

**AMENDED AND RESTATED BYLAWS**  
**of**  
**CONSUMER ATTORNEYS ASSOCIATION OF LOS ANGELES**

**ARTICLE I**  
**PRINCIPAL OFFICE**

The principal office of this corporation shall be located in the County of Los Angeles, California.

**ARTICLE II**  
**MEMBERSHIP**

Section 1. Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications and eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Governors may, by resolution, establish one or more categories of nonvoting associates who may be referred to as “members,” and provide for their rights and obligations (including the obligation to pay dues); however, the terms “member” and “membership,” as used in these Bylaws without any modifier, shall refer only to voting members. The single class of voting members may be grouped into such categories as the Board may determine from time to time.

Section 2. Qualifications for Membership. Any person, regardless of sex, race, religion, or ethnic background, who supports the goals of this corporation and is committed to its objectives, shall be eligible for membership in this corporation if he or she satisfies all of the following criteria:

(a) The person is a member in good standing of the State Bar of California or the state bar association of any other state within the United States and is engaged in the practice of law as a profession; and

(b) The person and his or her firm primarily represent plaintiffs and do not defend on an ongoing basis any insurance company(ies), manufacturer(s), governmental entity(ies), common carrier(s), corporation(s), public utility(ies) or other organization in personal injury, wrongful death, workers’ compensation, employment or other consumer-related litigation.

Section 3. Admission of Members. Any application for membership must be made in writing and may be submitted to this corporation at any time. The Board of Directors or a person authorized by the Board will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in accordance with Section 2 above. Membership shall commence upon such certification and upon payment of any required dues, if any.

Section 4. Membership Dues. Each member must pay to this corporation, within the time and on the conditions set by the Board, dues and fees in any amounts fixed from time to time by the Board for that member's category. Any change in dues shall become effective on the first day of January following approval of the change (or such other date as the Board may determine in its discretion), and shall apply to renewals of memberships as well as new memberships. The Board may determine the conditions under which any payment of dues shall be prorated or refunded. The foregoing notwithstanding, past Presidents shall automatically be members for life, provided they continue to qualify for membership under Section 2 of this Article, and their dues as members shall automatically be waived.

Section 5. Assessments. Memberships in this corporation shall not be assessable.

Section 6. Good Standing. Those members (a) who have not received a written notice of the failure to pay dues or fees as referenced in Section 10(a)(ii) below and (b) who have not been suspended pursuant to Section 10 below shall be members in good standing of this corporation.

Section 7. Membership Records. This corporation shall keep accurate membership records containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The membership records shall indicate whether a member is in good standing from time to time.

Section 8. Nonliability of Members. No member of this corporation shall be personally liable by virtue of such membership for the debts, liabilities, or obligations of this corporation.

Section 9. Transferability of Memberships. Memberships in this corporation, or any right arising therefrom, may not be transferred or assigned.

Section 10. Termination of Membership. Membership in this corporation shall continue until terminated as provided in this Section, or until the member dies or resigns in a written notice delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

(a) Basis for Termination. Membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

i. Expiration. If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the member elects to renew the membership.

ii. Nonpayment of Dues. A member's membership in this corporation shall automatically terminate upon the member's expiration date. A member may avoid such termination by paying the amount of delinquent dues or fees prior to the expiration date.

iii. Failure to Qualify. On a good faith finding by the Board of Governors (or the Executive Committee or the person or committee authorized by the Board to decide), made in accordance with this Section, that a member no longer meets the qualifications set forth in Section 2 of this Article that were in effect at the beginning of the member's current membership term, such member's membership in this corporation shall terminate, provided that disbarment from the State Bar of California shall automatically terminate membership in this corporation without action by the Board or the Executive Committee. Further, any member who is temporarily suspended from the practice of law shall similarly be automatically suspended from membership in this Association.

iv. Interests of Corporation. On a good faith finding by the Board of Governors, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes, such member's membership in this corporation shall terminate. The best interests of this corporation include the orderly, dignified, and harmonious conduct of its business; the preservation of its reputation, good will, character, and property; and adherence to its governing instruments, and policies and procedures determined by the Board of Governors.

(b) Termination Procedures. In the case of proposed termination of a membership under subsection (a)(iii) (except for disbarment) or (iv) above, the following procedures shall apply:

i. Notice. This corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice may instead provide for a suspension of membership, whether for a specified time, or until the fulfillment of specified conditions, or otherwise. Such notice shall be sent at least fifteen days before the proposed date of suspension or termination, and at least ten days before the date set for the hearing, by first-class or registered mail, or email (in compliance with the provisions of Article XII, Sections 5 and 6), to the last address provided by the member to this corporation for purposes of notice.

