



**BYLAWS
OF THE
SOUTHWEST RIVERSIDE
COUNTY BAR ASSOCIATION**

A 501(c)(6) Corporation

*(Amended and Restated
November 11, 2021)*

ARTICLE 1

GENERAL

1. **Name.** The name is the Southwest Riverside County Bar Association (hereinafter referred to as the "Association"), a nonprofit 501(c)(6) corporation incorporated in the State of California.
2. **Mission.** The mission of the Association is to promote honesty, integrity, and professionalism in service of our community.
3. **Principal Office.** The principal office of the Association for the transaction of its business is located in the City of Murrieta, Riverside County, California, or elsewhere as determined by the Board of Directors.
4. **Other Offices.** The Board of Directors of the Association may also establish an office or offices at other place or places within Riverside County.
5. **Restrictions.** All policies and activities of the Association are consistent with:
 - A. Applicable federal, state and local antitrust, trade regulation or other requirements; and
 - B. Applicable tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE 2

MEMBERSHIP

1. **Classes.** Membership shall be divided into five classes: (A) Active; (B) Non-Practicing; (C) Judicial; (D) Affiliate; (E) Law Student, of which Active, Non-Practicing, and Judicial members shall be voting members, and Affiliates and Law Students non-voting members:
 - A. **Active Members.** A lawyer who is a member in good standing of the State Bar of California, or a lawyer who is admitted to practice and in good standing in the Bar of any other state in the United States and who is practicing Federal Law in California shall become an Active Member upon the approval of his or her application by the Board of Directors Board of Directors. These voting members shall have voting privileges and eligibility to run for Board of Director positions.
 - B. **Non-Practicing Members.** Any lawyer who ceases the active practice of law or any Judicial Member who retires from the judiciary without resuming the active practice of law, and who is listed as inactive with the State Bar of California or the Bar of any other state in the United States, shall become a Non-Practicing Member upon the approval of his or her application by the Board of Directors. These voting members shall have voting privileges and eligibility to run for Board of Director positions.
 - C. **Judicial Members.** Any judge of the Superior Court of California of any County in California or any judge or justice of the Court of Appeal or the Supreme Court of the State of California or of any of the Courts of the United States, shall become a Judicial Member upon the approval of his or her application by the Board of Directors.
 - D. **Affiliate Members.** A legal administrator, legal assistant, law school graduate, paralegal, accountant employed by a lawyer or law firm, expert witness, investigator, trial consultant, real estate agent or other professional who resides in or maintains one or more offices in any county in California shall become an Affiliate Member upon the approval of his or her application by the Board of Directors. Affiliate Members do not

have voting privileges and cannot run for Board of Director or Officer positions.

E. Law Student Members. A person who is enrolled in a law school in the State of California located in any county shall become a Law Student Member upon the approval of his or her application by the Board of Directors. Law Student Members do not have voting privileges and cannot run for Board of Director or Officer positions.

2. Member Resignation and Removal

A. Resignation. A Member may resign by filing a written resignation with the Board of Directors of the Association; resignation does not relieve a Member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

B. Removal and/or Expulsion. A Member is automatically expelled without action of the Board of Directors for failure to pay applicable dues or failure to meet the eligibility requirements for membership, including disbarment or suspension by the State Bar who issued the Member's license to practice law. In the case of suspension, the removal will be limited to the time of suspension. However, the Member will need to reapply for membership with the Association after his or her suspension has been lifted. The Board of Directors, at its discretion, may remove a Member for good cause, if the Member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

C. Duty to Inform. Members shall immediately inform the Board of Directors of any suspension or disbarment in practicing law.

ARTICLE 3

DUES, VOTING, AND PRIVILEGES

1. Dues. The annual dues of this Association shall be as established from time to time by the Board of Directors. Any Member failing to pay his or her dues or assessments on or before January 31 of the fiscal year shall cease to be a Member unless such delinquency is excused by the Board of Directors.

2. Fiscal Year. The fiscal year shall commence on the first day of January and end on the thirty-first day of December of each year.

3. Voting. Only Active and Non-Practicing Members of the Association shall be entitled to vote in elections and plebiscites.

