

**BYLAWS OF  
THE DIVERSITY IN THE  
PROFESSION SECTION OF THE  
LOS ANGELES COUNTY BAR ASSOCIATION**

**ARTICLE I  
NAME**

This organization shall be known as the “Diversity in the Profession Section of the Los Angeles County Bar Association.”

**ARTICLE II  
PURPOSE**

As attorneys and as members of the Los Angeles County Bar Association we are called upon to uphold the principle of equal justice under the law as stated in the United States Constitution. While we cannot eliminate all inequalities and systematic discrimination, we are called upon to at the very least address bias and all forms of inequality in the legal profession, a profession that should be at the forefront of assuring justice to all. The Diversity in the Profession Section is dedicated to facilitating full and equal participation in the legal profession by members of communities that historically have been underrepresented, based on differences in age, color, physical and mental (dis)ability, ethnicity, family or marital status, sex, gender identity or expression, geographic location, language, national origin, political affiliation, race, religion, sexual orientation, socio-economic status, military and veteran status, learning styles, and other characteristics that make people unique. The mission of the Diversity in the Profession Section is to increase and promote diversity, equity, and inclusion in the legal profession, including by advancing the careers of diverse lawyers and legal professionals, providing leadership and educational opportunities, promoting policies and programs that advance diversity, equality, and inclusion, and providing mentorship opportunities for lawyers and students in the diversity pipeline.

**ARTICLE III  
MEMBERSHIP**

Any member of the Los Angeles County Bar Association (the “Association”) shall be eligible for membership in the Diversity in the Profession. Payment of section dues shall be a requirement of membership.

**ARTICLE IV  
OFFICERS**

The officers of the Diversity in the Profession Section shall be as follows: Chair, Vice Chairs of each of the Standing Committees, as well as Treasurer, Secretary, and Immediate Past Chair.

**ARTICLE V**  
**DUTIES OF OFFICERS**

**Section 1. Chair.** The Chair, shall preside at all meetings of the Section and of the Executive Committee, shall coordinate with the Officers of the Section, and shall act as liaison between the Section and the Association. The Chair shall have such other executive powers and perform such other duties as are not inconsistent with these Bylaws or with the Articles of Incorporation and Bylaws of the Association. In the absence of the Chair, the acting Chair shall be (in order, as available), the Vice Chair of the Standing Committees (in alphabetical order), the Treasurer, the Secretary, and the Immediate Past Chair. The acting Chair shall preside over meetings of the Section and of the Executive Committee and serve as the Chair until the return of the Chair.

**Section 2. Vice Chairs of Standing Committees.** Each Vice Chair shall be responsible for coordinating the Section's efforts to assemble, and analyze information, assess needs, promote and disseminate recommendations, and plan and implement policies, practices, events and other activities to further the goals of the Standing Committee. The Vice Chairs shall also have such powers and shall perform such duties not inconsistent with these Bylaws as from time to time may be prescribed by the Chair or by the Executive Committee. The current Standing Committees are: (1) Best Practices, (2) Diversity and Inclusion Conference, (3) Leadership Pipeline, (4) Continuing Legal Education, (5) Pre-Law Mentoring, (6) Diversity on the Bench, and (7) Membership. The Vice Chair of Membership shall also have such powers and shall perform such duties not inconsistent with these Bylaws as from time to time may be prescribed by the Chair or by the Executive Committee.

**Section 3. Treasurer.** To the extent the Association makes financial information available to the Section, the Treasurer shall be responsible for coordinating the financial information, transactions and records of the Section with the Association, coordinating with the other Officers to ensure that the fiscal year is net profitable, and providing regular reports to the Officers and Executive Committee of the Section with respect to the Section's finances. The Treasurer shall also have such powers and shall perform such additional duties not inconsistent with these Bylaws as from time to time may be prescribed by the Chair or by the Executive Committee.

**Section 4. Secretary.** The Secretary shall be responsible for keeping a full and complete written record of the Executive Committee members, meeting minutes, election results, Bylaws, and program calendar/materials of the Section. The Secretary shall also coordinate with the other Officers to ensure all of the aforementioned materials are available to members and on the Association's website. The Secretary shall also have such powers and shall perform such additional duties not inconsistent with these Bylaws as from time to time may be prescribed by the Chair or by the Executive Committee.

