

Amended and Restated Bylaws  
of  
California Lawyers  
Association

*As of February 11, 2021*

**RESTATED BYLAWS OF  
CALIFORNIA LAWYERS ASSOCIATION**

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**FIRST AMENDED AND RESTATED BYLAWS  
of  
CALIFORNIA LAWYERS ASSOCIATION**

**ARTICLE I  
DEFINITIONS**

Capitalized terms used in these Bylaws shall have the meanings set forth below.

*Administrative Bylaws* shall refer to each Section's policies and procedures document, as set forth in Article VII, Section 4. For the avoidance of doubt, the Administrative Bylaws are separate internal policy documents from, and are not included as part of or incorporated into, these Bylaws.

*Annual Meeting* shall refer to the regular meeting of the Board, generally occurring in October of each year.

*Board* shall refer to the Board of Representatives of this corporation.

*Code* shall refer to the Internal Revenue Code of 1986, as amended from time to time, or any successor statute, and the regulations thereunder.

*Corporate Officer* shall refer to each of the positions set forth in Article VI, Section 1, and any other officer positions created by the Board and designated as such pursuant to Article VI, Section 1.

*CYLA* shall refer to the California Young Lawyers Association, an administrative unit of this corporation.

*Election Meeting* shall refer to the Board meeting at which Board elections take place.

*Group, Group I, and Group II* shall have the meanings ascribed to those terms in Article IV, Section 3.

*Law* shall refer to the California Nonprofit Mutual Benefit Corporation Law, and other provisions of the California Nonprofit Corporation Law applicable to nonprofit mutual benefit corporations, as amended from time to time.

*Nominators* shall refer to the individuals, one per section, identified in Article III, Section 1.

*Nominee* shall refer to the individual nominated by a Section's Nominator to be that Section's Representative on the Board.

*Public Member* shall refer to a member of any Section that is not also a member of the State Bar.

**Representative** shall refer to the individual serving on the Board after having been nominated by the applicable Section’s Nominator and elected by the Board pursuant to Article IV. The Representatives are this corporation’s directors for all purposes of the Law.

**Section** shall refer to each of the administrative units of this corporation listed in Article VII, Section 1, and also includes CYLA for all purposes of these Bylaws, excepting only Article VII, Section 1, Section 2, and Section 4.

**Section Chair** shall refer to the highest officer of a Section Executive Committee.

**Section Executive Committee** shall refer to a Section’s highest administrative body pursuant to that Section’s Administrative Bylaws.

**Section Officer** shall refer to any individual holding any office described as such in a Section’s Administrative Bylaws.

**State Bar** shall refer to the State Bar of California.

## **ARTICLE II MEMBERSHIP**

Section 1. No Statutory Members. This corporation shall have no members within the meaning of Section 5056 of the Law, and nothing in these Bylaws shall be construed or interpreted to constitute anyone a member of this corporation for purposes of the Law.

Section 2. Nonvoting Members. This corporation and these Bylaws refer to persons associated with this corporation, including the members of the Sections, as “members” even though such persons shall not be members within the meaning of Section 5056 of the Law.

Section 3. Classes of Nonvoting Members. The Board may, by a vote of two-thirds (2/3) of the Representatives then in office, establish one or more additional classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues; provided that the Board first determines, in good faith and in consultation with counsel if, in the Board’s sole discretion, such consultation is necessary or desirable, that such action will not create a material risk, or materially increase the risk, that this corporation could be determined to (a) have “members” as that term is defined in Section 5056 of the Law; (b) fail or cease to qualify as an organization described in Section 501(c)(6) of the Code; or (c) violate any other provision of law applicable to this corporation, including without limitation any provision contained in Division 3, Chapter 2, Article 3, of the California Business and Professions Code.

### ARTICLE III NOMINATORS

Section 1. Identity of Nominators. The Section Chair of each Section, or, in the event that such office is vacant for any given Section, the most senior Section Officer then serving on the Section Executive Committee of such Section, shall be that Section's Nominator. Nominators are volunteers to this corporation and hold their powers and duties under these Bylaws only in that capacity. Nominators are not voting members or designators under the Law, and no provision of these Bylaws shall be construed otherwise. A Nominator is not a Corporate Officer solely by virtue of holding that status.

Section 2. Actions of Nominators. All actions of Nominators required or permitted to be taken under these Bylaws shall be evidenced by a writing, signed by such Nominator and delivered to a Corporate Officer, which writing shall be filed by the Secretary with the proceedings of the Board.

### ARTICLE IV BOARD OF REPRESENTATIVES

Section 1. Powers. This corporation shall have powers to the full extent allowed by law, except as limited by these Bylaws or by this corporation's Articles of Incorporation. All powers and activities of this corporation shall be exercised and managed by the Board directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Representatives. The authorized number of Representatives shall at all times be equal to the total number of Sections.

Section 3. Election of Representatives.

(a) Groups. Solely for the purpose of elections to the Board, the Sections shall be divided into two groups ("**Group I**" and "**Group II**," respectively, and each a "**Group**") as set forth in **Appendix A**. Whenever the Board creates a new Section as provided in Article VII, Section 1, prior to electing a Representative to represent that Section, the Board shall assign that Section to a Group (and **Appendix A** shall be updated) such that each Group continues to consist of approximately one-half of the Sections.

