

SWRBAR By-Laws

ARTICLE I: Name

Southwest Riverside County Bar Association, a California mutual benefit non-profit corporation, (the "Association") shall operate under the name set forth in its Articles of Incorporation except that the Board of Directors may establish names for programs, activities, sections and committees.

ARTICLE II: Purpose and Geographic Area

Section 1 - Purpose: The Association is established for the specific and primary purposes of advancing the science of jurisprudence, upholding and defending the constitution of the United States and the State of California, maintaining representative government, promoting the administration of justice and the uniformity of legislation of judicial decisions, encouraging a thorough legal education for all candidates for admission to the Bar, applying the knowledge and experience of its members in the field of law to the promotion of the public good, maintaining the honor and dignity of the profession of the law, and assisting the public in obtaining proper legal services. The general purposes and powers are to do all things and perform any act and exercise any right and any power which California mutual benefit non-profit corporations now are, or may hereafter be, permitted by law to do, for the purpose of accomplishing or furthering directly or indirectly any of the specific and primary purposes set forth above. The Association is not organized for profit and no part of the net earnings will inure to the benefit of any member, private shareholder or individual.

Section 2 - Geographic Area: The Association shall primarily serve that portion of Southwest Riverside County located within the Three Lakes Judicial District.

ARTICLE III: Membership

Section 1 - Active Members: Any active member in good standing of the State Bar of California who is a resident of or practices law in the Three Lakes Judicial District of Southwest Riverside County may become an active member of this Association after being admitted to membership as provided herein. An application for active membership shall be submitted on the form provided by the Association for such purpose to the Secretary of that Association together with payment of the current annual dues. Upon receipt of that application, the Secretary shall give oral notice of the application at a regular or special meeting of the members or written notice of the application to the active members of the Association by either publishing such notice in the next regular Association bulletin or circulating a comparable notice by mail to the active membership. After notice has been given as set forth above, any active member who objects to approval of the application for membership may file written objections to approval of the application with the Association Secretary. If written objections are not received by the Secretary from two (2) or more active members within thirty (30) days after such notice, the applicant shall be deemed admitted to membership. If written objections are received from two (2) or more active members within thirty (30) days after such notice, the application shall be considered by the Board of

Directors at its next regular meeting or at a special meeting called for such purpose. After reviewing the matter and receiving such evidence as it deems appropriate, the Board of Directors may decide the issue or submit the matter to the general membership. Thereafter the Secretary shall give written notice to the applicant and to all active members of the recommendation of the Board of Directors and of the time and place of the meeting of members at which such application will be considered. At the meeting, the application and the recommendation of the Board of Directors shall be presented to the active members present and a secret ballot conducted. If a majority of the active members present and voting approve the application, the applicant shall be admitted to membership. The applicant shall have the right to be heard at the meeting at which his/her application is considered.

Section 2 - Ex-Officio Members: Persons holding, appointed, or elected to judicial office within the Three Lakes Judicial District of Southwest Riverside County, who were or are qualified for membership at the time of such election or appointment, during the time they shall hold said office, shall be ex-officio members of this Association without the payment of dues or assessments and with all the privileges of membership, except that of voting.

Section 3 - Retired Members: Any active member who has retired from the active practice of law but who continues to maintain residence in the Three Lakes Judicial District of Southwest Riverside County, may upon written request, be transferred to the status of a retired member, whereupon the member shall be entitled to all of the privileges of the membership, without dues except that of voting. At any time thereafter, upon written request, the member may be restored to active membership if otherwise qualified, upon payment of current dues.

Section 4 - Honorary Members: The Association may elect to bestow honorary membership on persons not qualified for other classes of membership, upon such terms and conditions as may be fixed at the time of such election, provided that honorary members shall have no privileges other than the right to attend meetings and social functions of the Association and to receive its publication.

Section 5 - Student Members: Any law student regularly attending a law school in the State of California who is in his/her final year of study and who is a resident of or who attends law school in the Three Lakes Judicial District of Southwest Riverside County may become a student member of this Association after being admitted pursuant to Section I hereof. Such student member shall be entitled to all of the privileges of membership, at half the regular dues, except that of voting.

