BYLAWS OF CONSUMER ATTORNEYS OF SAN DIEGO
(a California Nonprofit Mutual Benefit Corporation)

Approved by the Board of Directors January 6, 2018
Membership Approval not required

ARTICLE I
NAME

The name of this organization is CONSUMER ATTORNEYS OF SAN DIEGO (hereinafter referred to as “the Association”).

ARTICLE II
PURPOSES

The purposes of the Association shall be:

1. To protect the rights of the consumer and promote the public good through concerted efforts to secure safe products, a safe work place, a clean environment and quality healthcare;

2. To cultivate and advance the science of jurisprudence, to facilitate the administration of justice, and to promote and uphold the spirit and honor of the art of advocacy and the practice of law;

3. To advance the cause of those damaged in person or property and to enforce their constitutional and statutory rights through the judicial process;

4. To protect the constitutional rights of those placed in jeopardy for the violations of the laws of the State of California or the United States of America;

5. To conduct and encourage legal scholarship through educational seminars, lectures, meetings, journals, newsletters and any other means of enhancing the legal proficiency of the Judiciary and Bar of the State of California;

6. To cooperate with any and all organizations and agencies dedicated to promoting changes in California law which will correct injustice and oppression in legislation or judicial decisions;

7. To acknowledge and commemorate achievements of outstanding individuals in the fields of advocacy, administration of justice, and any other fields as may be established by the Officers and Board of Directors of CASD;

8. To promote the highest standards of ethical conduct and integrity among its members;

9. To preserve the constitutional right to trial by jury, and
10. To uphold and defend the Constitution of the United States and the Constitution of the State of California.

ARTICLE III
OFFICES

The principal office for the transaction of business of this Association is hereby fixed and located in the County of San Diego, State of California. The Board of Directors is hereby granted full power and authority to change said principal offices from one location to another in said County.

ARTICLE IV
MEMBERSHIP

Section 1. VOTING MEMBERS
This Association shall have one class of members with voting rights, as specified in these Bylaws. The single class of voting members shall consist of the following categories of membership: Regular Membership, Life Membership, and Sustaining Membership, who shall be differentiated only by the frequency and amount of dues paid to this Association, as set forth herein. Each voting member shall have the voting rights as set forth in this Article and Article VII hereafter, shall have the right to hold office as set forth in Articles VIII and IX hereafter, and shall be entitled to participate in all available membership benefits, services and activities, subject to all applicable conditions and limitations.

The three (3) categories of voting membership in this Association to persons who qualify shall be as follows:

Category 1. REGULAR MEMBERSHIP shall be open to practicing members in good standing of the Bar of the State of California who:

(1) Are of good moral character;

(2) Are in compliance with California law and the Rules of Professional Conduct;

(3) Engage in any field or phase of advocacy, and are committed and devoted to the concept of the fair trial, the adversary system, the jury system and a just result for the injured, the accused and those whose constitutional or other legal rights are jeopardized, or who are accused of a violation of some provisions of the law; and

(4) Do not, upon application for admission to this Association or after being admitted to regular membership, prosecute criminal cases or regularly defend insurance companies, manufacturers, governmental entities, common carriers, businesses, or public entities in claims, including but not limited to, subrogation, personal injury, wrongful death, workers’ compensation, employment, construction defect, and consumer class action.
However, if in the judgment of the Board of Directors, the nature of the applicant’s practice is consistent with the consumer-oriented goals of this Association, membership may be granted.

Category 2. SUSTAINING MEMBERSHIP is available to any regular member who pays the annual dues set for such membership.

Category 3. LIFE MEMBERSHIP is available to any regular member who pays the dues required by the Board of Directors for life membership, and is approved for such membership by the Board of Directors.

Section 2. NON-VOTING MEMBERS
This association shall have one class of members without voting rights, as specified in these Bylaws. Non-voting members shall consist of the following categories of membership: Honorary Membership, Non-Attorney Membership, Student Membership, Out-Of-State Membership, Emeritus Membership and Consumer Support Membership. Non-voting members may not vote or hold office, and may not be entitled to participate in all available membership benefits, services or activities.

