

**ADMINISTRATIVE BYLAWS
of the
TRUSTS AND ESTATES SECTION
of
CALIFORNIA LAWYERS ASSOCIATION**

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “Trusts and Estates 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 trusts and estates 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 trusts and estates law, (c) to propose legislation, regulations, or rules, and to take positions on legislation, regulations, or rules, all pursuant to the Sections Legislative and Governmental Activity Guidelines of the Association, (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 a member in good standing of the State Bar of California (the “State Bar”), or a judge of a court of record in California, or registered in-house counsel pursuant to California Rules of Court, Local Rule 9.46 (or successor rule) is eligible to become a regular member of the Section.

Affiliate member status in the Section may be permitted by the Executive Committee. Affiliate members shall be entitled to all privileges accorded to members of the Section; provided, however, that affiliate members shall not be entitled (i) to hold office as an elected or appointed officer of the Section, (ii) to become members of the Executive Committee, or (iii) to participate in the selection of officers or the nomination of members of the Executive Committee thereof. Affiliate members shall pay the same membership fees as members of the State Bar and judges of courts of record, and shall only become affiliate members upon payment of the prescribed fees.

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. 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 himself/herself for appointment to the 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 Members

(f) For Executive Committee. The Nominating Committee of the Executive Committee shall fill vacancies on the Executive Committee arising due to the expiration of the term of members of the Executive Committee. The annual regular meeting of the Nominating Committee to fill vacancies arising due to the expiration of the term of members of the Executive Committee shall take place upon at least thirty (30) days' notice to the Section members. Any member of the Section may nominate himself/herself for appointment to the Executive Committee by submitting an application for appointment to the Executive Committee (an "Application for Appointment") pursuant to the Appointments Policy of the Association. On timely receipt of an Application for Appointment, the Chair of the Nominating Committee shall promptly confirm that the subject Section member is a member of the Section eligible for appointment to the Executive Committee, and shall list all candidates so nominated in the meeting materials to be provided to the Nominating Committee. The closing date for nominations shall be as provided in the Appointments Policy of the Association. This subsection shall not apply to selection of Executive Committee members to fill a vacancy outside the regular election process.

(g) For Association President and Vice President. Prior to the regular election by the Association Board of the Association President and Vice President:

(1) If the Section has less than 5,000 members, members representing two percent (2%) of the voting power may nominate candidates for President and Vice President of the Association by a petition signed by such members not more than fourteen (14) days before the closing date for nominations for that appointment, and delivered to the Chair or the Secretary of the Section on or before the closing date for nominations.

(2) If the Section has 5,000 or more members, members representing one percent (1%) of the voting power (but not fewer than 100 members) may nominate candidates for President and Vice President of the Association by a petition signed by such members not more than fourteen (14) days before the closing date for nominations for that appointment, and delivered to the Chair or the Secretary of the Section on or before the closing date for nominations.

(h) The Chair of the Section shall serve as the Nominator pursuant to the Association Bylaws, and, in the event that the office of Chair is vacant for any reason, then the most senior officer then serving on the Executive Committee shall serve as the Nominator. On timely receipt of a petition nominating one or more candidates for President and Vice President of the Association, the Nominator shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the subject individual(s) 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 twenty-one (21) 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.

(i) Recommendations for Nominee. Prior to the naming by the Section of a Nominee (see Section IV.1.(b) above for definition of "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(b) 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 thirty (30) days 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 ten (10) days before the first date referred to in the previous sentence.

(j) 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. Recall of Section's Representative by Petition.

(k) Petition to Initiate Recall. 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 ninety (90) day 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.

(l) 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.

(m) 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 thirty percent (30%) 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.

(e) Successful Recall Vote. In the event of a successful recall vote, a successor Nominee shall be nominated by the Nominator.

5. Expression of No Confidence in Section's Representative by Executive Committee.

(n) Removal of Section's 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's Representative. If two-thirds (2/3) of the Executive Committee members then in office vote that they have no confidence in the Section's Representative, the Nominator shall immediately forward such recommendation to the Association

Board for a removal vote of the Section's Representative in accordance with Association Bylaws, Article IV, Section 7(a).

(b) Replacement of Section's Representative. In the event a Representative is removed by the Board of the Association following an expression by the Executive Committee of no confidence in such Representative, a successor Nominee shall be nominated by the Nominator.