(b) Staggered Terms. The Representatives of the Sections in Group I shall be elected by the incumbent Board at the Election Meeting held in even-numbered years; the Representatives of Sections in Group II shall be elected by the incumbent Board at the Election Meeting held in odd-numbered years. All Representatives shall be elected to two-year terms which shall commence at noon on the second day following the adjournment of the Annual Meeting following their election, and shall expire at noon on the second day following the adjournment of the second Annual Meeting after taking office. Each Representative shall hold office until (i) such Representative's term has expired and his or her successor takes office; (ii) the position is declared vacant pursuant to subsection (c) below because the applicable Nominator

failed to timely provide a Nominee; or (iii) the death, resignation, or removal of the Representative. In the case of a vacancy or impending vacancy in one or more Representative positions, the Board may elect Representatives at any special meeting called for such purpose, or by unanimous written consent, subject to the requirements of Section 5 below.

(c) Nomination Process. No less than two weeks prior to an Election Meeting, the Nominator of each Section in the Group whose Representatives are to be elected thereat shall provide to the Secretary of this corporation the name of one and only one Nominee for the slate of Nominees to be elected at the Election Meeting. The failure of a Section Nominator to provide a Nominee shall not prevent the incumbent Board from electing as a slate the Nominees timely provided by the other Sections in the Group. Notwithstanding the general rule that a Representative shall remain in office until his or her successor takes office, if any Section's Nominator has failed to timely provide a Nominee, that Section's Representative's seat shall become vacant at noon on the second day following the adjournment of the Annual Meeting after the Election Meeting at which that Section's Representative was scheduled to be elected, unless a Section Representative has been properly nominated and elected before that time, and that seat shall remain vacant until a Representative has been properly nominated and elected to fill the vacancy. Each Section's Administrative Bylaws may provide a process for determining how its Nominator shall select its Nominee, and may restrict who is eligible for nomination, in addition to and consistent with applicable provisions regarding the nominations process and Nominees in these Bylaws.

Section 4. Qualifications of Representatives. The qualifications in this Section 4 shall apply at the time a Representative takes office and throughout his or her term. Each Section's Representative must at all times have the confidence of the Section he or she represents, signified by the absence of any no-confidence decision by the Section leadership or successful recall action by the Section membership, in either case pursuant to that Section's Administrative Bylaws.

(a) General Qualifications. Unless the Representative is described in paragraphs (b) or (c) below, each Representative must:

(i) Be admitted to practice law in California (including inactive members and judicial officers) and be in good standing with the State Bar;

(ii) Have been admitted to practice law in California (including inactive members and judicial officers) for at least five (5) consecutive years;

(iii) Have been a member of one or more Sections for at least five (5) consecutive years;

(iv) Have been a member for at least three (3) consecutive years of the Section the Representative represents; and

(v) Have served at least one full term on any Section Executive Committee, unless the Representative is nominated by a newly created Section within three years of that Section's creation.



- (b) The CYLA Representative. The CYLA Representative must:
  - (i) Be admitted to practice law in California (including inactive members and judicial officers) and be in good standing with the State Bar;
  - (ii) Have been a member of CYLA for the immediately preceding year; and
  - (iii) Have served at least one full term any Section Executive Committee.
  
- (c) Public Member Representatives. A Representative that is a Public Member must:
  - (i) Have been a member for at least three (3) consecutive years of the Section such Representative represents (or one year, in the case of the CYLA Representative), unless the Representative is nominated by a newly-created Section within three years of that Section's creation;
  - (ii) Have served at least one full term on any Section Executive Committee; and
  - (iii) Not have been convicted of a felony or crime of moral turpitude.

For the purposes of this Section 4, "full term" shall mean at least three calendar years or 36 total months on a Section Executive Committee or two calendar years or 24 total months on the CYLA Executive Committee as either a voting member, a non-voting member, an ex-officio member, a liaison, an advisor, or any combination thereof. For the purposes of calculating length of membership in a Section and length of service on a Section Executive Committee in this Section 4, terms of membership in a State Bar Section of the same name (or partially the same name in the event of a Section merger, division, or rename in accordance with Article VII) immediately prior to January 1, 2018, and in the case of CYLA, the California Young Lawyers Association immediately prior to January 1, 2018 shall be included. In the event of the merger or division of one or more Sections, for the purposes of calculating the length of service on a Section's Executive Committee, service on a Section's Executive Committee before such merger or division shall be considered service on the Executive Committee of the resulting Section(s).

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of Representatives is less than the authorized number for any reason. A Section's Nominator shall select a Nominee to fill a vacancy with respect to that Section's Representative following any applicable procedures in its Administrative Bylaws, with the approval of the Board. Vacancies shall be filled for the unexpired portion of the ongoing term.

Section 6. Resignation of Representatives. Any Representative may resign from the Board at any time. Resignations shall be effective upon receipt in writing by the Chair, the President, or the Executive Director of this corporation, unless a later effective date is specified in the resignation.

