

**AMENDED AND RESTATED BYLAWS**

**OF**

**LOS ANGELES COUNTY BAR ASSOCIATION**

**As of [\_\_\_\_], 2019**

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OF LOS ANGELES COUNTY BAR ASSOCIATION

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AMENDED AND RESTATED BYLAWS OF  
LOS ANGELES COUNTY BAR ASSOCIATION

As of [     ], 2019

Article I

NAME, PLACE OF BUSINESS AND PURPOSE

Section 1. Name. The name of this corporation shall be the Los Angeles County Bar Association ("Association" or "LACBA").

Section 2. Principal Office. The principal office for the transaction of business of the Association shall be at such address in the County of Los Angeles, State of California, as may be fixed from time to time by the Board of Trustees. The Board of Trustees may at any time establish branch or subordinate offices at any place or places where the Association is qualified to transact business.

Section 3. General Purpose. The general purpose for which the Association is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law of California, provided, however, nothing in this Article shall be construed to authorize this Association to carry on any activity for the profit of its officers, trustees or other persons or to distribute any gains, profits or dividends to any of its officers, trustee or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the Association to engage in any activity which is not permitted under Section 501 (c) (6) of the Internal Revenue Code.

Section 4. Specific Purpose. The primary objectives and purposes of this Association shall be as set forth in the Association's Articles of Incorporation, and to carry on other activities associated with these purposes as allowed by law. The Association is intended to have all power and authority necessary or incidental to achieving the purposes of the Association.

Article II

MEMBERSHIP AND DUES

Section 1. Membership. Membership of the Association shall consist of general members, sustaining members, affiliate members, faculty members, judicial members, government/public service members, associate members and law student members, as those terms are hereinafter defined, and members in one of the other categories of membership established pursuant to Section 10 of this Article II.

Section 2. General Members. To be eligible to qualify as a general member, a person shall satisfy any of the following requirements.

(a) be a member in good standing of the State Bar of California, or

(b) be admitted to practice before the highest court of any state, district, territory or possession of the United States.

Section 3. Sustaining Members. Any member of the Association may become a sustaining member upon payment of the dues provided in Section 11 of this Article II to be paid during any calendar year by sustaining members.

Section 4. Affiliate Members. To be eligible to qualify as an affiliate member, a person shall be a member of an Affiliated Association as defined in Article IX of these Bylaws and shall meet the requirements of Section 2 of this Article II.

Section 5. Faculty Members. To be eligible to qualify as a faculty member, a person shall maintain one of the following full-time positions with a law school accredited by the American Bar Association "ABA" and/or the Committee of Bar Examiners of California ("CBE"): Faculty member, Assistant Dean, Associate Dean, or Dean.

Section 6. Judicial Members. To be eligible to qualify as a judicial member, a person shall be a Justice, Judge, Administrative Law Judge, full-time Commissioner or Magistrate of a court of record of the United States, the State of California, or any other state, territory or possession of the United States or of any agency of the federal, state, territorial, possession, county or city government or of any other agency determined by the Board of Trustees to be a "public agency."

Section 7. Government/Public Service Members. To be eligible to qualify as a government/public service member, a person shall be admitted to practice before the highest court of any state, district, territory or possession of the United States; and be a full-time employee of any agency of the federal, state, territorial, possession, county or city government or of any other agency determined by the Board of Trustees to be a "public agency."

Section 8. Associate Members. To be eligible to qualify as an associate member, a person shall not be admitted to practice law in California or any state, district, territory or possession of the United States but shall have an interest in the work of the Los Angeles County Bar Association, have never been disbarred or suspended from the practice of law in any jurisdiction, be of good moral character, and satisfy such further eligibility requirements as may be approved by the Board of Trustees. Associate membership is intended for persons admitted to practice law only in jurisdictions outside the United States, its territories and possessions, legal educators, paralegals and legal assistants, law-office administrators, law librarians, non-lawyer professionals and any other individuals interested in law. No identification of an associate member, as such, may appear on the associate member's letterhead, business card or other form of public communication. Any violation of this provision may result in termination of membership.

Section 9. Law Student Members. Any person who is enrolled in a law school recognized by the ABA or CBE is eligible to be a law student member. Any person admitted to the Association as a law student member may continue as such until graduation from law school, except that those members scheduled to take the first California bar examination following graduation from law school may continue as law student members until the results of the examination are announced, and, provided the member passes the examination, until the scheduled date that successful candidates are admitted to practice. Law student members shall pay dues in an amount as the Board of Trustees may set from time to time, and shall have all rights of membership except the right: (a) to vote, (b) to hold office or (c) to participate in any insurance or other Association member benefit program which by virtue of applicable rules and regulations is not available to law student members. Paid law student members will be free members of the Barristers/Young Attorneys Section pursuant to Section 11 of Article V.

Section 10. Other Members. Additional categories of non-voting members may be established, and any such category may be discontinued, as the Board of Trustees may determine from time to time.

Section 11. Admission to Membership; Dues. Any person desiring to become a member of the Association shall file with the Executive Director of the Association a written application for membership in such form as may be prescribed by the Board of Trustees. Upon presentation of the application for membership, the applicant shall pay annual dues; the minimum dues at any time of the year shall be in amounts as the Board of Trustees may set from time to time.

There shall be no admission fee. The annual dues for each membership classification shall be established by the Board of Trustees the year preceding the calendar year for which such dues shall be payable. Should the Board of Trustees fail to establish annual dues for any calendar year for any membership classification, the annual dues payable by members in such classification for such calendar year shall be the same as those payable by members in such classification during the preceding calendar year. The Board of Trustees shall have the power to remit or waive dues of any member or members, in whole or in part.

Section 12. Voting Rights and Eligibility Classifications for Office. Only members within one of the membership classifications referred to in Sections 2 through 8 of this Article II shall be entitled to vote on any matter with respect to which a membership vote is required or requested, and only such members, except those referred to in Section 8, shall be eligible to serve as Officers of the Association and as members of the Board of Trustees.

