

**AMENDED AND RESTATED BYLAWS
OF
THE REAL PROPERTY SECTION
OF THE
LOS ANGELES COUNTY BAR ASSOCIATION**

As of January 23, 2019

**ARTICLE I
NAME**

This organization shall be known as the “Real Property Section of the Los Angeles County Bar Association.”

**ARTICLE II
PURPOSE**

The purpose of the Real Property Section (the “Section”) shall be to organize and conduct educational activities, disseminate information and knowledge, to assist and promote the activities of the Los Angeles County Bar Association (the “Association”), and to otherwise further the best interests of the members of the Section and the Association, in regard to real property law and practice.

**ARTICLE III
MEMBERSHIP**

Section 1. Members. Any member of the Association shall be eligible for membership in the Section, and shall be deemed to be a member of the Section upon presentation to the Association of a written application for membership in the Association in the form established by the Association, accompanied by the payment of Section membership dues for the then current fiscal year.

Section 2. Associates. Subject to the approval of the Association, persons who are not lawyers shall be eligible for associate status in the Section upon approval of the Executive Committee (as defined below). Associates may participate in Section activities approved by the Executive Committee, but associates shall not be eligible to serve on the Executive Committee or as Section officers, to vote or otherwise participate in the election of Section officers or other Section business. Any other prerequisite to associate status shall be set forth by the Executive Committee and the Executive Committee may divide associates into different

classes. A prerequisite to associate status shall be the payment of dues in such amount and with such frequency as are set by the Executive Committee.

Section 3. Students. Any person who meets the requirements of the Bylaws of the Association for student membership and becomes a student member of the Association shall be eligible for student status in the Section upon application by the student and approval of the Executive Committee. Students may participate in Section activities approved by the Executive Committee, but students shall not be eligible to serve on the Executive Committee or as Section officers or to vote or otherwise participate in the election of Section officers or other Section business. Any other prerequisite to student status (including, without limitation, the imposition of dues) shall be set forth by the Executive Committee and the Executive Committee may divide student members into different classes, and each class may have different admission requirements.

ARTICLE IV OFFICERS

The elected officers of the Section shall be as follows: Chair, Vice-Chair of Programming, Vice-Chair of Membership, Vice-Chair of Communications, Treasurer and Secretary.

ARTICLE V DUTIES OF OFFICERS

Section 1. Chair. The Chair, as chief executive officer, shall preside at all meetings of the Section and of the Executive Committee, shall coordinate with the Officers of the Section, shall act as liaison between the Section and the Association, and shall coordinate with the Trustees Liaison, the State Bar/California Lawyer's Association Liaison, and the Council of Sections Liaison. The Chair shall have such other executive powers and perform such other duties as are not inconsistent with these Bylaws or with the Articles and Bylaws of the Association. In the absence of the Chair, the acting Chair shall be (in order, as available), the Vice-Chair of Programming, the Vice-Chair of Membership, the Vice-Chair of Communications, the Treasurer and the Secretary. 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-Chair of Programming. The Vice-Chair of Programming shall be responsible for coordinating the Section's programs, including, but not limited to: ensuring that program topics reflect the various interests of the Section; ensuring there is no overlap between Subsection programs; coordinating with other sections for co-sponsorship of programming; reviewing written descriptions and summaries of each program for consistency; ensuring, along with the Vice-Chair of Communications, that program descriptions are timely prepared to allow for adequate marketing; and supervising the Subsection Chairs, including ensuring succession plans for the Subsections. The Vice-Chair of Programming 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. Vice-Chair of Membership. The Vice-Chair of Membership shall be responsible for: maintaining an accurate and complete list of Section members; promoting and developing new memberships; developing at least two non-educational (i.e., social and/or networking) events each fiscal year; coordinating with the Vice-Chair of Programming to attract new members through educational and non-educational events; and supervising the Law School Liaison, the Barristers Liaison, and the Senior Lawyers Section Liaison. 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 4. Vice-Chair of Communications. The Vice-Chair of Communications shall be responsible for overseeing the Section's general communications outlets, including the Association's website page for the Section and the Section's Facebook page, LinkedIn page, and newsletter. The Vice-Chair of Communications shall also be responsible for: promoting programs and events for the Section, including ensuring that all email blasts are timely sent on a standard schedule, ensuring all programs and events are listed on the aforementioned communications outlets, and developing other ways to communicate the Section's programs, events, and services; coordinating with the LA Lawyer magazine; and supervising the Newsletter Editor, Social Media Editor, and the Installation & Awards Dinner Coordinator. The Vice-Chair of Communications 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 5. 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 Vice-Chair of Programming 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 6. 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 supervise the creation and maintenance of the Subsection Chair's Handbook, in coordination with the Vice-Chair of Programming; and coordinate with the Vice Chairs 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 7. Immediate Past Chair. The immediate past chair of the Section is also an Officer of the Section.