Section 7. Removal of Representatives. A Representative can be removed from the Board of Representatives in any of the following ways:

(a) Initiated by Section. Each Section's Administrative Bylaws shall provide a process for recall of that Section's Representative by that Section's membership as contemplated by Article VII, Section 4(c)(v), and a process for the expression of no confidence in that Section's Representative by that Section's leadership. The Section's Nominator shall promptly inform the Board, in accordance with Article III, Section 2, of any successful Section recall process by that Section's members or no-confidence decision by that Section's leadership, whereupon the Board shall hold a vote to remove the Representative, which shall require the vote of a majority of the Representatives then in office, not counting the Representative whose office is being declared vacant.

(b) Initiated by Board.

(i) The Board shall declare vacant the office of a Representative who has been declared of unsound mind by a final order of court; has been convicted of a felony; or, if this corporation then holds assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising from Section 7238 of the Law.

(ii) The Board may, by a vote of two-thirds (2/3) of the Representatives then in office, declare vacant the office of any Representative who fails to attend either more than three (3) Board meetings in any twelve (12) month period, or three (3) consecutive meetings.

(iii) The Board shall declare vacant the office of any Representative who fails or ceases to meet any of the qualifications for Representatives listed in Section 4, above. Such action shall require the vote of a majority of the Representatives then in office that meet all such qualifications.

(iv) The Board, by the vote of two-thirds (2/3) of the Representatives then in office, upon a finding that continued service of an individual as a Representative of this corporation has harmed, or is reasonably likely imminently to harm, the proper functioning, assets, reputation, or goodwill of this corporation, may remove such Representative.

Section 8. Annual and Regular Board Meetings. A regular meeting of the Board shall be held at least once a month, with the meeting occurring in October designated as the Annual Meeting. The Board may change the month of the Annual Meeting within a particular year with a two-thirds (2/3) majority vote. Regular and Annual Meetings may be called by the Chair, the Vice Chair, the President, or any two Representatives, and noticed in accordance with Section 10 of this Article.

Section 9. Special Board Meetings. Special meetings of the Board may be called at any time, as needed, by the Chair, the Vice Chair, the President, or any two Representatives, and noticed in accordance with Section 10 of this Article.

Section 10. Notice and Meeting Agendas. Notice of the Annual and regular meetings shall state the date, place, and time of the meeting and shall be given to each Representative at least seven (7) days before any such meeting, personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article XI, Section 5, of these Bylaws. Notice of special meetings of the Board shall state the date, place, and time of the meeting and shall be given to each Representative at least seventy-two (72) hours before any such meeting, personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article XI, Section 5, of these Bylaws. The notice shall be accompanied by an agenda including all items the Chair intends to present or is aware will be presented at the meeting as of the day before notice is given, but any matter may be considered at the meeting. Any two Representatives may cause any item to be added to the agenda for any meeting of the Board pursuant to a policy approved by the Board for such purpose. Minutes shall be kept of each meeting of the Board by the Secretary or the Secretary's designee under the Secretary's supervision, and shall be filed with the corporate records.

Section 11. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the Representatives not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. No Representative who attends a meeting without protesting the lack of adequate notice before the meeting or at its commencement may later object that the meeting was not properly called or noticed.

Section 12. Quorum. Two-thirds (2/3) of the total number of Representatives then in office shall constitute a quorum for the transaction of Board business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Representatives, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Action at a Meeting. The act of a majority of the Representatives present at a meeting at which a quorum is present shall be the act of the Board, except as provided in the following provisions which require a greater vote, or as otherwise provided in these Bylaws or in the Law:

- (a) Article II, Section 3 (creating classes of nonvoting members);
- (b) Article IV, Section 6 (removing Representatives) or Section 14 (taking action without a meeting);
- (c) Article V, Section 1 (appointing Board Committees);
- (d) Article VI, Section 4 (waiving certain qualification requirements) and Section 5 (removing Corporate Officers);

(e) Article VII, Section 1 (creating, merging, dividing, or terminating a Section), Section 2 (causing CYLA to become a Section), or Section 5 (removing a Section Officer or Section Executive Committee member);

(f) Article VIII (approving changes to the germaneness policy on governmental relations);

(g) Article IX, Section 2 (approving self-dealing transactions);

(h) Article X, Section 2 (approving indemnification); and

(i) Article XI, Section 6 (amending these Bylaws).

Section 14. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Representatives then in office shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such Representatives.

Section 15. Telephone and Electronic Meetings. Representatives may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article XI, Section 5, of these Bylaws so long as all of the following apply:

(a) each Representative participating in the meeting can communicate with all of the other Representatives concurrently, and can be identified as the source of his or her comments; and

(b) each Representative is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by this corporation.

Section 16. Standard of Care.

(a) General. A Representative shall perform the duties of a Representative, including duties as a member of any Board Committee on which the Representative may serve, in good faith, in a manner such Representative believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Representative, a Representative shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more Corporate Officers or employees of this corporation whom the Representative believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the Representative believes to be within such person's professional or expert competence; or

(iii) a committee upon which the Representative does not serve that is composed exclusively of any combination of Representatives or persons described in (i) or (ii), as to matters within the committee's designated authority, provided that the Representative believes such committee merits confidence;

so long as in any such case, the Representative acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article IX below, a person who performs the duties of a Representative in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Representative, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which assets held by this corporation are dedicated.