Section 13. Retention of Membership. In order to remain a member, a member must continue to meet the qualifications for the membership category most recently identified with respect to such member on the official membership roster of the Association, as defined in Section 14(a) below. In the event that a member fails to continue to so qualify, the Association will give such member notice and thirty days to return their status to one that is so qualified. Should the member fail to do so during such thirty-day period, membership for such member shall at that point terminate automatically with no further action required, unless during such thirty-day period, such



member provides the Association with written notice of his or her intent to maintain membership under another membership category identified in Sections 2 through 10 of this Article II for which such member qualifies and such member in fact so qualifies during such thirty-day period.

Section 14. Official Membership Roster, Record Date, Right to Vote, Notice and Written Ballots.

(a) Official Membership Roster. The official membership roster of the Association, as that term is used in these Bylaws, means the listing of those persons from time to time identified within the computerized database maintained by the Association as members in good standing under Sections 2 through 10 of this Article II.

(b) Record Date, Notice, Right to Vote, and Written Ballots.

i. The record date for the purpose of determining the members entitled to notice of and to vote at any meeting of members, other than the annual election, shall be the last business day of the month preceding the month in which the date is established for the meeting, provided such record date shall not be more than 90 nor less than 10 days before the date of the meeting, and the members entitled to notice shall be those members whose names appear on the official membership roster of the Association on that date.

ii. The record date for the purpose of determining the members entitled to vote in the annual election, as provided in Article VII, shall be the date specified on Appendix I attached hereto and incorporated herein, provided, the members entitled to vote shall be those members whose names appear on the official membership roster of the Association on that date.

iii. The record date for the purpose of determining the members entitled to cast written ballots, other than in the annual election, shall be the last business day of the month preceding the month in which the date established for voting or for distribution of ballots occurs, provided such record date shall not be more than 60 days before the day on which the first written ballot is mailed or solicited, and the members entitled to cast written ballots shall be those members whose names appear on the official membership roster of the Association on that date.

iv. The record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action shall be the last business day of the month preceding the month in which the date established for such other action occurs, provided such record date shall not be more than 60 days prior to such other action, and the members entitled to exercise any rights in respect of any other lawful action shall be those members whose names appear on the official membership roster of the Association on that date.

v. Notices to be given and written ballots to be cast pursuant to this Section 14 may be by electronic means, including electronic mail.

## Article III MEETINGS OF

### MEMBERS

Section 1. Annual Meeting. If and to the extent required by the Nonprofit Mutual Benefit Corporation Law of California, the Association shall hold an annual meeting of members in the County of Los Angeles, State of California, on a date to be fixed in each case by the Board of Trustees and in the absence of different direction by the Board of Trustees shall be held immediately prior to the June meeting of the Board of Trustees.

Section 2. Special Meetings. Except for Bylaw changes as governed by Article XII, the Association shall hold special meetings of members, upon the call of the President or upon the call of 2/3 of the Trustees. The President shall also call a special meeting upon written request therefor signed by at least 200 members of the Association. The written request shall specify the general nature of the business proposed to be transacted.

Section 3. Presiding Officer. At all meetings of the Association, the President, or in the absence of the President then the President-Elect or one of the Vice Presidents, or in the absence of all of them, any member selected by the meeting, shall preside.

Section 4. Notices. Whenever members are required or permitted to take action at a meeting, a written notice shall be transmitted to each member of the Association entitled to notice under Section 14(b) of Article II either by regular mail or by electronic means at his or her address or email address as it appears on the records of the Association. Notices of meetings of members may be included in any official publication of the Association but shall not eliminate the requirement that written notice be sent in accordance with the prior sentence of this Section 4. All notices of meetings of members shall be transmitted in accordance with this Section 4 not less than ten (10) nor more than ninety (90) days before the date of such meeting; provided, however, notice given by mail must be given at least twenty (20) days before the date of the meeting. Notice of any annual meeting, or of a regular meeting, if any are authorized hereunder, shall state those matters which the Board of Trustees, at the time the notice is given, intends to present for action by the members. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted, and no other business may be transacted at the meeting.

Section 5. Quorum. Fifty (50) members who are entitled to receive notice of, and to vote at, a meeting under Section 14(b) of Article II of these Bylaws shall constitute a quorum for the conduct of business at such meeting of the Association.

Such members who are present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 6. Rules of Order and Order of Business. Except as otherwise provided by the Board of Trustees, the meetings of the Association shall be conducted in accordance with "Robert's Rules of Order," latest revision. At all meetings of the Association, the order of business shall be prescribed by the Presiding Officer.

Section 7. Proxy Voting. No member may authorize another member or members to act by proxy with respect to such membership.

#### Article IV

#### TRUSTEES

Section 1. Board of Trustees. The Association shall have a Board of Trustees which shall consist of the following Trustee positions:

(a) the six (6) Elective Officers of the Association (as set forth in Article VI, Section 1), with the exception of the Vice President, Diversity, Inclusion & Outreach (which serves for a two (2) year term), each to serve as a Trustee for a one-year term coextensive with the term of such elective Association Office;

(b) the President and President-Elect of the Barristers/Young Attorneys, , each to serve as a Trustee for a one-year term coextensive with the term of such appointive Association office;

(c) the Treasurer of the Association (selected as set forth in Article VI, Section 2), plus at least one (1) but no more than two (2) other Assistant Vice Presidents of the Association (selected as set forth in Article VI, Section 2), each serving as Trustee for a one-year term coextensive with the term of such appointive Association office;

(d) six (6) Trustees elected by the members of the Association for two-year terms, three (3) of whom shall be elected each year;

(e) six (6) Trustees elected by the members of the Association for two-year terms, three (3) of whom shall be elected each year, who are members of at least one of the Affiliated Associations; and

(f) six (6) Trustees elected by the members of the Association for two-year terms, three (3) of whom shall be elected each year, who are members of at least one of the Sections of the Association.

