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**BYLAWS
OF THE SENIOR LAWYERS SECTION
OF THE LOS ANGELES COUNTY BAR ASSOCIATION**

Article I

NAME

This section shall be known as the Senior Lawyers Section (“Section”) of the Los Angeles County Bar Association (“LACBA”).

Article II

PURPOSES

The purposes of the Section are to uphold the honor and dignity of the profession of law, to apply the knowledge and experience of its members to the promotion of the public good, to present programs of educational and general interest, to preserve the history of the legal profession in Los Angeles, and to cultivate social interaction among its members. The Section shall be the voice of senior lawyers within LACBA and shall serve the particular interests of senior lawyers.

Article III

MEMBERS

Any member of LACBA is eligible for membership in the Section if, on January 1st of a given year, he or she is either (a) over the age of fifty-five (55), or (b) has been admitted to practice for twenty-five (25) years or more. The remaining sole prerequisite for membership shall be the payment of dues imposed on Section members for the current fiscal year pursuant to Article VII of these Bylaws.

Article IV

OFFICERS

The officers of the Section shall be as follows: Chairperson, Chairperson Elect, Treasurer, and Secretary. The officers of the Section shall be elected annually by the Section's members.

Article V

DUTIES OF OFFICERS

Section 1. **CHAIRPERSON.** The Chairperson shall preside at all meetings of the Section and of the Executive Committee and 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 LACBA.

Section 2. CHAIRPERSON ELECT. The Chairperson Elect shall perform all the duties of the Chairperson during the latter'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 Chairperson. The Chairperson Elect shall have other powers and perform such other duties not inconsistent with these Bylaws as from time to time may be prescribed by the Chairperson or by the Executive Committee and not inconsistent with the Articles of Incorporation and Bylaws of LACBA.

Section 3. TREASURER. The Treasurer shall act as the liaison for the Section with LACBA with respect to the receipt and disbursement of all funds for and on behalf of the Section and shall report to the Executive Committee from time to time regarding such receipts and disbursements.

Section 4. SECRETARY. The Secretary shall be responsible for recording and distributing minutes at each meeting of the Section, of the Executive Committee, and of any Standing Committees, for notifying members of meetings of the Section and committees thereof, and for providing copies of minutes of each meeting of the Section and each meeting of the Executive Committee to LACBA's Chief Executive Officer.

Section 5. 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 the succeeding year.

Section 6. VACANCIES. The Executive Committee shall have the power to fill a vacancy in any office for the unexpired portion of the term thereof.

Article VI

EXECUTIVE COMMITTEE

Section 1. MEMBERSHIP. There shall be an Executive Committee, the membership of which shall be appointed by the Chairperson, with the approval of the officers. The Executive Committee shall consist of not less than twenty (20) nor more than thirty-five (35) active members of the Section, including all the officers of the Section and the immediate past Chairperson of the Section if still a member of the Section. (As used in this Section, "active members" shall mean persons who have been members in good standing of LACBA for a period of not less than two (2) years, and members of the Section for a period of not less than one (1) year, prior to nomination and election.) Any member of the Executive Committee (except for an officer elected by vote of the members of the Section) who fails to attend three (3) successive meetings of the Executive Committee, without prior notice to the Chairperson explaining the reason for such absence, shall be subject to removal as a member of the Executive Committee by the Chairperson.

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 Section. Vacancies on the Executive Committee shall be filled by the Chairperson, with the approval of the officers.

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 Bylaws and the Articles and Bylaws of LACBA. 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. One-third (1/3) of the members of the Executive Committee shall constitute a quorum to transact business. Meetings shall be called by the Chairperson, or 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 (2) business days prior to such meeting.

Section 5. ACTION WITHOUT A MEETING. The Executive Committee may act without a meeting by a poll of each member of the Executive Committee. The Chairperson or an officer designated by the Chairperson may poll the Executive Committee by any reasonable means of oral, written or electronic communication, including without limitation, by telephone, in person, by electronic mail, by facsimile transmission, through the United States mail or via courier service. In the event that action is to be taken by poll, an action shall be considered approved by the Executive Committee if it is approved by a majority of the members of the Executive Committee and a good faith effort has been made to contact all members of the Executive Committee.