Section 6 - Revocation of License: Any member whose license to practice in the State of California is revoked or suspended shall automatically cease to be a member of this Association, as shall any member who resigns from membership in this Association or from the State Bar of California, and reinstatement shall be only in the manner provided for the admission of active members.

Section 7 - Suspension and Expulsion: The Board of Directors may adopt policies and procedures for expelling, suspending and/or terminating members and the grounds for such expulsion, suspension and/or termination provided that such policies and procedures shall be effective beginning not sooner than thirty (30) days after notice of the policies and procedures has been given to all members in writing. All members shall be notified annually of the current policies and procedures for expelling, suspending and/or terminating members at any time at which such policies and procedures are in effect.

ARTICLE IV: Dues and Assessments

Section 1: The annual dues of this Association shall be set by the Board on an annual basis. The Board of Directors, may upon motion duly made and adopted, waive all or a portion of any dues called for herein. Any member who shall fail for a period of four (4) months after notice from the Treasurer to pay the annual dues or any assessments, shall be dropped from the active membership rolls. Notice of action taken shall be given in writing by the Secretary to such delinquent member. With the approval of the Board of Directors, any delinquent member so suspended maybe restored to membership upon payment of: (a) the delinquent sums and all subsequent assessments and dues which have become payable; or (b) the dues and any assessments for the current year.

Section 2: In addition to the annual dues, the members may, by majority vote, levy assessments from time to time in the event of necessity, which shall be the same for all active members.

ARTICLE V: Officers and Elections

Section 1: The officers of the Association shall be a President, President-Elect, Secretary and Treasurer.

Section 2: The President-Elect, Secretary, and Treasurer, as well as other directors, shall be elected by secret written ballot no later than November 15 of each year and shall hold office from January 1 to December 31. The President-Elect elected for the preceding year shall be declared elected as President and serve from January 1 to December 31. If, before he/she assumes the office of President, it becomes known to the Board of Directors that the President-Elect is unable or unwilling to serve, then the office of President shall be filled at the annual election or, if necessary, by a special election called by the Board of Directors.

Section 3: The Board of Directors or its designees shall serve as nominating committee of the Association. The nominating committee shall nominate one or more members of the Association for each of the offices of President-Elect, Secretary and Treasurer. Any active member of the Association shall be eligible for the offices of President-Elect, Secretary and Treasurer.

Section 4: The President shall announce, no later than the regular or special October meeting of the members, the recommendations of the nominating committee. Additional nominations for any office may be made by filing with the Secretary of the Association at anytime before October 31 a written nomination of an active member signed by five (5) members of the Association in good standing entitled to vote.

Section 5: On or before November 15, a ballot containing the names of all nominees with a blank "write-in" space for each office, shall be mailed to each member entitled to vote in such form and with such instructions as may be prescribed by the Board of Directors subject to the provisions of this Article.

Section 6: Vacancies in the office of Secretary or Treasurer shall be filled by the appointment of an active member by the President in consultation with the Board of Directors. If the vacancy occurs within two (2) months before said election, the office shall remain vacant until the next regular election. If a vacancy occurs in the office of President, the present President-Elect shall succeed to the office of President and serve as such during the unexpired term as well as for the following year.

ARTICLE VI: Duties of Officers and Board of Directors

Section 1 - The Board of Directors: The number of directors of this Association shall be nine (9). The directors shall be each of the four (4) officers of the Association and the immediate past president, along with four (4) at-large members of the Association. Subject to any other provision of these By-laws concerning the filling of a vacancy in a particular office, any vacancy in a directorship may be filled upon the election of the Board of Directors (or otherwise in accord with Section 7224 of the California Corporations Code) of an active member of the Association to serve as such director through the next December 31 or until a successor is elected and qualified, if later. Regular meetings of the Board of Directors shall be held monthly. Special meetings of the Board of Directors may be called by any of the President, President-Elect, Secretary, or two (2) directors, upon forty-eight (48) hours notice in person or by telephone, or four (4) days notice sent by first class, registered or certified mail. The Board of Directors shall manage the affairs of the Association subject to and in accordance with the Articles of Incorporation and these By-laws. It shall have the power to perform such other duties and activities as may be necessary and proper to carry out the duties and purpose of the Association. Five (5) members shall constitute a quorum of the Board of Directors.