Section 2. Qualifications for Service as Trustee. Each Trustee shall, when initially elected or appointed and at all times during his or her term of service as a Trustee:

(a) for a period of no less than five (5) years or, solely in the case of the two Trustees provided for in subsection (b) of Section 1 of this Article, no less than one (1) year, have been (i) a member in good standing of the State Bar of California, (ii) a judge of a court of record in the State of California and/or (iii) a Registered In-House Counsel

satisfying the requirements therefor provided for in the California Rules of Court;

(b) for a period of no less than three (3) years or, solely in the case of the two Trustees provided for in subsection (b) of Section 1 of this Article, no less than one (1) year, have been a member of the Association within one of the membership categories referred to in Sections 2 through 7 of Article II;

(c) solely in the case of Trustees provided for in subsection (e) of Section 1 of this Article, be a member of at least one Affiliated Association; and

(d) solely in the case of Trustees provided for in subsection (f) of Section 1 of this Article, be a member of at least one Section of the Association.

Section 3. Term Limits and Simultaneous Service for Two-Year Trustees. An individual elected to a two-year term as Trustee pursuant to any of subsections (d) through (f) of Section 1 of this Article:

(a) may not serve more than two (2) consecutive such two-year terms, but may continue service as a Trustee immediately following two consecutive such two-terms if elected or appointed a position whereby he or she serves as a Trustee pursuant to subsections (a) through (c) of Section 1 of this Article; and

(b) may simultaneously hold a position whereby he or she also serves as a Trustee pursuant to subsections (a) through (c) of Section 1 of this Article but, in such a case, the individual shall be counted as only a single member of, and have only one (1) vote on, the Board of Trustees.

Section 4. Powers and Duties. The Board of Trustees shall manage the affairs of the Association in accordance with the Articles of Incorporation and these Bylaws.

Section 5. Meetings. Subject to its own rules as to times, places and notices of meetings, the Board of Trustees shall meet from time to time, but at least six (6) times during each period from July 1 to the following June 30, and shall keep a record of its proceedings. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can hear one another, and all such Trustees shall be deemed to be present in person at such meeting. Nine members of the Board of Trustees or, if less than nine, a majority of the individuals then serving as Trustees (not counting any vacancies) shall constitute a quorum. No Trustee shall vote by proxy.

Section 6. Vacancies. Vacancies in any position of Elective Officer or Trustee may be filled by the Board of Trustees, vacancies in any position of Appointive Officer may be filled by the President subject to approval by the Board of Trustees, and each person filling any such vacancy shall serve the balance of the term and until the installation of a successor by election or appointment in the ordinary course; provided that (i) vacancies in any Trustee position provided for in subsection (b) of Section 1 of this Article (the Barristers/Young Attorneys President or President-Elect) may be filled within thirty (30) days upon designation by the Barristers/Young Attorneys' Executive Committee or, in its failure to do so timely, then thereafter by the Board of Trustees, (ii) vacancies in any

Trustee position provided for in subsection (c) of Section 1 of this Article (other Assistant Vice Presidents or the Treasurer) may be filled within thirty (30) days upon designation by the President or, in his or her failure to do so timely, then thereafter by the Board of Trustees, and (iii) vacancies in any position of Trustee provided for in subsections (e) or (f) of Section 1 of this Article may be filled within thirty (30) days by the Board of Trustees only with a successor Trustee who is a member of an Affiliated Association or Section, as the case may be; provided further, however, that, the Board of Trustees may extend any such time period. The Board of Trustees may also leave any such Officer or Trustee position vacant for the balance of its then-current term.

Section 7. Failure to Remain Qualified. If a Trustee or Officer fails to maintain the qualifications associated with his or her election as a Trustee, the Board of Trustees may cause a written notice to be provided to the Trustee about such failure. If such failure has not been corrected within thirty (30) days of the delivery of such notice, the Board of Trustees may take such action as the Board deems appropriate, including removal. In the event of removal, the resulting vacancy may be filled in accordance with the provisions of Section 6 of this Article.

Section 8. Attendance. It shall be the responsibility of each Trustee to attend every meeting of the Board of Trustees and of each Board committee of which the Trustee is a member. Any Trustee who does not attend three consecutive Board meetings or (if applicable) Executive Committee meetings, or who attends fewer than two-thirds of the scheduled meetings of the Board or Executive Committee during any year of his or her term, without an excused absence approved by the President, will automatically be removed from the Board without the necessity of Board action.

Section 9. Rules and Regulations. The Board of Trustees may make its own rules as to times, places, and notices of meetings and its own rules of procedure, provided that all such matters shall be consistent with the provisions of this Article.

## Article V

### EXECUTIVE COMMITTEE

Section 1. Executive Committee. The Elective Officers of the Association, the Assistant Vice Presidents, the Treasurer, the President and President-Elect of the Barristers/Young Attorneys, shall constitute the Executive Committee of the Board of Trustees.

Section 2. Powers. Except to the extent limited by Corporations Code Section 7212(a) (1)-(8), as to emergency matters requiring immediate action before a meeting of the Board of Trustees is able to be held, the Executive Committee shall have the powers of the Board of Trustees in between meetings of the Board. In addition, the Executive Committee shall have such other powers as shall lawfully be delegated to it from time to time by the Board of Trustees. Actions of the Executive Committee shall be subject to ratification, where feasible, by the Board of Trustees at their next meeting.

Section 3. Meetings. The Executive Committee shall make its own rules as to times, places, and notices of meetings and its own rules of procedure. All members of the Executive Committee shall receive notice of, and shall be entitled to attend and participate in all meetings of the Executive Committee; provided, however, that with the exception of the President and President-Elect of the Barristers/Young Attorneys (who shall each be entitled to a vote along with the Elective Officers), the non-Elective Officers shall not be entitled to a vote at any such meeting.

