

# SACRAMENTO COUNTY BAR ASSOCIATION 2018 BYLAWS



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## 2018 BYLAWS

### NAME AND PLACE OF BUSINESS

#### Section 1.1. Name

The name of this Association (the Association) shall be Sacramento County Bar Association, as stated in the Articles of Incorporation.

#### Section 1.2. Principal Office

The principal office for the transaction of business of the Association shall be at such address in the County of Sacramento, State of California, as may be fixed from time to time by the Board.

### MEMBERSHIP AND DUES

#### Section 2.1. Membership

2.1.A. Classes and Qualifications. Membership in the Association shall consist of active members, associate members, student members and honorary members, as those terms are hereinafter defined.

(1) Active Members

- a) Members in good standing of the State Bar of California.
- b) Full-time faculty members of American Bar Association accredited law schools in the Counties of Sacramento or Yolo, California, so long as such full-time faculty status is maintained.
- c) Attorneys admitted to practice before the courts of the United States or its territories or the courts of a sister state, provided such persons are not also members of the State Bar of California.
- d) Attorneys retired from active practice, who at the time of retirement, were active members in good standing.

(2) Associate Members

Professionals in law-related fields, as defined by the Board in the policies and procedures, who reside in or maintain offices in Sacramento County, Yolo County or Placer County. Individuals who qualify for active membership are not eligible to become associate members.

(3) Student Members

Full-time students at accredited law schools in the Counties of Sacramento or Yolo, California, as long as such full-time student status is maintained.

(4) Honorary Members.

(a) Any person who serves by appointment or election in a full-time judicial position and who is ineligible for active membership in the Association.

(b) Any person who has rendered distinguished service to the legal profession or to local, state or national government who is elected to honorary membership by unanimous vote at any regular meeting of the Board at which a quorum is present.

B. Privileges. Active members shall enjoy all privileges of the Association, including voting and holding office on the Board, Committees, Sections, and Divisions. Associate, Student and Honorary members shall not be eligible to vote, hold office in the Association, or participate in the Judicial Plebiscite, but shall have all other rights and privileges of active members.

**Section 2.2. Dues.**

2.2.A. Amount of Dues. Dues for each calendar year are due and payable on January 1 of each year. Dues are not prorated. The amount of dues for each class of members shall be fixed from time to time by a two-thirds (2/3) vote of the Board, except that honorary members shall not be obligated to pay dues.

2.2.B Exemption from and Remission of Dues. Any Active, Student or Associate member shall be exempt from the payment of dues during such member's active service in any branch of the armed forces of the United States while such service prevents his/ her normal practice of law.

2.2.C. Good Standing. Active or associate members who have paid the required dues shall be members in good standing and may volunteer on committees.

**ARTICLE III OFFICERS AND BOARD**

**Section 3.1. Officers.** The officers of the Association shall be a President, a First Vice-President, Second Vice-President and a Secretary/Treasurer.

**Section 3.2. Elected Members of the Board of Directors.** Nine members of the Association, other than the officers, shall be elected Board members.

**Section 3.3. Board.** The Board of Directors of the Association shall consist of not less than 21 and not more than 36 members, all of whom, including representatives of affiliated bar associations and associate affiliated bar associations, shall be active members of the Association. The exact number shall be 36 until changed by amendment of this section duly adopted by the members of the association. The members of the Board shall be:

3.3.A. The 4 officers of the Association

3.3.B. The 9 elected Board members of the Association.

3.3.C. One representative selected by and from the Barristers Club of Sacramento.

- 3.3.D. One representative selected by and from the Solo/Small Practice Division
- 3.3.E. One representative selected by and from the Lawyer Referral and Information Service Committee of the Association.
- 3.3.F. One representative selected by and from the Indigent Defense Panel (IDP) Committee of the Association.
- 3.3.G. One representative selected by and from the Voluntary Legal Services Program.
- 3.3.H. One representative selected by and from the Association's Delegation to the Conference of California Bar Associations.
- 3.3.I. One representative selected by the directors of Sacramento Legal Foundation, who shall be a director or officer of Sacramento Legal Foundation
- 3.3.J. Three representatives selected by and from the Chairs of the sections of the Association.
- 3.3.K. One representative selected by and from each of the Affiliated Bar Associations and Associate Affiliate Bar Associations qualifying under Article IV of these bylaws. In the event that the number of Affiliated Bar Associations qualifying would cause the membership of the Board to exceed 36, the Board may submit a proposal to the members of the Association to increase the permissible maximum number of members.

**Section 3.4. Dual Representation Prohibited.** No person shall serve in more than one capacity on the Board at the same time.

**Section 3.5. Term of Office.**

- 3.5.A. Officers. The President, the First Vice-President, the Second Vice-President and the Secretary/Treasurer shall serve for a term of one year.
- 3.5.B. Elected Board Members. Of the 9 elected Board members, three members shall be elected by the membership of the Association each year, and each member so elected shall serve for a three-year term.
- 3.5.C. Non-elected Board Members. All non-elected Board members shall be selected annually.
- 3.5.D. Calendar Year. All terms shall be based on the calendar year.