ii. Hearing. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed suspension or termination. In the case of a proposed termination of a membership under subsection (a)(iii) (except for disbarment), any hearing shall be conducted by the Board, the Executive Committee, or the person or committee authorized by the Board to decide that the proposed suspension or termination should not take place. In the case of a proposed termination of a membership under subsection (a)(iv), any hearing shall be conducted by the Board. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, and to not provide a response in writing, the suspension or termination shall be effective automatically on the proposed date of suspension or termination.

iii. Determination. Following the hearing date, and unless the suspension or termination has automatically taken effect pursuant to the last sentence of subsection (b)(ii) above, the Board, the Executive Committee, or person or committee authorized by the Board to decide that the proposed suspension or termination should not take place (in the

case of a proposed termination of a membership under subsection (a)(iii) (except for disbarment)), or the Board (in the case of a proposed termination of a membership under subsection (a)(iv)), shall determine whether or not the member should in fact be terminated or suspended, or sanctioned in some lesser way. That decision shall be final, and the member shall be promptly notified of it. If a member is suspended or terminated hereunder, all membership rights of such member in this corporation shall cease on the effective date of the suspension or termination stated in the notice given pursuant to subsection (b)(i) above.

iv. Reinstatement. The Board, the Executive Committee, or person or committee authorized by the Board which made the determination to suspend or terminate a member, may reinstate any terminated member or return any suspended or disciplined member to good standing before the end of any specified suspension period, upon petition of the member or former member, provided such person then meets the then-current requirements for membership in this corporation and has fulfilled the stated conditions, if any, for reinstatement in the order of termination or suspension.

### **ARTICLE III MEMBERSHIP RIGHTS**

Section 1. Voting Rights. Subject to these Bylaws, members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of member-elected governors and officers;
- (b) the removal of officers and governors without cause pursuant to Section 7222 of the California Nonprofit Mutual Benefit Corporation Law;
- (c) changing the number of governors if fixed in these Bylaws, changing the maximum or minimum number of governors if a range is stated in these Bylaws, or changing the Bylaws from a fixed number of governors to a range or vice versa;
- (d) filling any vacancy caused by the removal of a governor by the members, unless otherwise provided herein;
- (e) any amendment to these Bylaws that materially and adversely affects member rights, as further provided under the California Nonprofit Mutual Benefit Corporation Law; and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Governors alone under Section 7812(b) of the California Nonprofit Mutual Benefit Corporation Law;
- (f) the disposition of all or substantially all of the assets of this corporation;
- (g) any merger of this corporation;
- (h) any dissolution of this corporation; and

(i) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Governors, or by operation of law.

Section 2. Inspection Rights

(a) Articles and Bylaws. This corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by members at all reasonable times. If this corporation has no principal office in California, the Secretary shall furnish such copies to any member on written request therefor.

(b) Accounting Records; Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

(c) Membership Records. The right of members to have access to the membership records of this corporation shall be governed by Sections 8330 through 8332 of the California Nonprofit Mutual Benefit Corporation Law.

Section 3. Rights on Dissolution. Members at the time of any dissolution shall have the right to receive, on dissolution of this corporation, a pro rata share of this corporation's assets not held in charitable trust and remaining after payment or provision for all known debts and other liabilities of this corporation.

Section 4. Other Rights. In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

**ARTICLE IV  
MEMBER MEETINGS AND VOTING**

Section 1. Member Voting. Each member in good standing shall have one vote on each matter on which the members are entitled to vote.

Section 2. Annual Member Meeting. An annual meeting of the membership will be held each year, at a date, place, and time determined by the Board of Governors, for the purpose of transacting such business as may come before the meeting.

Section 3. Special Meetings of Members.

(a) Who May Call. Special meetings of the members may be called (i) by the Board of Governors or the President, or (ii) on the written request of five percent of the membership.

(b) Procedures for Calling Special Meetings by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, facsimile transmission, or by electronic transmission such as email in compliance with Article XII, Section 5, of these Bylaws to any elected officer of this corporation. The requested meeting will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Governors or the President.

Section 4. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Governors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be, notwithstanding any change in membership status on the books of this corporation after the record date, except as otherwise required by law. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

(a) Notice of Meetings. Unless otherwise fixed by the Board of Governors, the record date for the purpose of determining which members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

(b) Voting at Meetings. Unless otherwise fixed by the Board of Governors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

(c) Voting by Written Ballot. Unless otherwise fixed by the Board of Governors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

(d) Other Lawful Action. Unless otherwise fixed by the Board of Governors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such determination.

Section 5. Time and Manner of Notice of Meetings. The Secretary shall give written notice of each members' meeting to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last

address provided by the member to this corporation for purposes of notice, either personally or by telephone, facsimile transmission, electronic transmission in compliance with Article XII, Section 6, of these Bylaws, or first-class, registered, or certified mail not less than ten nor more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of such meeting.

Section 6. Contents of Notice. The notice shall state the place, date, and time of the meeting and (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or (b) in the case of the annual meeting, the names of all those who are nominees for governor as of the date of the notice (if governors are to be elected at the annual meeting), and those matters which the Board, as of the date of the notice, intends to present for action by the members, but subject to the final sentence of Section 7, any proper matter may be presented at the annual meeting for such action.