## Article VI

### OFFICERS

Section 1. Elective Officers. The Association shall have a President, a President-Elect, an Immediate Past President, a Senior Vice President, a Vice President and a Vice President, Diversity, Inclusion & Outreach, who, except for the President and the Vice President, Diversity, Inclusion & Outreach and Immediate Past President, shall be elected for a one-year term by the members of the Association. The President-Elect shall succeed to the office of the President, and the President shall succeed to the office of Immediate Past President, each for a one-year term, without further vote of the membership. The Vice President, Diversity, Inclusion & Outreach shall be elected for a two-year term by the members of the Association. Elective Officers shall be members of the Association falling within the classifications set forth in Sections 2 through 7 of Article II, and the candidates for President and for President Elect shall have served on the Board of Trustees for a period of no less than two (2) years, and the candidates for Senior Vice President and Vice President shall have served on the Board of Trustees for a period of no less than one (1) year, prior to election as an officer. The duties of the Elective Officers shall be:

(a) President. The President shall preside at all meetings of the Association and appoint all Committees and representatives of the Association authorized in these Bylaws, or by the Board of Trustees. As the chief elected officer, the President shall have such other powers and perform such other duties of the Association as are usually possessed or exercised by such officers. The President shall be Chairperson of the Board of Trustees.

(b) President-Elect and Vice Presidents. The President-Elect and the Vice Presidents shall perform such duties as are delegated by the President or the Board of Trustees. If the President is disabled or otherwise unable to perform the duties of office, the President-Elect or, if he or she is disabled or otherwise unable to perform the duties of office, the next highest ranking Elected Officer shall perform all of the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

(c) Immediate Past President. The Immediate Past President shall serve as a counselor to the President and the Board of Trustees, and shall perform such other duties of the Association as are delegated by the President or the Board of Trustees.

(d) Vice President, Diversity, Inclusion & Outreach. The Vice President, Diversity, Inclusion & Outreach shall develop and lead the Association's diversity and

inclusive initiatives, as well as relationships with Affiliated Associations, in order to further the Association's values of increasing diversity and inclusion of lawyers of various backgrounds in the legal profession at large and the Association's membership, sections, committees, Board and Executive leadership.

Section 2. Appointive Officers: Executive Director. The Association shall have a non-voting Treasurer, a non-voting Secretary, and may have no more than two (2) non-voting Assistant Vice Presidents, and such other non-voting Officers as the President may from time to time appoint, subject to approval by the Board of Trustees. Appointive Officers, other than the Treasurer and the Assistant Vice Presidents (who shall satisfy all of the qualifications for service as a Trustee), may be compensated. Such compensation shall be approved by the Board of Trustees. The duties of the Appointive Officers shall be:

(a) Treasurer. The Treasurer shall supervise the financial records maintained and the financial actions taken by the Executive Director; periodically review the financial condition of the Association; make financial reports to the Board of Trustees and members at such intervals as the Board of Trustees shall direct; and annually obtain an audit of the Association's financial statements.

(b) Secretary The Executive Director may be appointed Secretary. The Secretary shall be Secretary of the Association and of the Board of Trustees and Executive Committee, shall keep an accurate record of all meetings of members of the Association, the Board of Trustees and the Executive Committee, and shall keep a record of the names and addresses of all members, showing the dates when they became members and the cause and date of termination of membership of those who shall cease to be members.

(c) Executive Director. The Executive Director shall have the responsibility for directing the activities of all members of the Association staff, which responsibility shall include the authority as approved by the Executive Committee to hire, retain and terminate such personnel and to establish compensation for such personnel within budgetary limits established by the Board of Trustees. Under the President's direction, the Executive Director shall carry out all of the staff functions necessary and appropriate to implement the actions of the Board of Trustees. The Executive Director shall keep the President and the Board of Trustees fully informed on matters important to the Association and its operation and assure that all funds, physical assets and other property of the Association are appropriately safeguarded and administered. The Executive Director shall serve at the pleasure of the Board of Trustees.

(d) Assistant Vice Presidents. No more than two (2) Members selected by the President and subject to approval by the Board of Trustees, shall each serve as non-voting Assistant Vice Presidents during their respective terms of office, shall serve on the Executive Committee of the Board of Trustees and shall perform such other duties as are delegated to them by the President of the Board of Trustees.

Article VII

ELECTIONS

Section 1. Annual Election. The Association shall conduct an annual election of Officers and Trustees of the Association, which shall be completed by the end of June of each year in accordance with the provisions of this Article. The terms of Officers and Trustees shall begin on July 1st.

Section 2. Nominating Committee. The Nominating Committee shall consist of fourteen (14) members selected in the manner specified in this Section 2.

(a) Three Elective Officers. Three (3) members of the Nominating Committee shall be the Immediate Past President, the President and the President-Elect of the Association.

(b) Two Designated Members. Two (2) members of the Nominating Committee shall be designated by the President of the Barristers/Young Attorneys on or before the date specified in Appendix I attached hereto and incorporated herein. Any member who is eligible for selection to the Nominating Committee under Section 2(c) of this Article shall not be eligible for designation as a Barristers/Young Attorneys member.

(c) Nine Selected Members. Nine (9) members of the Nominating Committee shall be selected by lot, on or before the date specified in Appendix I ), in the following manner:

i. Three (3) members of the Nominating Committee shall be selected by lot from among those Trustees elected pursuant to Section 1(d) of Article IV in the last four (4) annual elections, other than the immediate past President, the incumbent President and the President-Elect of the Association.

ii. Three (3) members of the Nominating Committee shall be selected by lot from those Trustees serving on the Board pursuant to Section 1(e) of Article IV in the last four (4) annual elections.

iii. Three (3) members of the Nominating Committee shall be selected by lot from those Trustees serving on the Board pursuant to Section 1(f) of Article IV in the last four (4) annual elections.