4. Other Privileges. All classes of Members of the Association shall be entitled to enjoy all of the privileges and benefits of the Association, provided, however, that only Active and Non-Practicing shall be entitled to serve as Directors of the Association, or as Chairs of the various Sections and Committees of the Association. Only Active and Non-Practicing Members may serve as officers of the Association.

ARTICLE 4

BOARD OF DIRECTORS

1. General.

A. Number. The Board of Directors of the Association shall consist of seven or nine Members of the Association, including the President, the Vice- President, Treasurer, Secretary, and up to five (5) Active or Non-Practicing Members elected from the membership. The precise number of Directors to be appointed that year shall be determined at the Board meeting each November. Directors shall serve a one (1) year

term. Except as provided in paragraph 7 below, each Director shall assume office on January 1st of the year following his or her election or appointment.

- B. **Definitions.** The term “Director” as used herein shall mean a Member of the Board of Directors of the Association, including officers.
 - C. **Qualifications.** A Director of the Association shall be an Active or Non-Practicing Member of the Association.
 - D. **Directors’ Consecutive Terms.** No Director other than a sitting Officer shall serve more than three (3) consecutive terms as a Director. For purposes of this paragraph, any time served by a Director appointed by the Board of Directors under paragraph 7 to complete an unexpired remainder term shall not be counted toward the time limits in this paragraph.
 - E. **Responsibilities.** Each Director is responsible for: upholding his/her fiduciary duties to the Association, participating on Board meetings and any sub-committees, serving as Section liaisons.
2. **Duties.** The Board of Directors shall serve as governing body and has the authority to establish policy and provide general oversight as necessary to advance the purposes of the Association. The Board of Directors may delegate its authority to the President, the Vice-President, Treasurer, or Secretary, except as otherwise prohibited by the laws of California.
 3. **Meetings.** Meetings of the Board of Directors may be called by the President. The Board of Directors shall meet at least every other month beginning with its first meeting in January of each year. The Board of Directors shall make its own rules as to times and places of meetings, including meetings via virtual platforms such as Zoom, and shall prescribe its own rules of procedure and shall adhere to Robert’s Rules of Order where the Association bylaws are silent. Except as hereinafter provided, meetings of the Board of Directors shall be open to all Members. Any Member wishing to appear and speak before the Board may make a written request to the Board of Directors to be placed on the agenda. Written requests shall be reviewed by the Executive Committee and a written response shall be provided to the requesting Member providing the date and time and location of the next meeting. Nothing in this paragraph shall restrict the authority of the Board of Directors to meet in Executive Session.
 4. **Electronic voting.** The Association Board of Directors may take action by unanimous consent without a meeting if all Members of the Board of Directors register their affirmative consent by email, or other written consent. Said vote will be considered a valid and binding vote of the Board of Directors. Voting by email, or other written consent, should be the exception, rather than the rule, and should not be used in the case of controversial or highly sensitive issues. Only the President may initiate a call for a vote by email.
 5. **Notices.** Notice of regular meetings of the Board of Directors shall be given in writing by the President or Secretary to each Member of the Board of Directors. Notice of special meetings of the Board of Directors shall be given by twenty-four (24) hours’ notice via telephone or email.
 6. **Quorum.** A quorum of the Board of Directors shall be a majority of seated Directors. If a quorum is met at a duly called meeting, Directors present may continue to do business so long as any action taken is approved by at least a majority of the required quorum.
 7. **Absences.** If any Director has three (3) or more “unexcused absences” from Board meetings in any calendar year, he or she shall be deemed to have submitted his or her resignation. The term “unexcused absences” as used herein shall mean a Director has not contacted a Board Member to inform the Board of his or her absence and reason for the absence. The Board may decline to accept such resignation if it is satisfied that the cause for such absences was extraordinary, will not recur in the future, and that the Director is committed to regular attendance thereafter.
 8. **Vacancy.** If any Director shall resign or for any reason cease to be able or eligible to serve or

continue to serve as a Director, then a replacement shall be appointed for the remainder of the term by the remaining Directors.

9. **Removal.** A Director may be removed by a three-quarters vote of the Board of Directors, with the Director proposed to be removed abstaining from voting, and if that Director is provided with advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at a meeting of the Board of Directors, and final written notice of the Board's decision. If a Director is no longer permitted to be licensed to practice law by the State Bar of California, , he or she is automatically and immediately removed from the Board and from any position, as an officer, director or otherwise, the Member held at the time of his or her disbarment.