Section 7. Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a governor without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, (d) to approve a transaction between this corporation and one or more of its governors, or between this corporation and any entity in which one or more of its governors has a material financial interest, (e) on winding up of the affairs of this corporation, to approve a plan of distribution of the assets of this corporation (other than money) not in accordance with any liquidation rights specified in the Articles of Incorporation of this corporation or these Bylaws, or (f) to voluntarily dissolve this corporation. At any meeting attended by less than one-third of the members, any vote shall be valid only if the general nature of the action approved was stated in the notice of such meeting.

Section 8. Member Quorum. Fifty members in good standing shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

Section 9. Act of the Members. Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 10. Manner of Voting.

(a) Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of governors and any other vote designated by the chair of the meeting, in his or her discretion, or requested by ten percent of the members present at the meeting, shall be conducted by secret ballot. Subject to any guidelines and procedures that the Board of Governors may adopt, members not physically present in person at a face-to-face membership meeting may, by electronic transmission in compliance with Section 11 of this Article, or by electronic video screen communication, participate in the meeting, be deemed present in person, and vote, at the meeting.

(b) Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.

(c) Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

(d) Action by Written Ballot Without a Meeting.

i. Generally. Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

ii. Content of Written Ballots. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. Time for Return of Ballots. Subject to any stricter requirement set forth herein, all written ballots shall provide a reasonable time within which to return them to this corporation, and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted (unless stated otherwise in the notice, ballots must be received by this corporation on or before 5:00 pm Pacific Time on the date specified in the notice).

iv. Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

v. Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. This corporation may send the ballot and any related materials, and the member may return the ballot, by electronic transmission, in compliance with Article XII, Section 5 or Section 6, of these Bylaws, as applicable. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

vi. Revocation of Written Ballots. If a member who has cast a written ballot desires to change his or her vote, the member may do so provided he or she so notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

(e) Election Ballots. Any ballot used in the election of governors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued, in alphabetical order. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot. For election ballots, the time between the last date on which the ballots are mailed to members and the stated date for the return of ballots shall not be less than thirty days. The results of the election shall be announced in this corporation's

magazine, on this corporation's List Serve, or using such other methods in addition to or in reasonable substitution of the foregoing as the Board may determine from time to time.

Section 11. Meetings by Electronic Transmission. A meeting of the members may be conducted, in whole or in part, by electronic transmission in compliance with Article XII, Section 5 and Section 6, as applicable, or by electronic media screen communication, so long as all of the following apply:

(a) This corporation has implemented reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

(b) If any member votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, this corporation maintains a record of any vote or action taken by a member by means of electronic transmission.

Any request by this corporation for a member's consent to conduct a meeting wholly by electronic transmission shall include a notice that, absent consent of the member, a face-to-face membership meeting shall be held at a physical location at which members may attend and participate in person.

## **ARTICLE V BOARD OF GOVERNORS**

Section 1. Corporate Powers; Exercise by Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Governors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number, Classes, and Qualification of Governors. The total number of governors shall be not less than thirty-nine nor more than one hundred fifty, with the exact total number of authorized governors to be fixed from time to time within this range by resolution of the Board of Governors. The Board shall be organized into the following classes:

- (a) 25 member-elected governors;
- (b) The six officers named in Section 4(b) below;
- (c) Up to two governors designated by the President;
- (d) Up to eight governors nominated by the Executive Committee and elected by the Board; and
- (e) Eligible former presidents and former governors serving as voting emeritus governors.

Only individuals who will have been members in good standing for two years as of the date they would take office as governors shall be eligible for election or designation as governors. All governors of this corporation must remain members in good standing throughout their term in office.

In addition, the Board of Governors may establish minimum attendance, participation, and other eligibility requirements in order for existing governors to be eligible for re-election or re-designation to a new term in office, which shall be attached to these bylaws as Appendix A (for member- and board-elected governors), Appendix B (for former presidents serving as emeritus governors), and Appendix C (for all other emeritus governors); any revision to these appendices shall be deemed an amendment to these Bylaws and, if it would have the effect of decreasing the proportion of member-elected governors to all governors, shall require the approval of the members.

The failure of a governor during his or her current term to meet applicable qualifications that were in effect at the beginning of such governor's term of office shall also be grounds for having the Board of Governors declare, upon a vote of a majority of the governors then in office, that such governor's office is vacant.

Section 3. Nomination of Member-Elected Governors. This Section shall apply only to the member-elected governors referenced in Section 2(a) above.

(a) Nomination by Committee. The Executive Committee shall select qualified candidates for election to the Board annually. The Secretary shall forward to each member, with the notice of the election, a list of all candidates so nominated. If an existing governor has not satisfied the requirements and obligations set forth on Appendix A, the Executive Committee may on account of such failure decline to nominate the governor for a new term.