The six (6) categories of non-voting members in this Association to persons who qualify shall be as follows:

Category 1. HONORARY MEMBERSHIP may be conferred by unanimous vote of the Board of Directors upon persons who do not qualify for regular membership. Honorary Members may not vote or hold office, nor shall they be required to pay membership dues.

Category 2. NON-ATTORNEY MEMBERSHIP is available to any individual who is dedicated to the mission of this Association and is employed by, associated with, or sponsored by a voting member of this Association, including legal assistants, paralegals and legal secretaries. Non-Attorney Members may not vote or hold office in this Association.

Category 3. STUDENT MEMBERSHIP is available to any Law Student or Law School Graduate who is not associated with attorneys or firms which prosecute criminal cases or regularly defend insurance companies, manufacturers, governmental entities, common carriers, businesses, or public entities in claims, including but not limited to, subrogation, personal injury, wrongful death, workers’ compensation, employment, construction defect, and consumer class action. Student Members may not vote or hold office in this Association.

Category 4. OUT-OF-STATE MEMBERSHIP is available to any person who is a member of the Bar of a state other than California, who is qualified to practice before the highest court of such other state, and who otherwise meets the requirements for Regular membership in this Association. Out-of-State Members may not vote or hold office.

Category 5. EMERITUS MEMBERSHIP is available to any person who has been in practice for 40+ years, has been a Regular Member of this Association for at least 10 continuous
years, and is retired from the practice of law. Emeritus Members may not vote or hold office, nor shall they be required to pay membership dues.

Category 6. CONSUMER SUPPORT MEMBERSHIP is available to any person or business which is dedicated to the mission of this Association and provides goods or services for members. Consumer Support Members may not vote or hold office in this Association.

Section 3. MEMBERSHIP DUES
All members shall continue to be members in good standing upon the payment of dues and the continued adherence to the purposes of this Association and to the foregoing qualifications for membership.

The Board of Directors shall fix the annual dues for the various membership categories of this Association. Any change in the annual dues which shall be proposed shall be acted upon at least thirty (30) days prior to the commencement of any fiscal year of this Association. Notwithstanding the foregoing, the Executive Director & CEO may provide for reduced dues for a limited time as part of a new membership promotion or campaign.

Section 4. VOTING RIGHTS
Subject to these Bylaws and this Association’s other policies and procedures, voting members identified in Article V, Section 1, shall have the right to vote, as set forth in these Bylaws, this Association’s Article of Incorporation, or by operation of law.

Each voting member in good standing shall have one vote on each matter on which the voting members are entitled to vote.

Section 5. NON-TRANSFERABILITY OF MEMBERSHIP
No member may transfer a membership or any right arising therefrom. All rights as a member of this Association cease upon the member’s death.

Section 6. INSPECTION BY MEMBERS
The members of the Association shall have the right to inspect the records of the Association to the extent and under the circumstances provided by the California Nonprofit Mutual Benefit Corporation Law. This Association shall keep in its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended or otherwise altered, to date, certified by the Secretary, or his or her designee, which shall be open to inspection by any member at all reasonable times.

The Association’s list of members is a valuable proprietary asset belonging to the Association. As such, the actual list of members, including members’ contact information, shall not be available for inspection or copying. The Association will provide a reasonable method for members to contact other members which does not include disclosure of the actual list, but only when the reason for the requested contact is relevant to the Association’s activities (i.e. cannot be for commercial purposes).
ARTICLE V
TERMINATION AND SUSPENSION OF MEMBERSHIP

Section 1. RESIGNATION
Any member may resign by submitting a written resignation to the President or Executive Director & CEO. Such resignation shall become effective on the date submitted, but not relieve the resigning member from any financial obligations which he or she has to this Association on the date of resignation.

Section 2. NON-PAYMENT OF DUES
Any member whose dues are in default on the fifteenth (15) day of the month following that member’s term of membership shall be removed from the membership in this Association. Any member who has been dropped from membership in this Association for non-payment of dues may be reinstated upon receipt of payment of the appropriate dues or other fees, provided that such person meets the requirements for membership in this Association.

Section 3. DISBARMENT
A member who is disbarred shall automatically be removed from membership and may not be reinstated therein until such time as he or she is reinstated to the Bar of the State of California, and shall be returned to membership subject to the approval of the Board of Directors of this Association, such readmission to this Association to be subject to a hearing conducted substantially in accordance with the provisions of this Article VI, Section 5 below.