ARTICLE 5

OFFICERS, PRESIDENT, AND BOARD COMMITTEES

1. **General.**

- A. **Officers.** The Officers of the Association shall consist of a President, Vice-President/President Elect, Treasurer, and Secretary. Officers shall be elected by the Membership as hereinafter provided and shall take office on the first day of January following his or her election and serve a one (1) year term.
- B. **Officers Qualifications.** An Officer of the Association shall have served for at least one year as a Director of the Association. Only Active and Non-Practicing Members may serve as officers of the Association. A sitting Officer who changes his or her residence or principal office during his or her term of office shall, subject to approval of the Board of Directors, be permitted to complete that term, so long as the Director continues to reside or maintain a law office in one of the following counties: Riverside, San Diego, Los Angeles, and Orange.
- C. **Officers' Consecutive Terms.** No Officer of the Association may serve in any one office for more than one full term unless at least one year has elapsed from the completion of that Officers' term of office. For purposes of this paragraph, any time served by an Officer appointed by the Board of Directors under paragraph 1.D below to complete an unexpired remainder term shall not be counted.
- D. **Vacancy.** If the President of the Association shall resign or for any other reason cease to be able or eligible to serve or continue to serve as President, the Vice President/President-Elect shall serve the unexpired term of the President, and shall continue as President in the succeeding term for which he or she is Vice President/President-Elect. If the Vice President/President-Elect shall resign or for any other reason cease to be able or eligible to serve or continue to serve as Vice President/President-Elect the Board of Directors shall elect an interim President for the remainder of the term.

2. **President.** The President of the Board is the chief elected Officer and chairs the Board of Directors and Executive Committee meetings. The President shall preside at meetings of the Board of Directors, and shall supervise, direct, and control the business affairs of the Association and the activities of the Officers of the Association, and may authorize Directors to conduct regional meetings and educational programs in the name of the Association, and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors. The President may delegate his or her responsibilities and powers subject to the control of the Board of Directors.

3. **Vice-President/President-Elect.** The Vice-President/President Elect shall perform the duties of the President during the President's absence and shall assist the President in the performance of his or her duties. The Vice President/President-Elect succeeds to the office of

President on January 1st of the succeeding year.

4. **Secretary.** The Secretary shall have the following responsibilities:

- A. **Articles of Incorporation and Bylaws.** The Secretary shall certify and keep at the principal office of the Association the original, or a copy of these bylaws as amended to date.
- B. **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of Directors and Board committees, recording the time and place of holding such meeting, whether regular or special, and, if special, how authorized; the notice given; the names of those present at such meetings; the number of Directors present or represented at Directors' meetings; and the proceedings of such meetings. The book of minutes shall also contain any protests concerning lack of adequate notice or dissents from Members of the Board, if the protesting or dissenting Members request such protest in writing.
- C. **Notices, Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors in accordance with these bylaws. He or she shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors or these bylaws.
- D. **Corporate Records.** Upon request, the Secretary shall exhibit at all reasonable times to any Director of the Association, or to his or her agent or attorney, the bylaws and book of minutes.

5. **Treasurer.** The Treasurer shall have the following responsibilities:

- A. **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- B. **Monthly Bank Statements.** The Treasurer shall provide the Board of Directors with monthly bank statements of all of the Association's bank accounts. The monthly bank statements may be circulated via secure email with the bank account number redacted, or deposited into an electronic document storage system, such as DropBox, for retrieval and review by the Board of Directors. The Association's monthly bank statements will also be made available to the Association's Members within thirty (30) days written notice to the President of the Association by any Member of the Association.
- C. **Financial Reports.** The Treasurer shall prepare, or cause to be prepared, such financial statements and reports on a quarterly basis. The Treasurer shall provide these financial reports to the Board of Directors on a quarterly basis.
- D. **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Association as may be ordered by the Board of Directors; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Association; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board of Directors or the bylaws.

9. **Other Committees.** The Board may establish from time to time such Committees of the Board as it deems appropriate and may delegate to such Committees all functions and authority that may lawfully be delegated.