(b) Section Representation on Board. Regardless of which Section nominates a Representative to serve on the Board, when making decisions as a Representative, each Representative owes the fiduciary duties described in this Section 16 to act in the best interests of this corporation, rather than in the best interests of any single Section or group of Sections. In determining what he or she believes to be in the best interests of this corporation, a Representative's views may be influenced by his or her unique experiences as a member of the Section such Representative represents, and may take into account his or her understandings of the Section's interests as part of this corporation; provided that, in the event a Representative believes that the interests of the Section he or she represents conflict with the best interests of this corporation, the Representative shall act in good faith in what he or she believes to be the best interests of this corporation.

(c) Assets Held in Charitable Trust. If this corporation holds any assets in charitable trust (because, for example, such assets were donated to this corporation for use in furthering charitable purposes), the conduct of the Representatives in connection with such assets shall be governed by any applicable stricter requirements under the Law.

Section 17. Inspection. Every Representative shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 18. Compensation of Representatives. This corporation shall not compensate Representatives for their service as Representatives or for serving on any Board Committee, but nothing in this Section shall bar the Board from setting policies or making provision for reimbursement of reasonable expenses for serving as a Representative or on any Board Committee.

Section 19. Executive Compensation Review. If and so long as this corporation holds any property for charitable purposes, the Board (or a Board Committee) shall

review any compensation packages (including all benefits) of the Executive Director and the Chief Financial Officer, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

## **ARTICLE V COMMITTEES**

Section 1. Board Committees. The Board may, by resolution adopted by a majority of the Representatives then in office, create any number of Board Committees, each consisting of two or more Representatives, and only of Representatives, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the Representatives then in office. Board Committees may be given some or all the authority of the Board, except for the powers to:

- (a) take any action listed in Article IV, Section 13;
- (b) adopt amendments to the Articles of Incorporation of this corporation;
- (c) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) create any other Board Committee, appoint the members of any Board Committee, or fill any vacancy on any Board Committee;
- (e) authorize this corporation to incur indebtedness or pledge or encumber any assets of this corporation to secure repayment of any indebtedness;
- (f) approve any merger, reorganization, or disposition of substantially all of the assets of this corporation; or
- (g) approve the voluntary dissolution of this corporation, the filing by this corporation of a petition for relief under the United States Bankruptcy Code, or the commencement of or consent to any other proceedings seeking the winding up of this corporation's affairs.

Section 2. Advisory Committees. The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Representatives or non-Representatives or both, and may be appointed as the Board determines. On matters requiring Board authority, Advisory Committees shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article IV, Section 16(a)(iii), the individual Representatives may rely on it in discharging their fiduciary duties as provided in that Section.

Section 4. Audit Committee. For any tax year in which this corporation holds any property for charitable purposes and has gross revenues of \$2 million or more (excluding grants from, and revenue from contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), this corporation shall have an Audit Committee constituted and having the responsibilities set forth in Section 12586(e)(2) of the California Government Code, as amended from time to time.

Section 5. Meetings.

(a) Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(b) Of Advisory Committees. Subject to the authority of the Board, Advisory Committees may determine their own meeting rules. Minutes shall be kept of each meeting of any Advisory Committee and shall be filed in the corporate minute books.

The Board may adopt rules for the governance of any Board or Advisory Committee consistent with the provisions of these Bylaws.

## **ARTICLE VI CORPORATE OFFICERS**

Section 1. Corporate Officers. The Corporate Officers shall be a Chair, a Vice Chair, a President, a Vice President, a Secretary, a Treasurer, an Executive Director, and a Chief Financial Officer. This corporation may also have, at the discretion of the Board, such other officers as may be appointed by the Board. No individual may hold more than one Corporate Officer position concurrently. The Chair, Vice Chair, Secretary, and Treasurer shall be elected from among the incumbent Representatives. The President, Vice President, Executive Director, and Chief Financial Officer may not serve concurrently as Representatives. All Corporate Officers shall serve without compensation for their services as Corporate Officers, other than the Executive Director and the Chief Financial Officer, who shall be members of the paid staff of this corporation, whether as employees or independent contractors. Nothing in this Section shall bar the Board from setting policies or making provision for reimbursement of reasonable expenses for serving as a Corporate Officer.

Section 2. Election. The Corporate Officers shall be elected by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. The President and Vice President shall be elected from among candidates nominated by a Nominating Committee, to be formed by the Board in advance of each election of such officers.