**Section 3.6. Powers of the Board**

- 3.6.A. General Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to actions required to be approved by the members, the activities and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board shall adopt policies and procedures as appropriate.
- 3.6.B. Specified Powers. Without prejudice to these general powers and subject to the same limitations, the Board shall have the power to:

- (1) Advise and give consent to the selection and removal, the powers and duties and the compensation of the Executive Director.
- (2) Change the principal office in the State of California, County of Sacramento, from one location to another; and designate any place within or outside the County of Sacramento for the holding of any members' meeting or meetings, including annual meetings.
- (3) Adopt, make and use a corporate seal; prescribe the forms of membership identification cards; and alter the form of seal and card.
- (4) Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

3.6.C. Fees and Compensation. Board members and members of committees shall receive no compensation for their services, but may be reimbursed for expenses, as determined by the Board.

### **Section 3.7. Powers and Duties of the Officers.**

3.7.A. President The President of the Association shall have such powers and duties as are usually exercised by such officer. The President shall:

- (1) Preside at the meetings of the Board and of the Association.
- (2) Be or appoint another to be a member of all Standing Committees with the power of voting for the duration of the President's term.
- (3) Have the power to call special meetings of the Association, or of the Board or of any committee, and to make appointments and fill vacancies except vacancies for the filling of which other provisions are made in these bylaws.
- (4) With the advice and consent of the Board, the President may designate a representative or representatives to the House of Delegates of the American Bar Association and such other representatives to legal associations or bodies as may be deemed proper by the Board, including the Sacramento Law Foundation.
- (5) The President may also deal with such other matters as may be placed in his/her charge at any regular or special meeting of the Association or of the Board.
- (6) Except as otherwise specified in these bylaws, the President shall have the power to designate an Association member to serve as a Committee member in place of the President for the duration of the President's term.
- (7) The President or his/her designee shall be the representative of the Association to the California Association of Local Bars.
- (8) With the advice and consent of the Board, the President shall appoint (or may remove) the Chair of the Delegation to the Conference of California Bar Associations. Appointments shall be for a term of three (3) years.

3.7.B First Vice-President. In the absence of the President, the First Vice-President shall have the powers and duties of the President.

3.7.C. Second Vice-President. In the absence of the First Vice-President, the Second Vice-President shall have the powers and duties of the First Vice-President.

3.7.D Secretary/Treasurer. The Secretary/Treasurer of the Association shall have, and may delegate such powers and duties as are usually exercised by such officer. He/She shall:

- (1) Keep, or cause to be kept, minutes of all meetings of the Board at the principal office or such other place as the Board may order, which minutes shall indicate the time and place of meeting, whether the meeting was regular or special and if special, how authorized, the notice given, the names of those present and shall contain a summary of the proceedings at the meeting.
- (2) Keep or cause to be kept at the principal office of the Association, the original or copy of the Articles of Incorporation and bylaws, as amended, to date.
- (3) Cause a written agenda to be prepared for each meeting, including all applicable attachments, and cause the agenda to be sent to each member of the Board in advance of each meeting.
- (4) Cause to be prepared, at least annually, a report of all Committees of the Association.
- (5) Cause to be prepared all documents required by governmental agencies.
- (6) Sign all contracts or other written instruments authorized or approved by the Board or the Members.
- (7) Keep or cause to be kept an accurate account of all income, expense, assets and liabilities of the Association and shall render a report thereon to any meeting of the Association or the Board when required.
- (9) Prepare or cause to be prepared an annual budget for the Association and shall, upon approval of such budget, prepare or cause to be prepared all appropriate accounting thereof.
- (10) Deposit or cause to be deposited money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board.
- (11) Disburse or cause to be disbursed the funds of the Association as may be ordered by the Board.
- (12) Perform the duties of a Chief Financial Officer as set forth herein. He/She shall perform such other duties and shall have such other powers and duties as the President or the Board may prescribe.

Section 3.7.E Executive Director. The President, with the advice and consent of the Bar Board, may appoint or remove the Executive Director, who need not be a member of the Association, to serve as the Chief Executive Officer of the Association. The Executive Director shall serve under the direction of the President and shall manage, direct and discharge the business of the Association, and shall supervise all employees with the authority to either hire or discharge Association personnel.

### **Section 3.8. Vacancies.**

- 3.8.A.** Existence of Vacancies. A vacancy in the position of an officer or board member shall be deemed to exist in the following circumstances: 1. The person's death, removal or resignation. 2. An increase in the authorized number of Board members. 3. If the members fail to elect the authorized number of Board members. 4. If any member of the Board fails to attend four (4) regular meetings of the Board within a calendar year and the Board does not, at its next meeting, vote to extend one or more additional permitted absence for "good cause" (defined below) shown. 5. If the Board declares vacant the office of a Board member who has been declared of unsound mind by a final order of the court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under section 7238 of the California Nonprofit Mutual Benefit Corporation Law. 6. If an officer is removed pursuant to Section 3.9. 7. The person is called to active military duty expected to last longer than 90 days (subject to Section 3.8.C.).