ARTICLE 6

ELECTIONS

1. **Annual Election.** Officers and Directors shall be elected by the Membership during the month of November each year.
2. **Nominations.** Nominations for Officers and Directors will be made by active Members of the Association. Nominations will be submitted to the President of the Association.
3. **Nomination Guidelines.** In making its nominations, the Board of Directors shall prioritize candidates who meet the particular competencies specified by the Board for the coming years. The Board of Directors also shall evaluate each candidate, taking into consideration the following criteria: each candidate's personal abilities, judgment and leadership qualities; each candidate's years as a Member of the Association; the duration, scope, quality and recency of each candidate's participation in the activities and affairs of the Association; each candidate's history and quality of support in providing pro bono or other service to the community; and, candidates who demonstrate core competencies of diversity, inclusiveness, governance and leadership.

ARTICLE 7

PURVIEW

1. **Issues and Activities.** In determining whether a matter lies within the purview of the Association, the Board of Directors shall refer to the Association mission statement.

Issues and activities within the purview of the Association and its Board of Directors include, but are not limited to:

- A. Matters which are of special interest to attorneys, such as ethics, civility, professionalism, elimination of bias in the legal profession, legal education, public relations, public education, legislation and advocacy regarding the administration of justice and civil rights, law practice management, and special events for lawyers and others in the profession;
- B. Matters which involve the judiciary, such as judicial qualifications, the selection, retention, and training of judges, judicial ethics, elimination of bias in the justice system, the administration and funding of the courts, and court rules and policies;
- C. Matters which encourage a positive public image of lawyers and the justice system and increase access to justice, including pro bono activities, legal assistance to the poor, public education about the law, alternative dispute resolution, and fee arbitration; or
- D. Matters which call upon the training and expertise of lawyers and as to which the opinion of the Association, by virtue of the legal training and expertise of its Members, may be helpful to the public.

ARTICLE 8

PUBLIC STATEMENTS AND ENDORSEMENTS

1. **Public Statements.** No Member, Committee or Section shall make any public statement (including, without limitation, in support of or opposition to a political candidate, ballot initiative, proposed legislation, or other proposed governmental action) on behalf of or in the name of the Association (or of any Committee or Section) without the express prior authorization of the Board

of Directors.

2. **Lobbying.** No Member shall, without the express prior authorization of the Board of Directors, lobby, provide comment, or testify on behalf of or in the name of the Association.
3. **Grant Requests.** No Member, Committee or Section shall, without the express prior authorization of the Board of Directors, make a grant request to an outside entity in the name of or with respect to the Association.
4. **Sponsorships.** No Member, Committee or Section shall, without the express prior authorization of the Board of Directors, make a request for financial support from an outside entity in the name of or with respect to the Association.
5. **Product Endorsements.** No Director, Officer, Committee, Section or Member shall as such or on behalf of or in the name of the Association endorse non-Association products, services, programs or publications without the express written consent of the Board of Directors.
6. **Endorsements.** No Director, Officer, Committee or Section Member shall use his/her Association title and/or office to endorse any political candidate, ballot initiative or proposed legislation.
7. **Board Candidate Campaigns.** No Board Member shall use his or her name, either as an individual or as a Member of the Board, to support any candidates for election to the Board.
8. **Events to Honor Judges.** Neither the Association nor its committees or Sections shall sponsor any event the primary intended purpose of which is to honor a judicial officer who is engaged in a contested election.

ARTICLE 9

CONFLICTS OF INTEREST

1. **Conflicts of Interest.** All Members of the Board of Directors shall comply with California Corporations Code Section 7233. No Member of the Board of Directors shall enter into any agreement, business investment or interest, which is in conflict with the Association's business interests or interferes with the performance of that person's duties to the Association.
2. **Duty to the Association.** Members of the Board have a fiduciary obligation and shall exercise particular care that no detriment to the interests of the Association (or appearance of such detriment) may result from a conflict between those interests and any personal interests of the Member.
3. **Areas of Potential Conflict.** Conflicts of interest could arise in situations in which Board Members may have the opportunity to influence the Association's business decisions in ways that could lead to personal gain or give improper advantage to the Board Member, the Association, or associates of the Board Member, including but not limited to, Members of the Board Member's family or business associates of the Board Member.
4. **Disclosure.** All actual and potential conflicts of interest shall be disclosed by Board Members to the Officers of the Association. If a conflict arises, unless the Board asks the Board Member to excuse himself or herself from the meeting during the discussion, the Board Member may remain in the meeting and participate in discussions, but shall refrain from voting on the conflict matter.
5. **Violations of Policy.** The disinterested officers of the Board shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The officers shall retain the right to modify or reverse such determination and action, and to retain the Board Member with the conflict.

