

Annex E

ADMINISTRATIVE BYLAWS of the LABOR AND EMPLOYMENT LAW SECTION of CALIFORNIA LAWYERS ASSOCIATION

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “Labor and Employment Law 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 labor and employment 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 labor and employment law, (c) 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 (d) to make recommendations to the Association Board.

III. Membership

1. Eligibility

- (a) Regular Member.** Any individual who is a member in good standing of the State Bar of California (the “State Bar”), a judge of a court of record in California, or a registered in-house counsel pursuant to California Rule of Court 9.46, is eligible to become a regular member of the Section.
- (b) Affiliate Member.** Persons eligible for affiliate membership in the section include, but are not limited to, law students, attorneys who are not members of the State Bar of California but hold bar membership in another jurisdiction, employees of law firms whose practice includes labor and employment law, members or employees of associations, partnerships or corporations promoting or advocating the interests of labor or management, agents and employees of unions, labor arbitrators, mediators and negotiators, and personnel and labor relations managers.

2. **Term.** 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 during a grace period set by the Association Board's policy.. 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.
3. **Fees.** Membership 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, Section members may nominate candidates for election to the Executive Committee by a petition signed by such members not more than 30 days before the closing date for nominations for that election, and delivered to the Chair or the Secretary of the Section on or before the closing date for nominations. If the Section has 5,000 or more members as of the closing date for nominations, the petition must be signed by members representing at least one-twentieth of one percent (.05%) of the voting power (but not fewer than 100 members). If the Section has less than 5,000 members as of the closing date for nominations, the petition must be signed by members representing at least two percent (2%) of the voting power.

On timely receipt of such a petition, the Secretary shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve, and list all candidates so nominated, along with any candidates nominated by any other valid means pursuant to these Administrative Bylaws, on the ballot to be provided to the Executive Committee. This subsection shall not apply to selection of Executive Committee members to fill a vacancy outside the regular election process.

In addition to nomination by petition, 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 by the closing date for nominations, as set in the CLA's Appointments' Policy.

(b) For Association President and Vice President. Prior to the regular election by the Association Board of the Association President and Vice President, members representing the same percentage of the voting power of the Section as described in subsection (a) may nominate candidates for President and Vice President of the Association, by a petition signed by such members and delivered to the Chair or the Secretary of the Section on or before the Section's closing date for such nominations. On timely receipt of such a petition, the Section officer then holding the position of Nominator under the Association Bylaws (the "Nominator") 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 Section's closing date for such nominations shall be five days before the date referred to in the previous sentence. 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 to Board of Representatives

(a) Recommendations for Nominee. Prior to the naming by the Section of a Nominee, whether during the regular election process or to name a Nominee to fill a vacancy outside the regular election process, members representing the same percentage of the voting power of the Section as described in Section 2(a) may recommend candidates to become the Nominee, by a petition signed by such members, and delivered to the Chair or the Secretary of the Section 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, and shall review the list of all persons so recommended, along with any candidates recommended by any other valid means pursuant to these Administrative Bylaws, prior to naming (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) one 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 four weeks prior to the date the Association Board has set for receipt of the names of the Sections' Nominees. The closing date for nominations shall be five days before the first date referred to in the previous sentence.

(b) Rejection of Section's Proposed Nominee. Members representing twenty percent (20%) 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 Chair or 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 Chair 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. Removal of Section Representative by No Confidence Vote of Executive Committee

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 and officers 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).

5. Recall of Section Representative by Vote of Section Membership

- (a) Petition to Initiate Recall.** Members representing ten percent (10%) of the voting membership of the Section may initiate a recall vote of the Section Representative by a petition signed by such members within any three-month period during the Representative's term of office, and delivered to the Chair or Secretary of the Section within one week after the end of such three-month period. On timely receipt of such petition, the Chair 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 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.
- (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 percent (20%) of the total voting power of the Section, and at least sixty percent (60%) 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.

