AMENDED AND RESTATED BY-LAWS
OF THE
BUSINESS LAW SECTION OF THE
LOS ANGELES COUNTY BAR ASSOCIATION

ARTICLE I
NAME
This organization shall be known as the “Business Law Section of the Los Angeles County Bar Association” (the “Section”).

ARTICLE II
PURPOSE
The purpose of the Section shall be (i) to further the knowledge of the members of the Section in business and corporate law and policy, including the responsibilities of in-house and outside counsel, (ii) to assist in the formulation, administration and implementation of programs, forums and other activities for the education of members of the Section and of the Los Angeles County Bar Association (the “Association”) in business and corporate law, (iii) to provide a vehicle for studying and making recommendations in regard to state and federal legislation in areas of concern to Section members, and (iv) to otherwise further the interests of the Association and of the legal profession as a whole.

ARTICLE III
MEMBERSHIP
Section 1: MEMBERS. Any member of the Association shall be eligible for membership in the Section. Upon the payment of dues imposed on Section members for the current Fiscal Year, a member of the Association shall become a member of the Section for that year. For the purposes hereof the “Fiscal Year” shall be defined as July 1st to June 30th.

Section 2: ASSOCIATE AND HONORARY MEMBERS. Lawyers and non-lawyers (such as governmental officials and law professors) shall be eligible for associate or
honorary member status in the Section, and by a Majority Vote of the Executive Committee may be elected as associate members and honorary members of the Section. Associate members and honorary members may participate in all Section activities, but shall be ineligible to vote for the elections of officers and to serve as a member of the Executive Committee. The prerequisite to associate member status shall be the payment of annual dues in the amount set by the Association in consultation with the Executive Committee of the Section. Honorary Members of the Section shall not be required to pay dues. For the purposes of these By-Laws, the term “by a Majority Vote of the Executive Committee” shall mean (i) by the affirmative vote of a majority of the members of the Executive Committee who are present and voting at a meeting at which a quorum is present or (ii) by the approval of a majority of the then serving members of the Executive Committee by written consent sent to all members of the Executive Committee.

ARTICLE IV
SECTION MEETINGS

Section 1: MEETINGS. The Section shall hold meetings as may be called by the Chair, by any Vice Chair in the event that the Chair is unable to serve, by a Majority Vote of the Executive Committee or by ten percent (10%) of the members of the Section.

Section 2: NOTICES. Notice of the time and place and purpose of all Section meetings shall be given by the Association to all members of the Section at least five (5) business days prior thereto.

Section 3: QUORUM. Ten percent (10%) of the members of the Section shall constitute a quorum for the transaction of business at a Section meeting.

ARTICLE V
OFFICERS

Section 1: AUTHORIZED OFFICERS. The officers of the Section shall be as follows: Chair, two Vice-Chairs, Secretary, Treasurer, one or more Program Chair(s), one or more Marketing Chairs(s), one or more Membership Chair(s), one or more Events Chair(s) and such other officers as the Executive Committee may designate from time to time and the Section shall elect in accordance with Article VI.
Section 2: CHAIR. The Chair shall preside at all meetings of the Section and of the Executive Committee, administer the affairs of the Section and Executive Committee and have such other executive powers and perform such other duties that may be prescribed by the Executive Committee from time to time and that are not in conflict with these By-Laws and with the Articles of Incorporation and By-Laws of the Association.

Section 3: VICE-CHAIRS. There shall be two Vice-Chairs, who each shall serve a maximum of two consecutive terms of one year, subject to their reelection to such office and to the Executive Committee pursuant to Article VII, Section 2. At the first election of Section officers following the Association’s approval of these Amended and Restated By-Laws, one of the Vice-Chairs shall be elected as the First Vice-Chair and the other Vice-Chair shall be elected as the Second Vice-Chair. The First Vice Chair shall automatically succeed to the office of Chair upon the completion of the Chair’s term and to the office of Chair in the event of the Chair’s resignation or inability of the Chair to complete his or her term. If the First Vice-Chair is unable or unwilling to succeed to the office of the Chair, the Second Vice-Chair shall succeed to the office of Chair. The Second Vice-Chair shall automatically succeed to the office of First Vice-Chair upon the completion of the First Vice-Chair’s term or earlier in the event of the First Vice-Chair’s resignation or inability of the First Vice-Chair to complete his or her term, and a Second Vice-Chair shall be elected. The First Vice-Chair shall perform all the duties of the Chair during the Chair’s absence or inability to act, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. If the First Vice-Chair is unable or unwilling to perform the duties of the Chair during the Chair’s absence or inability to act, the Second Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the Chair. In addition, the Vice-Chairs shall have such other powers and perform such other duties that may be prescribed by the Chair or by the Executive Committee from time to time and that are not in conflict with these By-Laws and with the Articles of Incorporation and By-Laws of the Association.

