

## Annex A

### **ADMINISTRATIVE BYLAWS of the ANTITRUST, UCL & PRIVACY SECTION of the CALIFORNIA LAWYERS ASSOCIATION**

#### **I. Name and Legal Status**

The individuals organized under these Administrative Bylaws shall be known as the “Antitrust, UCL and Privacy Section of the California Lawyers Association,” hereinafter referred to as the “Section.” The Section is an administrative unit of volunteers and a component part of the California Lawyers Association, a California nonprofit mutual benefit corporation (the “Association”), and is not a separate legal entity. These Administrative Bylaws are promulgated under Article VII, Section 4, of the Association’s corporate Bylaws (the “Association Bylaws”). In the event of any inconsistency between these Administrative Bylaws and the Association Bylaws, the Association Bylaws shall govern.

#### **II. Purposes and Duties**

The purposes of the Section shall be (a) to further the knowledge of the members of the Section in matters pertaining to antitrust, unfair competition, and privacy law, (b) to participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the Section in antitrust, unfair competition, and privacy law, (c) to develop professionalism among and advancement for members of the Section, including through mentoring and networking programming; (d) to act upon all matters germane to its purposes as so described in the Association’s Bylaws or referred to it by the Association’s Board of Representatives (the “Association Board”), and (e) to make recommendations to the Association Board.

#### **III. Membership**

Any individual who is: (1) an active or inactive member in good standing of a state bar in the United States; (2) a former member of a state bar in the United States, who was in good standing when last a member of that bar; or (3) is a judge of a federal or state court in the United States is eligible to become a regular member of the Section. Any law student or any individual who works in or with the legal industry, but is not a lawyer, is eligible to become an affiliate member of the Section. Affiliate members may not be members of the Executive Committee of the Section although they may participate in committees formed by the Executive Committee.

An eligible individual’s term of membership in the Section shall be for one year commencing on February 1 each year, but no individual shall lose her or his membership status for failure to pay dues until March 1 of each year. The Association Board may extend the grace period as needed. An eligible individual shall be enrolled as a member of the Section upon request and upon payment of the prescribed fee, if any, for such term. Such fees shall be prescribed by the Association Board

and shall be collected by the State Bar for transfer to the Association, or collected directly by the Association, to be used for the purposes of defraying costs and expenses for the Section.

#### **IV. Membership Role in Section Governance**

**1. Rights.** Membership in the Section shall not confer upon any individual the status of a “member” of the Association within the meaning of Section 5056 of the California Nonprofit Corporation Law. Members of the Section shall have the following rights, as set forth in these Administrative Bylaws:

- (a) to nominate candidates for election to the Section Executive Committee;
- (b) to participate meaningfully in choosing the Section’s nominee to represent the Section on the Association Board, for election by the Association Board (once nominated by the Section, the “Nominee”, and once elected by the Association Board, the “Representative”);
- (c) to reject the Section’s proposed Nominee;
- (d) to recall the Section’s Representative; and
- (e) to nominate candidates for election to the offices of President and Vice President of the Association.

#### **2. Nominations by Section Membership**

(a) For Executive Committee. On the occasion of the regular election of Executive Committee members:

Any Section member may nominate herself or himself for election to the Executive Committee by delivering a nomination application to staff designated by the CLA on or before the closing date for nominations, as set in the CLA’s Appointments’ Policy. The closing date for nominations shall be set by the Executive Director in conformity with the Appointments Policy and timely announced to the members. This subsection shall not apply to selection of Executive Committee members to fill a vacancy outside the regular election process.

(b) For Association President and Vice President. Prior to the regular election by the Association Board of the Association President and Vice President, one hundred Section members may together nominate candidates for President and Vice President of the Association, by a petition signed by such members and delivered to the Secretary of the Section or the Secretary’s designee on or before the Section’s closing date for such nominations. On timely receipt of such a petition, the Nominator (defined in Section V.6(c) below) shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve, and shall provide a list of candidates so nominated to the Chair or Secretary of the Association on or before the date set by the Association Board for receipt of such nominations. The Executive Committee, by majority vote, can also nominate individuals for the Association President or Vice President position. The Section’s closing date for such nominations shall be set by the Executive Director in conformity with the Appointments Policy and timely announced to the members. This

subsection shall not apply to selection of Association President or Vice President to fill a vacancy outside the regular election process.