Article VII

DUES

LACBA shall have the right to assess annual membership dues for the Section in an amount as determined and approved by the LACBA Board of Trustees.

Article VIII

COMMITTEES

Section 1. STANDING COMMITTEES. The following Standing Committees of the Section shall be established. The Executive Committee shall select the Chairperson and Vice Chairpersons, if any, of each standing Committee.

- a. Programs. To sponsor and organize educational programs and materials.
- b. Membership. To sponsor and organize activities throughout the year to maintain and increase the membership of the Section.
- c. Executive Committee Membership. To consider candidates for Executive Committee membership and propose them to the Chairperson.

Section 2. OTHER COMMITTEES. The Chairperson of the Section shall have the power, without Executive Committee approval, to appoint such other committees as may be necessary or desirable to further the objectives of the Section.

Section 3. TERM. The Term of the Chairperson and Vice Chairperson of each committee and the members of each committee shall run concurrently with the term of office of the officers of the Section.

Section 4. MEMBERS. The members of the Standing Committees shall be selected by the Chairperson of such committees subject to confirmation by the Executive Committee.

Article IX

MEETINGS OF MEMBERS

Section 1. MEETINGS. The Section shall hold meetings of its members during each year. Meetings of the members may be called by the Chairperson, Chairperson Elect, or by a majority of the members of the Executive Committee.

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

Section 3. QUORUM. The Section members present shall constitute a quorum for the transaction of business at any meeting of the Section. Action shall be by a majority vote of the members present.

Section 4. RULES. All Section meetings shall be conducted in accordance with Robert's Rules of Order Revised, last edition.

Section 5. APPROVAL OF ACTIONS. No report, recommendation, news release, or other action of the Section or of any committee thereof shall be considered as the action of LACBA unless and until it has been approved by the Executive Committee of the Section and the Board of Trustees of LACBA or its designated representative or committee.

Article X

AMENDMENTS OF BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of a quorum present at an Executive Committee meeting duly called or by a two-thirds (2/3) vote of the members of the Executive Committee polled pursuant to the provisions of Article VI, Section 6, of these Bylaws. All amendments to these Bylaws must be submitted to, approved, and ratified by LACBA's Board of Trustees prior to becoming effective and further must not conflict with LACBA's Articles of Incorporation or Bylaws.

Article XI

ELECTIONS

Section 1. TIME. The Section shall hold a regular annual election of officers. The date of such election shall coincide as closely as may be practicable with the date of the election of officers of LACBA.

Section 2. NOMINATING COMMITTEE. There shall be a Nominating Committee consisting of the Chairperson, Immediate Past Chairperson, and Chairperson Elect of the Section and three members selected by lot from the current membership of the Executive Committee who have attended at least five (5) Executive Committee meetings in the current fiscal year. The Nominating Committee shall nominate one or more members of the Section for each of the offices of the Chairperson, Chairperson Elect, Treasurer, and Secretary. The written report of the Nominating Committee, stating the names of the persons so nominated, shall be submitted to the Executive Committee for review and approval at least thirty (30) days prior to the date of the regular annual election. Section members 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 Chairperson of the Section at any time prior to fifteen (15) days before the annual election, a written notification signed by at least ten (10) Section members in good standing entitled to vote.

Section 4. 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 Article XI, Section 3 of these Bylaws, the slate as nominated will be deemed unanimously elected

and submitted to the Board of Trustees for confirmation. Upon confirmation by the Board, the results shall be reported in writing to the members of the Section.

Section 5. BALLOTS. Except as provided in Article XI, 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 by the Secretary or the Secretarial Committee to each member of the Section entitled to vote not later than ten (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 6. VOTING. Ballots must be received at LACBA in accordance with the instructions written on or furnished with the ballot no later than 4:00 p.m. on the election day, at which time the voting shall cease and the polls shall close.

Section 7. ELECTRONIC ELECTIONS. In lieu of the procedures for paper ballot elections set forth above, elections may be conducted by electronic means.

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 thereafter.