**Section 5. Immediate Past Chair.** The immediate past chair of the Section is also an Officer of the Section.

**Section 6. 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 immediately succeeding year. Subject to Article IX below, officers may serve one or more consecutive terms.

**Section 7. Initial Term of Officers.** In the event the Section commences operation before the first day of July, the initial term of the Officers shall include (a) any period of time from commencement of the Section to June 30 and (b) the period from the first day of July to the last day of June in the following calendar year. For example, if the Section commences February 1, 2021, the initial term for the Officers shall be February 1, 2021 to June 30, 2022.

**ARTICLE VI  
EXECUTIVE COMMITTEE**

**Section 1. Membership.** The officers and such additional persons as the Chair may appoint, including those specified in this Section 1, shall constitute the Executive Committee. The Executive Committee shall consist of not less than ten nor more than thirty-five active members of the Diversity in the Profession Section, including all the officers of the Section and the immediate past Chair of the Section if such person still is a member of the Section. All members of the Executive Committee may nominate Section members to serve on the Executive Committee. The member of the Executive Committee nominating the Section member is responsible for obtaining sufficient information regarding the nominee to permit the Executive Committee to evaluate the prospective member’s suitability. The Chair, or such other officer as the Chair may designate, shall distribute information about each nominee to the Executive Committee no later than one week before the regularly scheduled June meeting of the Executive Committee. The nominees shall be presented to the Executive Committee at said meeting. The Executive Committee shall approve or disapprove each candidate by voice vote. If there are sufficient positions available on the Executive Committee, the Chair shall appoint all approved candidates to the Executive Committee. If there are more approved candidates than available positions, the incoming Chair shall select which candidates to appoint and appoint them. If a Chair of a standing committee is not a member of the Executive Committee, the Chair of the Executive Committee shall appoint a member of the Executive Committee to serve as liaison to that standing committee.

**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 Diversity in the Profession Section. The Executive Committee during the interim between annual elections may fill vacancies on the Executive Committee or in the offices.

**Section 3. Duties.** The Executive Committee shall supervise and direct the affairs and determine the policies of the Diversity in the Profession Section, subject to and in accordance with these Bylaws and the Articles of Incorporation and Bylaws of the Association. It 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 members of the Executive Committee shall constitute a quorum to transact business. Meetings shall be called by the Chair, or they may be called by 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 days prior to such meeting. A poll of the members of the Executive Committee may be conducted by the Chair over the telephone, through the United States Mail, or by electronic means via each member's address or cellular telephone number as it appears on the records of the Association.

**Section 5. Dues.** The Executive Committee, with the advice and consent of the LACBA Board of Trustees, shall have the authority to assess annual dues for Section membership.

## **ARTICLE VII COMMITTEES**

**Section 1. Committees.** In addition to the Executive Committee provided for in Article VI and the Nominating Committee and Elections Committee provided for in Article IX, the Section shall have such Standing Committees as may be authorized by the Executive Committee from time to time. Any Standing Committee may be temporarily suspended or eliminated, or its name may be changed, and additional Standing Committees may be designated from time to time by the Executive Committee. In addition, the Chair shall have the power to appoint such interim committees as the Chair may deem necessary or appropriate for the purposes of furthering the objectives of the Section.

**Section 2. Standing Committee Chairs.** Each of the Vice-Chairs will be the Chair of the respective Standing Committee. Members of each Standing Committee shall be selected by the appropriate Vice-Chair following consultation with the other officers of the Section.

**Section 3. Term.** The term of the members and chair of each Standing Committee shall run concurrently with the term of office of the officers of the Section; provided, however, that at the request of the Chair, in order to facilitate administration, a Standing Committee's responsibilities may include the first program or activity of the following Section year.

## **ARTICLE VIII MEETINGS OF MEMBERS**

**Section 1. Meetings.** The Section may hold meetings of its members from time to time. Meetings of the Section members may be called by the Chair, by two or more Officers acting together, or by a majority of the Voting Members.

