

BY-LAWS OF
THE ANTITRUST AND UNFAIR BUSINESS PRACTICES SECTION OF
THE LOS ANGELES COUNTY BAR ASSOCIATION

ARTICLE I

NAME

This organization shall be known as the Antitrust and Unfair Business Practices Section (the “Section”) of the Los Angeles County Bar Association (the “Association”).

ARTICLE II

PURPOSE

The purposes of the Antitrust and Unfair Business Practices Section shall be to further the knowledge of the members of the Section and the Association of antitrust law including mergers-and-acquisitions law, unfair-competition law, trade regulation, and complex business torts, and to form an available working unit to assist in the activities of the Association and of the legal profession as a whole.

ARTICLE III

MEMBERS AND ASSOCIATES

Section 1. MEMBERS. Any member of the Association shall be eligible for membership in the Antitrust and Unfair Business Practices Section. The prerequisite to membership also shall be the payment of dues required of the Section members for the current fiscal year.

Section 2. ASSOCIATES. Interested non-attorneys having knowledge or expertise in the area of economics, antitrust, and/or regulatory affairs, who are members of the Association,

shall be eligible for associate status in the Section upon approval of the Section Executive Committee. Associates may participate in all Section activities, including participating on the Executive Committee, except that associates shall not be eligible to serve as Section officers or to vote. The prerequisite to the associate status also shall be the payment of dues required of the Section members for the current fiscal year.

ARTICLE IV

OFFICERS

The officers of the Antitrust and Unfair Business Practices Section shall be as follows: Chair, First Vice-Chair, Second Vice-Chair, and Secretary-Treasurer. The officers of the Section shall be elected annually by the Section's members.

ARTICLE V

DUTIES OF OFFICERS

Section 1. CHAIR. The Chair, as chief executive officer, shall preside at all meetings of the Antitrust and Unfair Business Practices Section and of the Executive Committee and have such other executive powers and perform such other duties as are not inconsistent with these By-Laws or with the Articles of Incorporation or By-Laws of the Association.

Section 2. VICE-CHAIRS. The First Vice-Chair, and in such person's absence the Second Vice-Chair, shall perform all the duties of the Chair during the latter's absence or inability to act, and when so acting shall have the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chairs shall have such other powers and perform such other duties not inconsistent with these By-Laws or with the Articles of Incorporation or By-Laws of the Association, as from time to time may be prescribed by the Chair or the Executive Committee.

Section 3. SECRETARY-TREASURER. The Secretary-Treasurer shall be responsible for the taking of minutes at each meeting of this Section and of its Executive Committee. The Secretary-Treasurer shall also transcribe the minutes and distribute them to the members of the Executive Committee, as well as make the minutes available to members of the Section. The Secretary-Treasurer shall be responsible for the monitoring of the financial condition of the Section and shall make regular financial reports to its Executive Committee.

Section 4. TERM. The term of office of each of the officers shall commence on the first day of July of each year, and shall end on the last day of June of the succeeding year.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. MEMBERSHIP. The officers and such additional persons as the Chair may appoint, including those specified in Article III, shall constitute the Executive Committee of the Antitrust and Unfair Business Practices Committee. The Executive Committee shall have at least ten (10) and not more than thirty (30) active members or associates of the Section, and shall include all the officers of the Section, and the immediate past chair of the Section if such person still is a member of the Section. Each fiscal year, the Chair shall endeavor in good faith to appoint to the Executive Committee at least two (2) members of the Section who have not served on the Executive Committee during the preceding fiscal year. In making such appointments, the Chair shall consider the diversity of the Section membership, and shall undertake to afford representation to minority groups.

Section 2. TERM. The term of office of each member of the Executive Committee shall run concurrently with the term of office of the officers of the Antitrust and Unfair Business Practices Section. The Executive Committee during the interim between annual elections may

fill vacancies on the Executive Committee or in the offices. In making such appointments, the Executive Committee shall consider the diversity of the Section membership, and shall undertake to afford representation to minority groups.

Section 3. DUTIES. The Executive Committee shall supervise and direct the affairs and determine the policies of the Section, subject to and in accordance with these By-Laws and with the Articles of Incorporation and By-Laws of the Association. The Executive Committee is authorized to take action in the name of the Section during intervals between meetings thereof when necessary or desirable.

Section 4. MEETINGS. 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. Meetings shall be called by the Chair or a majority of the Executive Committee. Notice of any such meetings shall be given to the members of the Executive Committee not less than two (2) days prior to such meeting. A poll of the members of the Executive Committee may be conducted by the Chair by e-mail or other electronic communication, over the telephone, or through the mail.

Section 5. DUES. The Executive Committee shall have the authority to assess annual dues for the Section membership.

