rules Regulating the Florida Bar and states:

Jurisdictional Statement

This petition has been authorized by the Board of Governors of The Florida Bar (Board of Governors) under R. Regulating Fla. Bar 1-12.1.

Discussion of Proposed Amendments

The bar proposes amendments to Rule Regulating Fla. Bar 4-8.6. This section provides information regarding development of these rules proposals as required by *In re: Guidelines for Rules Submissions*, AOSC22-78 (Fla. 2022).

The entries below provide the following information regarding each proposal: an explanation of each amendment; the reasons for each recommended change; the source of each proposal; voting records of pertinent committees and the Board of Governors. Rule 4-8.6 was subject of multiple proposed revisions that were considered at different times. Because that occurred, the

amendments are reported as separate items to better reflect the distinctive aspects of their development.

Amendments

RULES REGULATING THE FLORIDA BAR

Chapter 4 Rules of Professional Conduct

4-8 MAINTAINING THE INTEGRITY OF THE PROFESSION

RULE 4-8.6 AUTHORIZED BUSINESS ENTITIES

Explanation: Within subdivision (a), adds not-for-profit authorized business entity as defined elsewhere in the Rules Regulating The Florida Bar.

Reasons: The Supreme Court of Florida on its own motion amended Rule 4-5.4 to include non-profit 501(c)(3) corporations in *In Re: Amendments To Rule Regulating The Florida Bar 4-5.4*, 345 So.3d 848, Case No. SC2022-607, (Fla. 2022). The amendments to rule 4-8.6(a) on authorized business entities reflect that change.

Source: Bar Staff

Background Information – Member Commentary / Committee Action:

- Rules Committee approved 6-0 on a substantive and procedural basis adding a reference to the definition elsewhere in the rules on February 28, 2024.
- Program Evaluation Committee approved 16-0 on a procedural basis on March 14, 2024.
- Board of Governors first reading on March 15, 2024.
- The bar's chief financial officer agreed with de minimis fiscal impact assessment on April 23, 2024.

Board Action: Board of Governors approved on voice vote without objection on May 10, 2024.

RULE 4-8.6 AUTHORIZED BUSINESS ENTITIES

Explanation: Reorganizes subdivision (c) and adds shareholder, member, and equity owner as prohibited titles for nonlawyers in a law firm. Adds that "a nonlawyer may not direct or supervise the work of lawyers, make decisions regarding a lawyer's compensation, or perform any policy-making function that would impact the practice of law or the lawyer's independent professional judgment in an authorized business entity."

Reasons: The proposed changes are intended to clarify the application of the rule regarding what titles and functions are prohibited for nonlawyers working in a law firm. These changes are being considered in response to a recent ethics inquiry that highlighted some potential ambiguity in the existing rule.

Source: Board Review Committee on Professional Ethics

Background Information – Member Commentary / Committee

Action:

- Board Review Committee on Professional Ethics approved 7-0 on January 18, 2024.
- Program Evaluation Committee approved 16-0 on a procedural basis on March 14, 2024.
- Board Review Committee on Professional Ethics approved redraft 5-0 on April 22, 2024.
- The bar's chief financial officer agreed with de minimis fiscal impact assessment on April 25, 2024.
- Board of Governors first reading May 10, 2024.
- Rules Committee approved 7-1 on May 24, 2024.

Board Action: Board of Governors approved on voice vote without objection on January 17, 2025.

RULE 4-8.6 AUTHORIZED BUSINESS ENTITIES

Explanation: Within subdivision (c) adds "or as authorized by rule 4-5.4(f)." Within subdivision (d), adds that a lawyer "is subject to disciplinary action if that lawyer violates or sanctions the violation of the authorized business entity statutes or the Rules

Regulating The Florida Bar” while acting as a shareholder, member, officer, director, partner, proprietor, manager, agent, or employee of that authorized business entity that is engaged in the practice of law in Florida.