Section 3. Terms. The Chair, Vice Chair, Secretary, and Treasurer shall be elected annually; the President and Vice President shall be elected every two (2) years in odd- numbered years, after the initial election of the President and Vice President in 2018. Corporate Officer terms shall begin and end at noon on the second day following the adjournment of the Annual Meeting in the applicable year. No individual may serve consecutive full terms in the same Corporate Officer position, except that any individual may serve any number of consecutive terms as Treasurer. Any individual may serve any number of non-consecutive full terms in any Corporate Officer position. For purposes of the application of term limits in the preceding sentence, a partial term of more than ten (10) months in the office of Chair, Vice Chair, Secretary or Treasurer, and a partial term of more than twenty (20) months in the office of President or Vice President, shall be deemed a full term. The Executive Director and Chief Financial Officer shall each serve without term, unless one is set forth in such officer's contract of employment, if any.

Section 4. Qualifications. The Chair, Vice Chair, President, Vice President, Secretary, and Treasurer, must meet the qualification requirements for Representatives set forth in Article IV, Section 4(a), throughout their term in office, except that the President and Vice President need not meet the requirement set forth in Article IV, Section 4(a)(iv), and the Board may, by a vote of two-thirds (2/3) of the Representatives then in office, waive the requirements set forth in Article IV, Section 4(a) (iii) and (v) for the President and Vice President. The President and the Vice President shall not serve or have served on the same Section's Executive Committee, or on the Executive Committee of any Section that the Chair, Vice Chair, Secretary, or Treasurer represent or have served on, except that the Board may waive this requirement by a vote of two-thirds (2/3) of the Representatives then in office.

Section 5. Removal. Subject to the rights, if any, of a Corporate Officer under any contract of employment, any Corporate Officer may be removed without cause by the vote of two-thirds (2/3) of the Representatives then in office. The Board may by a majority vote of the Representatives then in office declare vacant the office of any Corporate Officer (other than Chief Financial Officer) who fails to attend three (3) consecutive Board meetings, unless the Board excuses one or more of such absences.

Section 6. Resignation. Any Corporate Officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any Corporate Officer other than the person resigning, or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 7. Vacancies. A vacancy in any Corporate Officer position for any reason shall be filled in the same manner as these Bylaws provide for election to that office.



Section 8. Chair. The Chair shall, with the assistance of the Executive Director, facilitate the smooth functioning of the Board as a collective decision-making body; shall preside at all meetings of the Board; shall, in consultation with the President and the Executive Director, set the agenda for Board meetings; and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Vice Chair. The Vice Chair shall assist the Chair; shall, in the absence of the Chair, carry out the duties of the Chair; and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. President. Subject to oversight by the Board, the President shall generally supervise and direct the other Corporate Officers in their duties, other than the Chair, Vice Chair, Secretary, and Treasurer. The President shall be this corporation's public spokesperson and shall represent this corporation at external events. Subject to budget and other limitations as may be established by the Board, the President may form *ad hoc* Presidential advisory committees, initiate special projects, set short-term organizational objectives consistent with the strategic plan developed by the Board, and recommend long-term objectives to the Board. The Chair shall consult the President regarding the agenda for each Board meeting. The President shall attend all Board meetings (except for executive sessions of Representatives as specified by the Board), and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 11. Vice President. The Vice President shall assist the President; shall, in the absence of the President, carry out the duties of the President; shall attend all Board meetings (except for executive sessions of Representatives as specified by the Board); and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 12. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board and its committees, if any; shall supervise the giving of such notices as may be proper or necessary; shall supervise the keeping of the minute books of this corporation; and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 13. Treasurer. The Treasurer, working with the Chief Financial Officer, shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions; shall render reports and accountings as required; and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 14. Executive Director. The Executive Director shall be the chief executive officer of this corporation, responsible for the general and day-to-day management of this corporation's affairs under the supervision of the Board and the President. The Executive Director shall be the most senior member of this corporation's staff, and shall report directly to both the Board and to the President. The Executive Director shall attend all Board meetings (except for executive sessions of Representatives as specified by the Board) and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Executive

Director shall be an employee of this corporation and shall have a job description approved by the Board or the person or persons on whom such authority may be conferred by the Board from time to time.

Section 15. Chief Financial Officer. The Chief Financial Officer shall be responsible for the management of this corporation's financial affairs, and shall report to the Executive Director. The Chief Financial Officer, working with the Treasurer, shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions; shall render reports and accountings as required; and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chief Financial Officer may be an employee or a contractor of this corporation and shall have a job description approved by the Board or the person or persons on whom such authority may be conferred by the Board from time to time, and by the Executive Director.

## **ARTICLE VII SECTIONS**

Section 1. Sections Established. This corporation shall have the following administrative units, referred to as Sections:

- Antitrust & Unfair Competition Law Section
- Business Law Section
- Criminal Law Section
- Environmental Law Section
- Family Law Section
- Intellectual Property Law Section
- International Law and Immigration Section
- Labor and Employment Law Section
- Law Practice Management and Technology Section
- Litigation Section
- Privacy Law Section
- Public Law Section
- Real Property Law Section
- Solo and Small Firm Section
- Taxation Section
- Trusts and Estates Section
- Workers Compensation Section

The Board may create, merge, divide, rename, or terminate a Section by amending this Section 1, which shall require the vote of two-thirds (2/3) of the Representatives then in office.