ARTICLE VII

COMMITTEES

Section 1. STANDING COMMITTEES. The Executive Committee shall establish such standing committees of the Antitrust and Unfair Business Practices Section as the Executive Committee shall deem appropriate. The Chair of each standing committee shall be selected by the Section Chair, subject to ratification by the Executive Committee.

Section 2. TERM. The term of the Chair of each committee and the members thereof shall run concurrently with the term of office of the officers of this Section.

Section 3. MEMBERS. The members of the standing committees shall be selected by the Chairs of such committees, subject to confirmation by the Executive Committee.

Section 4. AD HOC COMMITTEES. The Chair of the Section shall have the power, without Executive Committee approval, to appoint such ad hoc committees as may be necessary or desirable for the purposes of furthering the objectives of the Section.

ARTICLE VIII

MEETINGS OF MEMBERS

Section 1. MEETINGS. The Antitrust and Unfair Business Practices Section shall hold one (1) regular meeting of its members during each year, and such further special meeting of its members as may be called by the Chair, First Vice-Chair, or Second Vice-Chair, or by a majority of the Executive Committee.

Section 2. NOTICES. Notices of the time and place of all meetings shall be given to all members at least five (5) days prior thereto.

Section 3. QUORUM. Twenty (20) members shall constitute a quorum for the transaction of business at any such meeting of the Section.

Section 4. RULES. All meetings of the Section shall be conducted in accordance with Robert's Rules of Order Newly Revised.

ARTICLE IX

AMENDMENTS OF BY-LAWS

These By-Laws may be amended by a two-thirds vote of a quorum present at an Executive Committee meeting duly called, or by a two-thirds vote of the members of the

Executive Committee polled pursuant to the provisions of Article VI, Section 4, of these By-Laws, subject to approval by the Board of Trustees of the Association.

ARTICLE X

ELECTIONS

Section 1. TIME. The Antitrust and Unfair Business Practices Section shall hold a regular annual election of officers. The date of such election shall be May 15th of each year, unless the same falls on a Saturday, Sunday, or holiday, in which event the immediately preceding business shall be the election day.

Section 2. NOMINATING COMMITTEE. There shall be a Nominating Committee of three or five people appointed by the Chair of the Section from active members in good standing. The Nominating Committee shall nominate one member or more of the Section for each of the offices of Chair, First Vice-Chair, Second Vice-Chair, and Secretary-Treasurer. Each nominee for the office of Chair of the Section must have served on the Executive Committee for a minimum of two (2) years prior to the term for which such person is nominated. Each nominee for any other office in the Section must have so served for one (1) year. The written report of the Nominating Committee stating the names of the persons so nominated shall be forwarded to the Chair of the Section at least forty-five (45) days prior to the date of the regular annual election. Members of the Section shall be notified of such nominations at least twenty-five (25) days prior to the date of such election.

Section 3. ADDITIONAL NOMINATIONS. Additional nominations for any office may be made by filing, with the Chair of the Section at any time prior to thirty (30) days before the annual election, a written nomination signed by at least twenty (20) members of the Section in good standing entitled to vote.

Section 4. ONE CANDIDATE FOR EACH OFFICE. If the Nominating Committee nominates only one (1) candidate for an office, and if no one else is nominated for that office in accordance with Article X, Section 3, of these By-Laws, then the nominated candidate shall be deemed unanimously elected.

Section 5. BALLOTS. Except as provided in Article X, Section 4, a ballot containing the names of the nominees for each office, with a blank write-in space after each office, shall be mailed to each member of the Section entitled to vote, not later than fifteen (15) days prior to the annual election date. The ballots shall be in such form and shall contain such instructions as may be prescribed by the Executive Committee. Each member shall be entitled to vote for a nominee or other member of the Section for each office to be filled at the election.

Section 6. VOTING. Ballots must be received at the Association office in accordance with the instructions written on or furnished with the ballots not later than 4:00 p.m. on the election day, at which time the voting shall cease and the polls shall close.

Section 7. COUNTING. Immediately upon the close of the balloting, the votes shall be canvassed and counted by the Association staff in accordance with standard procedure, and the results shall be reported in writing to the Executive Committee of the Section.

Section 8. VOTES TO ELECT. A plurality of votes cast shall elect. In case two (2) or more candidates for one office shall receive an equal number of votes, a ballot shall be taken between such candidates at the first Executive Committee meeting thereafter, which meeting all Section members may attend for the purpose of voting.

*Approved by the Section Executive Committee on July 27, 2010.
Approved by the LACBA Executive Committee on October 13, 2010.
Approved by the LACBA Board of Trustees on October 27, 2010.*