Reasons: Amendments in subdivision (c) address boards of directors of Legal Aid entities which are authorized by rule 4-5.4(f) as amended by the Court in case number SC2022-607 above. Subdivision (d) should be updated to reflect the addition of the non-profit authorized business entity in (a) to address what happens if the non-profit’s executive officer or director is disqualified to render legal services.

Source: Board of Governors member

Background Information – Member Commentary / Committee Action:

- Rules Committee approved 7-0 on a substantive and procedural basis on July 18, 2024.
- Board of Governors first reading on September 20, 2024.
- The bar's chief financial officer agreed with de minimis fiscal impact on November 16, 2024.
- Program Evaluation Committee approved 18-0 on a strategic basis on December 12, 2024.
- Board of Governors referred the rule back to Rules Committee for concerns regarding legal aids being required to have non-lawyers on their board to receive LSC funding on December 12, 2024.
- Rules Committee voted 8-0 to approve the addition "or as authorized by rule 4-5.4(f)" to subdivision (c) to address Legal Aid boards of directors on January 7, 2025.

Board Action: Board of Governors approved on voice vote without objection on March 28, 2025.

Official Notice of Amendments

The bar’s official notice of intent to file all the proposals in this petition was published in the July 2025 issue of the bar *News* in

accordance with R. Regulating Fla. Bar 1-12.1(g). A copy of the notice including the full text in legislative format published on the bar's website is included with this petition in Appendix C. The online notice can also be found at:

<https://www.floridabar.org/the-florida-bar-news/proposed-amendments-to-bar-rule-4-8-6-authorized-business-entities/>

Other Pending Amendments

There are no proposed amendments to these rules pending before this Court. The proposed amendments within this filing are unrelated to the petitions listed below and may be considered independently of them.

- *In re: Amendments to Rules Regulating The Florida Bar – Rules 6-3.5 and 6-3.6*, filed January 3, 2025, Case No. SC2025-0017
- *In re: Amendments to Rules Regulating The Florida Bar – Discipline Rules*, filed January 3, 2025, Case No. SC2025-0019 (Rules 3-5.2, 3-5.4, 3-7.7, 3-7.18, 14-4.1, 20-5.1, and Code for Resolving Professionalism Referrals 1.2)
- *In re: Amendments to Rules Regulating The Florida Bar – Chapter 1*, filed January 3, 2025, Case No. SC2025-0020 (Rules 1-3.6, 1-3.10, 1-3.11, and 1-7.3)

Contents of Appendices

The complete text of all proposals is included in Appendix A to this petition in legislative format (deleted language struck through, shown first, followed by new language underlined).

A separate two-column presentation follows in Appendix B, which includes extracted text of affected rules with proposed amendments in legislative format and an abbreviated recitation of the reasons for the changes.

Official notice of intent to file this petition is provided in Appendix C.

Oral Argument Not Requested

The bar does not seek oral argument regarding these amendments unless this Court orders oral argument or bar members file comments that require additional response or appearance by the bar.

Effective Date Request

The bar requests that any amendments in response to this petition be made effective no sooner than 30 days from the date of this Court's order so that the bar can educate its members regarding any amendments.

The bar requests that this Court enter an order amending the Rules Regulating the Florida Bar as requested in this petition.

Respectfully submitted,

/s/ Joshua E. Doyle

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CERTIFICATE OF SERVICE

I certify that a copy was furnished on August 6, 2025, by e-mail through the Florida Courts E-Filing Portal to:

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CERTIFICATE OF TYPE SIZE AND STYLE

I certify that this petition is typed in 14-point Bookman Old Style type.

CERTIFICATE OF READ-AGAINST

I certify that the Rules Regulating the Florida Bar set forth within this petition have been read against the most recent copy of Thomson Reuter's *Florida Rules of Court* [and the Court's order in case].

/s/ Kelly N. Smith

Kelly N. Smith
Senior Attorney, Rules Program
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