Section 4. SUSPENSION FROM PRACTICE
A person suspended from practice shall be suspended from membership for as long as his or her period of suspension from practice continues, and shall be returned to membership subject to the approval of the Board of Directors upon termination of his or her suspension, such readmission to this Association to be subject to a hearing conducted substantially in accordance with the provisions of the Article VII, Section 4 below.

Section 5. LOSS OF ELIGIBILITY
Any member who no longer meets the requirements of membership in accordance with Article V, Section 1 has an affirmative duty to submit a written resignation in accordance with Article VI, Sections 1 and 2, within 5 business days of his or her loss of membership eligibility.

Section 6. EXPULSION, SUSPENSION, CENSURE
The Board of Directors shall have the summary power by vote of its members, to suspend or to expel and terminate the membership of any member for conduct which disturbs the order, dignity, business, harmony, good will or prosperity of this Association or which brings discredit to the member, this Association or the practice of law, or when the member’s practice no longer conforms to the regular membership requirements set forth in Article V, Sections 1 and 2 of these Bylaws. This power shall rest exclusively in the Board of Directors, which may authorize the President to appoint a committee of three (3) members to hear complaints or grievances against a member. A member shall receive thirty (30) days’ prior notice of the proposed suspension or expulsion and the reasons for the proposed suspension or expulsion. Any notice given by mail must be given by first-class or express mail service sent to the last address of the
member as shown on this Association’s records. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or expulsion. The notice shall specify the charges against the member, and shall advise the member of the time and place of the hearing which shall be held either before the Board of Directors or a committee appointed in accordance with this Section. The member may appear and present evidence on his or her behalf, and may be represented by counsel in these proceedings. If the hearing is held before the committee, the committee shall report its findings to the Board of Directors, which shall then decide whether to expel, suspend or censure the member. Expulsion, suspension or censure of the member shall require a two-thirds (2/3) vote of the Board of Directors present, provided a quorum is present. The proceedings of the Board of Directors in such matters shall be final and conclusive.

Section 7. REINSTATEMENT
Anyone who has been suspended from membership in this Association by the Board of Directors shall be automatically reinstated to membership after the period of suspension has ended.

Anyone who has been expelled from membership in this Association may petition the Board of Directors for reinstatement after one (1) year from the date of the expulsion and provided that such person submits a new application for membership, accompanied by payment of appropriate dues, and the person receives a three-fourths (3/4) affirmative vote of all members of the Board of Directors present at any regularly called meeting.

Section 8. REFUNDS
Any member terminated, removed, or suspended from membership shall not be entitled to any refund of dues.

ARTICLE VI
MEETINGS OF THE MEMBERS

Section 1. ANNUAL MEETING
An annual meeting of the members shall be held each year at a time and location determined by the Board. At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws. Written notice of the annual members’ meeting shall be given to all members of the Association, and the Board, at least 30 days prior to the meeting. Only voting members of CASD may vote at the CASD annual membership meeting. Other interested persons may attend (but do not vote), and may be excluded from some portions of the meeting in the discretion of the Board President or the Executive Director & CEO.

Section 2. SPECIAL MEETINGS
Special meetings of the members may be called at any time by the President, the Board, or five percent (5%) of the voting members in good standing. The Secretary must send notice of special meetings as provided in Section 4 of this article VI within thirty (30) days after receipt of a proper application for same.
Section 3. TIME AND PLACE
Any meeting of the members shall be held at such time and place as the Board of Directors shall select.

Section 4. NOTICE
Written notice of any membership meeting shall be given, in accordance with these bylaws, to each voting member of the Association. Subject to any additional requirements in law or these bylaws, the notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the Association (Corporations Code Sections 20 and 21) or electronic video screen communication, if any, by which members may participate in the meeting, and the general nature of the business to be transacted, and no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

Notice of a members' meeting shall be given personally, by electronic transmission (Corporations Code sections 20), or by regular, bulk, or express mail service, addressed to a member at the address of the member appearing on the books of the Association or given by the member to the Association for purpose of notice; or if no such address appears or is given, at the place where the principal office of the Association is located. An affidavit of giving of any notice or report in accordance with the provisions section, executed by the Secretary, shall be prima facie evidence of the giving of the notice or report.