(d) Eligibility for Membership on the Nominating Committee. Nominating Committee members shall be members of the Association falling within the classifications set forth in Sections 2 through 7 of Article II. Any member who has served on the Nominating Committee, whether as a designated or selected member of the Committee, shall not be eligible to serve on the Nominating Committee in the next succeeding year except as a designated Elective Officer member of the Committee.



(e) Vacancies. In the event any designated Barristers/Young Attorneys member of the Nominating Committee is unable to serve, or in the event the Barristers/Young Attorneys President fails to designate a member for the Nominating Committee, the vacancy may be filled by the President of the Association; provided, however, that vacancies in a position to be designated by the Barristers/Young Attorneys President may be filled by a member of the Barristers/Young Attorneys. In the event that any selected member of the Nominating Committee is unable to serve, the vacancy shall be filled only from among alternates previously selected by lot in the order that they were selected or, if no such alternates are available, by the President of the Association.

(f) Ineligibility of Members of Nominating Committee for Association Office. No member of the Nominating Committee may be nominated, whether by the Committee or by written nomination, for elective office, including the position of Trustee, during the year of service on the Nominating Committee.

(g) Candidates Considered by the Nominating Committee. The Nominating Committee may nominate one or more members of the Association who are members of the Association as of the record date specified in Appendix I attached hereto for each of the offices of President-Elect, Senior Vice President and Vice President and for each position of Trustee to be filled at the annual election. On or before the date specified in Appendix I attached hereto , (i) each Association member seeking nomination by the Nominating Committee to any of those elective offices or the position of elected Trustee must submit a declaration of intent to seek nomination and (ii) each Affiliated Association or Section seeking to have the Nominating Committee nominate a candidate for the Board of Trustees pursuant to Section 1 (e) or 1 (f) of Article IV must submit a nomination of such candidate; provided, however, that any member of the Nominating Committee may submit additional names of qualified candidates for nomination to the Trustee positions identified in Section 1 (d), 1 (e) or 1 (f) of Article IV by 5:00 p.m. of the business day prior to the first meeting of the Nominating Committee.

(h) Assessment of Candidates by the Nominating Committee. In assessing the candidates for each officer position and each category of the Board of Trustees, the Nominating Committee shall select candidates determined to be the most effective person for such position. In making that determination, the Nominating Committee shall consider, among other things: (i) each candidate's personal abilities, judgment and leadership qualities; (ii) each candidate's years as a member of the Association; (iii) the duration, scope, quality and recentness of each candidate's participation in the activities and affairs of the Association; (iv) each candidate's history and quality of support for the programs and projects of the Association and of the Los Angeles County Bar Foundation; and (v) candidates who, collectively, will make up a Board of Trustees which reflects, as much as practicable, the diversity of the Association's membership, including (A) diversity of geographic location, practice area and practice setting, (B) diversity of involvement in different Association Sections, Committees and Affiliated Associations, and (C) demographic diversity (including diversity of gender, race, ethnicity, sexual orientation, gender identity, age and other personal characteristics).

(i) Notice of Nominating Committee Selections. Within five (5) business days after making its selections (and in any event no later than the date specified in Appendix I attached hereto), the report of the Nominating Committee stating the names

of the persons nominated by it shall be released to the daily newspapers of general circulation among lawyers of Los Angeles County, and a form for self-nomination as well as the names of the persons so nominated shall be posted in a conspicuous place in the office of the Association and shall be otherwise disseminated to the members of the Association.

Section 3. Additional Nominations. Additional nominations for any elective Association office, except President and Immediate Past President, or for any of the Trustee positions set forth in Article IV, Section 1(d)-(f) may be made by filing with the Secretary or acting Secretary of the Association, on or before the date specified in Appendix I attached hereto of each year, a written nomination signed by at least one hundred (100) members of the Association. Any such additional nominees must, when nominated and thereafter and have been a member since the date specified in Appendix I, (i) meet the applicable requirements for service as a Trustee set forth in Section 2 of Article IV and (ii) if seeking the office of President-Elect, Senior Vice President or Vice President, meet the applicable requirements for service as an Elective Officer set forth in Section 1 of Article VI. The Executive Director of the Association, within five (5) business days after the receipt of any such properly submitted written nomination of a qualified nominee, shall release the name of the nominee to the daily newspapers of general circulation among lawyers of Los Angeles County, shall post a notice of such nomination in a conspicuous place in the office of the Association shall otherwise disseminate information concerning such nomination to the members of the Association.

Section 4. Statement of Candidacy, Ballots and Voting. If the number of candidates for each position to be filled at the annual election is equal to the number of positions to be filled, then on the next business day after the deadline for filing additional nominations pursuant to Section 3 of this Article, all candidates shall be deemed unanimously elected. If the number of candidates for any position to be filled at the annual election is more than the number of persons to be elected to that position, then a ballot containing the names of the nominees for each office with a blank "write in" space after each office, and the names of all nominees for the position of Trustee with "write in" spaces equal to the number of Trustees to be elected immediately following the last name, shall be transmitted by regular mail or electronic means to each member of the Association entitled to vote. The order of names of all nominees for each position shall be determined by lot. A statement of candidacy shall accompany the ballot, and each candidate desiring to make a statement of candidacy shall file such statement with the Executive Director of the Association. If the name of more than one candidate is placed in nomination for any position, the names will not be identified as either nominated by the Nominating Committee or by petition. All members of the Association entitled to vote shall have the right to vote for nominees named on the ballot, or for any qualified member of the Association by writing his or her name in the proper blank "write in" space. A plurality of votes cast shall elect. The member who receives the greatest number of votes for an office and those qualified members equal in number to positions of Trustee to be filled at the election who receive the greatest number of votes shall be declared elected.

Section 5. Elections Committee. The Elections Committee shall consist of the President, President-Elect and Immediate Past President. None of the members shall be nominated for an elected Association position during his or her year of service on the Elections Committee. The President shall be the chair of this Committee.