(b) Nomination by Member Petition. So long as this corporation has 500 or more members, but less than 5,000 members, twenty-five members or two percent of the members, whichever is less, may nominate candidates for governor by a petition signed by such members no more than eleven months and no less than fifteen days before the election, and delivered to the President or the Secretary of this corporation. On timely receipt of such a petition, the Secretary shall list the candidates so nominated on the ballot.

Section 4. Selection and Term of Office of Governors.

(a) Member-elected governors. Twenty-five of the governors shall be elected for a term of one year at each annual meeting of the members, or, if such governors are not elected at the annual meeting, they may be elected at any special meeting of the members, or by written ballot at a time selected by the Board of Governors.

(b) Officers. The President, the President-Elect, the First and Second Vice Presidents, the Secretary, and the Treasurer shall each hold a governorship ex officio with the

full rights and responsibilities of governorship, including vote. Such officers (other than the President) shall be elected by the members pursuant to Article VII below.

(c) Governors designated by the President. The President shall have the right to designate one or two governors to the Board (with such number in the President's discretion), each for a term of one year.

(d) Governors nominated by the Executive Committee and elected by the Board: The Executive Committee shall have the right to nominate up to eight additional candidates for election by the Board of Governors, with such number in the discretion of the Executive Committee, each for a term of one year.

(e) Eligible former presidents and former governors serving as voting emeritus governors. Subject to the total authorized number of governors set forth in Section 2 above, all eligible former Presidents and all eligible governors emeritus (as defined in Section 5 below) shall, upon designation by the Executive Committee, also serve as governors of this corporation for one-year terms. A former President or governor emeritus shall be eligible following any year in which a former President or governor emeritus has been a member in good standing of this corporation and has met the minimum attendance, participation, and eligibility requirements as set forth on Appendix B or Appendix C, respectively. The Executive Committee shall be empowered to determine questions of eligibility under this section in their reasonable discretion. With respect to previously eligible emeritus governors who ceased to serve on the Board of Governors because of a failure to remain eligible, the Executive Committee may in its discretion, after at least one intervening year, re-designate such emeritus governors to the board upon finding that such individuals are reasonably likely to meet the eligibility requirements in Appendix B or C in future terms.

The one-year term of each governor selected under subsections (a) through (d) above shall commence on the next January 1 following the election or designation. Each such governor shall hold office until expiration of such term and until a successor has been elected or designated.

Section 5. Governors Emeritus. Any individual who has served as a governor of this corporation for ten consecutive years shall be honored with the lifetime status and title of "governor emeritus," and shall have the right to attend Board meetings for so long as he or she remains a member in good standing of this corporation. Governor emeritus status by itself shall not cause the individual to be a governor of this corporation with the rights and fiduciary duties appurtenant thereto, such as the right to vote, and the term "governors" as used in these Bylaws shall not apply to such individuals; only eligible governors emeritus designated to the Board in accordance with Section 4 above shall, along with the other governors, serve on the Board of Governors of this corporation within the meaning of the term "directors" as used in the California Nonprofit Mutual Benefit Corporation Law. For individuals who have achieved governor emeritus status, the Board shall determine the occasion for and manner of recognition of this honor.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of governors is less than the authorized number for any reason. A candidate to fill any vacancy may be nominated by the President and elected by the Board, unless the vacancy was created by removal of a governor by the members, in which case the vacancy may be filled by the Board or by the members, for the unexpired portion of the term.

Section 7. Resignation and Removal of Governors.

(a) Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Governors of this corporation, unless a later effective date is specified in the resignation.

(b) Any member- or board-elected governor may be removed without cause at any time by a vote of the members (provided, however, that if this corporation at any time has fewer than 50 members, such removal shall require the approval of a majority of all the members), provided that no governor designated by the President or the Executive Committee may be removed without the President's or the Executive Committee's consent, respectively.

(c) Any governor designated by the President pursuant to Section 4(c) above may be removed at any time by the President.

(d) Any emeritus governor designated by the Executive Committee pursuant to Section 4(e) above may be removed at any time by the Executive Committee.

Section 8. Regular Board Meetings. At least nine meetings of the Board of Governors shall be held in each year. Regular Board meetings may be called by the President, a majority of the officers who are also governors, or any five governors, and noticed in accordance with Section 10 of this Article.

Section 9. Special Board Meetings. Special meetings of the Board of Governors may be called by the President, a majority of the officers who are also governors, or any five governors, and noticed in accordance with Section 10 of this Article.