Notice given by electronic transmission by the Association under this subdivision shall be valid only if it complies with Corporations Code Section 20. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the Association after either of the following:

(1) The Association is unable to deliver two consecutive notices to the member by that means.

(2) The inability to so deliver the notices to the member becomes known to the Secretary or other person responsible for the giving of the notice.

Section 5. WAIVER OF NOTICE AND CONSENT.
The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member who is not present in person, signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members. All such waivers, and consents, or approvals shall be filed with the corporate records or made a part of the minutes.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters
required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 6. QUORUM
At the annual or any special meetings of this Association, forty (40) members of good standing and entitled to vote shall constitute a quorum for the transaction of business; provided, however, that if the annual or any special meeting is actually attended in person by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of a general nature was given.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum (or by a greater number if required by law or by the articles of incorporation or these bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

Section 7. PROCEDURE
Each voting member in good standing shall be entitled to one (1) vote for any annual or special meeting. The use of proxies at any membership meeting or Board of Directors meeting of this Association is prohibited.

Section 8. CUMULATIVE VOTING
Cumulative voting shall be prohibited.

Section 9. ACTION BY MEMBERS BY WRITTEN BALLOT WITHOUT A MEETING
Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure.

The President of the Association shall cause a ballot to be distributed to each voting member in accordance with Section 4 of this Article.

Any written ballot pursuant to this section shall: 1) set forth the proposed action, 2) provide an opportunity to specify approval or disapproval of any proposed action, and 3) provide a reasonable time within which to return the ballot to the Association.

The cover letter or memo soliciting ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the action submitted. The solicitation must specify the time by which the ballot must be received by the Association in order to be counted.

Approval of an action by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or
exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the Association and maintained in the corporate records for at least three years.

**ARTICLE VII**

**BOARD OF DIRECTORS**

Section 1. DIRECTORS

The Board of Directors of this Association shall consist of not less than sixteen (16) and not more than twenty-two (22) Directors as determined from time to time by resolution of the Board. Directors shall be expected to:

(a.) Attend the Annual Board Planning Meeting;

(b.) Regularly attend Board meetings;

(c.) Serve on one or more committees;

(d.) Assist in the recruitment and retention of members;

(e.) Participate in educational programs, events and other Association functions;

(f.) Maintain a Regular or Sustaining Membership in Consumer Attorneys of California; and

(g.) Serve as a steward of the Association.

Section 2. ROTATION AND TERM OF OFFICE

The Directors of this Association shall be elected from the active voting members of this Association in good standing. Each Director who is not also an officer shall serve a three-year term of office beginning January 1. Directors who are not officers may not serve more than two consecutive three-year terms. For purposes of term limits, a break in service shall be no less than one year.

Directors who are elected to an officer position shall serve one-year terms beginning January 1.

Directors elected to the position of Secretary or Treasurer may serve no more than two consecutive one-year terms in each position. Directors elected to the officer position of President Elect may serve no more than three consecutive one-year terms on the Board (i.e. as President Elect, President, and Immediate Past-President). Directors who serve as President may serve no more than two consecutive one-year terms on the Board (i.e. as President and Immediate Past-President). Directors who serve as Immediate Past-President may serve no more than one consecutive one-year term on the Board.
Section 3. RESIGNATION
Any Director may resign at any time by giving written notice to the President or to the Secretary of this Association. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES
(a.) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case of a corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising as a result of Corporations Code Section 7238.

(b.) The Board, by a majority vote of the directors who meet all of the required qualifications to be a director, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

Section 5. REMOVAL
Any or all directors may be removed from office by a vote of the regular members (Corporations Code 5034).

Section 6. FILLING VACANCIES
Except for a vacancy resulting from removal by the members, vacancies on the Board may be filled by a majority vote of the remaining directors on the Board at any properly called and noticed Board meeting where a quorum is present. The members may fill any vacancy or vacancies not filled by the Board. Any individual filling a vacancy pursuant to this section shall meet the criteria for election to that seat. An individual appointed to fill a vacancy shall serve until the end of the term of the director whose vacancy he or she is filling.