For purposes of this paragraph 3.8.A., "good cause" shall include a consideration of the reason(s) for failing to attend four (4) regular meetings of the Board within a calendar year and the likelihood of additional absences. Without limiting the discretion of the Board in any way, emergencies, illness, pregnancy, and maternity/paternity demands concerning an infant generally constitute valid reasons for failing to attend a regular meeting of the Board. If a failure-to-attend vacancy is in the Board position of an affiliated bar, the affiliate shall lose its voting status for the year in which the vacancy occurs.

No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of his/her term of office.

- 3.8.B.** President and First Vice-President Vacancies. In the event of a vacancy in the Office of the President, the First Vice-President shall assume the office of the President. In the event of a vacancy in the office of the First Vice-President, the Second Vice-President shall assume the office of First Vice-President.
- 3.8.C.** Other Board Vacancies. In the event of a vacancy in the office of Second Vice-President, Secretary/Treasurer or an elective Board member, the vacancy may be filled by vote of the Board upon recommendation of the nominating committee or the president as provided in Article V of these by-laws. If the number of persons then in office is less than a quorum, the vacancy may be filled by unanimous written consent of the Board members, or the affirmative vote of a majority of Board members then in office at a duly called and held meeting, or the sole remaining member. The nominating committee, as later defined, shall nominate at least one candidate for each vacant office. Each member so elected shall hold office until the expiration of the term of the replaced person and until a successor has been elected and qualified. No Board member shall be eligible for election to fill the vacancy. If a vacancy occurs in the office of Second Vice-President, Secretary/Treasurer or an elective Board member because the officer or member has been called to active duty with a branch of the United States military or equivalent service, the Board may name a temporary replacement, upon nomination of the President or the Nominating Committee, to serve in the vacated office or board position until the military member returns and resumes his or her office or position."
- 3.8.D.** Affiliated Bar Association Vacancies. In the event of a vacancy in the office of an Affiliated Bar Association representative to the Board, the vacancy shall be filled by

that Affiliated Bar Association.

**3.8.E. Members Filling Vacancies.** The members of the Association may elect a Board member at any time to fill any vacancy or vacancies not filled by the Board.

**Section 3.9 Removal of Officers.** Any officer may be removed for misconduct or poor performance upon the two-thirds vote of the Board [excluding the vote of such officer] followed by a ratifying vote of (1) a majority of the members attending the next annual meeting of the members, (2) a majority of the members attending a special meeting of the members noticed for such purpose, (3) by majority vote on the annual ballot to members provided for in Section 5.5, or (4) if no other means of voting method will present the issue to members in a reasonably timely fashion, as soon as practical by email ballot consistent with Section

5.5.C. In the case of removal pursuant to this paragraph a vacancy shall be deemed to exist immediately, or in the case of a ballot vote, upon the certification of the vote by the secretary/treasurer. If the secretary/treasurer is the officer subject to removal, the certification of any ballot vote shall be by the president.

#### **ARTICLE IV AFFILIATED BAR ASSOCIATIONS**

**Section 4.1 Other Associations.** All bar associations in the Sacramento County that qualify under this Article are eligible to apply for affiliate status. The Board may accept, reject or terminate an affiliate, in its discretion, in accordance with this Article and the Policies and Procedures of the Association. Each year the Board shall designate which Affiliated Bar Associations shall be entitled to vote on the Board ("Voting Affiliates") in accordance with 4.3 and 4.4.

**Section 4.2. Qualifications.** A bar association that meets and retains the following qualifications shall be eligible to be an Affiliated Bar Association:

- (1) It has at least 25 lawyer members.
- (2) It is geographically based in the County of Sacramento.
- (3) It is interested in legal matters generally, without limitation to a particular branch or subdivision of the law, provided, however, that the Board, for good cause shown, may waive this requirement. This subsection shall not be construed to limit the affiliation of Sacramento Consumer Attorneys.
- (4) It shall not discriminate on the basis of any protected status as set forth in the Constitution and laws of California.

A bar association shall not be eligible to become an Affiliated Bar Association unless it meets the lawyer member number requirement of Paragraph (1) (the "Member Requirement") on the first business day of July of the calendar year preceding admission. It may fall below the Member Requirement



that calendar year without affecting its eligibility for admission effective the beginning of the succeeding calendar year.