Section 10. Notice. Notice of regular meetings and any special meetings of the Board of Governors shall be given to each governor at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including voice messaging system, or other system or technology designed to record and communicate messages, facsimile, or electronic transmission such as email, in compliance with Article XII, Section 5, of these Bylaws. The notice shall state the date, place, and time of the meeting.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Governors, 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 governors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. 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. Notice of a meeting shall also be deemed given to any governor who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum. Twenty-one members of the Board of Governors shall constitute a quorum; provided, however, that if this number is less than one-fifth of the authorized number of governors, the quorum shall be the smallest whole number not less than one-fifth of the authorized number of governors. The act of a majority of the governors present and voting at a meeting at which a quorum is present shall be the act of the Board of Governors, except as otherwise provided in Article II, Section 10 (member terminations); Article V, Section 6 (declaring governor position vacant) and Section 13 (taking Board action without a meeting); Article VI, Section 1 (appointing Board Committees); Article IX, Sections 1 and 2 (approving loans and self-dealing transactions); and Article XII, Section 7 (amending bylaws), of these Bylaws or in the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of governors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any governor interested in a transaction so approved) 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 governors.

Section 14. Telephone and Electronic Meetings. Governors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article XII, Section 5, of these Bylaws so long as all of the following apply:

- (a) each governor participating in the meeting can communicate with all of the other governors concurrently;
- (b) each governor 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;
- (c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a governor, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by a governor were actually made by a governor and not by someone who is not entitled to participate as a governor.

Section 15. Standard of Care.

- (a) General. All governors, regardless of how selected, shall perform the duties of a governor, including duties as a member of any Board Committee on which the

governor may serve, in good faith, in a manner such governor 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 governor, a governor 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 officers or employees of this corporation whom the governor believes to be reliable and competent as to the matters presented;

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

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

so long as, in any such case, the governors 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 governor in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a governor, 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) Assets Held in Charitable Trust. If this corporation shall hold 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 governors of this corporation in connection with such assets shall be governed by any applicable stricter requirements of the California Nonprofit Public Benefit Corporation Law.

Section 16. Governor Inspection Rights. Every governor 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 17. Compensation of Governors. Governors shall serve as such without compensation, provided that the Board of Governors may authorize, by resolution, the reimbursement or advance to a governor of reasonable and actual expenses incurred in carrying out his or her duties as a governor, such as for attending meetings of the Board and Board Committees.

Section 18. Executive Compensation Review. For any period during which this corporation holds any property for charitable purposes, the Board of Governors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or

the chief executive officer and the Treasurer or chief financial officer, regardless of job title, 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 VI COMMITTEES**

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

- (a) set the number of governors within a range specified in these Bylaws;
- (b) fill vacancies on the Board of Governors or on any Board Committee;
- (c) fix compensation of governors for serving on the Board or any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) approve amendments to the Articles of Incorporation of this corporation;
- (f) amend or repeal any resolution of the Board of Governors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;
- (h) spend corporate funds to support a nominee for governor after there are more nominees than can be elected; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Executive Committee. This corporation shall have an Executive Committee, which shall be a Board Committee, consisting of the President, the President-Elect, the First and Second Vice Presidents, the Secretary, the Treasurer, and, if they are then serving as governors of this corporation, the three immediate past Presidents. The Executive Committee shall have the full power of the Board to act on behalf of this corporation (including, without limitation, the power to establish staff salaries and benefits), subject to Section 1 above, between meetings of the Board, except that the Executive Committee may not take actions affecting the

purpose, mission, or scope of operations of this corporation. In addition, the Board may, by resolution, specify expenditure limits on the Executive Committee's authority. The Executive Committee shall use its judgment in determining which proposed actions between meetings may practically be deferred to the full Board, and shall report immediately to the full Board on any Executive Committee actions taken between meetings.

Section 3. Advisory Committees. The Board of Governors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of governors or non-governors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but 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 4. 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 within the scope provided by the Board. Otherwise, the Board of Governors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article V, Section 15(a)(iii), the individual governors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 5. Audit Committee. *This Section 5 shall apply only to the extent and so long as this corporation holds any property for charitable purposes.* For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Governors, and who may include both governors and non-governors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff or the President or Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not governors may not receive compensation greater than the compensation paid to governors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Governors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 6. Meetings.

(a) Of Board Committees. Except as otherwise expressly provided herein, meetings and actions of Board Committees shall be governed by and held and taken in

accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Governors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Governors and its members. In the case of the Executive Committee, meetings may be called by the President or any four members of the Committee. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records. Minutes of Executive Committee meetings shall in addition be distributed to all governors at or before the next regular meeting of the Board.

(b) Of Advisory Committees. Subject to the authority of the Board of Governors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Governors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE VII OFFICERS**

Section 1. Officers; Qualifications. The only officers of this corporation shall be a President, a President-Elect, a First and a Second Vice President, a Secretary, and a Treasurer. No individual may hold more than one office concurrently. Only individuals who will have been governors of this corporation for two years as of the date they would take office as officers shall be eligible for election as officers. All officers must remain members in good standing throughout their terms in office. No individual may run for more than one office in any single election.

Section 2. Nomination of Officers. This section shall apply only to the President-Elect, the First and the Second Vice Presidents, the Secretary, and the Treasurer.