Section 8. 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.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Membership. There shall be an executive committee. The executive committee shall consist of the following members, each of whom shall be a lawyer in good standing in the State of California and a member of the Section (collectively, the "Executive Committee"):

- A. The seven (7) current officers of the Section, each of whom shall be voting Members;

- B. In addition to the persons listed in (A) above, no fewer than sixteen (16) and no more than eighteen (18) voting members, each of whom shall be appointed by the Chair as set forth below (the "Appointed Members");
- C. Each of the Subsection Chairs, if not otherwise an Appointed Member who shall each be a voting member;
- D. Each former Chair (other than the immediate past Chair), and if not otherwise an Appointed Member, shall be a non-voting Emeritus Member of the Executive Committee. Other non-voting ex officio members, including, but not limited to, liaison members from other sections of the Association and professional organizations, may be designated by the Chair from time to time.

The Executive Committee members described in (A) through (C), inclusive, above shall be referred to as "Voting Members".

Section 2. Term. The term of office of the immediate past Chair and each of the Appointed Members (other than any Subsection Chairs) shall run concurrently with the term of office of the officers of the Section. The term of office of each of the Subsection Chairs shall be two-years commencing on July 1 and terminating on June 30 two years later.

Section 3. Appointment of Executive Committee Members. No more than thirty (30) days prior to the commencement of a new term, the incoming Chair shall have the discretion to appoint each member of the Executive Committee (other than the Subsection Chairs whose term is not then expiring) for such new term, taking into account, among other relevant considerations, each prospective member's past and likely future contributions to Section and Executive Committee activities; provided, however, that except with the prior approval of the majority of the incoming officers (including the incoming Chair) of the Section, the incoming Chair shall (a) reappoint at least twelve (12) of the then-current Appointed Members and (b) appoint at least two members of the Section who are not then current members of the Executive Committee. Notwithstanding the foregoing, the Chair may replace

any Appointed Member who leaves the Executive Committee for any reason during the term of the Chair, and the term of such appointed Member so appointed shall expire with the term of the office of the Chair by whom the Appointed Member was appointed.

Section 4. Duties. The Executive Committee shall supervise and direct the affairs of the Section and determine policies of the Section, subject to and in accordance with these Bylaws and the Articles and Bylaws of the Association.

Section 5. Meetings. Meetings shall be called by the Chair or a majority of the Voting Members. Notice of any such meetings shall be given to the members of the Executive Committee and, if so directed by the Chair, to non-voting members of the Executive Committee, not less than ten (10) days prior to such meeting. The Executive Committee may act at a meeting duly called, in person or telephonically, or by a poll of Voting Members. A majority of the Voting Members shall constitute a quorum to transact business. The Executive Committee may act by a majority of the Voting Members who are present at a meeting, either in person or telephonically, at which there is a quorum at the time the action is voted upon. A poll of the Voting Members may be conducted by the Chair by telephone, mail, facsimile and/or by e-mail. The Chair in any such poll shall provide a reasonable time for Voting Members to respond to the poll. A majority of the Voting Members is required to approve action by a poll.

Section 6. Dues and Charges. The Executive Committee shall have the authority to establish annual membership dues for members of the Section and such other fees and charges as may be reasonably necessary or appropriate to fund the activities and operations of the Section, subject to any applicable requirements of the Association.