Section 2. CYLA. CYLA shall be an additional administrative unit of this corporation. CYLA is not considered a Section; however, for ease of reference, CYLA is included in the term "Sections" as used in these Bylaws other than in Section 1, Section 2, and

Section 4 of this Article VII. CYLA's mission statement shall be approved by the Board. CYLA's Section Officers shall present and the Board shall review and approve an annual budget for CYLA before this corporation's Annual Meeting, including any CYLA membership fee or any contribution from this corporation's unrestricted funds to CYLA. The Board may approve or veto any CYLA Section Officer(s) appointed or elected pursuant to CYLA's Administrative Bylaws.

The Board may cause CYLA to become a Section and thereby eliminate the special rules applicable to CYLA under this Section 2 and Section 4, below, by amending this Section 2 and Section 1 above, which shall require the vote of two-thirds (2/3) of the Representatives then in office.

Section 3. Section Members. As provided in Article II, Section 1, this corporation shall have no voting members, and membership in a Section is not membership in this corporation. These Bylaws do not give the Section membership, or any Section member, the right to vote on (i) the election of any Representative(s) of this corporation; (ii) any disposition of all or substantially all the assets of this corporation; (iii) any merger or dissolution of this corporation; or (iv) any change to these Bylaws or to the Articles of Incorporation of this corporation.

(a) Membership. An individual may become a member of one or more Sections by paying dues to such Section(s) on the annual State Bar dues bill, or by any other means approved by the Board. A member that duly joins and pays dues to more than one Section, and that otherwise meets each Section's requirements for membership, shall be treated for all purposes as a member of each such Section, and shall have all rights conferred upon members by each Section's Administrative Bylaws and by these Bylaws. Each Section may restrict its membership to members of the State Bar, or may open membership to members of the public or segments thereof, subject to limits that may be imposed by the Board to protect this corporation's status as a tax-exempt professional association described in Section 501(c)(6) of the Code. No Section may exclude from membership any individual who is admitted to practice law in the State of California (including inactive members and judicial officers) and in good standing with the State Bar. This corporation shall maintain current and accurate membership lists for each of the Sections.

(b) Member Participation in Section Activities and Leadership. Each Section shall make available to its membership opportunities to participate in Section activities and leadership by, among other things, serving on Section committees; helping to organize and participating in Section meetings and conferences; teaching in educational programs sponsored by the Section; helping to organize and participating in a Section's pro bono activities to the extent a Section does or chooses to do such activities in its discretion; commenting on and proposing legislation and regulations as the Section authorizes, subject to Article VIII and the germaneness policy referenced therein; and being eligible to serve on the Section Executive Committee, subject to Section policies and procedures for selection. Each Section's Administrative Bylaws may set forth reasonable restrictions, qualifications, and procedures with respect to the channels of participation listed above, but may not unreasonably eliminate or restrict its membership or any member from participating in such ways.

(c) Member Participation in Corporation Activities and Leadership. This corporation shall make available to the membership of all Sections opportunities to participate in corporation activities and leadership by, among other things, serving on advisory committees of this corporation; helping to organize and participating in corporation-wide educational and/or pro bono activities (if any); commenting on and proposing legislation and regulations on behalf of this corporation; and being eligible to serve as a Representative and/or as a Corporate Officer, subject to the provisions of these Bylaws for their selection. In addition, this corporation shall do each of the following:

(i) Solicit input from the membership of all Sections on developing or changing this corporation's strategic plan, if any. (For clarity, the Board is not required to solicit input from Section members for every strategic decision.)

(ii) Set aside two Board meetings per year for member participation. This corporation shall give written notice to the members of all Sections of these meetings, and solicit open-ended input for issues to be considered. The Board may determine reasonable restrictions as to the form and quantity of input and may impose reasonable and objective limits on direct participation by individual members in any such meeting.

(iii) Maintain a website or other platform that will enable the Board to solicit input, in its discretion, from the membership of all Sections on proposed actions; enable members to offer proposals for Board-level consideration; and enable members to provide feedback to the Board. This corporation shall post a public response to all feedback received from members within a reasonable time period. The time period for response may be determined from time to time by the Board and shall be clearly posted on such website or other platform, in accordance with a policy approved by the Board for such purpose.

(iv) Provide the members of each Section the reasonable opportunity, in accordance with processes established by Section leadership or the Board, to participate in all of the governance processes listed in Article VII, Section 4(c).

The Board may implement reasonable restrictions, qualifications, and procedures with respect to the channels of participation listed above, but may not unreasonably eliminate or restrict the membership of the Sections or any individual Section member from participating in such ways.

Section 4. Administrative Bylaws. Each Section and CYLA shall be administered pursuant to its own Administrative Bylaws.

(a) Section Administrative Bylaws. Each Section may propose its own Administrative Bylaws, including amendments thereto. The Board shall approve each Section's proposed Administrative Bylaws unless, in the good faith determination of the Board and in consultation with counsel if the Board in its sole discretion deems it necessary or desirable, one or more provisions of such proposed Administrative Bylaws or amendments thereto would create an unreasonable level of risk that this corporation could be determined to (i) have "members" as

that term is defined in Section 5056 of the Law; (ii) fail or cease to qualify as a professional association exempt from taxes under Section 501(c)(6) of the Code; or (iii) violate any other provision of law applicable to this corporation, including without limitation any provision contained in Division 3, Chapter 2, Article 3, of the California Business and Professions Code.