Section 4: TREASURER. The Treasurer, to the extent required, shall act as the liaison for the Section with the Association with respect to the receipt and disbursement of all funds for and on behalf of the Section, shall make regular reports to the Executive Committee at its regular meetings on the status of such funds, and shall make a final annual report upon the
conclusion of his or her term in office. The Treasurer shall have such other powers and perform such other duties that may be prescribed by the Chair or by the Executive Committee from time to time and that are not in conflict with these By-Laws and with the Articles of Incorporation and By-Laws of the Association.

Section 5: SECRETARY. The Secretary shall be the custodian of all books, papers, documents and other records of the Section, and shall be responsible for the taking of minutes at each meeting of the Section and the Executive Committee and for the transcription and disbursement of such minutes, and for the notification of members of meetings of the Section and the publicizing of such announcements. The Secretary shall keep key Section organizational and historical records, documents and approved Section and Executive Committee meeting minutes in electronic format and stored in coordination with the Association electronic storage platform that is accessible to the members of the Executive Committee. The Secretary shall have such other powers and perform such other duties that may be prescribed by the Chair or by the Executive Committee from time to time and that are not in conflict with these By-Laws and with the Articles of Incorporation and By-Laws of the Association.

Section 6: PROGRAM CHAIR. One or more Program Chair(s) shall be responsible for planning, marketing and coordinating the programs of the Section, and the Program Chair(s) shall make regular reports to the Executive Committee about such programs. The Program Chair(s) shall have such other powers and perform such other duties that may be prescribed by the Chair or by the Executive Committee from time to time and that are not in conflict with these By-Laws and with the Articles of Incorporation and By-Laws of the Association.

Section 7: MARKETING CHAIR. One or more Marketing Chair(s) shall be responsible for implementing and coordinating the strategic marketing of the Section’s activities and events through print, electronic and social media. The Marketing Chair(s) shall make regular reports to the Executive Committee about marketing of the Section’s activities. The Marketing Chair(s) shall have such other powers and perform such other duties that may be prescribed by the Chair or by the Executive Committee from time to time and that are not in conflict with these By-Laws and with the Articles of Incorporation and By-Laws of the Association.
Section 8: MEMBERSHIP CHAIR. One or more Membership Chair(s) shall be responsible for overseeing and promoting membership in the Section. The Membership Chair(s) shall make regular reports to the Executive Committee about retaining and recruiting Section members. The Membership Chair(s) shall have such other powers and perform such other duties that may be prescribed by the Chair or by the Executive Committee from time to time and that are not in conflict with these By-Laws and with the Articles of Incorporation and By-Laws of the Association.

Section 9: EVENTS CHAIR. One or more Events Chair(s) shall be responsible for implementing and coordinating with the Program Chair(s) and the Marketing and Membership Chair(s) on Section events, such as the annual Section Meeting. The Events Chair(s) shall make regular reports to the Executive Committee about such events. The Events Chair(s) shall have such other powers and perform such other duties that may be prescribed by the Chair or by the Executive Committee from time to time and are not in conflict with these By-Laws and with the Articles of Incorporation and By-Laws of the Association.

Section 10: TERM. The term of office of each of the officers shall be one year which shall commence on the first day of the Fiscal Year and shall end on the last day of the Fiscal Year or until their successor is duly elected. If an officer fails to complete his or her term in office, the Nominating Committee may consider all the relevant facts and circumstances in determining whether to nominate such person to stand for election as an officer in the following year.

Section 11: VACANCY: The Executive Committee shall have the power to fill a vacancy in any office for the unexpired portion of the term thereof.

ARTICLE VI

ELECTION OF OFFICERS

Section 1: ANNUAL ELECTION. The Section shall hold an annual election of officers, which shall be completed by May 15th of each year, unless such date falls on a holiday, in which event the election shall be held on the next business day. The annual election shall be conducted in accordance with the following schedule:

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<tr>
<th>Election Step</th>
<th>To Be Completed By</th>
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<tr>
<td>1. Appointment of Nominating</td>
<td>March 17</td>
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Committee

2. Nominating Committee’s selection of nominees April 1

3. Member’s submission of written nominations April 16

4. Distribution of Annual Election Ballots May 1

5. Annual Elections May 15

If any of the above dates falls on a Saturday, Sunday or holiday, the next business day shall be the effective date.