By no later than the date specified in the Appendix I attached hereto, the Elections Committee shall formulate the schedule and rules and regulations for proceedings of the Nominating Committee and the conduct of the annual election, not inconsistent with these Bylaws, including but not limited to establishing the forms for self-nomination, rules for campaigning by candidates, the procedures for ballot distribution, the procedures for ballot counting and reporting the results, and the procedure for resolving a tie vote, all subject to approval by the Board of Trustees and timely publication to the entire membership of the Association; provided, however, that polls shall open and close on the dates set forth on Appendix I attached hereto. The Board of Trustees shall have the sole power to resolve any election-related disputes arising under these Bylaws or the rules and regulations governing elections.

## Article VIII

### INDEMNIFICATION

Section 1. Right of Indemnification. The Association shall indemnify its Trustees, Officers and employees, and may indemnify other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Section 1 of Article VIII, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 2. Purchase of Insurance. The Association is authorized to and shall purchase insurance for its Trustees, Officers, employees, and agents protecting them against liabilities and expenses described herein, and the limitation on the payment of indemnification set forth above shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to any Trustee, Officer, employee, or agent.

## Article IX

### AFFILIATED ASSOCIATIONS

Section 1. Other Associations. Other bar associations in Los Angeles County which meet the qualifications listed below may affiliate with this Association by filing an application, and by obtaining approval of the Board of Trustees of this Association.

Section 2. Qualifications. An association meeting all of the following qualifications shall be eligible to be an Affiliated Bar Association (an "Affiliated Association"):

(a) It has a substantial number of members in common with the membership of this Association at the time of its application for Affiliated Association status and throughout the course of its Affiliated Association relationship with this Association.

For the purpose of this subsection (a), "a substantial number of members" shall mean (i) for associations with 1,000 or fewer members, at least twenty-five percent (25%) or 100 (whichever is less) of its members are members of this Association, (ii) for associations with more than 1,000 but less than 2,000 members, at least 250 of its members are members of this Association, and (iii) for associations with more than 2000 members, at least 500 of its members are also members of this Association.

(b) It is geographically based in the County of Los Angeles, or a part thereof; and

(c) It is dedicated to legal matters generally, without limitation to a particular branch or subdivision of the law, provided, however, that the Board of Trustees, for good cause shown, may waive this requirement and, in its absolute discretion at any time, revoke any prior waiver of this requirement.

(d) It has been in continuous existence for three (3) or more years immediately prior to its application for affiliation.

(e) It has a total membership of at least fifty (50) at the time of its application for affiliation, has had a total membership of at least fifty (50) for the two (2) years immediately prior to its application, and continues to maintain a total membership of at least fifty (50) throughout the course of its Affiliated Association relationship with this Association.

### Section 3. Application for Affiliation; Approval by Board of Trustees.

(a) An application for affiliation shall be submitted to the Executive Director of this Association together with a list of its members at the time of application for affiliation and a list of its members at one year prior to the time of application for affiliation, evidence that the applicant meets the requirements of subsections (a) through (e) of Section 2 of this Article, and such other information as may be required by the Association. The Executive Director of the Association shall inform the Board of Trustees of the Association of the applicant's compliance with Section 2 of this Article.

(b) The Board of Trustees may approve or reject any such application for affiliation in its sole and absolute discretion. In deciding whether to approve or reject such application, the Board of Trustees may consider, among other factors:

i. Whether affiliation of the applicant will adversely affect the Association generally, or any existing Section or committee of the Association in particular; and

ii. Whether it may be in the best interests of the Association in the future to create a Section or committee covering the same branch or subdivision of the law as the applicant.

Section 4. Annual Verification of Affiliated Status. On an annual basis, the Executive Director shall request all bar associations in Los Angeles County which are eligible for affiliate status and each Affiliated Association to furnish a list of its members

and such other information (to be specified in such request) as may be required to confirm whether the Affiliated Association continues to qualify as such in sufficient time to allow them to submit the information required for them to be declared an Affiliated Association (or not) in time to submit nominations, if any, by the date specified in Appendix I attached hereto. No later than June 15 of each year, the Executive Director shall (a) notify each Affiliated Association which continues to qualify as such that it continues to so qualify and (b) notify each Affiliated Association determined not to continue to so qualify (i) which of the qualifications provided for in Section 2 of this Article are no longer satisfied by such Affiliated Association and (ii) that if such Affiliated Association does not furnish evidence acceptable to the Executive Director of its satisfaction of all of said qualifications within ninety (90) days following such notice, its affiliated status shall be subject to automatic termination in accordance with Section 5(a) of this Article.

#### Section 5. Termination of Affiliated Association Status.

(a) An Affiliated Association's status as an affiliate of this Association shall terminate (and all rights and privileges of its members based on such Affiliated Association status shall likewise terminate) without further notice if (i) unless such Affiliated Association's submission is timely waived by the Board of Trustees pursuant to Section 6(b) of this Article, the Affiliated Association fails to furnish to the Executive Director, within thirty (30) days following request, the list and other information to be provided pursuant to the first sentence of Section 4 of this Article or (ii) unless such Affiliated Association's compliance with such qualifications is timely waived by the Board of Trustees pursuant to Section 5(b) of this Article, the Affiliated Association fails to furnish the Executive Director, within ninety (90) days following notice pursuant to clause (b) of the second sentence of Section 4 of this Article, evidence acceptable to the Executive Director that it satisfies all of the qualifications for affiliated status provided for in Sections 2 of this Article.

(b) The Board of Trustees may waive (i) an Affiliated Association's submission of information required pursuant to the first sentence of Section 4 of this Article for good cause shown, if the Board acts to do so on or prior to the 30<sup>th</sup> day following the Executive Director's written request for such information, or (ii) an Affiliated Association's compliance with the numerical or other qualification requirements for good cause shown and upon demonstration of diligence in meeting such qualification requirements, if the Board acts to do so on or prior to the 90<sup>th</sup> day following notice to the Affiliated Association pursuant to clause (b) of the second sentence of Section 4 of this Article. "Diligence" as used herein shall at a minimum require one communication, by mail or electronic means, to all non-common members requesting that they join the Association and including in such communication an Association membership application. Any such waiver shall require the concurrence of two-thirds (2/3) or more of the Trustees voting if the requirement was waived for this Affiliated Association in the immediately preceding year. No such waiver may be authorized if the requirement was waived in each of the two prior years.