Any Affiliated Bar Association that does not meet the Member Requirement as of the first business day of July of its first calendar year of affiliation or any succeeding calendar year shall cease to be an Affiliated Bar Association as of the end of that calendar year unless by the first business day of October of that calendar year the Board representative of that Affiliated Bar Association provides a written assurance to the Executive Director that the Affiliated Bar Association will make a good faith effort to meet or exceed the Member Requirement by the end of that calendar year. With that written assurance, the Affiliated Bar Association shall retain its eligibility for the following calendar year even if it did not meet Member Requirement by the end of the calendar year during which it gave the written assurance, but it shall not be entitled to use this written assurance process during the following calendar year and if it fails to meet the Member Requirement by the first business day of July of that following calendar year it shall cease to be an Affiliated Bar Association at the end of that following calendar year. A bar association that has lost its affiliation may not become an Affiliated Bar Association without going through the approval process applicable to all applicants.

**Section 4.3 Affiliate Voting Status Qualifications.** Each year the Board shall determine the voting status of each Affiliated Bar Association for the following calendar year in the manner described below.

- (1) On or before the first business day of July of each calendar year, the Association will request from each Affiliated Bar Association a list of their paid members for that year to be submitted to the Association on or before the first business day in August.
- (2) On or before the first business day of August of each calendar year, each Affiliated Bar Association shall submit to the Association a list of their members for that year.
- (3) Any Affiliated Bar Association meeting either of the following requirements shall be a Voting Affiliate for the following calendar year.
  - a. At least (25%) of its membership, but in no case less than 20 of its members, are active members of the Association.
  - b. It has at least 100 members who are active members of the Association.
- (4) In the event the Affiliated Bar Association does not meet the requirements of Section 4.3(3), on or before the last business day of August, the Association will mail to the Affiliated Bar Association notice of the deficiency, specifying the number of additional Association memberships necessary for voting status eligibility. The notice shall also advise the Affiliated Bar Association that it may submit an updated membership list on or before the last business day of October, and if the Affiliated Bar Association then meets the requirements of Section 4.3(3) it shall be a Voting Affiliate for the following calendar year.

**Section 4.4. Voting Affiliate Status Limitations.** Notwithstanding Section 4.3, no more than eight Affiliated Bar Associations shall be designated as Voting Affiliates for each calendar year. In the event more than 8 Affiliated Bar Associations qualify as Voting Affiliates under this Article, the Voting Affiliates shall be determined in the following manner:

- (1) In the event there are fewer than 8 Affiliated Bar Associations with at least 100 Association members, but more than 8 who meet the qualifications under Section 4.3, any Affiliated Bar Association with at least 100 Association members shall be given voting status for the following year. The Board shall then randomly select, from those remaining Affiliated Bar Associations meeting the requirements of Section 4.3 who were granted voting status for the current calendar year, as many as necessary to reduce the total Voting Affiliates for the following year to 8, and remove them from Voting Status for the following year. If there are still more than 8 Voting Affiliates for the following year, the Board shall randomly select, from any remaining Affiliated Bar Associations meeting the requirements of Section 4.3 (other than those with 100 or more Association members), as many as necessary to reduce the total Voting Affiliates to 8, and remove them voting status for the following year.
- (2) In the event there are more than 8 Affiliated Bar Associations with at least 100 Association members who meet the requirements of Section 4.3(3) for the following year, the Board shall either
  - a. propose an amendment to these bylaws, to be submitted to the membership for approval, increasing the maximum number of Voting Affiliates and if necessary the total number of board members, OR
  - b. randomly select, from those Affiliated Bar Associations who meet the qualifications of Section 4.3(3) and have more than 100 Association members the 8 who will be designated as Voting Affiliates.

**Section 4.5. Termination of Affiliate Voting Status.** If the designated representative from any voting affiliate is removed from the Board pursuant to Section 3.8.A.4, the affiliate bar association will lose its voting status for the remainder of the calendar year.

## **ARTICLE V ELECTION OF OFFICERS AND BOARD MEMBERS**

### **Section 5.1. Succession of Officers.**

- 5.1.A. Succession of President. On January 1st of each year the First Vice President in office on December 31st of the previous year shall automatically succeed to the Office of President. If no First Vice President then exists the position of President shall be filled by the Second Vice President in office on December 31st of the previous year. If no Second Vice President then exists the position of President shall be filled by the Secretary/Treasurer in office on December 31st of the previous year. If no Secretary/ Treasurer then exists the office of President shall be deemed vacant on January 1st.
- 5.1.B. Succession of First Vice President. On January 1st of each year the Second Vice

President in office on December 31st of the previous year shall automatically succeed to the Office of First Vice President, unless the Second Vice President has succeeded to the Office of President pursuant to 5.1.A. If no Second Vice President then exists, or the Second Vice President has succeeded to the Office of President, the position of First Vice President shall be filled by Secretary/Treasurer in office on December 31st of the previous year. If no Secretary/Treasurer then exists, or the Secretary/Treasurer has succeeded to the Office of President pursuant to 5.1.A, the position of First Vice President shall be deemed vacant on January 1st.