(b) CYLA Administrative Bylaws. CYLA may propose its own Administrative Bylaws, including amendments thereto. The Board may approve or veto CYLA's Administrative Bylaws, including amendments thereto, in its sole discretion.

(c) Required Provisions. The Administrative Bylaws of each Section and of CYLA shall contain effective provisions for a reasonable process by which the members of the Section collectively may do each of the following.

(i) Nominate candidates for the Section Executive Committee;

(ii) Participate meaningfully in determining the Section's Nominee;

(iii) Nominate candidates for the positions of President and Vice President of this corporation, and the Section Chair or other Section Officer shall communicate any such nominations to the Board in such manner and at such time as the Board may establish in its reasonable discretion;

(iv) Reject the Section's proposed Nominee, provided that the members must have at least two weeks and no more than four weeks to complete such process prior to the date that the Section's Nominator is required to provide the name the Nominee to the Secretary under Article IV, Section 3(c), and that if the result of such process is rejection, the Nominator must propose an alternative Nominee pursuant to Article IV, Section 3; this process shall be separate from and in addition to the Section's regular process for selecting its Nominee; and

(v) Initiate a recall of, and recall, the Section's Representative, provided that if the result of such process is recall, the Nominator shall notify the Board of the successful recall and the Board shall hold a vote to remove the Representative pursuant to Article IV, Section 7(a), whereupon the Section's Nominator may propose a replacement Nominee to fill the vacancy pursuant to Article IV, Section 5; this process shall be separate from and in addition to the Section's process for determining whether the Section's Representative continues to have the confidence of the Section's leadership.

Section 5. Section Leadership. Each Section shall have a Section Executive Committee constituted according to such Section's Administrative Bylaws, provided that only current members of a Section in good standing may serve on the Section Executive Committee of that Section. Each Section Executive Committee shall have a Section Chair and may have other Section Officers, any or all of whom shall be elected or appointed, shall serve such terms, and may be removed as determined under the Section's Administrative Bylaws. In addition to any authority to remove such Section Officer(s) pursuant to the Section's Administrative Bylaws, the Board may remove any Section Officer and any Section Executive Committee member, upon a good faith finding by two-thirds (2/3) of the Representatives then in office that continued service by such individual in such position is not in the best interests of this

corporation and the furtherance of its purposes. The Board may also disapprove a Section's nominee for a Section Officer or Section Executive Committee position on a two-thirds (2/3) vote of the Representatives then in office; the process for disapproval shall be set out in a policy approved by the Board for that purpose.

Section 6. Section Structure and Administration. Section Officers, however selected, shall not be deemed Corporate Officers, and shall not have any of the powers of Corporate Officers by virtue of holding such positions. No Section Executive Committee or other committee shall be deemed a Board Committee or Advisory Committee of this corporation within the meaning of Article V of these Bylaws, unless designated as such by the Board. Although Section Officers may report to and take direction from a Section Executive Committee in matters pertaining to the conduct of Section activities, all Section Officers are ultimately responsible to the Board, as volunteers to this corporation, for the exercise of any Section powers or duties. Section Officers are responsible to report to the Board promptly upon learning of any act, omission, or situation occurring within the scope of the Section's operation, which has caused or may cause harm to the assets, reputation, goodwill, or best interests of this corporation. Nothing in these Bylaws shall be construed as giving Section Executive Committees or Section Officers any authority to act on behalf of or bind this corporation (including hiring or firing staff), except as otherwise granted by this corporation.

Section 7. Legal Status of Sections. The Sections are integral parts of this corporation, and their activities and affairs shall be managed, and their powers exercised, under the ultimate direction of the Board. The powers and duties delegated by the Board to the Section Executive Committees and Section Officers are subject at all times to the ultimate authority of the Board. The Sections are not independent or autonomous legal entities.

Section 8. Section Finances. Each Section is authorized to raise revenues and make expenditures in the name of this corporation, subject to Board approval and reporting to the Chief Financial Officer, as follows. No Section shall, and the Board shall not authorize any Section to, establish any bank account, compensate any person, take any legal action or incur a debt or legal obligation, except a debt or other obligation that the Board has authorized to be incurred in compliance with the corporation's procurement and contracting policies. Each Section shall be responsible to submit regular reports of its financial activities to the Chief Financial Officer of this corporation, in compliance with such policies and procedures as the Board may prescribe.

## **ARTICLE VIII INFLUENCING GOVERNMENTAL ACTIONS**

This corporation, or one or more of its Sections, may (a) take positions on legislation, regulations, or rules; (b) propose legislation, regulations, or rules; (c) file *amicus* briefs; or (d) work with the executive, legislative, and judicial branches of government and other stakeholders, in each case if germane to the designated practice area of the Section or to the legal profession as a whole, as determined under this corporation's germaneness policy, which shall be administered by the Board or under its direction. To adopt or modify this corporation's

germaneness policy on governmental relations shall require the vote of two-thirds (2/3) of the Representatives then in office.