Section 7. REDUCTION
No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 8. UNCONTESTED ELECTIONS
Each candidate considered by the Nominating Committee must be or have been a member of this Association for at least two (2) full years immediately preceding the election, and have served on an active committee for at least one (1) year. The current year may be used in computing the two-year period.

In the event the only candidates for Directors of this Association are those nominated by the Nominating Committee and approved by the Board of Directors, there shall be no requirement to hold an election by the voting members for that year. Under such circumstance, each nominated candidate shall automatically be deemed elected to the position so nominated to serve in accordance with the terms and conditions of the Bylaws.
The slate of nominations shall be presented to the Board of Directors at a meeting of the Board in October. The slate shall be deemed elected if approved by a majority vote of the Directors present at the meeting so long as a quorum is present. Any nominee not receiving a majority vote by the Board shall be removed from the slate and a replacement nomination may be made by the Board and approved by majority vote at said Board meeting. The slate of nominees so approved shall constitute the official nominees to be presented to the members at the annual election. The nominations shall remain secret until they are disclosed to the general membership of this Association. The President shall cause the names of the nominees to be distributed to the general membership not later than November 1.

Section 9. CONTESTED ELECTIONS
Any member not nominated by the nominating committee may run as a Director provided that he or she complies with the following procedures and meets the following qualifications:

(a.) To run for the Board of Directors of this Association, an unnominated candidate must have been a member of this Association for the two (2) years immediately preceding the election, and have served on an active committee for at least one (1) year. The current year may be used in computing the two-year period.

(b.) The unnominated candidate must submit to the President, or the Executive Director & CEO, a signed declaration, in writing, setting forth his or her intention to run as a Director. The President, or Executive Director & CEO, must receive said declaration not later than November 10.

(c.) Providing that said unnominated candidate complies with the above procedure, his or her name shall then be added to the ballot.

(d.) The Secretary of this Association shall prepare or have prepared the ballot listing candidates for Directors in alphabetical order.

(e.) The elections of the Board of Directors shall be held at the Annual Membership Meeting of this Association and shall be by secret ballot. A member must be present at the meeting in order to vote unless electronic voting has been approved by the Board and consent forms have been signed. No voting by proxy shall be permitted. A majority of those voting members present at the meeting is sufficient to elect the members of the Board of Directors so long as a quorum is present.

(f.) In the event of a contested election for a single seat on the Board of Directors, the candidate who receives the most votes shall become a member of the Board of Directors. In the event there is a contested election for two or more seats available on the Board of Directors, the seats shall be filled first by the candidate who receives the most votes, followed by the candidate who received the second most votes, and continuing thereafter, until all vacant seats have been filled.

(g.) The Board shall provide a method for candidates to contact member voters which shall not entail access to the membership list. All candidates who wish to contact voters shall do
so at their own expense and there shall be no expense or liability to this Association as a result of such contact.

Section 10. MEETINGS OF THE BOARD OF DIRECTORS
(a.) Annual and Special Board Meetings. An annual meeting of the Board shall be held at a time and place determined by the Board. Other meetings (“special meetings”) of the Board may be held from time to time on the call of the President, the Board, or any two directors. The time and purpose for any special meeting shall be set by the person(s) calling such meeting.

(b.) Notice of Board Meetings. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by the Association (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission. A notice, or waiver of notice, need not specify the purpose of any meeting of the board.

(c.) Place and Time of Meetings. Meetings of the Board shall be held at whatever place and time is designated from time to time by the Board or persons calling the meeting.

(d.) Board meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Association (Corporations Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the Association, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(1) Each director participating in the meeting can communicate with all of the other directors concurrently.

(2) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

(e.) Waiver of Notice and Consent to Meetings. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or
consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(f.) Quorum. A majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business.

(g.) Act of the Board. Unless otherwise restricted by law or these bylaws, every act or decision done or made by a majority of directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of a director(s), if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(h.) Adjournment. A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Any business that might have been transacted at a meeting as originally noticed may be transacted at an adjourned and rescheduled meeting.