- 5.1.D. Declining Succession. If the current First Vice President or Second Vice President wishes to decline a subsequent term as an officer, he or she shall notify the other officers and the Nominations Committee at least seventy-five (75) days before the Annual Meeting of the Association. In such event the officer position(s) available on the following January 1st, after giving effect to the automatic succession of officers described in 5.1.A and 5.1.B, shall be filled by election of the members pursuant to Section 5.5. Any later notice shall be treated as the simultaneous acceptance and resignation of the succeeding office on the next January 1st, unless the notice of intent to not succeed is rescinded before such date.
- 5.1.E. Effect of Vacancy on Succession. If, due to a vacancy (except one occurring on January 1st), the First Vice President assumes the position of President, or the Second Vice President assumes the role of First Vice President or President, it shall be in an acting capacity for the remainder of the term only. Accordingly, serving in such acting or interim capacity shall have no effect upon the normal term of office or succession at the end of such term.
- 5.1.F. Only Elected Officers May Succeed. Despite Section 5.1.A and 5.1.B, an officer not elected by the members (i.e. an officer appointed to fill a vacancy) shall not succeed to another office at the end of his or her term.

**Section 5.2 Nominating Committee.** The President shall appoint a nominating committee. It is the duty of this Committee to nominate for election by the members at least one (1) candidate for each officer position expected to be vacant on January 1st of the succeeding year and nominate at least one candidate for each elective Board position expected to be vacant on January 1st of the succeeding year. It is also the duty of this Committee to nominate at least one (1) candidate for any interim elected Board position vacancy, for any interim Second vice president position vacancy, and for any interim Secretary/Treasurer position vacancy. However, if the unexpired term of a Board position, the Second vice president position or the Secretary/Treasurer position is for two months or less, the nominating committee need not make a nomination. In that event the Board may, upon the president's recommendation, fill the vacancy by appointment. The nominating committee shall be composed in accordance with, and operate in accordance with policies and procedures adopted by the Board.

**Section 5.3. Announcement of Nominations.** The Nominating Committee shall announce its nominations for positions to be filled at the annual meeting no later than 65 days before the Annual Meeting of the Association. The Announcement shall be in writing and shall be delivered to the president at the next regularly scheduled meeting of the Board.

**Section 5.4. Additional Nominations.** Additional nominations for any officer or vacancy to exist on January 1st after giving effect to 5.1, or for any elective Board position expected to exist on January 1st, may be made by filing with the Secretary/Treasurer, at least 45 days prior to the Annual Meeting, a written nomination signed by at least 25 active members of the Association.

**Section 5.5. Voting for Officers and Elective Members of the Board.**

- 5.5.A. Secret Ballot. Voting for officers and elective members of the Board shall be by secret written ballot, which shall be sent to all active members of the Association no later than 30 days before the Annual Meeting of the Association.
- 5.5.B. Candidates' Statements. A candidate's statement of 150 words or less, timely submitted by the candidate, shall be sent with the ballots.
- 5.5.C. Voting Procedures. The Board shall adopt policies and procedures to govern the conduct of elections. Voting may be conducted by electronic mail, provided that adequate safeguards be employed to assure the secrecy and validity of each member's vote. Alternate voting methods shall be available to any member.
- 5.5.D. No Proxy or Cumulative Voting. Voting by proxy and cumulative voting shall not be allowed.
- 5.5.E. Elected by Highest Votes. Candidates for the elected Officer and Board positions who receive the highest number of votes shall be declared elected to such offices.

**Section 5.6. Quorum for Election.** A quorum for the annual election by written ballot of officers and Board members shall consist of five percent of the voting members of the Association.

**ARTICLE VI MEETINGS**

**Section 6.1. Meetings of Members.**

- 6.1. Annual Meeting. There shall be an Annual Meeting of the active members of the Association in November or December of each year. The meeting shall be held at a place in Sacramento County at such time as ordered by the Board. Written notice thereof shall be given to each Active member at least four weeks but not more than 90 days in advance of such meeting.
- 6.2. Special Meetings. Special meetings of the active members may be called at any time by one third (1/3) of the members of the Board or by the president. In addition, the president shall call a special meeting promptly after receipt by him/her of a petition therefore signed by at least five percent of the active members. A special meeting shall be held at such place in Sacramento County as the call may designate. Written notice of any such meeting shall be given not less than ten days nor more than 90 days before the date of such meeting; provided, however, that if notice is given by

mail and notice is not mailed by first class, registered or certified mail, notice shall be given not less than 20 days before the meeting. Such notice shall specify the business to be transacted. No business shall be transacted at any such special meeting except the business specified in the call.

- 6.3. Quorum. Five percent of the active members of the Association shall constitute a quorum of any meeting, but a smaller number may adjourn any such meeting to a subsequent time. However, the only matters that may be voted on at any regular meeting actually attended by less than one third of the voting power are matters properly noticed. Matters shall be decided by majority vote.
- 6.4 Open Meetings. Meetings of the Board are open to the membership of the Association and to the public. With respect to matters of personnel, employment contracts and pending or potential litigation involving the Association, meetings shall be closed to the public and to members of the Association who are not members of the Board. However, by a two-thirds vote of the Board members, the Board may suspend or modify such closure with respect to members of the Association. As to any other matter, within the discretion of the Board, a meeting may be closed to the public, but not to the members of the Association, by a two-thirds vote of the Board members present.
- 6.5. Waiver of Notice. Notice of a meeting need not be given to any Board member who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Board member. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.
- 6.6. Teleconference Attendance. All Board members are strongly encouraged to attend Board meetings in person. Nevertheless, where the Association's facilities make it feasible, Board members may attend via teleconference.