(a) Nomination by Board. The Board of Governors shall select qualified candidates for election as officers annually. The Secretary shall cause to be forwarded to each member, with the notice of the election in accordance with Sections 5 and 6 of Article IV of these Bylaws, a list of all candidates so nominated.

(b) Nomination by Member Petition. So long as this corporation has 500 or more members, but fewer than 5,000 members, twenty-five members or two percent of the members, whichever is less, may nominate candidates for officer by petition signed by such members no more than eleven months and no less than fifteen days before the election, and delivered to the President or the Secretary of this corporation. On timely receipt of such a petition, the Secretary shall list the candidates so nominated on the ballot.

Section 3. Selection and Term. The President-Elect, the First and Second Vice Presidents, the Secretary, and the Treasurer of this corporation shall be elected by the membership annually, each to a term of one year commencing on the next January 1 following his or her election. The President-Elect shall automatically become the President for a one-year term immediately following his or her term as President-Elect. An officer shall become

permanently ineligible for re-election to an office once he or she has served one full term in that office (or, with respect to the President-Elect and President, once he or she has served one term each as President-Elect and President).

Section 4. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed at any time, with or without cause, by the members of this corporation.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the President, the Secretary, or the Board of Governors. Any resignation shall take effect on receipt of that notice or at any later time specified by 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 6. Vacancies. A vacancy in any office for any reason other than removal by the membership shall be filled by the officer directly below him or her in rank of succession and the office of Secretary shall be filled by the Board according to the same procedures by which it generally nominates a candidate for Secretary.

Section 7. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of this corporation. The President shall preside at all meetings of the membership and the Board of Governors. The President is authorized to speak on behalf of this corporation, and may delegate such authority with the advice and consent of the Executive Committee. The President shall be a member of all Board Committees, shall have the general powers and duties of management usually vested in the office of President of a similarly situated corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. President-Elect. The President-Elect shall perform such functions as may be delegated by the President; shall, in the absence, incapacity, or disability of the President, carry out the duties of the President; and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. First and Second Vice Presidents. The First Vice President shall, in the absence of the President and the President-Elect, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Second Vice President shall, in the absence of the President, the President-Elect, and the First Vice President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Governors 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 and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 11. Treasurer. 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 of Governors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accounting as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **ARTICLE VIII EXECUTIVE DIRECTOR**

Subject to the ultimate oversight of the Board of Governors and the Executive Committee, the Executive Director shall generally supervise the employees and manage the daily affairs of this corporation and shall have such other duties as the Board of Governors or the Executive Committee may delegate to the Executive Director from time to time in a manner consistent with these Bylaws and applicable law. The Executive Director is not an officer of this corporation.

## **ARTICLE IX CERTAIN TRANSACTIONS**

Section 1. Loans. This corporation may advance money to a governor or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such governor or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. This corporation may loan money or property to, or guarantee the obligation of, any governor or officer of this corporation or any parent, affiliate, or subsidiary, if:

(a) The Board determines that the loan or guaranty may reasonably be expected to benefit this corporation; and

(b) Before the transaction occurs, it has been approved either by (i) the members (without the vote of such governor or officer, if a member) or (ii) a majority of the governors then in office (without the vote of such governor).

### Section 2. Self-Dealing Transactions.

(a) Transactions with Governors or Their Companies. A transaction between this corporation and one or more of its governors, or between this corporation and any organization in which one or more of its governors has a material financial interest, must be approved or ratified (i) by the members, or (ii) 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 governors thereon. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and governor's interest in the transaction.

(b) Transactions with Organizations Sharing Governors/Directors. A transaction between this corporation and any organization of which one or more of its governors are voting directors may be void or voidable because of the presence of such governor(s) at the meeting of the Board or a Board Committee that authorized, approved, or ratified the transaction, unless (i) it was approved or ratified in good faith (a) by the Board or a duly authorized Board Committee, with full knowledge of the material facts concerning the transaction and such governors' other directorships and without counting the vote of the common governors/directors thereon, or (b) by the members; or (ii) the transaction was just and reasonable 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 Governors in Quorum. Subject to the provisions of Article IX, interested or common governors 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 California Nonprofit Mutual Benefit Corporation 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 governors, 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 of Governors 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). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of governors 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. If the Board cannot do so because there is no quorum of governors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. To the extent allowed by Section 7237 of the California Nonprofit Mutual Benefit Corporation Law, the Board shall 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. Unless otherwise determined by the Board, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

Section 4. Insurance. The Board of Governors 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 the law.

## **ARTICLE XI CONFLICTS OF INTEREST**

Section 1. Statement of Policy. This corporation encourages the active involvement of its members and its Board in the community. In order to deal openly and fairly with actual and potential conflicts of interests that may arise as a consequence of this involvement, this corporation has adopted the following conflict of interest policy. This policy is generally more stringent than the legal requirements embodied in Article IX of these Bylaws, and to the extent (if any) Article IX is less stringent than this policy, this policy shall govern.