### **3. Recommendations for and Rejection of Section's Proposed Nominee.**

(a) Recommendations for Nominee as Section Representative. One hundred Section members together may recommend candidates to become the Nominee, by a petition signed by such members, and delivered to the Secretary of the Section or the Secretary's designee on or before the closing date for such nominations. On timely receipt of such a petition, the Nominator shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve. Any current Executive Committee member or Advisor may also recommend candidates to the Nominator. The closing date for all nominations is eight weeks before the Election Meeting. The Nominee must be either a current member of the Executive Committee or an Advisor. The Nominator shall review the list of all persons so recommended before selecting, in the Nominator's sole discretion, one listed individual as the Section's proposed Nominee. The Nominator shall cause the name of the proposed Nominee to be distributed to the members of the Section no less than six weeks before the Election Meeting.

(b) Rejection of Section's Proposed Nominee. Members representing thirty percent of the voting membership of the Section may reject the Section's proposed Nominee by a petition signed by such members within two weeks after the announcement of the Section's proposed Nominee, and delivered to the Secretary of the Section on or before the business day following the end of the two-week period. On timely receipt of the petition, the Secretary of the Section or the Secretary's designee shall confirm the validity of the petition and the signatures thereon, and shall promptly remove the proposed Nominee's name from consideration as the Section's Nominee, whereupon the Nominator shall name (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) a different proposed Nominee. The Nominator shall promptly cause the name of the alternate proposed Nominee to be distributed to the members of the Section. The provisions of this subsection (b) shall apply to each alternate proposed Nominee.

### **4. Recall of Section's Representative.**

(a) Petition to Initiate Recall. Members representing ten percent of the voting membership of the Section may initiate a recall vote of the Section's Representative by a petition signed by such members within any three-month period during the Representative's term of office, and delivered to the Secretary of the Section within one week after the end of such three-month period. On timely receipt of such petition, the Secretary of the Section or the Secretary's designee shall confirm the validity of the petition and the signatures thereon, and shall then promptly call a recall vote, to be held within one month of receiving the petition.

(b) Recall Vote by Written Ballot. The recall vote shall be held by written ballot distributed by electronic mail to the e-mail address of record for each member of the Section. The ballot shall clearly set forth that the purpose of the ballot is to allow the members to vote on the recall of the Section's Representative, and shall identify the Representative by name. The ballot shall provide an opportunity to indicate approval or disapproval of the recall, and shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted. The required return date shall not be less than two weeks from the date the ballots are distributed.

If the recall succeeds, the Nominator shall inform the Chair of the Association Board and request that the Association Board remove the Section's Representative.

(c) Recall Vote Quorum and Voting Requirement. The recall vote shall be successful only if the number of valid ballots returned within the time period specified equals or exceeds twenty-five percent of the total voting power of the Section, and a majority of the ballots so returned are in favor of recall.

(d) Limit on Recall Votes. The Section shall not hold more than one recall vote during any single term of a Representative.

(e) Removal of Section Representative. The Chair or any two Executive Committee members may request an action item be placed upon the next Executive Committee agenda to hold a no confidence vote regarding the Section Representative. If two-thirds (2/3) of the Executive Committee members then in office vote that they have no confidence in the Section Representative, the Nominator shall immediately forward such recommendation to the Association Board for a removal vote of the Section Representative in accordance with Association Bylaws Article IV, Section 7(a).

## **V. Executive Committee**

**1. Duties.** The Section shall be administered by an Executive Committee. The Executive Committee shall assist the Association Board in matters relating to the Section and all other matters referred to the Executive Committee by the Association Board. The Executive Committee shall supervise and direct the affairs and policies of the Section, in accordance with the Association's Bylaws and subject to the oversight of the Association Board. The Executive Committee is not deemed to be an Advisory Committee of the Association unless specifically designated as such by the Association Board.

**2. Composition and Election.** The Executive Committee shall consist of a minimum of thirteen members and a maximum of seventeen members elected by the incumbent members of the Executive Committee. Nominations for such election may be made by the Executive Committee acting as a nominating committee, but may also be made by the membership of the Section pursuant to Article IV, Section 2(a), above. Nominations for appointment to the Executive Committee must be submitted to the Association Board under the procedures set forth in the Association's Appointment Policy. The Association Board may, under circumstances described in the Association Bylaws, disapprove individuals nominated for service on the Executive Committee. Each member of the Executive Committee shall take an oath of office. Members of the Executive Committee shall not receive compensation for their services on the Executive Committee, but may have their reasonable expenses incurred in performance of their duties, as set forth by relevant Executive Committee and Association policies.