## ARTICLE VII COMMITTEES

**Section 7.1. Executive Committee.** The Executive Committee shall consist of the officers of the Association. Meetings and other actions of the Executive Committee shall be governed by provisions of these bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each Executive Committee meeting. The Executive Committee shall have the power of approval of all Delegation appointments made by the Chair of the Delegation. The Board may delegate to the Executive Committee by resolution any power except that the Executive Committee may not:

- (1) Take any final action on matters which, under the California Nonprofit Mutual Benefit Corporation Law also require member approval or approval of a majority of all the members.
- (2) Fill vacancies on the Board or on any committee that exercises the authority of the Board.
- (3) Fix compensation of the Board members serving on the Board or on any committee.

- (4) Amend or repeal bylaws or adopt new bylaws.
- (5) Amend or repeal any resolution of the Board, which, by its express terms, is not so amendable or repealable.
- (6) Appoint committees of the Board or the members thereof.
- (7) Expend corporate funds to support a nominee for Board member after there are more people nominated for Board membership than can be elected.
- (8) Approve any transaction:
  - (a) To which the Association is a party and one or more Board members have a material financial interest; or
  - (b) Between the Association and one or more of its Board members, or between the Association or any entity in which one or more of its Board members have a material financial interest.

## **Section 7.2. Judiciary Committee.**

### **7.2.A. Composition.**

- (1) The President, subject to the advice and consent of a majority of the entire Board, shall appoint a Judiciary Committee, consisting of nine active members of the Association, one of whom shall be a member of the Barristers Club of Sacramento at the time of his/her appointment. In addition, the president and first vice-president of the Association (or their designees) shall be voting members of the Committee.
- (2) Each appointed member of the Committee shall serve for a term of three years, with the terms of one third of those members expiring each year.
- (3) No member of the Association shall be eligible for appointment to the Committee nor remain eligible to serve as a member to the Committee while actively seeking appointment to any of the offices that will be evaluated by the Committee.

### **7.2.B. Responsibility of the Committee.**

- (1) Upon request of the appointing authority, the potential candidate or the Board, the Judiciary Committee shall evaluate the qualifications of candidates who seek appointment to the various judicial positions that pertain to or impact Sacramento County. The Committee may evaluate the qualifications of candidates for other positions connected with the administration of justice in Sacramento.
- (2) The Committee shall confer with such individuals, groups, or organizations as it may deem appropriate in the preparation of a full, fair and complete evaluation of an applicant's qualifications.
- (3) All phases of the Committee's activity are absolutely confidential and shall not be disclosed to anyone other than another Committee member or an authorized representative of the Governor's office. Communications between the Committee and any authorized representative of the Governor's office shall be absolutely privileged and confidential, and shall not be discoverable in any judicial or administrative proceeding.

- (4) The Committee shall comply with the rules, policies and procedures approved by a majority of the Board.

7.2.C. Plebiscites. The Committee may with the consent of the Board ascertain by plebiscite the opinion of the Active members of the Association in regard to candidates for contested primary and general elections to the Superior Court of Sacramento County.

**Section 7.3 Lawyer Referral and Information Service Committee.**

7.3. A. Composition of the Committee. The president, subject to the advice and consent of a majority of the entire Board, shall appoint a Lawyer Referral and Information Service Committee which shall consist of no more than nine active members, at least five of whom shall be non panel members. Committee members shall be appointed for a term of three years. The president or his/her designee shall be ex-officio members of the Committee.

7.3.B. Responsibilities of the Committee. Subject to the rules and regulations promulgated by the Board of Governors of the State Bar of California, the Committee shall operate the Service and shall adopt an organizational structure and policies necessary for the operation of the Service, subject to the approval of the Board.

7.3.C. Budget, Fees and Accounting. No later than the November Board meeting each year, the Committee shall submit to the Board for its approval, its proposed budget and fee schedule for the ensuing fiscal year. Any amendments to the budget or fee schedule shall not be effective until approved by the Board. Before May 31st of each year, the Committee shall submit to the Board a written report and accounting of the operations of the Service for the past fiscal year.

**Section 7.4. Other Committees.** The Board may create such other standing or ad hoc committees as are determined to be appropriate. Appointments, terms of service, number of members, vacancies and committee leadership shall be governed by policies and procedures adopted by the Board.

**Section 7.5 Delegation.** The Association will maintain a delegation to the Conference of California Bar Associations. The President of the Association shall appoint the Chair of the Delegation for a three-year term. The Executive Committee of the Association shall have the power of approval of all Delegation appointments made by the Chair. All delegation members shall be members of the Association. The Delegation activities shall be pursuant to the Association Delegation Policies and Procedures, as from time to time amended.