## **ARTICLE IX CERTAIN TRANSACTIONS**

Section 1. Loans. This corporation may advance money to a Representative or Corporate Officer or to a director or officer of a subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Representative or Corporate Officer or director or officer of any subsidiary, so long as such individual would be entitled to be reimbursed for such expenses absent that advance. This corporation may not loan money or property to, or guarantee the obligation of, any Representative or Corporate Officer, or any director or officer of any parent, affiliate, or subsidiary.

Section 2. Self-Dealing Transactions.

(a) Transactions With Representatives Or Their Companies. A transaction between this corporation and one or more of its Representatives, or between this corporation and any organization in which one or more of its Representatives has a material financial interest, must be approved or ratified by the Board or a duly authorized Board Committee after finding that such transaction is just and reasonable to this corporation at the time; in either case without counting the vote, if any, of the interested Representatives thereon. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the Representative's interest in the transaction.

(b) Transactions With Organizations Sharing Directors. A transaction between this corporation and any organization of which one or more of its Representatives are directors may be void or voidable because of the presence of such Representative(s) at the meeting of the Board or a Board Committee that authorized, approved, or ratified the transaction, unless (i) the transaction was approved or ratified in good faith by the Board or a duly authorized Board Committee, with full knowledge of the material facts concerning the transaction and such Representatives' directorship(s) in the other organization, and without counting the vote of such Representative(s); or (ii) the transaction was just and reasonable as to this corporation at the time of authorization, approval, or ratification. This subsection shall not apply to transactions covered by subsection (a) of this Section.

(c) Interested Or Common Directors In Quorum. Interested Representatives or Representatives that are directors of another organization may be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this Section.

## **ARTICLE X INDEMNIFICATION**

Section 1. Right of Indemnity. To the fullest extent allowed under Section 7237 of the Law, this corporation shall indemnify its agents, in connection with any

proceeding, and in accordance with Section 7237. For purposes of this Article, “agent” shall have the same meaning as in Section 7237(a), including Representatives, Corporate Officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 7237(a), including any threatened action or investigation under Section 5233 (with respect to any assets held in charitable trust) or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 7237(a), including reasonable attorneys’ fees.

Section 2. Approval Of Indemnity. On written request to the Board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 7237(d) of the Law. Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of Representatives who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that (a) the requested advances are reasonable in amount under the circumstances; and (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article. The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

## **ARTICLE XI MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board or the person or persons on whom such authority may be conferred by the Board from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such authority may be conferred by the Board from time to time.



Section 3. Annual Reports.

(a) Financial Report. Unless this corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the Representatives of this corporation containing (i) a balance sheet as of the end of the fiscal year, (ii) an income statement and statement of changes in financial position for the fiscal year, and (iii) any information required by subsection (b) below. The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized Corporate Officer that such statements were prepared without an audit from the books and records of this corporation. The foregoing materials shall be promptly posted on this corporation's website or made available to Section members through similarly accessible means.

(b) Report of Certain Transactions. Unless this corporation furnishes the report required by subsection (a) above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the Representatives containing the following:

(i) a description of any transaction during the previous fiscal year involving \$50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its Representatives or Corporate Officers (or directors or officers of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

(ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any Representative or Corporate Officer.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year. The foregoing report shall be promptly posted on this corporation's website or made available to Section members through similarly accessible means.

Section 4. Required Financial Audits. For any tax year in which this corporation holds any property for charitable purposes and has gross revenues of \$2 million or more (excluding grants from, and revenue from contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), this corporation shall prepare an audit meeting the requirements of Section 12586(e)(1) of the California Government Code, as amended from time to time.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent

from the recipient to the use of such means of communication; (ii) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Amendments. Amendments to these Bylaws shall require the vote of two-thirds (2/3) of the Representatives then in office. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the Representatives at least two weeks before such meeting. The Board may not amend these Bylaws in any way that would result in any Section being able to nominate more or less than one Representative to the Board, or that would result in any Representative having more or less voting power on the Board than any other Representative, unless (a) Section 6056(b) of the California Business and Professions Code is first amended to modify or eliminate such requirement and (b) three-quarters (3/4) of the Representatives then in office approve such Bylaw amendment.

Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Law as then in effect shall apply.

## **Appendix A**

### ***Group I***

Antitrust and Unfair Competition Law Section  
Business Law Section  
Environmental Law Section  
Law Practice Management and Technology Section  
Public Law Section  
Real Property Law Section  
Taxation Section  
Trust and Estates Section  
CYLA

### ***Group II***

Criminal Law Section  
Family Law Section  
Intellectual Property Law Section  
International Law and Immigration Section  
Labor & Employment Law Section  
Litigation Section  
Privacy Law Section  
Solo and Small Firm Section  
Workers' Compensation Section.

## **Amendments**

- December 5, 2019, Amendment to Article I, definition of “Election Meeting” to remove temporal reference
- July 14, 2020, Amendment to definition of “Full Term”, Article IV, Section 4
- February 11, 2021, Amendments to Article VII, Section 1 to update Section names and add Privacy Law Section; Amendment to Appendix A to assign Privacy Law Section to Group II