Section 2 - President: The President shall preside at all meetings, serve on committees, and have such other powers as are usually exercised by other presiding officers, not inconsistent with these By-laws, and shall be a member of all committees.

Section 3 - President-Elect: The President-Elect, in the absence of the President, shall preside at all meetings and exercise all duties of the President, and shall perform such other duties as may be delegated by the President.

Section 4 - Secretary: The Secretary shall perform or cause to be performed all of the following: Keeping minutes and the records of the Association; giving notice of meetings and notice to members of special actions pertaining to them; keeping and distributing a current membership roll showing the name and place of residence or business of each member and his/her area of practice, and other changes in the status of memberships; making reports as required by these By-laws or the orders of the Association; conducting the correspondence of the Association; and doing all other things usually performed by the holder of such an office. In addition, the Secretary shall work with the membership director. The records shall at all times be open to the inspection of the President and the Board of Directors.

Section 5 - Treasurer: The Treasurer shall perform or cause to be performed all of the following: Collecting, taking charge of, investing and disbursing all funds of the Association; keeping regular accounts, which at all times shall be open to the inspection of the President and the Board of Directors; making a written report annually showing the amount of money received and disbursed during the year; preparing a proposed annual budget for the Association and reporting to the President and the Board of Directors at such times as either may reasonably request concerning whether the actual income and expenses of the Association are greater than, equal to, or less than the budget approved by the Board of Directors; and rendering additional reports when requested by the President or the Board of Directors.

Section 6: Officers shall not receive remuneration for the performance of their duties other than expense reimbursement as approved by the Board of Directors.

Section 7: Any member of the Board of Directors who misses three (3) consecutive meetings without good cause will be deemed to have resigned from office. A majority of the Board shall determine what "good cause" is.

ARTICLE VII: Finances

Section 1: Prior to November 15 of each year, the Treasurer shall prepare and present to the Board of Directors a proposed budget of anticipated receipts and expenditures for the ensuing fiscal year.

Section 2: Notice of the time and place of the meeting of the Board of Directors at which the budget will be considered will be published prior to the meeting. A copy of the proposed budget shall be available for review by any member.

Section 3: The budget shall be acted upon by the Board of Directors at a meeting held during the month of January. Any member of the Association shall have the right to be present at such meeting during the time the budget is being considered and shall have the right to be heard.

Section 4: At any regular meeting or a special meeting called for that purpose the general membership shall have the power to authorize expenditures for purposes not provided for in the budget. Provided however, if such proposed expenditure exceeds the sum of \$500.00, notice of such proposed expenditure shall be given in the manner provided in Article VIII, Section 5, of these By-laws.

ARTICLE VIII: Meetings

Section 1: Regular meetings of the members shall be held on the third (3rd) Thursday of each month or as the Board may decide at a place designated by the Board of Directors, provided however, that in any month in which a special meeting of the members is held, no regular meeting is required to be held. Special meetings of the members may be called by the President, President-Elect, Secretary, or the Board of Directors, or otherwise as provided by California law Governing non-profit mutual benefit corporations. Written notice of any regular meeting or special meeting at which action of the members is to be taken shall be given to all active members as provided in Section 5 of this Article VIII. All powers of the members may be exercised at any regular or adjourned regular meeting if more than one-third (1/3) of the active members are present in person or by proxy, otherwise, action may be taken only on matters the general nature of which was set forth in the notice of the regular meeting. No business shall be transacted at a special meeting except that specified in the notice.

Section 2: Ten (10) active members shall constitute a quorum at any meeting of the Association but a smaller number may adjourn such meeting to any subsequent time. Unless a vote greater than a majority of the members is specifically required by law or these By-laws, any matter to be approved by the members shall require the approval by a majority of the members present at a duly-called meeting at which a quorum is present, in person or by proxy, or the approval of a majority of the votes cast by written ballot provided that the total number of votes so cast within the time period specified by the Board of Directors equals or exceeds the quorum which would be required to be present at a meeting authorizing the action.