ARTICLE 10

INDEMNIFICATION, APPROVAL OF INDEMNITY AND PURCHASE OF INSURANCE

1. **Indemnification.** Directors, Officers and employees are indemnified by the Association to the full extent permitted by law.
2. **Non-Liability.** The Members of the Board of Directors, Officers, and agents of the Association shall not be personally liable for the debts, liabilities, or other obligations of the Association.
3. **Approval of Indemnity.** On written request of the Board of Directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Nonprofit Mutual Benefit Corporation Law, the Board shall promptly determine under Section 7237(e) the California Nonprofit Mutual Benefit Corporation Law whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

Purchase of Insurance. The Association shall purchase and maintain insurance for its Directors and Officers protecting them against the losses, expenses, judgments, fines, settlements, liabilities, and costs described in Section 7237(c) of the California Nonprofit Mutual Benefit Corporation Law, and the limitation on the payment of indemnification set forth in that paragraph shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to any person covered by that insurance.

ARTICLE 11

MEETINGS, REPORTS, AND RECORDS

1. **Membership Meetings.** Meetings of the membership of the Association shall be held at times and places designated by the President, or the Board of Directors.
2. **Notice.** Notice of membership meetings shall be provided to voting Members at least ten days before the meetings by electronic means such as Constant Contact, or other similar emailing system.
3. **Annual Report to Membership.** The Board of Directors shall cause an annual report to be made available to all Members of the Association. The annual report shall contain, at a minimum, the following information:
 - A. A statement of the assets, and liabilities of the Association as of the end of the fiscal year.
 - B. A statement of the principal changes in assets and liabilities as of the end of the fiscal year.
 - C. A statement of the revenues and receipts of the Association for the fiscal year.
 - D. A statement of the expenses and disbursements of the Association for the fiscal year.
 - E. A statement of the amount and circumstances of any transaction in which the Association was a party and in which any Director, Officer, employee, or group holding more than ten percent of the voting power of the Association was also a party.
 - F. A statement of the amount and circumstances of any indemnification or advance made pursuant to Article 10, paragraph 1 where the aggregate amount of such

indemnification or advances totaled more than Ten Thousand Dollars during the fiscal year, unless such indemnification or advance has been previously approved by the Board.

4. **Records.** The Association shall make all records required by the California Nonprofit Mutual Benefit Corporation Law available to Members upon request.

ARTICLE 12

ELECTIONS, PLEBISCITES, JUDICIAL EVALUATION SURVEYS

1. **General.** It shall be the policy of the Association to conduct plebiscites, public forums or judicial evaluation surveys when such are deemed by the Board of Directors as a benefit to Members of the Association and a service to the legal community and to the general public.
2. **Elections.** With regard to elections, the Association shall not endorse or oppose any candidate notwithstanding the provisions of Article 8. The President, Officers and Members of the Board of Directors may support or oppose any cause or candidate appearing on any ballot; however, in so doing, these individuals shall take reasonable precautions to ensure that their support or opposition is as a private citizen and in no way reflects the support or opposition of the Association.
3. **Plebiscites and Public Forums.** The purposes of plebiscites and public forums are:
 - A. To provide a method for Members of the Association to express their preferences for candidates in judicial, city attorney and district attorney elections; and
 - B. To report those preferences to the public at large, for whatever assistance it may provide them in voting in an election.
4. **Judicial Evaluation Surveys.** The purpose of the Judicial Evaluation is to provide information regarding the experience of the Members with the judiciary and to provide feedback to the Judiciary. Judicial Evaluation Surveys shall be conducted by postal or other delivery or by electronic means.