(i.) Closed Meetings. Any meeting of the Board may be closed by the President so that only directors and individuals deemed necessary by the President are present. Members of the Association who are not directors may attend any Board meeting unless excluded by the President as described in this Section.

(j.) Board Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all directors on the board individually or collectively consent in writing to that action. An action by written consent shall have the same force and effect as a unanimous vote of the directors.

(k.) Compensation of Directors/Officers. Directors and officers shall not receive compensation for their services as directors/officers. Directors/officers may, at the discretion of the Board, receive reimbursement for travel and other actual expenses related to activities on behalf of the Association if authorized by the Board or a committee having such authority.

(l.) Voting Power. For all purposes, the voting power of each voting director shall be one vote.

Section 11. PROPERTY RIGHTS
No director shall have any property rights in any assets of the Association.
ARTICLE VIII
POWERS OF DIRECTORS

Section 1.
The Board, subject to restrictions of law, the Articles of Incorporation, and these bylaws, shall exercise all powers of the Association. Without limitation on its general power, except as specified herein, the Board may do the following:

(a.) Policies. Adopt policies, rules and procedures for the management and operation of the Association.

(b.) Administration. The Board (or the Executive Director & CEO if such authority is delegated) may employ, retain, or authorize the employment of such employees, independent contractors, agents, accountants, and legal counsel as it from time to time deems necessary or advisable in the interest of the Association, prescribe their duties and set their compensation.

(c.) Bonds. Require officers, agents, and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.

(d.) Borrowing money. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities.

(e.) Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this Association.

(f.) Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this Association.

(g.) Fiscal Year. Fix and change the fiscal year of the Association.

(h.) Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the Association is organized.

(i.) Property. Acquire, construct and possess real and personal property.

(j.) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the Association.

(k.) Committees. Appoint committees as provided in these bylaws.

(l.) Lobbying/Political Activity. Lobby local, state, and federal agencies and officials and engage in political activity on issues important to the members of the Association.
(m.) Political Action Committees. Establish and administer state and federal political action committees in order to accomplish and further the purposes of the Association.

(n.) Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the Association.

Section 2.
Every Director shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE IX
EXECUTIVE DIRECTOR & CEO

The Board of Directors may employ an Executive Director & CEO whose terms and conditions of employment shall be specified by the Board.

In addition to the duties stated elsewhere in the Bylaws, the Executive Director & CEO shall manage and direct all activities of this Association as prescribed by the Board of Directors and shall be accountable to the Board of Directors. To carry out these responsibilities, the Executive Director & CEO is expected to manage the Association’s facilities, assets, personnel, books, records, and accounts, implement Association policies and administer Association programs, services and activities.

The Executive Director & CEO shall serve as an advisor to the Board of Directors. The Executive Director & CEO shall, unless excused by the Presiding Officer, attend all meetings of this Association and the Board of Directors, and shall cause Minutes of same to be distributed to the members of the Board of Directors.

ARTICLE X
OFFICERS

Section 1. TYPE OF OFFICERS
The Officers of this Association shall be President, President-Elect, Past-President, Secretary, Treasurer, and shall be elected by and from among the Board of Directors. An Officer must be a member of the Board of Directors for at least two (2) years immediately preceding their election as an Officer. Officers shall be expected to:

(a.) Attend the Annual Board Planning Meeting;

(b.) Regularly attend Board meetings;

(c.) Serve on one or more committees;
(d.) Assist in the recruitment and retention of members;

(e.) Participate in educational programs, events and other Association functions;

(f.) Maintain a Regular or Sustaining Membership in Consumer Attorneys of California; and

(g.) Serve as a steward of the Association.

PRESIDENT: The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of this Association. It shall be the duty of the President to preside at all meetings of the Board of Directors and members. Unless otherwise provided for in these Bylaws, the President shall appoint the chairpersons of all committees and shall be a member ex-officio of all advisory committees. The President shall have such other powers and duties of management usually vested in the office of the President and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President may draw checks upon the treasury when so directed by the Board of Directors. In the event of the incapacity of the President or the inability to fulfill the duties of the office and, upon certification of such fact by two-thirds (2/3) of the Board of Directors present at a meeting specifically called and noticed for that purpose, the remainder of such President’s term shall be filled by the President-Elect as set forth in Article X, Section 1 of these Bylaws. The President shall automatically succeed to the office of the Immediate Past-President as prescribed by these Bylaws, and need not be nominated or elected to serve as Past-President.