**3. Qualifications.** An Executive Committee member must be (a) a current member of the Section in good standing, and (b) either (i) an active member of a state bar in good standing, or (b) an inactive or former member of state bar, where such inactivity or non-membership is not due to a disciplinary issue.

**4. Term of Office; Removal; Vacancies.** A member of the Executive Committee will be appointed for an initial term of three years. Thereafter, the Chair may reappoint the member for renewable one-year terms. No member of the Executive Committee may serve for more than six years. The Chair may not renew existing Executive Committee member terms such that there are fewer than three vacancies to be filled with new members every year. The Chair or the Executive Committee acting as a whole may remove any Executive Committee member who: (a) fails to attend three consecutive Executive Committee meetings, (b) fails to attend three in-person meetings in two years, (c) fails to contribute to the operation and activities of the Executive Committee and the Section, or (d) fails to comply with the CLA Code of Conduct or other CLA policies. The Executive Committee can rescind the Chair's removal decision by majority vote of members then in office (including the removed member). Any vacancy in Executive Committee membership occurring before the normal expiration of the term for any reason may be filled for the unexpired portion of the term by the Executive Committee. Executive Committee terms shall begin and end at noon on the second day following the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws.

**5. Meetings; Action without Meeting.** Meetings of the Executive Committee may be called by the Chair or by a majority of the members of the Executive Committee. Written notice of such meetings shall be emailed to the members of the Executive Committee at least four business days before such meeting. A member of the Executive Committee may waive notice of a meeting in a signed writing delivered to the Secretary of the Section, whether before or after the meeting. In addition, attendance at a meeting without protesting the lack of notice prior to or at the commencement of the meeting shall constitute waiver of notice of that meeting. At meetings of the Executive Committee, the majority of its members shall constitute a quorum for the transaction of any business. The Executive Committee may act without a meeting by a poll of its members. In such event, no less than a majority of its members then in office must agree on any action taken; provided, however, that any member of the Executive Committee who opposes the action may request within seven calendar days that the matter be considered at an Executive Committee meeting. Upon such request, the action does not pass. A poll of the members of the Executive Committee must be conducted by email or other written means, with the evidence of the votes appended to the minutes of the next Executive Committee meeting.

**6. Officers.**

(a) Election; Qualification. Each year, the Chair shall select from among the Executive Committee members, in the Chair's sole discretion, who will serve the following year as the following officers: Chair, Treasurer, and Secretary. The Chair may also select from among Executive Committee members to fill other Vice Chair roles, as established by the Chair, to carry out the Section's business, as appropriate in the Chair's discretion. Before the Chair makes the selections of officers and Vice Chairs in the preceding two sentences, the Chair must consult each member of the Executive Committee regarding such selections. The Chair must have had at least four years of service on the Executive Committee at the time of assuming office. The Treasurer and Secretary must have completed at least one year of service on the Executive Committee.

(b) Term. Officer terms shall begin and end at noon on the second day following the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws. In the event of a vacancy among the officers, the Chair may select a

successor to fill the unexpired term. Any officer may be removed from office by a vote of a majority of the Executive Committee. In the event of a vacancy in the Chair position, the Executive Committee shall appoint by majority vote a new Chair to fill the Chair's remaining term.

(c) Chair. The Chair shall preside at all the meetings of the Section and the Executive Committee, and shall supervise the other officers in the administration of the day-to-day activities of the Section, subject to the oversight of the Association Board and in accordance with the Association Bylaws. The Chair shall also hold the position of Nominator under the Association Bylaws (the "Nominator"). No Member shall be appointed as Chair to more than one full term.

(d) Secretary. The Secretary shall keep minutes of meetings of the Section and Executive Committee. The Secretary shall also take on special projects as determined by the Chair.

(e) Treasurer. The Treasurer shall work with the Association's staff to review the finances of the Section and shall advise the Chair and Executive Committee on the finances of the Section. The Treasurer shall also take on special projects as determined by the Chair. Unless otherwise delegated by the Chair, the Treasurer shall perform all the duties of the Chair during the latter's absence or inability to act, and when so acting shall have all the powers of the Chair and be subject to all the restrictions upon the Chair.