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 Appointment. The Executive Committee shall consist of a minimum of ten (10) members selected by the incumbent members of the Executive Committee pursuant to policies adopted by the Executive Committee from time to time. The Association Board may, under circumstances described in the Association Bylaws, disapprove individuals nominated for service on the Executive Committee. Members of the Executive Committee shall not receive compensation for their services on the Executive Committee, but may be reimbursed for expenses incurred in connection with such services.

3. Qualifications. Executive Committee members must be current members of the Section in good standing.

4. Term of Office. 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. Approximately one-sixth (1/6) of the members of the Executive Committee shall be elected each year for terms of six (6) years each, pursuant to policies adopted by the Executive Committee from time to time. An Executive Committee member's service may be extended for up to an additional five years for such Executive Committee member to serve as Vice Chair (for one year), Chair (for one year) and Past Chair (for three years), pursuant to policies adopted by the Executive Committee from time to time.

5. Removal. A member of the Executive Committee may be removed with or without cause as provided in this Article V, Section 5. Such removal of a member of the Executive Committee shall occur only upon the affirmative vote of a majority of an *ad hoc* committee convened by the Chair for such purpose (a "Removal Committee") consisting of the Chair, the Vice Chair and those members of the Executive Committee who have previously served as Chair. In the event of such an affirmative vote by a Removal Committee to remove a member of the Executive Committee, the Removal Committee shall have absolute discretion to effect the removal

or retention of such member in any manner it deems appropriate, including, without limitation, (i) removing such member directly, (ii) authorizing the Chair to remove such member, in the Chair's discretion, and (iii) referring the question of whether such member should be removed to the Executive Committee.

6. Vacancies. Any vacancy in Executive Committee membership occurring prior to the normal expiration of the term for any reason may be filled by the Nominating Committee, pursuant to policies adopted by the Executive Committee from time to time.

7. 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 three (3) 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 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. Unless otherwise provided for in these Administrative Bylaws, every act or decision done or made by a majority of the Executive Committee members 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 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 or the Chair's designee in person, by telephone, or by electronic mail.

8. Special Meetings. Special meetings of the Executive Committee may be called at any time by the Chair, the Vice Chair, or by three-fourths (3/4) of the members of the Executive Committee. Written notice of such meetings shall be mailed to the members of the Executive Committee at least three (3) days prior to such meeting or shall be given in person, by telephone, or by electronic mail at least one (1) day prior to such meeting. A member of the Executive Committee may waive notice of a special meeting in a signed writing delivered to the Secretary of the Section, whether before or after the special meeting. In addition, attendance at a special meeting without protesting the lack of notice prior to or at the commencement of the special meeting shall constitute waiver of notice of that special meeting. At special meetings of the Executive Committee, the majority of its members shall constitute a quorum for the transaction of any business.

9. Closed Session. The Executive Committee may enter into a closed session during a regular meeting or special meeting to consider such matters as the Executive Committee determined should be considered in closed session. The Executive Committee may exclude from any such closed session any person who is not a member of the Executive Committee.

10. Minutes. Minutes shall be kept of each meeting of the Executive Committee and shall be filed with the Section Secretary.

11. Officers.

(a) Election; Qualification. On or before August 1 each year, the Nominating Committee shall select a Vice Chair, a Secretary, and a Treasurer, pursuant to policies adopted by the Executive Committee from time to time. A person may be selected to serve in more than one officer role simultaneously. The Vice Chair shall be selected from among the Executive Committee members who shall at the time of assuming office have completed at least four (4) years 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, and shall serve for a term of approximately one (1) year. In the event of a vacancy among the officers, the Nominating 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.

(d) Vice Chair(s). The sole or ranking 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 become the Chair at the conclusion of his/her term as Vice Chair, and shall then serve a term as Chair.

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

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

12. Committees.

(a) Standing Committees. There shall be a standing committee known as the Nominating Committee. The members of the Nominating Committee shall be the Chair of the Executive Committee, the Vice Chair of the Executive Committee, the three immediately preceding Chairs of the Executive Committee, and the Executive Committee members who are in the final year of their six-year term. The Executive Committee shall have the power to create additional 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 chairperson and such other officers as may be required who shall be selected by, and serve at the pleasure of, the Chair of the Executive Committee. Each such standing committee chairperson and other officers, if any, shall be a current member 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, all committees may determine their own meeting rules. All Committees are encouraged to keep minutes of their meetings.

13. Advisors. Up to two (2) Advisors to the Executive Committee may be appointed from among the members of the Section or members of the judiciary, pursuant to policies adopted by the Executive Committee from time to time. Such Advisors are not members of the Executive Committee, and shall not be entitled to vote in decisions of the Executive Committee.

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.