

**ADMINISTRATIVE BYLAWS
of the
SOLO & SMALL FIRM SECTION
of
CALIFORNIA LAWYERS ASSOCIATION**

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “Solo and Small Firm” 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

Our Mission is to foster a supportive community for solo and small firm practitioners across all areas of practice, to guide our members on their path to becoming strong, competent and ethical solo and small firm business owners, and to recognize the accomplishments of solos and small firm professionals across the state.

The Section’s duties are to provide activities for the education of members of the Section, to act upon all matters germane to its purposes as described in the Association Bylaws or referred to it by the Association’s Board of Representatives (the “Association Board”) and to make recommendations to the Association Board.

III. Membership

Any individual who is an active or inactive member in good standing of The State Bar of California (the “State Bar”), a registered in-house counsel, a full-time law professor based in California, or a judge of the court of record in California, is eligible to become a regular member of the Section. Regular members of the Section have rights delineated in Section IV of these Administrative Bylaws.

Any other individual is eligible to become an affiliate member of the Section upon payment of membership dues. The rights of regular section members described in Section IV of these Administrative Bylaws shall not apply to affiliate members.

An eligible individual’s term of membership in the Section shall be for one year commencing on February 1 in 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. 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;

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");

to reject the Section's proposed Nominee;

to recall the Section's Representative; and

to nominate candidates for election to the offices of President and Vice President of the Association.

2. Nominations for Section Executive Committee, Association Officer Positions, and Section Representative.

(a) For Executive Committee. No later than March 1 of each year, any Section member may nominate a Section member to serve on the Section Executive Committee, which term will commence immediately following the conclusion of the Annual Meeting that year. Self-nominations are acceptable. To be considered for appointment to the Executive Committee, a nominator or applicant must timely deliver to the Section a completed application.

On timely receipt of such an application, the Secretary shall promptly confirm the validity of the application, 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, along with the all the applicants' completed application. The closing date for nominations shall be five days before the election. 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, members of the Section may nominate any qualifying persons, whether Section members or not, as candidates for President and Vice President of the Association by delivering such nomination to the Chair of the Section on or before the Section's closing date for such nominations. Self-nominations are acceptable.

On timely receipt of such a nomination, the Section officer then holding the position of Nominator under the Association Bylaws (the “Nominator”) shall promptly confirm the validity of the nomination, 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 Section Representative Nominee.

(a) Recommendations for Nominee. Prior to the naming by the Section of a Nominee to the position of Section Representative, any Section member may nominate a Section member for the position of Section representative Nominee by delivering such written nomination to the Chair of the Section on or before the closing date for such nominations. Self-nominations are acceptable.

On timely receipt of such a nomination, the Nominator shall promptly confirm the validity of the nomination, 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 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. Recall of Section’s Representative.

(a) Initiating a Recall. Either the Chair, one-third (1/3) of the Executive Committee members, or members representing twenty percent (20%) 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 Chair 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 the Executive Committee. A recall vote initiated by either the Chair or one-third (1/3) of the Executive Committee shall be held by written ballot distributed to the Executive Committee by either electronic mail or, if an in-person meeting of the Executive Committee has been scheduled, by paper ballot. Executive committee members who do not attend the in-person meeting shall be allowed to vote via electronic mail. The ballot shall clearly state that the purpose of the ballot is to allow Executive Committee 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.

(c) Executive Committee Recall Vote Quorum and Voting Requirements. A recall vote by the Executive Committee shall be successful only if the number of valid ballots returned equals or exceeds a number representing a quorum of the members of the Executive Committee and at least sixty percent (60%) of the ballots so returned are in favor of recall.

(d) Recall Vote by Members of the Section. 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.

(e) 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.

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

(g) 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 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 the Association Bylaws Article IV, Section 7(e).

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. 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.

2. Composition and Election. The Executive Committee shall consist of a minimum of five (5) members and a maximum of nineteen (19) 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. Any Section member may self-nominate for election to the Executive Committee by delivering a nomination application to staff designated by the CLA by the closing date of nominations as set forth in the CLA's Appointments' Policy. Nominations for appointment to the Executive Committee must be submitted to the Association Board at least five (5) days before the date the nominees are scheduled to be elected. 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.

3. Qualifications. Executive Committee members must be current regular members of the Section in good standing. Executive Committee members shall be solo or small firm practitioners, which is defined as a law firm with five (5) or fewer attorneys.

4. Term of Office; Removal; Vacancies. Approximately one-third of the members of the Executive Committee shall be elected each year for terms of three (3) years each; except that a member's term of office may be extended to serve as an officer in a fourth year, or as Chair, Chair-Elect in a fifth year, or as Chair in a sixth year. The Chair or the Executive Committee acting as a whole may remove any Executive Committee member who fails to attend three (3) consecutive Executive Committee meetings or if removal is deemed to be in the best interests of the Section. Any vacancy in Executive Committee membership occurring prior to 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 mailed to the members of the Executive Committee at least six (6) days prior to such meeting or shall be given in person, by telephone, or by 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 a 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. Unless otherwise provided for in these Bylaws, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Executive Committee. The Executive Committee may act without a meeting by a poll of its Executive Committee members. In such event, no less than fifty percent (50%) of its members must agree on any action taken. A poll of the members of the Executive Committee may be conducted by the Chair in person, by telephone, or by electronic mail. The Chair of the Executive Committee shall report the results of any poll to the Executive Committee at the next duly notice meeting of the Executive Committee.

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 Executive Committee participating in the meeting at which a quorum is present agree upon.

6. Minutes of Meetings. The Executive Committee shall keep minutes of its meetings which will be taken by the Secretary, or other individual as so assigned by the Chair, and filed with the staff designated by the CLA as the Section Coordinator for record-keeping within 10 days of completion of the meeting.

7. Officers.

(a) Election; Qualification. On or before May 30 of each year, the Executive Committee shall elect a Chair, a Chair-Elect, a Secretary, and a Treasurer. The Chair shall be selected from among the Executive Committee members and shall, at the time of assuming office, have completed at least one year as 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 Executive Committee may elect a successor to fill the unexpired 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, unless the position is vacant or there is a conflict of interest, will serve as the Nominator.

(d) Chair-Elect. The Chair-Elect 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 Chair-Elect may have additional responsibilities and duties as determined by the Executive Committee.

(e) Secretary. The Secretary shall keep minutes of meetings of the Section and Executive Committee.

(f) Treasurer. The Treasurer shall advise the Chair and Executive Committee on the finances of the Section.

7. Immediate Past Chair. The Immediate Past Chair shall serve on the Executive Committee in an advisory and non-voting capacity for one year following the end of her or his term as Chair.

8. Advisors. The Chair may appoint up to ten (10) nonvoting Advisors to the Executive Committee from among the members of the Section or members of the judiciary. Advisors shall be appointed for a term of one year. The Chair may remove any Advisor who fails to attend three (3) consecutive Executive Committee meetings or if removal is deemed to be in the best interests of the Section. The Chair may also make interim appointments of Advisors to fill the remainder of a one year term left vacant by the removal or resignation of an Advisor.

9. 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) Committee Officers. Each standing committee shall have a Committee Chair, or Co-Chairs, who shall be selected by the Chair of the Executive Committee.

(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, a Section committee may determine their own meeting rules. In lieu of minutes, each committee is required to submit a Committee Report at least ten (10) days in advance of each Meeting of the Executive Committee, which Report shall be included in the information provided to the Executive Committee for that meeting.

(f) Budget. The chair of each standing committee shall provide an annual budget to the Treasurer of the Executive Committee by the date set by the Executive Committee 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.