**7. Advisors.** The Chair may appoint nonvoting Advisors to the Executive Committee from among the members of the Section or members of the judiciary. An Advisor's term is two years and is renewable. Any Advisor may be removed by a three-quarters majority vote by the Executive Committee for any reason.

## **8. Committees.**

(a) Standing Committees. The Executive Committee shall have the power to create standing committees in order to efficiently manage the workload of the Section. Such standing committees shall serve at the pleasure of the Executive Committee. Each standing committee may appoint subcommittees.

(b) Committee Officers. Each standing committee shall have a chair and vice chair, and such other officers as may be required who shall be selected under the procedures established by the Executive Committee, and serve at the pleasure of the Executive Committee. Such officers shall have such powers and duties as the Executive Committee may from time to time determine, subject to these Administrative Bylaws and the Association Bylaws.

(c) Ad Hoc Committees. The Chair of the Executive Committee shall have the power, without the need for Executive Committee approval, to appoint such *ad hoc* committees as are necessary for the purpose of furthering the objectives of the Section.

(d) Selection of Committee Members. The members of the standing and ad hoc committees shall be selected from members of the Section by any method determined by the Executive Committee. The Executive Committee may, on recommendation of the Chair or any chair of any standing or *ad hoc* committee, remove and/or replace any committee member if deemed to be in the best interests of the Section. The Executive Committee may delegate this removal power to the Chair in its discretion.

(e) Rules of Committee Meetings. Subject to the authority of the Executive Committee, Section committees may determine their own meeting rules.

(f) Authority. The Committees may not take action on behalf of the Executive Committee, but may recommend action for approval by the Executive Committee.

**9. Closed Session.**

The Executive Committee may meet in closed session for:

(a) The purpose of considering and making decisions regarding nominations for serving on the Executive Committee, as Section Representative, or as President or Vice President of the Association;

(b) The purpose of considering, discussing, and making decisions recalling the Section Representative; and

(c) Any other purpose that a majority of the Executive Committee participating in the meeting at which a quorum is present agree upon.

**10. Executive Committee's Power is Broad.** These bylaws are intended to provide maximum flexibility to the Executive Committee and, unless specifically provided otherwise, the Executive Committee shall have broad discretion to administer the Section, consistent with the purpose of the Section, in the manner the Executive Committee deems best.

**VI. Government Affairs Policy**

**1. Affirmative Positions.** Subject to a vote of at least three-quarters of the Executive Committee, and the approval of the Association's Governmental Affairs Committee or Amicus Committee where required, the Section may (i) take positions on legislation, regulations, or rules; (ii) propose legislation, regulations, or rules; (iii) work with the executive, legislative, and judicial branches of government, and other stakeholders, or (iv) file amicus briefs, if:

(a) The matter requires the special knowledge, training, experience, or technical expertise of the Section;

(b) The position advocated would promote clarity, consistency, or improvement in the law within the Section's area of practice, knowledge, training or expertise;

(c) The matter is substantially related to the practice of law, the legal profession or the administration of justice within the Section's area of practice, knowledge, training or expertise;

(d) The requested position is not in conflict with a current or prior position of another Section or the Association, unless justification is given for changing such position; and

(e) The requested position does not advocate for a particular constituency.

**2. Opposing Positions.** The Section may take a position opposing another Section's or the CLA's proffered positions on or proposal of legislation, regulations, or rules or amicus brief by a majority vote of the Executive Committee.

**3. No Political Campaigns.** The Section is prohibited from directly or indirectly participating in, contributing to, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for public office.

**4. No Committee Positions.** Only the Executive Committee may take a position under this Section VI. No Committee created under Section V.8 above shall have the power to take positions under this Section VI.

## **VII. Amendments to Administrative Bylaws**

These Administrative Bylaws may be amended by the Executive Committee by the vote of two-thirds (2/3) of all its members then in office, at a meeting duly called for the purpose of considering such amendment, provided that no amendment shall take effect until approved by the Association Board. These Administrative Bylaws may not be amended to eliminate any of the membership rights listed in Article IV, Section 1. These Administrative Bylaws and all amendments hereto shall be filed with the Secretary of the Association.