ARTICLE 13

SECTIONS

1. **Definition.** A Section is a group established by the Board of Directors pursuant to these Bylaws, consisting of Members of this Association, for the purpose of promoting education and discussion in a particular field of law or type of practice. Sections shall be governed by this Article 13 of the Association's bylaws. This document supersedes any previous document(s) pertaining to Section bylaws.
2. **Purpose.** The purpose of the Sections shall be:
 - A. To further the knowledge of and facilitate the practice of law in a particular field or type of practice;
 - B. To conduct continuing legal education programs, publish and distribute educational and professional materials and undertake other activities to enhance the competence and professional development of lawyers and improve their ability to deliver the highest quality of professional legal services;
 - C. To foster unity among Members of the Section by providing a forum where Section Members can share research, source materials and experiences;
 - D. To further promote public understanding of the particular field of law or type of practice;
 - E. To further the objectives of, and promote active participation in, the Association; and
 - F. To increase Association membership.
3. **Membership and Dues.** Any Member of the Association in good standing shall be eligible for

membership in the Section and become a Member of the Section upon approval of his or her application by the Board of Directors. The annual Section dues, if any, shall be established from time to time by the Board of Directors. Any Member failing to pay his or her dues or assessments on or before January 31 of the fiscal year shall cease to be a Member of the Section unless such delinquency is excused by the Board of Directors.

4. **Governance.**

- A. **Executive Committee.** The Section shall be governed by an executive committee consisting of five to nine executive committee Members, including three officers: chair, vice-chair and secretary.
- B. **Terms.** Executive committee Members are elected by the Section membership to serve staggered two-year terms with one-half of the executive committee being elected each year and may subsequently be reelected for up to two additional terms.
- C. **Terms of Officers.** Officers are elected by the executive committee to hold the office for one year. Section Members may serve in any combination of officer positions for no more than three years.
- D. **Elections.**
1. **Notification.** All Section Members shall be sent notification of available positions on the Section executive committee before the last business day in August of the current year. Notification may be made via postal or other delivery or by electronic means.
 2. **Eligibility.** To be eligible for election to an executive committee position, the nominee must be a Member in good standing of the Association and a current Member of the Section. To be eligible for a chair position, the nominee must be a Member in good standing of the Association, a current Member of the Section, a Member of the Section executive committee and have served on the executive committee at least one year in the last three years.
 3. **Nominations.** Candidates may nominate themselves or other Members of the Section. Nominations must be made by the last business day in September and may be made via postal or other delivery or by electronic means to the designated Association staff or Section Member.
 4. **Elections.** By the last business day in October, Section s will hold elections, via e-mail or other electronic means, for all open executive committee positions that are: properly noticed to all Section Members, provide an opportunity for any interested Section Member to vote, and provide a method for verification that elections were open.
- E. **Meetings.** Executive committees of Section s will meet at least quarterly each year. The Executive Committee may act at a meeting duly called or by a poll of each Member of the Executive Committee. A majority of the Executive Committee shall constitute a quorum to transact business. A poll of the Members of the Executive Committee may be conducted by telephone, fax, e-mail or through the U.S. mail. Further, the Chair is encouraged to circulate an agenda prior to each meeting, and the Secretary is encouraged to circulate minutes prior to each meeting.
- F. **Committees.** The Section may establish committees that are appropriate to the Section's area of law, practice or Section functions (i.e. membership, MCLEs, etc.). There must be a chair and vice-chair of each committee who are elected by the Members of the executive committee at a properly noticed meeting. The chair of the committee must be a Member of the Section's executive committee.

- G. Sections are encouraged to work with their Board Liaisons and the Board of Directors is the final authority in all matters relating to Sections.

5. Officer and Executive Committee Duties.

- A. The Chair shall be responsible for scheduling meetings and coordinating the agenda for Section meetings. The Chair shall preside over meetings for the Section and the Executive Committee and shall perform such other duties consistent with the bylaws of the Association.
- B. The Vice-Chair shall perform all duties of the Chair during the Chair's absence or inability to act and shall assist the Chair in the performance of his or her duties.
- C. The Secretary shall be responsible for maintaining minutes of Section meetings and providing them to the designated Association staff for the purposes of record retention.
- D. Each executive committee Member shall share information with the Executive Committee on any projects for which he or she is responsible, participate in the proposal of programs for the benefit of Section Members, assist in the preparation and planning of ongoing activities and assume such duties as conferred by the Chair.

