

LACBA BYLAWS REVISION SUMMARY

The Bylaws of the Los Angeles County Bar Association were last amended by the then Board of Trustees on January 3, 2017. The current Board of Trustees identified a number of issues with the Bylaws and the President of the Association appointed a Committee to carefully review the Bylaws and propose edits to address the recognized issues and identify any other changes that should be made to bring the Bylaws current.

After many meetings to review and discuss possible changes, the Committee proposed a number of changes to the Board of Trustees, who discussed and voted on each of the changes. The attached Amended and Restated Bylaws are the result of that effort. Although, with the exception of one recommended edit, the Board of Trustees possessed the authority to amend the Bylaws without a vote of the Members of the Association, the Board of Trustees voted to seek member approval of the new Bylaws.

The following is a summary of the key changes made in the attached Bylaws.

- Various clean up edits were made to: (i) address the change in the name of the Barristers section of the Association, (ii) change "CEO" to "Executive Director", (iii) account for the fact that Association dues may now be paid year-round, (iv) to clarify the notice requirements for meetings of the Members, and (v) delete language which was dated and only applicable to a special election process used for the 2017 election and to the effective date of changes made in 2013.
- The previously announced position of Vice President, Diversity, Inclusion & Outreach was made into an elected two-year position and that position was added to the membership of the Executive Committee.
- Changes were made to limit the matters on which the Executive Committee can act to only emergency matters in between meetings of the Board of Trustees and to limit those members of the Executive Committee who have a vote to the Elected Officers and the President and President Elect of the Barristers/Young Attorneys. The Appointive Officers will not have voting rights when the Executive Committee acts.
- A new Appendix to the Bylaws was created to establish the dates relevant to elections of the Board members. In the past, identifying these key dates required a search in multiple locations in the Bylaws.
- A failure to timely pay membership dues will no longer automatically result in the termination of membership. Instead, notice will be provided to the member and the member will be provided with an opportunity to pay his or her dues.
- In addition to the President having the power to call a special meeting of the Members, 2/3rd of the Trustees acting together would be able to call a Member meeting. In addition, the President will now be required to notice a Member

meeting if at least 200 Members request one. In the past, that required 5% or more of the Members to make such a request.

- Changes were made as to the consequences if a Trustee misses too many meetings of the Board or fails to remain qualified.
- Clarifications were made as to the powers of the Executive Committee to act between meetings of the Board and a requirement that the Board ratify those actions at the next meeting where feasible.
- The number of allowed non-voting President appointed Assistant Vice Presidents was reduced by one due to the addition of the position of Vice President, Diversity, Inclusion & Outreach.
- Changes were made to clarify that candidates for a position as Trustee need only be members of an Affiliate/Section (eliminating the requirement that they be nominated by that Affiliated Bar Association or Section).
- Changes were made to allow a Bar Association in LA County with less than 1000 members to qualify as an Affiliated Association if 25% of its members are also members of LACBA (rather than the former requirement of a 50% overlap) or 100 common members, whichever is less.
- The process for annual verification of affiliated status was clarified to require that the Executive Director request verification of eligibility in sufficient time to allow them to submit the necessary data rather than fixing a specific date by which the request is to be made.
- The process for amending the Bylaws is being modified to increase the number of Trustees who must approve from a majority of a quorum to 2/3rd of the quorum and to require thirty-day prior written notice to the Members of the Association, along with a copy of the proposed amendment.
- The number of Members who need to request that a proposed bylaw amendment be submitted to the Members if the amendment was rejected by the Board of Trustees (or they failed to act on a properly proposed amendment) has been reduced to 250 from 5% of the Members.