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 fifteen (15) voting members, exclusive of officers and Advisors. Nominations for appointment to the Executive Committee must be made pursuant to one of the methods set forth in Article IV, Section 2(a), above. Appointments shall be made by a majority vote of the Executive Committee members and officers present at the meeting where nominations are considered. The Association Board may, under circumstances described in the Association Bylaws, disapprove individuals appointed to serve 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.
- 3. Qualifications.** Executive Committee members must be current members of the Section in good standing.
- 4. Term of Office; Removal; Vacancies.** Five (5) members of the Executive Committee shall be appointed each year for terms of three (3) years each. 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.

The Executive Committee acting as a whole may remove any Executive Committee member who, absent good cause, fails to attend three (3) consecutive Executive Committee meetings.

The Executive Committee may select an individual to fill a vacancy in Executive Committee membership that occurs prior to the normal expiration of a Committee member's term. The selected individual shall serve for the unexpired portion of the term. At the end of the term, such individual may be nominated to serve a full three-year term on the Executive Committee.

- 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 mailed to members of the executive committee at least five (5) days prior to such meeting, or shall be given by telephone or electronic mail at least two (2) days prior to 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 by the commencement of the meeting shall constitute waiver of notice of that meeting.

At meetings of the Executive Committee, a majority of the Committee's voting members, i.e., ten (10) members and/or officers, shall constitute a quorum for the transaction of any business of the Committee. Unless otherwise provided for in these Bylaws, every act or decision done or made by a majority of the voting members present at a meeting at which a quorum is present is the act of the Executive Committee. The Secretary shall keep official minutes of each Executive Committee meeting.

The Executive Committee may act without a meeting by a poll of its members. In such event, no less than ten (10) members must agree on any action taken. A poll of the members of the Executive Committee may be conducted by the Chair in person, telephone, or by electronic mail.

Notwithstanding the provisions of this section, amendments to these bylaws shall be governed solely by the provisions of section 8, below.

6. **Closed Session.** The Executive Committee may meet in closed session for: (a) 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) considering, discussing, and making decisions recalling the Section Representative; and (c) any other purpose that a majority of the voting members participating in a meeting at which a quorum is present agree upon.

7. **Officers**

- (a) **Election; Qualification.** At the meeting where the Executive Committee appoints new Committee members for the next year, the Executive Committee shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. Election shall be by majority vote of the members and officers present at the meeting. The officers shall be selected from among Executive Committee members and Advisors who shall at the time of assuming office have completed at least three years of service as a voting member of 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 Executive Committee may elect a successor to fill the unexpired term.
- (d) **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 have the right to vote on any matter under consideration by the Executive Committee.

- (d) **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 all the powers of the Chair and be subject to all the restrictions upon the Chair. The Vice Chair shall have the right to vote on any matter under consideration by the Executive Committee.
- (e) **Secretary.** The Secretary shall keep minutes of meetings of the Section and Executive Committee. The Secretary shall have the right to vote on any matter under consideration by the Executive Committee.
- (f) **Treasurer.** The Treasurer shall advise the Chair and Executive Committee on the finances of the Section. The Treasurer shall have the right to vote on any matter under consideration by the Executive Committee.

7. **Advisors.** The Executive Committee Chair may appoint up to seventeen (17) nonvoting Advisors to the Executive Committee, in the sole discretion of the Chair, from among the members of the Section or members of the judiciary. Advisors shall be appointed for a term of one year. The term of any Advisor may be renewed consecutively for any number of terms. The Executive Committee may, upon a majority vote of the members and officers, remove any Advisor who, absent good cause, fails to attend three (3) consecutive Executive Committee meetings. Interim appointments of Advisors to fill the remainder of a term left vacant by the removal or resignation of an Advisor, shall be made by the Chair.

8. **Committees.**

- (a) **Standing Committees.** The Executive Committee shall have the power to create standing committees from time to time and such standing committees shall serve at the pleasure of the Executive Committee. Each standing committee may appoint subcommittees.
- (b) **Standing Committee Officers.** Each standing committee shall have a chairperson and vice chairperson, and such other officers as may be required who shall be selected by, 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.
- (e) **Minutes of Committee Meetings.** Subject to the authority of the Executive Committee, Section committees may determine their own meeting rules. Minutes shall be kept of each meeting of any committee and shall be filed with the Section Secretary.
- (f) **Budget.** The chair of each standing committee shall provide an annual budget to the Treasurer of the Executive Committee by January 1 of each year.

VI. 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.