(c) The Board of Trustees may, in its sole and absolute discretion at any time, vote to terminate any Affiliated Association's status as an affiliate of this Association. Effective immediately upon transmission of notice to such Affiliated Association of such a vote by the Board of Trustees, or such later date as may be specified in such notice, its status as an affiliate of this Association shall terminate (and all rights and privileges of its affiliate members based on such Affiliated Association status shall likewise terminate)

without further action or notice.

Section 6. Reinstatement of Affiliated Status. If the affiliated status of an association is terminated pursuant to Section 6 of this Article, then such association shall not be eligible to apply to reinstate its affiliated status without having met (a) the requirements of Section 2(a) of this Article for the two years immediately prior to its application for reinstatement and (b) all other requirements for affiliation.

## Article X

### COMMITTEES AND SECTIONS

Section 1. Standing Committees and Sections. In addition to the Executive Committee provided for in Article V and the Nominating Committee, the Association shall have such standing Committees and Sections as may be authorized by the Board of Trustees. The President may create such Special or Ad Hoc Committees, or eliminate any existing Special or Ad Hoc Committees, as the President may from time to time deem desirable.

Section 2. Public Actions and Statements. Except as otherwise provided in these Bylaws, no Committee or Section shall commit the Association, or take action in the name of the Association, or make public statements in the name of the Association, without first obtaining approval of the President of the Association or following such procedures as the Board of Trustees may from time to time adopt. A Committee or a Section may make public statements in its own name only after obtaining approval from the President of the Association or following such procedures as the Board of Trustees may from time to time adopt.

### COMMITTEES

Section 3. Committee Appointments. The President of the Association shall have authority to appoint and remove all Committee members and appoint and remove the Chairpersons of all Committees. In making appointments, the President shall consider the diversity of the membership of the Association.

Section 4. Committee Functions. The duties of each Standing Committee shall be those prescribed by the Board of Trustees and of each Special or Ad Hoc Committee shall be those prescribed by the President. Each Standing, Special or Ad Hoc Committee shall have the power to fix its own time and place of meetings, and to adopt rules for its own conduct and course of proceedings consistent with the Articles of Incorporation, these Bylaws and any guide-lines or any directives issued by the Board of Trustees or, as to Special or Ad Hoc Committees, the President of the Association. Each Committee shall keep a record of all its proceedings.

Section 5. Proxies. On questions submitted to any Committee for its vote, proxies shall not be permitted.

Section 6. Designation of Standing Committees. The Board of Trustees shall have the power to designate Standing Committees.

Section 7. Term of Appointment - Standing Committees. Appointments to a Standing Committee may be for a term of more than one year but not more than three years. A person who has completed a term may be reappointed by the President. It shall be the general policy of the Association to have staggered terms of membership on its Standing Committees.

Section 8. Term of Appointment - Special or Ad Hoc Committees. Appointments to Special or Ad Hoc Committees shall be for a term of the earlier of one year from the date of creation of the Special or Ad Hoc Committee by the President or the completion of the Special or Ad Hoc Committee's charge as designated by the President.

## SECTIONS

Section 9. Section Membership. Only members of the Association shall be eligible for membership in one or more Sections of the Association. Except as membership in a Section may be restricted under a Bylaw enacted by the Section and approved by the Board of Trustees, an Association member may become a member of any such Section by filing an appropriate application and by paying Section dues.

Section 10. Section Executive Committee. The officers and members of the Executive Committee of each Section shall be selected by appointment or ballot as the Bylaws of each Section may from time to time provide.

Section 11. Barristers/Young Attorneys. Among the Sections authorized by the Board of Trustees shall be a Section which shall be known as the "Barristers/Young Attorneys of the Los Angeles County Bar Association." All members of the Association within the categories set forth in Section 2 through 7 of Article II who are under thirty-six (36) years of age or who have been admitted to practice for no longer than five (5) years on January 1st of each calendar year, shall be members of the Barristers/Young Attorneys for that calendar year by paying Barristers/Young Attorneys Section dues. Current law student members of LACBA, per Section 9 of Article II, will be Barristers/Young Attorneys Section members without the payment of Section dues. LACBA members who are newly admitted to the State Bar of California will be Barristers/Young Attorneys Section members for their first year of membership without the payment of Section dues.

Section 12. Section Bylaws. Each Section authorized or created pursuant to this Article X shall be governed by such Bylaws as it may see fit to enact, provided that such Bylaws shall not conflict with the Association's Articles of Incorporation or these Bylaws, and shall be approved by the Board of Trustees. A certified copy of the Bylaws of each Section and all amendments thereto shall be filed with the Executive Director of the Association immediately upon adoption.

Section 13. Section Dues. The Executive Committee of a Section may recommend the annual dues for membership in the Section, which shall be subject to approval by the Association's Board of Trustees.

Section 14. Expenditure of Section Funds. All dues and other funds collected by a Section shall be deposited with the Association to the credit of the Section and may

be drawn upon and expended for Section purposes as may be directed by the Executive Committee of the Section, subject to the Section's obligation to pay an appropriate amount toward the Association's overhead and meet other financial guidelines set by the Association. Extraordinary expenses shall be subject to prior approval by the Executive Committee of the Association, and in no event shall any amount be expended for a purpose which would jeopardize the tax-exempt status of the Association.

#### Article XI

#### ENDOWMENT

The Board of Trustees may adopt any convenient means whereby gifts, donations, bequests and devises from members and others, to be used in furthering the activities and objects of the Association, may be received, held, administered and disbursed.