**Section 2. Notices.** Notice of the time and place of all meetings of Section members shall be given to all members at least fourteen (14) days prior thereto.

**Section 3. Quorum.** Ten percent (10%) of the members of the Section eligible to vote shall constitute a quorum for the transaction of business at any meeting of Section members.

**Section 4. Rules.** All meetings of the section shall be conducted in accordance with Robert’s “Rules of Order” Revised.

**ARTICLE IX  
ELECTIONS**

**Section 1. Time.** The Diversity in the Profession section shall hold a regular annual election for the election of officers. The date of such election shall be no later than May 15th of each year.

**Section 2. Nominating Committee.** There shall be a Nominating Committee of five appointed by the Chair of the Section from active Section members in good standing. The Nominating Committee shall nominate one or more members of the Section for each of the offices of Chair, Vice-Chairs of the current Standing Committees, Treasurer, and Secretary. The Nominating Committee shall submit to the Chair the names of the persons so nominated no later than April 1 of each year. The Secretary shall send to the members of the Section a notice specifying the date of election, identifying the names of the persons nominated for each office by the Nominating Committee. Notice by email shall be the preferred form of notice. The names of the persons so nominated also will be posted by the Association and released to the Daily Journal and Metropolitan News.

**Section 3. Rules for the Nominating Committee.** Except as set forth in this Section, the Nominating Committee shall utilize a “ladder” system to set the nominees for officer positions. The current Secretary shall be nominated as the incoming Treasurer, the current Treasurer shall be nominated as the incoming Vice-Chair of Membership, and the current Vice-Chair of Membership shall be nominated as the incoming Chair. If any of the current officers are unable or unwilling to serve in the next position as designated herein, the Nominating Committee will nominate the next “lowest” current officer on the ladder for the position, if available. If no such officer is available, then the Nominating Committee will select a nominee for that position as set forth in Section 2. The Nominating Committee has reasonable discretion to determine what constitutes “unable” to serve for the purposes of this Section.

**Section 4. Additional Nominations.** Additional nominations for any office may be made by filing, with the Chair of the Section not later than April 16, a written nomination signed by at least 20 members of the Section in good standing entitled to vote.

**Section 5. One Candidate for Each Office.** If the Nominating Committee nominates only one candidate for each position, and if no one is nominated in accordance with Section 3

of these Bylaws, then the slate as nominated will be deemed unanimously elected. The results shall be reported in writing to the members of the Section.

**Section 6. Ballots.** Except as provided in Section 4, a ballot containing the names of the nominees for each office with a blank write-in space after each office, shall be transmitted by regular mail or electronic means to each member of the Section entitled to vote not later than 10 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 7. Voting.** Ballots must be received by the Association in accordance with the instructions written on or furnished with the ballot not later than 4:00 p.m. on the election day, at which time the voting shall cease and the poll shall close.

**Section 8. 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. The results of the election will be reported to the Association membership in writing.

**Section 9. Votes to Elect.** A plurality of votes cast shall elect. In case two or more candidates for one office shall receive an equal number of votes, a ballot shall be taken between such candidates at the first meeting of the section thereafter.

## **ARTICLE X AMENDMENTS TO BY-LAWS**

These Bylaws may be amended by a two-thirds vote of the Voting Members present (in person or by teleconference means) at a meeting of the Executive Committee duly called at which a quorum is present or by a two-thirds vote of the Voting Members, polled pursuant to the provisions of Article VI, Section 4 subject to ratification by the Board of Trustees of the Association.

## **ARTICLE XI DIVERSITY**

The Section 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 Section shall encourage diversity among its leadership and among those participating at all levels of the Section. It shall be a priority of the Section to promote a climate of public understanding and mutual cooperation for achieving equality of opportunity among the membership.

Adopted by the LACBA Diversity in the Profession Committee on the 27<sup>th</sup> of January 2021.  
Ratified by the LACBA Board of Trustees on the 24<sup>th</sup> of February 2021.  
Amended by the LACBA Board of Trustees on the 28<sup>th</sup> of April 2021.