Section 3: For the purposes of this Section, "resolutions" will be defined as statements of policy or position of the Association as proposed and adopted by the Association as distinguished from statements of policy or position as proposed and adopted by the Board of Directors. No resolution except those of congratulations, commendation or condolence shall be adopted by the members at either a regular or special meeting unless the active members shall have been given notice of the intention to present such a resolution in accord with Section 5 of Article VIII. If the resolution is to be considered at a regular meeting, the Secretary shall be responsible for giving the required notice upon presentation of a written request to do so signed by not less than five (5) active members of the Association. If the proponents of the resolution desire that a special meeting be called for the purpose of considering the resolution, a written request for a special meeting signed by at least five (5) active members of the Association shall be presented to the Board of Directors. The Board of Directors shall have the authority to call a special meeting of the Association for consideration of the resolution and if required by law, shall so call a special meeting. Section 4: The membership shall not, at a general or special membership meeting, incur expenses or obligate the Association to more than \$500.00, unless notice has been given to the membership regarding the proposed expenditure or incurring of obligation as provided in Section 5 of this Article VIII.

Section 5: Any notice of a meeting of the members at which any action of the members is to be taken must be given in writing not less than five (5) days nor more than ninety (90) days before the meeting if given by first class, registered or certified mail.

Section 6: The annual meeting of the members shall be held in October of each year, at the place and time and on the date determined by the Board of Directors. The election of officers and other directors, if applicable, shall occur at the annual meeting unless a vote has been conducted by secret mailed ballot. The term of all officers shall be from January 1 until December 31. The installation of officers shall be held not later than January 31 of each year, but failure to install an officer or the date of the installation of an officer shall not affect the time at which such officer takes office or when such officer's term ends.

ARTICLE IX: Committees and Sections

Section 1 - General: The President shall propose the titles and functions of all committees prior to the beginning of his/her term of office. The committees shall be composed of such number of members as the President shall determine. The committees shall be appointed annually by the President of the Association with the advice and consent of the Board of Directors as soon after January 1 as is practicable. The members shall serve on the committees from January 1 until December 31 or until their respective successors are appointed. The Board of Directors may, from time to time, designate other committees and may direct the disbandment and discontinuance of any committee; and may establish and discontinue sections of the Association and delegate to any committee or section all or any of the functions of any committee of the Association. The Board of Directors may also create committees of the Board in accordance with California law governing non-profit mutual benefit corporations.

Section 2 - Committee Absences: Any member of any committee who has three (3) consecutive absences without good cause will be deemed to have resigned from said committee. A majority of the committee shall determine the question of "good cause."

Section 3 - Sections: One or more sections may be formed by the Board of Directors for the presentation, discussion and study of matters pertaining to the practice of law or for such other purposes and in such manner as is determined by the Board of Directors. The Board of Directors may also set the amount of any dues to be charged for membership in any section. A section, once established by the Board of Directors, shall elect its own chairperson and such other officers as it may require from time to time, and shall establish its own procedures for the conduct of its business, subject to compliance with these By-laws and supervision by the Board of Directors. Each section may determine whether persons who are not lawyers and/or lawyers who are not members of the Association may participate in the activities and meetings of the section, provided however, that only active members of the association may be members of the section, hold offices therein, have voting rights, and be obligated to pay any dues. Each section shall report in writing to the Board of Directors once each year, naming its officers and summarizing its procedures and activities.

Section 4 - Meetings and Rules: Each committee and section shall have the power to fix its own time and place of meetings, and to adopt rules for its own government and course of proceedings consistent with the Articles of Incorporation and these By-laws and the directions of the Board of Directors. Each committee shall keep a written record of all its actions. A majority shall constitute a quorum at meetings of committees. <back up to top>

ARTICLE X:

The By-laws may be amended at any regular or special meeting of the members by a majority vote, provided that written notice of the nature of the intended amendment be given to the active members in accord with Section 5 of Article VIII.

AMENDED OCTOBER 9, 1996 JSM, PRESIDENT