## Article XII

### AMENDMENTS TO BYLAWS

These Bylaws may be amended by the following methods:

Section 1. Submission to Trustees. Any twenty-five (25) members or any five (5) Trustees of the Association may file with the Executive Director a written proposal for amendment of these Bylaws or any Bylaw of the Association. The Executive Director shall promptly submit a copy of each such written proposal for amendment of these Bylaws or any Bylaw to each Trustee. Following thirty (30) day prior written notice to the members of the Association accompanied by a copy of the proposed amendment, except as provided in Sections 2 and 3 of this Article, at any meeting of the Board of Trustees thereafter held, the Board of Trustees, by two-thirds vote of the quorum present, may adopt or reject such proposed amendment of these Bylaws or any Bylaw or may amend the proposal and adopt or reject it as thus amended.

Section 2. Changes in Membership, Quorum or Amendment Procedure. If any proposed amendment made under Section 1 of this Article XII effects an exchange, reclassification or cancellation of all or part of the membership of any class of members, increases the quorum for members' meetings or alters the procedure for amendment of the Bylaws, it shall, in addition to being approved by the Board of Trustees under Section 1 of this Article XII, be submitted to the membership of the Association, shall be adopted or rejected by a majority vote of those members voting and shall become effective only if adopted. The proposed amendment shall be submitted to the membership by written ballot transmitted by regular mail or electronic means unless, at the meeting of the Board of Trustees at which the Board adopts the amendment, two-thirds or more of the Trustees voting vote to submit the amendment to the membership at a meeting of the members of the Association, in which event the proposed amendment shall be submitted to the membership, upon not less than ten (10) business days written notice, at a meeting of the members of the Association. If the proposed amendment would materially and adversely affect the rights, privileges, preferences, restrictions or conditions as to voting of any class of members in a manner different from the manner in which such action affects another class or would effect an exchange, reclassification or cancellation of all or part of the membership of a particular class, then adoption of the proposed amendment shall also require approval by a majority of the members of the affected class voting.

Section 3. Rejected by Trustees. Any proposal for amendment under Section 1 of this Article XII which has been rejected by the Board of Trustees or which the Board has failed to adopt or reject within a period of three months after filing shall upon written request of two hundred fifty (250) or more of the members of the Association be submitted to the membership by written ballot transmitted by regular mail or electronic means unless, at the meeting of the Board of Trustees next succeeding the filing of the members' request for submission, two-thirds or more of the Trustees voting vote to submit the proposal to the membership at a meeting of the members of the Association, in which event the proposal shall be submitted to the membership upon not less than ten (10) business days written notice at a meeting of the members of the Association held within sixty (60) days after the filing of the members' request for submission. Any proposal to be submitted to the membership by a vote conducted by ballot pursuant to this Section 4

shall be so submitted within one year after the filing of the written request for submission to the membership, and by a majority vote of the members voting, the amendment shall be adopted or rejected.

Section 4. Frequency of Ballots. Notwithstanding the provisions of Section 3 of this Article XII, except upon the affirmative vote of a majority of the quorum present at any meeting of the Board of Trustees, the provisions of said Section 3 shall not require a proposal for amendment of the Bylaws filed within one year after the defeat, by a vote conducted by ballot of the membership or at a meeting of the members, of a substantially similar (in the judgment of the Board of Trustees) proposal to be submitted to the membership by a ballot.

Section 5. Quorum for Ballots. A quorum for action by the membership by vote conducted by ballot shall be the same as for any meeting of the members pursuant to Section 5 of Article III.

Section 6. Ballot Statements. The proponents and opponents of any proposed change in the Bylaws shall have the right to have a ballot statement not exceeding 500 words sent to the membership at Association expense along with each ballot and each notice of a membership meeting at which the proposed change is to be voted upon; provided that such proponents and opponents shall furnish their proposed ballot statements to the Executive Director no later than five (5) days prior to the deadline date for transmittal of the subject ballot or notice, as the case may be, provided for in Sections 2 and 3 of this Article.

Section 7. Proponents' Ballot Statement. The proponents of any change in the Bylaws shall be the members or Trustees of the Association who proposed the change in writing pursuant to Section 1 of this Article. The proponents shall determine by majority vote or such other procedure as they may agree upon who shall prepare the ballot statement in support of the proposed change.

Section 8. Opponents' Ballot Statement. The opponents' ballot statement shall be prepared (a) as determined by a majority of the Trustees opposing the change or (b) as determined by a majority of 25 or more signatories who submit a written petition to the Executive Director seeking to prepare the opponents' ballot statement. If both methods are utilized, the Trustees majority in opposition shall determine who prepares the opponents' ballot statement.

Section 9. Implementing Procedures. The Board of Trustees may adopt by resolution such procedures as may be necessary to implement the provisions of this Article XII.

Article XIII

DIVERSITY

The Los Angeles County Bar Association shall not restrict membership, services, or benefits conferred on the basis of race, color, national origin, religious creed, ancestry, gender, sexual orientation, gender identity, marital status, age, disability and political affiliation, and is committed to eliminating barriers on those bases within the legal profession and in society as a whole. The Association shall encourage diversity among its leadership and among those participating at all levels of the Association. It shall be a priority of the Association to promote a climate of public understanding and mutual cooperation for achieving equality of opportunity among the membership.

**APPENDIX i**

Event	Proposed Performance Date <sup>i</sup>
Selection of 11 of 14 member Nominating Committee (NC)	On or before Feb. 15
Declaration of intent to be considered for nomination by NC. <u>And record membership date for nomination by the NC</u>	Feb. 8
Last Meeting of NC	
<u>NC reports its slate</u> Last day to distribute to membership the form for self-nominations	Mar. 15
Last day to pay LACBA dues	
Record membership date to vote	April 20
Record membership date to be a candidate For self-nomination	April 15
Self-nomination Petition due	April 15
Polls open	May 1
Polls close	June 1

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<sup>i</sup> Any date falling on a weekend or holiday goes to the next business day thereafter