**Section 7.6 IDP Committee** The President with the consent and advice of the Board shall appoint an IDP Committee comprising a chair and no less than eight and no more than twelve members. Committee members shall serve for three years. Committee procedures and operations shall be governed by the policies and procedures of the committee.

**Section 7.7 IDAC Committee** The President, with the consent and advice of the Board shall appoint an Indigent Defense Appellate Committee (IDAC). The President, with consent and advice of the Board, shall appoint a chair of the IDAC committee, as selected by the

committee by a majority vote of its members.

7.7. A Composition of the Committee. IDAC will be composed of the chair of the Indigent Defense Panel Committee; the Public Defender or his/her designee; a representative from Countywide Services Agency as designated by the agency administrator; a member of the SCBA as designated by the President of the SCBA; a member in good standing of the Indigent Defense Panel as designated by the Chair of the Indigent Defense Panel Committee; a member in good standing of the Indigent Defense Panel elected by its members in good standing; and the President of the SCBA.

7.7.B Purpose of IDAC. The purpose of this committee shall be to serve as the final appellate body regarding attorney classification, panel membership, claim reductions and fee disputes. Its function shall be to serve as the final appellate body for appeals regarding claim reductions, and SCBA Indigent Defense Panel Peer Review and Qualifications subcommittee actions. Committee members shall serve for three years, and may be removed by the President with the consent and advice of the Board. Committee procedures and operations shall be governed by the policies and procedures of the committee.

## **7.8 Electronic Media Committee**

### **Section 7.8.A. Composition**

- (1) The President, subject to the advice and consent of a majority of the Board, shall appoint an Electronic Media Committee consisting of not less than seven and not more than eleven active members of the Association, one of whom shall be a member of the Barristers Club of Sacramento at the time of his/her appointment and two of whom shall be members of a section of the Association at the time of his/her appointment. The President and Second Vice-President of the Association (or their designees) shall be voting members of the Committee.
- (2) With the exception of the President and Second Vice-President of the Association (or their designees), each appointed member of the Committee shall serve for a term of two years, with the terms of one half of those members expiring each year.

### **Section 7.8.B. Responsibility of the Committee**

1. The Electronic Media Committee shall be responsible for assessing the needs of the Association and the Association's members, sections, and committees with respect to the electronic media needs and concerns of the Association, the Association's members, sections, and committees, and the Sacramento legal community. Electronic media shall include, but not be limited to, the internet, email and social media applications, such as Facebook and twitter. The Committee shall make recommendations to the Executive Director, the Executive Committee and the Board on ways to meet those needs.
2. The Electronic Media Committee shall be responsible for developing policies and procedures governing the use of electronic media by the Association, its sections and its committees. Such policies and procedures shall be approved by a majority of the Board.
3. The Electronic Media Committee shall operate in accordance with policies and procedures adopted by the Committee and approved by a majority of the Board



## **7.9 Membership Committee**

### Section 7.9.A. Composition

1. The President, subject to the advice and consent of a majority of the Board, shall appoint a Membership Committee, consisting of not less than seven and not more than eleven active members of the Association, at least one of whom shall be a member of the Barristers Club of Sacramento at the time of his/her appointment; at least one of whom shall be a member of the Board by virtue of designation by an Affiliate of the Association and at least one of whom shall be a member of a Section. The President and Secretary/Treasurer of the Association (or their designees) shall be voting members of the Committee.
2. Except for the President and Secretary/Treasurer of the Association (or their designees), each appointed member of the Committee shall serve for a term of two years years, with the terms of one half of the members expiring each year.

### Section 7.9.B. Responsibility of the Committee

1. The Membership Committee shall be responsible for increasing membership in the Association.
2. The Membership Committee shall organize and hold a membership drive at least once each year sometime in the months of February or March.
3. The Membership Committee shall be responsible for creating and advising the Board on outreach opportunities designed to reach and attract new SCBA members.
4. The Membership Committee shall evaluate and anticipate the needs of the Association members and make recommendations to the Board and/or other committees on how to meet those needs.
5. The Membership Committee shall operate in accordance with policies and procedures adopted by the Committee and approved by a majority of the Board.

## **Section 7.10 Pro Bono Committee.**

Section 7.10.A. Composition. The President, subject to the advice and consent of a majority of those present and voting, shall appoint a Pro Bono Committee consisting of not less than five [5] and not more than eleven [11] active members of the Association, at least one of whom shall also be an employee or board member of Legal Services of Northern California or the Voluntary Legal Services Program of Northern California [VLSP] at the time of his or her appointment. Each appointed member shall serve for a term of two [2] years, unless otherwise specified at the time of appointment.