6. Removal and Vacancies.

- A. If any executive committee Member is absent from three executive committee meetings in any calendar year, he or she shall be deemed to have submitted his or her resignation. The Executive Committee may decline to accept such resignation if it is satisfied that the cause for such absences was extraordinary, will not recur in the future, and that the executive committee Member is committed to regular attendance thereafter.
- B. A Member of a Section executive committee may be removed by a majority vote of the executive committee, with the executive committee Member proposed to be removed not voting, and if that executive committee Member is provided with advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing and/or in person at a meeting of the executive committee, and final written notice of the executive committee's decision.
- C. If the office of the Chair becomes vacant during the term of said officer, the Vice-Chair shall succeed to the office of Chair for the remainder of the year.
- D. If the office of the Vice-Chair becomes vacant during the term of said officer, the Secretary shall succeed to the office of Vice-Chair for the remainder of the year.
- E. If the office of Secretary becomes vacant during the term of said officer, the Chair, with the approval of the Executive Committee, shall appoint another Member of the Executive Committee to assume the duties of the Secretary for the remainder of the year. This time shall not count towards the three-year term limit for serving in officer positions.
- F. If an executive committee Member of the Section resigns or for any other reason ceases to be able or eligible to serve or continue to serve as an executive committee Member, the remaining executive committee Members of the Section shall promptly elect a successor for the remainder of the unexpired term.

- 7. Functions and Activities.** Each Section shall be responsible for providing at least four programs that qualify for minimum continuing legal education credit and shall be encouraged to provide one event that provides networking opportunities for Section Members each year. In addition, if possible, Sections are encouraged to participate in legal clinics, train volunteers, mentor volunteers, fundraising events/efforts, and other community events.

- 8. Finances.** All dues and other funds collected by a Section shall be deposited with the

Association's general account. All financial transactions related to Section activities shall be handled by the Association.

The Sections have a fiduciary responsibility to ensure that Association funds allocated to Sections are used for activities that further the professional objectives of the Section and the Association. Section executive committees may elect to receive quarterly income and expense reports for their Sections.

It is the policy of the Board of Directors that a Section shall not make charitable contributions to any outside organizations.

9. **Creation.** A Section may be created by either a written petition to the Board of Directors by not fewer than twenty-five Members of the Association or by a proposal from staff.
10. **Dissolution.** A Section shall cease to exist when it is declared dissolved by resolution of the Board of Directors.
11. **Limits on Sections' Authority.** It is the policy of the Board of Directors that a Section shall not take or publish positions on matters of public policy issues, nor incur liability, financial or otherwise, without the approval of the Board of Directors. Further, Sections shall comply with Article 8 regarding public statements and endorsements.

ARTICLE 14

BARRISTERS SECTION

1. **General.** It shall be the policy of the Association to have a Barristers Section.
2. **Membership.** Any Active or Non-Practicing Member of the Association within the first ten years of admission to practice law in California shall automatically be a Member of the Barristers Section of the Association and entitled to participate in its activities and affairs. There shall be no separate or additional dues payable for membership in the Barristers Section.
3. **Terms of Officers.** Notwithstanding Article 13(4)(C), officers are elected by the executive committee to hold the office for one (1) year. Section Members may serve in any combination of officer positions for no more than four years.
4. **Bylaws.** The Barristers Section shall operate according to these Bylaws approved by the Board of Directors, in particular Article 13 which governs all Sections.
5. **Committees.** The Barristers Section shall maintain such committees as are necessary to coordinate its activities with appropriate functions and activities of the Association.

ARTICLE 15

STANDING COMMITTEES

1. **Definition.** The Board of Directors may establish Standing Committees of the Association for the purpose of conducting on-going bar activities, providing program oversight or otherwise serving the interests of the Association.

As of August 1, 2021, the Standing Committees of the Association are:

- Bylaws Committee;
- Scholarship Committee; and
- Logo Committee.

If a committee has its own rules and regulations which differ from the Association Bylaws, the

Association Bylaws shall prevail.

2. **Governance.** Rules governing Committees may be promulgated from time to time by the Board of Directors.

In no event shall any committee be authorized to bind, or act on behalf of, or speak for the Association without authorization of the Board.

The Board of Directors is the final authority in all matters relating to Committees.