Section 2. Definitions. A potential conflict of interest arises whenever this corporation contemplates a decision involving another professional association, or any vendor, consultant, or grantee (a "third party") with which a covered party is affiliated. A "covered party" for purposes of this Article is a person who is (a) a governor of this corporation; (b) a staff member of this corporation; or (c) the spouse or equivalent, parent, or child of a governor or staff member, or who was such a person within the twelve months preceding the decision. "Affiliated" includes, but is not limited to, serving as an executive-committee member, employee, or consultant to the professional association, or a vendor, consultant, or grantee involved in the decision. Any governor or staff member who is himself or herself a covered party, or who is related to a covered party, is referred to herein as an "interested person."

Section 3. Abstention. Any interested person shall abstain from participating in any decision involving the third party. The interested person may, however, respond to specific questions raised by disinterested governors.

Section 4. Approval Procedure. This corporation may engage in a transaction involving a potential conflict of interest only if the following conditions are met prior to the transaction.

(a) The interested person shall have disclosed to the Board of Governors all material facts concerning his or her relationship to the third party.

(b) The Board of Governors shall have reviewed the material facts, conducted any inquiry needed under the circumstances, and concluded, by a majority vote of the governors then in office without counting the vote of any interested person, that (i) the proposed transaction is fair, just, and reasonable to this corporation; (ii) this corporation proposes to engage in this transaction for its own purposes and benefit, and not for the benefit of the interested person; and (iii) the proposed transaction is the most beneficial arrangement which this corporation could obtain with reasonable effort.

Where it is not practical to obtain approval of the Board, the Executive Committee may approve a conflict of interest transaction, following the procedure described above for the Board.

Section 5. Record of Decision. The minutes of any meeting at which a decision is made involving a potential conflict of interest shall record the nature of the conflict and the material facts disclosed by the interested person and reviewed by the Board of Governors or the Executive Committee.

## **ARTICLE XII MISCELLANEOUS**

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

Section 2. Contract, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Governors or the person or persons on whom the Board may confer such authority 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 whom the Board may authorize from time to time.

Section 3. Annual Reports to Members and Governors.

(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 governors of this corporation and any members so requesting in writing, containing the following information:

i. A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year;

- ii. A statement of the place where the names and addresses of current members are located; 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 officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article XII, Section 5, of these Bylaws.

(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 members and governors of this corporation 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 governors or officers (or those 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 governor or officer of this corporation, and that were not approved by the members of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

Section 4. Required Financial Audits. *This Section 4 shall apply only to the extent and so long as this corporation holds any property for charitable purposes.* This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Governors 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. Electronic Transmissions to Members. An electronic transmission by this corporation to a member is valid only if the following requirements have been satisfied:

(a) The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding section;

(b) If the member is a natural person, prior to or at the time of consenting, the member received a clear written statement informing him or her of:

i. any right or option to have the transmissions provided or made available on paper or in nonelectronic form;

ii. whether the consent applies only to that transmission, to specified categories of communications, or to all communications from this corporation; and

iii. the procedures the member must use to withdraw consent.

Section 7. Amendments. Amendments to these Bylaws may be adopted by the membership or by the Board of Governors, as follows. Such amendments shall require the vote of at least the majority of the members present and voting at a meeting or by written ballot, or the vote of at least two-thirds of the governors present and voting at a meeting, provided that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of the members as to voting, dissolution, redemption, or transfer; change the number or authorized membership in total or for any class; effect an exchange, reclassification, or cancellation of all or part of the memberships; or authorize a new class of members, as further provided under the California Nonprofit Mutual Benefit Corporation Law (including, without limitation, the requirements under the Law for the approval of a member class of an amendment that would materially and adversely affect its rights as to voting, dissolution, redemption, or transfer relative to one or more other member classes). If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting.

Section 8. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Mutual Benefit Corporation Law as then in effect shall apply.

Section 9. Parliamentary Procedure Authority. All meetings of the Board of Governors, Board Committees, or the membership of this corporation shall be conducted in accordance with the then-current edition of Roberts' Rules of Order. A parliamentarian shall be elected by the Board at its first regular meeting of the calendar year, whose duties shall be to

render parliamentary rulings on issues presented at any meeting, at the request of the presiding officer for the meeting.

CERTIFICATE OF SECRETARY

I, \_\_\_\_\_, certify that I am presently the duly elected and acting Secretary of the Consumer Attorneys Association of Los Angeles, a California nonprofit mutual benefit corporation, and that the above Bylaws, consisting of 31 pages including three appendices, are the Bylaws of this corporation as adopted by \_\_\_\_\_ on \_\_\_\_\_, 2015.

DATED: \_\_\_\_\_

\_\_\_\_\_  
Secretary

## APPENDIX A

### BOARD OF GOVERNORS REQUIREMENTS MEMBER-ELECTED, BOARD-ELECTED, AND PRESIDENT-DESIGNATED GOVERNORS

The following minimum obligations have been established for governors of the Consumer Attorneys Association of Los Angeles who are either (i) elected by the Association's voting members, (ii) nominated by the Association's Executive Committee and elected by the Board, or (iii) designated by the President.