Section 2: NOMINATION. A Nominating Committee of at least three (3) and not more than five (5) members, chosen by the Chair from among the members of the Executive Committee, shall nominate one or more members in good standing of the Section for each of the offices of the Section. Each nominee for the office of Chair or Vice-Chair must have served as a member of the Executive Committee prior to his or her nomination. A written report of the Nominating Committee stating the names of the persons so nominated shall be forwarded to the Chair for consideration and approval by a Majority Vote of the Executive Committee. Members of the Section shall be notified of the names of those persons approved by the Executive Committee as nominees for election as officers of the Section at least fourteen (14) days prior to the date of the election. Additional nominations for any office may be made by written nomination filed with the Chair and signed by at least ten percent (10%) of the members in good standing of the Section or no less than four (4) members of the Executive Committee. Notwithstanding the foregoing, in order to provide for continuity and to preserve institutional knowledge for the Section and in the Executive Committee, the Nominating Committee should give strong preference to nominating as the Chair for any year the prior year's First Vice Chair and as the First Vice Chair the prior year's Second Vice Chair, unless such individuals are unwilling or unable to serve or the Nominating Committee has other reasons to elect someone else for such positions.

Section 3: ELECTION PROCEDURE. If the Nominating Committee nominates only one candidate for an office, and if no one is nominated in accordance with the last sentence of Section 2, Article VI, of these By-Laws, then the sole nominee for that office will be deemed unanimously elected.
If more than one candidate is nominated for any office, a written ballot or an electronic ballot, each of which shall contain a listing of the offices, the names of the nominees for each office, and a blank write-in space after each office shall be mailed or sent by electronic mail by the Association to each member of the Section entitled to vote. The ballots shall be in such form and shall contain such instructions as may be prescribed by the Executive Committee. Each Section member in good standing, other than associate or honorary members, shall be entitled to vote for a nominee or another member of the Section for each office to be filled at the election.

Section 4: VOTING. Ballots must be received at the Association’s office or in electronic format in accordance with the instructions written on or furnished with the ballot not later than 4:00 o’clock P.M. on the date of the election, at which time the voting shall cease and the polls shall close.

Section 5: VOTES TO ELECT. A plurality of votes cast shall elect one candidate to an office. In the event that two or more candidates for one office receive an equal number of votes, a revote between such candidates shall occur at the next regular meeting of the Section.

Section 6: COUNTING. Following the close of the balloting, the votes shall be canvassed and counted by the Association staff, and the results shall be reported in writing to the Executive Committee. The names of the newly-elected officers will be reported to the Section’s members by electronic mail and to the Association’s members in the next issue of the President’s newsletter.

ARTICLE VII
EXECUTIVE COMMITTEE

Section 1: MEMBERSHIP. There shall be an Executive Committee, the members of which shall be elected on or before June 30th of each Fiscal Year by a Majority Vote of the Executive Committee, to serve for a one-year term commencing on July 1st of the next Fiscal Year and until their successors have been duly elected and qualified. The Executive Committee shall consist of a maximum of thirty (30) members in good standing with the Section, which shall include all of the officers of the Section and the immediate past Chair of the Section. In electing the membership of the Executive Committee for each Fiscal Year, the Executive Committee
shall use reasonable efforts to elect at least one member of the Section who has not served on the Executive Committee during the preceding Fiscal Year.

The Executive Committee shall be advised by Liaison Members, who may include, but are not limited to, representatives from the Securities and Exchange Commission, the California Department of Business Oversight, the Financial Industry Regulatory Authority (FINRA), Barristers/Young Attorneys Section or such other members of the legal community who are actively involved in business or corporate law matters, to participate and provide consultation and advice on the matters before and activities of the Executive Committee. Liaison Members are ineligible to vote on matters under consideration by the Executive Committee and to serve as officers of the Section.

As soon as practicable after July 1st of each year, the Chair shall send a written inquiry to the past chairs of the Section (other than the immediate past Chair or past Chairs who have been elected as members of the Executive Committee for such year) requesting that they indicate their interest in attending and/or being informed of Executive Committee matters during the upcoming year. Any past Chairs who have responded in writing that they wish to attend and/or be informed of Executive Committee matters shall be notified of upcoming Executive Committee meetings or actions by written consent at the same time as such written notifications are distributed to the members of the Executive Committee. Past chairs who are not then serving on the Executive Committee but are invited by the Chair to attend and/or to be informed of Executive Committee actions shall be ineligible to vote on Executive Committee matters.

Section 2: TERM. Each member of the Executive Committee shall be appointed for a term of one Fiscal Year. There is no limitation on the number of terms of service by an Executive Committee member.

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 the Articles of Incorporation and the By-Laws of the Association.