PRESIDENT-ELECT: It shall be the duty of the President-Elect to perform such functions as are delegated to him or her by the President. He or she shall carry out the duties of the President in the absence, incapacity, or disability of the President. The President-Elect shall succeed to the office of the President as prescribed by these Bylaws, and need not be nominated or elected to serve as President. The President-Elect shall serve as co-chair of the Membership Committee, shall report to the Board on membership activities and statistics, and shall have other such powers and duties as may be prescribed by the Board of these Bylaws.

IMMEDIATE PAST-PRESIDENT: The Immediate Past-President shall be the President of the Consumer Attorneys of San Diego Foundation, and shall have other such powers and duties as may be prescribed by the Board or these Bylaws.

SECRETARY: The Secretary shall keep or cause to be kept the full and complete record of the proceedings of the members and the Board of Directors and its committees, if any, shall give or cause to be given notices as may be proper or necessary, shall keep or cause to be kept the minute books and membership books of this Association. The Secretary shall, when requested by the President or presiding Officer at any regular meeting or special meeting of the Board of Directors of the Association or of the membership of the Association, give such parliamentary rulings on such issues as may be presented to him or her giving to these issues full attention toward the end of maintaining democratic principles and the traditions so that each member shall have an opportunity to be heard and present his or her view for the consideration
of the entire body. All meetings of the Association shall be conducted in accordance with Robert’s Rules of Order except where otherwise designated by these Bylaws. The Secretary shall also serve as co-chair of the Education Committee, shall report to the Board on educational programs, and shall have other such powers and duties as may be prescribed by the Board or these Bylaws.

TREASURER: The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of this Association. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the Board of Directors. The Treasurer shall supervise the preparation and submission of an annual budget to the Board at a regular meeting. The Treasurer shall also serve as co-chair of the Events Committee, shall report to the Board on event-related activities, and shall have other such duties as may be prescribed by the Board or these Bylaws.

Section 2. ROTATION AND TERM OF OFFICE
The President-Elect shall be elected each year, and will serve for three (3) consecutive years; the first year as President-Elect, the second year as President, and the third year as Immediate Past-President of this Association.

The Secretary shall be elected each year and may serve up to two (2) consecutive one-year terms.

The Treasurer shall be elected each year and may serve up to two (2) consecutive one-year terms.

Section 3. RESIGNATION
Any Officer may resign at any time by giving written notice to the Board of Directors of the President or to the Secretary of this Association. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. REMOVAL
The Board of Directors may remove any Officer for any reason upon a two-thirds (2/3) vote of the Board of Directors provided a quorum is present, and shall be by secret ballot. The proceedings of the Board of Directors in such matters shall be final and conclusive.

Section 5. VACANCIES
A vacancy shall be deemed to exist in the case of the death, resignation, removal, or disqualification of an Officer. A vacancy in the office of the President shall be filled by the President-Elect. A vacancy in the office of any other officer shall be filled by a majority vote of the remaining Directors at a meeting duly held. An Officer so appointed shall hold office for the term of the Officer he or she replaces.

Section 6. ELECTIONS
Elections of the Officers of this Association shall be made by the Board of Directors.
(a) To run for an Office of this Association, a candidate must be or have been a Director of this Association for at least two (2) years immediately preceding the election. The current year may be used in computing the two-year period.

(b) A member of the Board of Directors who is eligible to run for an office of this Association shall place his or her name in nomination by declaring his or her intent to run for office at the September Board meeting.

(c) The elections of the Officers shall be held at the October Board meeting and shall be by secret ballot. All voting members of the Board must be present to vote. Each voting member of the Board shall cast a single vote for each office from among all of the candidates. In order to be elected for any office, the candidate must receive more than 50% of the votes of the quorum present and voting.

(d) The Executive Director & CEO or designee shall distribute the ballots, collect, and count them. The President shall announce the vote. The actual number of ballots cast for each candidate shall not be disclosed; only the winning of such an office shall be announced.