Section 7. Committee of Officers. In the absence of a quorum, or in the intervals between scheduled meetings, if the Chair, acting in good faith, deems a matter to be of sufficient urgency, the Chair may convene a Committee of Officers, either by meeting, telephone, mail, facsimile or e-mail. The Committee of Officers shall be composed of the Chair, the Vice-Chair of Programming, the Vice-Chair of Membership, the Vice-Chair of Communications, the Treasurer, the Secretary and the immediate past Chair. The affirmative vote of four of the six members of the Committee of

Officers shall be required for approval of any action taken in the absence of a quorum or in the intervals between scheduled meetings. Except to the extent limited by California Corporations Code Section 7212(a)(1)-(8), the Committee of Officers shall have the powers of the Executive Committee during the periods when the Executive Committee is not in session (or has failed to obtain a quorum) and such other powers as shall lawfully be delegated to it from time to time by the Executive Committee. Following the taking of any action pursuant to this Section 7, the Chair shall promptly notify all Voting Members of any action taken.

ARTICLE VII COMMITTEES

Section 1. Committees (other than Subsection Steering 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. The members and chair of each Standing Committee shall be selected by the 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.

Section 4. Subsection Steering Committees. In addition to the committees described in Section 1 of this Article, there shall be Subsection Steering Committees whose purpose is to organize and conduct educational activities in the area of real property practice to which the Subsection Steering Committee is devoted. Any Subsection Steering Committee may be temporarily suspended or

eliminated, or its name may be changed, and additional Subsection Steering Committees, may be designated from time to time by the Executive Committee. Without limiting the foregoing, the following Subsection Steering Committees are in effect on the date hereof: (i) Finance, (ii) Land Use Planning and Environmental, (iii) General Real Property, (iv) Title Insurance, (v) Commercial Development and Leasing, and (vi) Construction.

Section 5. Subsection Steering Committees' Membership. Each Subsection Steering Committee shall be composed of persons who are involved in the real estate industry; provided, however, that only lawyers in good standing in the State of California and members (other than associate members) in good standing of the Section may be the chair or other officer of any Subsection Steering Committee. The chair of each Subsection Steering Committee, the Chair, and staff shall all have copies of each Subsection Steering Committee roster, which shall be kept up-to-date by the chair of each Subsection Steering Committee.

Section 6. Subsection Steering Committee Chairs. Subject to the provisions of Article VI, Section 2, the Chair shall appoint the chair of each Subsection Steering Committee for the term set forth therein.

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 thirty (30) days prior thereto.

Section 3. Quorum. Fifteen percent (15%) of the members of the Section eligible to vote shall constitute a quorum for the transaction of business at any meeting of Section members.

ARTICLE IX ELECTIONS

Section 1. Annual Election. The Section shall hold a regular annual election of Officers during its regularly scheduled meeting in May.

Section 2. Nominating Committee. There shall be a Nominating Committee of five (5) members of the Executive Committee, including a chair of the Nominating Committee, each chosen by the Chair. The Nominating Committee shall nominate one member of the Section for each of the offices described in Article IV hereof, and each such nominee must (a) be a lawyer in good standing in the State of California, (b) be a member (other than an associate or student member) in good standing in the Section, and (c) have served on the Executive Committee for a minimum of two years prior to his or her nomination (but does not then need to be a member of the Executive Committee). Members of the Nominating Committee shall not be eligible for nomination. The Nominating Committee shall select candidates determined to be the most effective person for that position. In making that determination, the Nominating Committee shall consider, among other things: (A) each candidate's personal abilities, judgment and leadership qualities, including, but not limited to, fitness to be Chair at some future date, (B) each candidate's years as a member of the Section, (C) the duration, scope, quality and recentness of each candidate's participation in the activities and affairs of the Section; and (D) each candidate's history and quality of support for the programs and projects of the Section, including prior service as an Officer of the Section. A written report from the chair of the Nominating Committee stating the names of the persons so nominated shall be forwarded to the Chair by March 15 of each year. By April 1, the Secretary shall send to the members of the Section a notice specifying the date of the election, identifying the names of the persons nominated for each office by the Nominating Committee, and informing the members of the process for nominating additional candidates. Notice by email will be the preferred form of notice.