### Section 7.10.B. Responsibility of the Committee.

1. The primary responsibility of the Pro Bono Committee shall be to expand the awareness of the demand and opportunities for pro bono legal services among local law firms, attorneys, and law students. The Pro Bono Committee shall undertake, as appropriate, such actions as maintaining a page on the Association's Website, use of social media, encouraging local law firms to establish pro bono

programs, publishing relevant pro bono information in the Sacramento Lawyer, publically recognizing pro bono volunteers, sponsoring pro bono activities, and monitoring evolving pro bono practices and needs.

- 2 The Pro Bono Committee shall operate in accordance with policies and procedures adopted by the committee and approved by a majority of the Board.

## **ARTICLE VIII SECTIONS**

Section 8.1. Creation by the Board. The Board may create sections in various areas of substantive law or practice. A proposed charter, consistent with the provisions of these bylaws that define the purposes of the proposed Section, shall be submitted for approval. No Section charter shall be amended without Board approval. Only those persons who are members in good standing of this Association shall be eligible for membership in such Sections. Except that at the option of a Section, the Section's charter may include provisions for participation of non-members. The Section's charter must include provisions relating to the recoupment of expenses incurred by such participation by non-members. Each Section shall annually select its own officers, arrange for meetings, and sponsor such activities and programs as it determines desirable for its members.

Section 8.2. Board Approval. Without prior approval of the Board, a Section shall not:

- (a) Levy or collect any dues or membership fees;
- (b) Purport to represent the Association or the Board; or
- (c) Take or espouse any position that is in conflict with that of the Association or the Board.

## **ARTICLE IX INDEMNIFICATION**

The Association shall have the power to indemnify corporate agents to the maximum amount permitted by the California Nonprofit Mutual Benefit Corporation Law.

## **ARTICLE X RECORDS AND REPORTS**

Section 10.1. Records and Reports to be Kept. The Association shall keep:

- (a) Adequate and correct books and records of account.
- (b) Minutes in written form of the proceedings of its members, the Board and committees of the Board.
- (c) A record of its members, giving their names and addresses and the class of membership held by each.
- (d) A copy of the current Policies and Procedures of the Association.

Section 10.2 Inspection by Members. Any member may:

- (a) Inspect and copy the record of members' names, addresses and voting rights during usual business hours.
- (b) Obtain from the Executive Director, upon written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date specified by the member after the date of demand. This list shall be made available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.
- (c) Inspect the accounting books and records and minutes of the proceedings of the members, the Board and Committees of the Board upon written demand to the Executive Director at any reasonable time for a purpose reasonably related to such person's interest as a member.
- (d) Inspect the original or a copy of the Articles of Incorporation and bylaws, as amended to date. Any inspection and copying under this section may be made in person or by an agent or attorney of the member. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of each committee or section of the Association.

Section 10.3. Inspection by Board Members. Every Board member shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Association and records of each of its committees or sections. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extractions or documents.

Section 10.4. Annual Report. The Association shall notify each member yearly of the member's right to receive a financial report pursuant to this section. Upon written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than 120 days after the close of the Association's fiscal year. Such report shall contain the following information in appropriate detail:

- (1) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- (2) A statement of the place where the names and addresses of the current members are located.

## **ARTICLE XI AMENDMENTS**

Section 11.1. Adoption, Amendment and Repeal. These bylaws may be amended or repealed and new bylaws may be adopted in whole or in part by the Board or by a majority vote of the members of the Association upon submission of a written petition signed by not less than five percent of the Active members.

Section 11.2. Member Approval. Notwithstanding Section 11.1, members must approve

any action that would: (a) materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer of membership; (b) increase or decrease the number of membership authorized in total or for any class; (c) effect an exchange, reclassification, or cancellation of all or any part of the memberships; (d) authorize a new class of membership or (e) specify or change a fixed number of directors or the maximum or minimum number of directors or change from a fixed to a variable number of directors or vice versa.

Section 11.3. Members of Class Approval. The power of members to approve the repeal or amendment of bylaws is subject to the further approval of the members of a class if such action would: (a) materially and adversely affect the rights, privilege, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer of memberships in a manner different than such action affects another class; (b) materially and adversely affect such class as to voting, dissolution, redemption, or transfer of memberships by changing the rights, privileges, preferences, restrictions, or conditions of another class; (c) increase or decrease the number of memberships authorized for such class; (d) increase the number authorized for another class; (e) effect an exchange, reclassification, or cancellation of all or part of the memberships of such class; or (f) authorize a new class of memberships.

Section 11.4. Affiliated Bar Association Approval. Notwithstanding the preceding sections 11.1, 11.2 and 11.3, Article II may not be amended to change the right of any Affiliated Bar Association to designate a representative without written notice to all Affiliated Bar Associations.

Section 11.5. Member Petition. Written notice of bylaw change(s) proposed by member petition shall be given in accordance with the provisions of Article VI of these Bylaws.

Amended by the SCBA Board at its October 20, 2016 Board meeting.

Date: October 20, 2016

By: Jason Jasmine - SCBA Secretary/Treasurer