3. **Composition.** Committees shall advise the Vice President/President-Elect of their recommendation for the Chair and Vice Chair by November 1 of the preceding year. The Chair and Vice-Chair of Committees, who may serve no more than two consecutive terms, shall be appointed by the Vice President/President-Elect annually no later than December for the following year. Membership in Committees is open to all Association Members in good standing.

4. **Duties.**

- A. The Chair shall set a yearly meeting schedule, preside over Committee meetings, represent the Committee before the Board of Directors and serve as a leader of the Committee. The Chair shall also maintain meeting agendas and minutes and provide them to staff so committee activity can be documented.
- B. The Vice-Chair shall perform all duties of the Chair during the Chair's absence or inability to act and shall assist the Chair in the performance of his or her duties.
- C. Each standing committee Member shall share information with the committee on any projects for which he or she is responsible, assist in the preparation and planning of ongoing activities and assume such duties as conferred by the Chair.

5. **Terms.** A minimum of three (3) Members shall serve on standing committees. Each Member shall be appointed by the Vice President/President-Elect for a two-year term. Two (2) additional consecutive terms may be served. Except for the Chair and Vice-Chair, no other committee Member shall serve more than three consecutive two-year terms.

6. **Resignation.** If any Committee Member, Committee Chair or Vice-Chair shall resign or for any reason cease to be able or eligible to serve or continue to serve as a Committee Member, Committee Chair or Vice-Chair, then a replacement shall be appointed by the Association President for the remainder of the term after considering the recommendation from the remaining Committee Members.

Any time served by a Committee Member, Committee Chair or Vice Chair to complete an unexpired term shall not be counted in determining term limits.

7. **Removal.** Any Member of a Committee who is absent from three (3) consecutive meetings of the Committee, without his or her absence being excused by the Chair of the Committee, automatically forfeits his or her office and said Member shall be deemed to have resigned as a Member of the Committee, thereby creating a vacancy in the Committee membership. The Association President shall notify the Member in writing of such forfeiture.

Members may also be removed from the Committee if they miss an unreasonable number of meetings, fail to fulfill their duties as a Member of the Committee, or for a serious violation of Committee rules. Prior to removal, such a Member will be given appropriate warning and an opportunity to improve his or her attendance and/or address the breach of conduct. The Association President shall decide upon removal of a Member after consultation with the Committee Chair.

With approval of the Board, the President, when appropriate and necessary, may remove Members of committees.

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8. **Conflicts of Interest.** To avoid any conflict of interest or the appearance of a conflict of interest, at least fifty percent of program oversight committees shall be non-panel Members. Further, if any Member of a Committee perceives a potential conflict of interest between the Member and any person being reviewed or evaluated by the Committee (such as family relationship, past or present Membership in the same firm, financial relationship, or a professional or other experience likely to keep the Member from being objective), the Member shall inform the Committee and abstain from voting.
9. **Creation.** Upon the written petition to the Board of no fewer than ten Members of the Association proposing the creation of a Standing Committee, the proposal shall be placed upon the agenda for consideration at the next regular meeting of the Board. A Standing Committee may also be created by resolution of the Board. Each Standing Committee will have a statement specifying its specific purpose and duration. When appointing a new Standing Committee, half of the Members shall serve a one-year term and the other half shall serve a two-year term.
10. **Dissolution.** A Committee shall cease to exist when it is declared dissolved by resolution of the Board of Directors or when the Committee has had neither a meeting nor other activity for one calendar year, unless the Board of Directors determines by resolution that the Committee shall continue to exist.

ARTICLE 16

BYLAWS

1. **Adoption. Amendment. Repeal.** Except as otherwise required by law, the Bylaws of the Association may be adopted, amended, or repealed by the Board of Directors at any regularly scheduled or special meeting of the Board subsequent to the meeting at which the motion to adopt, amend, or repeal is initially made. Such adoption, amendment, or repeal shall require a two-thirds vote of the entire Board of Directors, excluding any vacant Director positions for which a replacement has not been appointed pursuant to Article 4, paragraph 7. However, no Bylaw may be adopted, amended, or repealed by the Board of Directors if such adoption, amendment, or repeal would materially and adversely affect the rights of Members as to voting, dissolution, redemption, or transfer.
2. **Public Comments.** The Board of Directors shall provide an opportunity for public comment by Members of the Association on any proposed material amendments to the Bylaws.