

**ADMINISTRATIVE BYLAWS
of the
LAW PRACTICE MANAGEMENT AND TECHNOLOGY SECTION
of
CALIFORNIA LAWYERS ASSOCIATION**

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the **LAW PRACTICE MANAGEMENT AND TECHNOLOGY** 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 Law Practice Management and Technology Section are to (a) further the knowledge of the members of the legal profession in matters relating to (1) the economical delivery of legal services to the public, (2) the management of law offices, and (3) technology that enables, supports and automates law practice; (b) to assist, when called upon by the State Bar of California, in the formation, administration, and implementation of programs, forums, and other activities for the education of the members of the legal profession in matters relating to the economical delivery of legal services to the public, the management of law offices, and technology that enables, supports and automates law practice; (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

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 is eligible to become a regular member of the Section.

Affiliate member status in the Section may be permitted by the Executive Committee upon payment of the prescribed fees.

An eligible individual’s term of membership in the Section shall be for one (1) 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 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. Nominations may be made by the Executive Committee acting as a nominating committee.

Any Section member may nominate herself or himself or another Section member for election to the Executive Committee by delivering a nomination application to staff designated by the Association by the closing date for nominations, as set in the Association’s Appointments Policy.

The Secretary shall list all candidates so nominated on the ballot to be provided to the Executive Committee. The closing date for nominations shall be fifteen (15) 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 representing two percent (2%) of the voting power of the Section 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 5 (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.

(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(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 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 5 (five) days before the first date referred to in the previous sentence.

(b) Rejection of Section's Proposed Nominee. Members representing 20% (twenty 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 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.

(a) Petition to Initiate Recall. Members representing at least ten percent (10%) 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 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'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.

(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.

5. 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 at least 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.

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 maximum of seventeen (17) and a minimum of fifteen (15) members elected by the incumbent members of the Executive Committee. Nominations for such appointments 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 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.

Any Section member may nominate herself or himself for election to the Executive Committee by delivering a nomination application to staff designated by the Association by the closing date for nominations, as set in the Association's Appointments Policy.

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; except that a member's term of office may be extended to serve as an officer in a fourth year as Chair or Vice Chair or Chair-elect. 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 failing to adhere to the Section's Standing Rules in effect. 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 chairperson 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 four (4) days prior to such 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, more 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. 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.

6. Waiver of Notice. 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.

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

All meetings of the Section shall be conducted in accordance with the rules of procedure adopted by the Executive Committee.

8. Officers.

(a) Election; Qualification. By the date set by the Association Board, the Executive Committee shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer for the following fiscal year. The Chair shall be selected from among the Executive Committee members who shall at the time of assuming office have completed at least one year of service on the Executive Committee.

The duly appointed Chair, Vice-Chair, Secretary, and Treasurer shall assume the duties of their respective offices at the conclusion of the Annual Meeting of the Association following their appointment and shall continue in office until their successors are appointed and assume office. In the event of a vacancy among the officers, the Executive Committee shall recommend to the Association Board a successor to fill the unexpired term.

(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.

(d) Vice Chair. 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.

(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.

9. Advisors. The Executive Committee may from time to time appoint nonvoting Advisors to the Executive Committee for such terms and purposes as determined

by the Executive Committee, from among the members of the Section or members of the judiciary. Advisors shall serve at the pleasure of the executive committee. Before the Annual Meeting of the Association of each year, Advisors shall be nominated by a member of the Executive Committee and approved by the Executive Committee at a meeting duly called for the purpose of considering nominations for Advisors. Following the meeting, the Chair shall confirm each Advisor nominee's availability and willingness to serve and shall then appoint the Advisors. Advisors shall be appointed for a term of one year. The term of any Advisor may be renewed consecutively for any number of terms, upon nomination each year by an Executive Committee member and approval by the Executive Committee. The Chair or the Executive Committee acting as a whole may remove, with or without cause, any Advisor who fails to attend three (3) consecutive Executive Committee meetings or failing to adhere to the Section's Standing Rules in effect. Interim appointments of Advisors to fill the remainder of a one-year term left vacant by the removal or resignation of an Advisor, shall be made by the Executive Committee Chair. The immediate past Chair will normally be appointed to serve as an Advisor for at least two consecutive one-year terms.

10. 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 Chair and a Vice-Chair, 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 October 1st each year.

VI. Section Meetings

1. Meetings and Notices. Upon recommendation of the Executive Committee, a Section meeting may be held in conjunction with the Annual Meeting of the Association. The Section may also hold such other meetings as may be called by the Executive Committee upon notice given to the members of the Section at least twenty (20) days prior to the Section meeting. Notice of meetings shall be given by mail, electronic mail, telephone or in an official publication of the Association.

2. Quorum. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

3. Rules of Order. All meetings of the Section shall be conducted in accordance with the rules of procedure adopted by the Executive Committee.

VII. Amendments to Administrative Bylaws

These Administrative Bylaws may be amended by the Executive Committee by the vote of at least 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.