

**BY-LAWS
OF THE
SMALL FIRM AND SOLE PRACTITIONER SECTION
OF THE
LOS ANGELES COUNTY BAR ASSOCIATION**

**ARTICLE I
NAME**

This organization shall be known as the Small Firm and Sole Practitioner Section of the Los Angeles County Bar Association.

**ARTICLE II
PURPOSE**

The purpose of the Small Firm and Sole Practitioner Section shall be to support and advance the cause of the members of the Section as members of small law firms and sole practitioners, and to form an available working unit to assist in the activities of the Los Angeles County Bar Association, and otherwise to further the interests of the Los Angeles County Bar Association and of the legal profession as a whole.

**ARTICLE III
MEMBERSHIP**

Section 1. **Members.** Any member of the Los Angeles County Bar Association shall be eligible for membership in the Small Firm and Sole Practitioner Section. Payment of section dues shall be a requirement of membership.

**ARTICLE IV
OFFICERS**

The officers of the Small Firm and Sole Practitioner Section shall be as follows: Chair, Vice-Chair, Treasurer, Secretary, and Vice-Secretary. 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 Small Firm and Sole Practitioner 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 the Los Angeles County Bar Association.

Section 2. **Vice-Chair.** The 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-Chair shall have such other powers and perform such other duties not inconsistent with these Bylaws as from -to-time may be prescribed by the Chair or by the Executive Committee.

Section 3. Treasurer. The Treasurer shall be responsible for the funds of the Executive Committee and shall discharge that responsibility in a manner consistent with the Articles of Incorporation and Bylaws of the Association. The Treasurer shall provide a financial report at each meeting of the Executive Committee and an annual financial report at the conclusion of the term of office.

Section 4. Secretary. The Secretary shall be responsible for the taking of minutes at each meeting of the Executive Committee. The Secretary shall also transcribe and distribute such minutes to the members of the Executive Committee. The Secretary shall also be responsible for notifying members of the Executive Committee of upcoming meetings at least once before each meeting.

Section 5. Vice-Secretary. The Vice-Secretary shall be responsible for the taking of minutes at each meeting of the Executive Committee when the Secretary cannot attend. When responsible for taking the minutes, the Vice-Secretary shall also transcribe and distribute the minutes to the members of the Executive Committee.

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 succeeding year.

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 fifteen nor more than thirty-five active members of the Small Firm and Sole Practitioner 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 Small Firm and Sole Practitioner 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 Small Firm and Sole Practitioner Section, subject to and in accordance with these Bylaws and the Articles of Incorporation and Bylaws of the Los Angeles County Bar 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. Eight 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 as it appears on the records of the Los Angeles County Bar Association.

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

Section 6. **Removal of Executive Committee Members.** Any member of the Executive Committee who misses more than four (4) meetings in any term year (i.e., July 1 through June 30) may, at the discretion of the officers, be removed from the Executive Committee.

ARTICLE VII COMMITTEES

Section 1. **Standing Committees.** The Executive Committee shall establish such standing committees of the Small Firm and Sole Practitioner Section as it shall deem appropriate. Each standing committee shall have a Chair and a Vice-Chair. The Chair of each standing committee shall be selected by the Small Firm and Sole Practitioner Section Chair subject to ratification by the Executive Committee. The Vice-Chair of each standing committee shall be selected by the incoming Chair in consultation with the incoming Chair and Vice-Chair of the Section.

Section 2. **Term.** The term of the Chair and Vice-Chair of each committee and the members thereof shall run concurrently with the term of office of the officers of the Section.

Section 3. **Members.** The members of the standing committee shall be selected by the Chair of such committees subject to confirmation by the Executive Committee.

Section 4. Interim Committees. The Chair of the Section shall have the power, without the Executive Committee approval, to appoint such interim committees as may be necessary or desirable for the purpose of furthering the objectives of the Section.

ARTICLE VIII MEETINGS OF MEMBERS

Section 1. Meetings. The Small Firm and Sole Practitioner Section shall hold one regular meeting of its members during each year, and such further special meetings of the members as may be called by the Chair, Vice-Chair, 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 days prior thereto.

Section 3. Quorum. Twenty members shall constitute a quorum for the transaction of business at any meeting of the Section.

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

ARTICLE IX AMENDMENTS TO BY-LAWS

These Bylaws may be amended by a two-thirds vote of all 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 Bylaws, subject to approval by the Board of Trustees of the Association.

ARTICLE X ELECTIONS

Section 1. Time. The Small Firm and Sole Practitioner 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-Chair, Treasurer, Secretary, and Vice-Secretary. Each nominee for the office of Chair of the Section must have served on the Executive Committee for a minimum of two years prior to the term for which such person is nominated and each nominee for the other offices must have so served for one year. The Nominating Committee shall submit to the Chair the names of the persons so nominated no later than April 1 of each year. The names of the persons so nominated will be posted by the Los Angeles County Bar 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 other than Vice-Secretary. The current Vice-Secretary shall be nominated as the incoming Secretary, the current Secretary shall be nominated as the incoming Treasurer, the current Treasurer shall be nominated as the incoming Vice-Chair, and the current Vice-Chair 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 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 mailed to each members 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 at the Los Angeles County Bar Association office 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.

Adopted by the Executive Committee of the Small Firm and Sole Practitioner Section of the Los Angeles County Bar Association this 21st day of July 2020.

Secretary

Approved by the Board of Trustees of the Los Angeles County Bar Association this 26th day of August 2020.

Stanley Bissey

Secretary