In order to be in compliance, governors must meet or exceed **ALL** of the first three obligations and meet or exceed at least **FIVE** of the remaining obligations in each year they serve on the Board of Governors. Board members who are not in compliance (as determined by the Executive Committee) for their current term of office, as of the time of elections/designations for the next year, may be barred by the Executive Committee from being candidates for election or designation to the Board of Governors for the succeeding year's term pursuant to Article V, Sections 3(a) and 4(d), of the Amended and Restated Bylaws of the Association.

#### **MUST AT A MINIMUM MEET ALL OF THE FOLLOWING OBLIGATIONS:**

- Attend FOUR of the scheduled Board of Governors meetings.
- Actively serve in a meaningful way on one major CAALA Committee (Education, Membership, New Lawyers, Government Relations, PAC, Public Relations, List Serve).
- Contribute a minimum of \$360 to the CAALA PAC Fund.

#### **MUST MEET AT LEAST FIVE OF THE FOLLOWING OBLIGATIONS:**

- Chair a CAALA event, program or committee.
- Speak at an MCLE program or at the Las Vegas Convention.
- Write an Advocate article
- Serve as an Advocate issue editor.
- Serve as a Member Ambassador
- Serve as a Member Mentor
- Recruit three new, approved CAALA attorney-members

- Attend two in-person CAALA MCLE seminars.
- Attend two CAALA member mixers.
- Attend the annual Installation and Awards Dinner.
- Attend the annual Las Vegas Convention
- Be a member in good standing of Consumer Attorneys of California.
- Be a member in good standing of the American Association for Justice

## **APPENDIX B**

### **PAST PRESIDENT BOARD OF GOVERNORS REQUIREMENTS**

The following minimum obligations have been established for past presidents who serve as members of the Board of Governors of the Consumer Attorneys Association of Los Angeles, in order for them to retain their seats on the Board of Governors.

In order to be in compliance, former presidents must meet or exceed **EACH** of the first two obligations and meet or exceed **THREE** of the remaining obligations in each year of their term. Past Presidents who are not in compliance (as determined by the Executive Committee) for their current term of office, as of the time of Board elections for the next year, may be barred by the Executive Committee from eligibility for an immediately succeeding term in office, pursuant to Article V, Section 4(e), of the Amended and Restated Bylaws of the Association.

#### **MUST MEET EACH OF THE FOLLOWING OBLIGATIONS:**

- Attend **THREE** of the scheduled Board of Governors meetings.
- Contribute a minimum of \$360 to the CAALA PAC Fund.

#### **MUST MEET THREE OF THE FOLLOWING OBLIGATIONS:**

- Chair a CAALA event, program or committee.
- Speak at an MCLE program or at the Las Vegas Convention.
- Write an Advocate article
- Serve as an Advocate issue editor.
- Serve as a Member Network Team Captain
- Recruit three new, approved CAALA attorney-members.
- Attend two in-person CAALA MCLE seminars.
- Attend two CAALA member mixers.
- Attend the annual Installation and Awards Dinner.
- Attend the annual Las Vegas Convention

- Be a member in good standing of Consumer Attorneys of California.
- Be a member in good standing of American Association for Justice.

## **APPENDIX C**

### **EMERITUS BOARD OF GOVERNORS VOTING REQUIREMENTS**

Following are the obligations that have been established for Emeritus members of the Board of Governors of the Consumer Attorneys Association of Los Angeles in order for them to retain their voting privileges.

In order to be in compliance, members must meet or exceed **EACH** of the first two obligations and meet or exceed **FOUR** of the remaining obligations in each year of their term. Emeritus governors who are not in compliance (as determined by the Executive Committee) for their current term of office, as of the time of Board elections for the next year, may be barred by the Executive Committee from eligibility for an immediately succeeding term in office, pursuant to Article V, Section 4(e), of the Amended and Restated Bylaws of the Association.

#### **MUST MEET EACH OF THE FOLLOWING OBLIGATIONS:**

- Attend FOUR of the scheduled Board of Governors meetings.
- Contribute a minimum of \$360 to the CAALA PAC Fund.

#### **MUST MEET FOUR OF THE FOLLOWING OBLIGATIONS:**

- Chair a CAALA event, program or committee.
- Speak at an MCLE program or at the Las Vegas Convention.
- Write an Advocate article
- Serve as an Advocate issue editor.
  
- Recruit three new, approved CAALA attorney-members.
- Attend two in-person CAALA MCLE seminars.
- Attend two CAALA member mixers.
- Attend the annual Installation and Awards Dinner.
- Attend the annual Las Vegas Convention

- Be a member in good standing of Consumer Attorneys of California.
- Be a member in good standing of American Association for Justice.