Section 4: MEETINGS. The Executive Committee may act by a Majority Vote of the Executive Committee at a duly-called meeting or by a written consent. A quorum for the purpose of transacting business at a meeting shall be a majority of the then-serving Executive Committee members, and such members shall be present in person, by telephone or by video conference.
Regular meetings may be called by the Chair or the First Vice-Chair acting in the absence or inability of the Chair. Special meetings may be called by the Chair, the First Vice-Chair acting in the absence of inability of the Chair, or by any five (5) members of the Executive Committee, and notice (which shall include the date, time and the purpose) for such Special Meeting shall be given to the members of the Executive Committee not less than three (3) business days prior to such meeting. Members may participate in meetings by telephone conference or by video conference. Telephone and video participants shall be counted as present for purposes of the quorum requirement of this Section 4 and for the purposes of the last sentence of Section 5 of this Article VII. Written consents of the members of the Executive Committee may be obtained to approve any action. All members of the Executive Committee shall be notified of the requested action and may be conducted by telephone, by mail, by electronic mail or by facsimile.

Section 5: PARTICIPATION. Each member of the Executive Committee shall actively participate in the business of the Executive Committee. At a minimum, each Executive Committee member is expected (i) to (a) participate in at least one program sponsored or co-sponsored by the Section, (b) actively serve on at least one ad hoc committee or (c) take substantive responsibility for at least one significant project approved by the Executive Committee, and (ii) to attend at least a majority of the regularly scheduled Executive Committee meetings per Fiscal Year.

Section 6: REMOVAL; RESIGNATION. A member of the Executive Committee may be removed at the discretion of the members of the Executive Committee: (a) at a meeting by a two-thirds vote of the then-serving members of the Executive Committee present at a meeting duly called or (b) by a written consent approved by two-thirds of the then-serving members of the Executive Committee in accordance with the provisions of Article VII, Section 4, of these By-Laws. A member of the Executive Committee may resign by giving written notice to the Chair of the effective date of his or her resignation.

Section 7: GUIDELINES FOR APPOINTMENT OF EXECUTIVE COMMITTEE MEMBERS. In considering appointments to the Executive Committee, the Chair shall take into consideration the following non-mandatory guidelines:
(i) At least three years’ membership in the Section or in another or predecessor section of the Association

(ii) Past participation in Section activities and anticipated future availability to participate actively in, and contribute to, the Section and Executive Committee programs, activities and projects;

(iii) Existing representation of a law firm on the Executive Committee, although there is no prohibition on more than one member from any one law firm at any one time;

(iv) Experience in connection with business and corporate law; and

(v) To the extent practicable, membership on the Executive Committee should reflect the respective percentages of in-house and outside counsel members of the Section.

**ARTICLE VIII**
**COMMITTEES**

**Section 1:** STANDING COMMITTEES. There shall be such standing committees of the Section as may be established by the Executive Committee from time to time. Each standing committee shall have not less than two (2) and not more than five (5) members. The Chair of each standing committee shall be the Program, Marketing, Membership and Events Chair(s), as applicable, and such other persons selected by the Executive Committee from among its members.

**Section 2:** AD HOC COMMITTEES. In addition to the standing committees, the Chair shall have the power, without the need for 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.

**Section 3:** MEMBERS. The members of each standing committee shall be selected by the Chair of such committee and be approved by the Chair of the Section. Members of the committees must be members of the Section, but need not be members of the Executive Committee.

**Section 4:** TERM. The term of the Chair and the members of each committee other than the Executive Committee shall commence on the first day of July of each year and shall end on June 30th of each year.
ARTICLE IX
AMENDMENTS TO BY-LAWS

These By-Laws may be amended by the Executive Committee (a) at a meeting by a two-thirds vote of the then-serving members of the Executive Committee present at a meeting duly called or (b) by a written consent approved by two-thirds of the then-serving members of the Executive Committee in accordance with the provisions of Article VII, Section 4, of these By-Laws.

All amendments to these By-Laws must be submitted to and ratified by the Board of Trustees of the Association prior to becoming effective.

ARTICLE X
NO CONFLICT WITH ASSOCIATION GOVERNANCE DOCUMENTS

Anything to the contrary contained herein notwithstanding, these By-Laws shall not in any way conflict with the provisions of the Association's Articles of Incorporation or Amended and Restated By-Laws dated as of January 16, 2019, as they may be amended from time to time (the “Governance Documents”). To the extent that any provision of these By-Laws conflicts with the Governance Documents such provision shall be rendered null and void.

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Approved by the LACBA Business Law Section Executive Committee on February 22, 2019
Approved by the Board of Trustees of the Los Angeles County Bar Association on February 27, 2019.