Section 3. Additional Nominations. Additional nominations for any elective office of the Section may be made by filing with the Secretary, by April 10 of each year, a written nomination signed by at least thirty (30) members (other than associate or student members), no more than three (3) of whom shall be members of

the same law firm or otherwise employed by the same person or entity. Any such additional nominees must, be a lawyer in good standing in the State of California and a member (other than an associate or student member) of the Section in good standing for at least the immediately preceding five (5) fiscal years of the Section. The Secretary shall post a notice of that nomination in a conspicuous place in the office of the Association and shall also notify the members of the Section in the same manner as the notice provided in Article IX, Section 2.

Section 4. Statement of Candidacy, Ballots and Voting. If there is only one candidate for each position to be filled at the annual election, and if no one else is nominated in accordance with Article IX of this Article, then the slate as nominated will be deemed unanimously elected and the results shall be reported in writing to the members of the Section. 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 an Elections Committee shall be formed pursuant to Section 9 of this Article. The Elections Committee shall prepare a ballot containing the names of the nominees for each office together 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. The order of names of all nominees for each position shall be alphabetical. A statement of candidacy shall accompany the ballot, and each candidate desiring to make a statement of candidacy shall file such statement with the Chair. If the name of more than one candidate is placed in nomination for any position, the names will be identified as either nominated by the Nominating Committee or by petition.

Section 5. Voting. All members of the Section entitled to vote shall have the right to vote for nominees named on the ballot, or, by writing a name in the proper blank "write in" space, for any lawyer who (a) is in good standing in the State of California, (b) is and has been a member (other than an associate or student member) of the Section for at least the immediately preceding five (5) fiscal years of the Section, and (c) has served at least two (2) years on the Executive Committee (but does not need to be a then-current member of the Executive Committee). Ballots must be received by the Chair of the Section in accordance with the instructions written on or furnished with the ballot not later than 4:00 p.m. (Los Angeles time) on the annual election date, at which time the voting shall cease and the polls shall close.

Section 6. Counting. Immediately upon the close of the balloting, the votes shall be canvassed and counted by a committee of at least three members, to be appointed by the Chair, and the results shall be reported in writing to the Executive Committee. The results of the election shall be reported to the Section membership.

Section 7. 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 by the Executive Committee (excluding such candidates) at its next regular monthly meeting.

Section 8. Election Schedule. The annual election shall be conducted in accordance with the following schedule:

<u>ELECTION STEP</u>	<u>TO BE COMPLETED BY</u>
Appointment of Nominating Committee.	February 15
Nominating Committee's Selection of Nominee.	Written list of nominees to be sent to the Chair of the Section by March 15
Section Member Notification.	April 1
Additional Written Nominations (if any).	April 10
Distribution of Annual Election Ballots (only if contested election).	April 23
Conclusion of Annual Election (only if contested election).	The May Section meeting
If any of the above dates falls on a Saturday, Sunday or legal holiday in California or in the United States, the next business day shall be the effective date.	

Section 9. Elections Committee. The Elections Committee shall consist of the Chair, the immediate past Chair and one other member of the Executive Committee who is not running in the election, and is selected by the Chair and the immediate past Chair. The Chair shall be the chair of the Elections Committee. The Elections Committee shall have the power to formulate and adopt

the schedule and rules and regulations for proceedings of the Nominating Committee and the conduct of the annual election not inconsistent with the provisions of this Article, including, but not limited to, establishing (a) rules for campaigning by candidates, (b) the procedure for ballot distribution and voting, (c) the procedure for ballot counting and result reporting, and (d) the procedure for resolving a tie vote. The Elections Committee shall have the sole power to resolve any election-related disputes arising under these Bylaws or the rules and regulations governing elections.

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 telephone) at a meeting 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 5 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.

Amended February 15, 2017
Amended and Restated January 23, 2019