   (1) In the event there is a sole declared candidate for any office, such candidate shall be deemed to be elected only after receiving confirmation by a majority of a quorum of the Board at the regular October Board meeting. If a majority vote is not cast in favor of the election of such candidate, a member of the Board of Directors who are eligible to run for an office of this Association shall place his or her name in nomination by declaring his or her intent to run for office at the October Board meeting, and the election for that office shall occur at said meeting.

   (2) In the event there is a sole declared candidate for any office who later withdraws his or her candidacy after the September Board meeting and prior to the election, any member of the Board of Directors who is eligible to run for an office of this Association shall be given the opportunity to place his or her name in nomination by declaring his or her intent to run for office at the October Board meeting. Then, a special Board meeting shall be held prior to the November Board meeting for the purpose of holding the election for said office.

   (3) In the event the votes for the candidates for a particular office are equally divided, there shall be one successive round of balloting to determine if the tie can be broken. If, after one additional round of balloting, the votes for a position remain equally divided, the following procedure shall apply: the names of all the candidates tying for the position shall be placed in a container and the name of the winner shall be drawn at random by an individual agreeable to all contestants.

ARTICLE XI
COMMITTEES

Section 1. COMMITTEES OF THE BOARD
The Board may create one or more “committees of the Board”, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be made by the President. Any such committee, to the extent provided in the Board resolution creating the committee, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a.) Fill vacancies on the Board or on any committee that has the authority of the Board;

(b.) Fix compensation of the directors for serving on the Board or on any committee;

(c) Amend or repeal Bylaws or adopt new Bylaws;

(d.) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(e.) Create any other committees of the Board or appoint the members of committees of the Board; or

(f.) Approve any contract or transaction to which the Association is a party and in which one or more of its directors has a material financial interest, except as allowed by the California Corporations Code.

Section 2. EXECUTIVE COMMITTEE
The Executive Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article.

The Executive Committee shall consist of the elected officers of the Association – President, President-Elect, Secretary, Treasurer, and Immediate Past-President of this Association so long as all are still directors on the Board.

The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of the Association. The Executive Committee shall report any decisions made or actions taken at each meeting of the full Board. The Executive Committee may also develop policies for Board approval, and may review and recommend to the Board changes to the bylaws and to other operating policies.

Without diluting the general authority granted to the Executive Committee by this provision, the Executive Committee shall oversee and have final decision-making authority with respect to personnel matters.

Section 3. ADVISORY COMMITTEES
The Board may also establish advisory committees composed of any number of directors and/or non-directors who shall be appointed by the President. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision-making authority.
Section 4. NOTICE REQUIREMENTS FOR COMMITTEES
Written notice for meetings of committees shall be given in accordance with Article VII, Section 9 of these bylaws. Provided, however, that this notice may be waived in writing, or by the committee member’s actual attendance at the meeting.

Section 5. QUORUM FOR COMMITTEES
A majority of the voting members of any committee shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

Section 6. MEETINGS BY TELEPHONE OR VIDEO CONFERENCE OR BY ELECTRONIC TRANSMISSION
Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner provided for in these bylaws.

ARTICLE XII
LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. LIABILITY
Subject to any limitations contained in the California Corporations Code, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or officer of the corporation based on any alleged failure to discharge the person's duties as a volunteer director or officer if the duties are performed in accordance with the standards of conduct provided for in the California Corporations Code.

Section 2. INDEMNIFICATION
(a.) Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

(b.) Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting shall authorize the indemnification.
Section 3. INSURANCE
The Board shall authorize the purchase and maintenance of an insurance policy or policies or bond on behalf of its directors, officers, or employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such.

ARTICLE XIII
MISCELLANEOUS

Section 1. FISCAL YEAR
Unless changed by the Board, the fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 2. ANNUAL REPORT
Within 120 days after the close of the corporation’s fiscal year, the Board shall cause an annual report to be prepared in accordance with Section 8321 of the California Corporations Code. The report shall be made available to any member who requests a copy.

Section 3. ANNUAL STATEMENT OF TRANSACTIONS AND INDEMNIFICATIONS
As part of the annual report described in Section 2 above, the Board shall cause to be prepared a statement of any transaction of indemnification if required by Section 8322 of the California Corporations Code.

Section 4. CONFLICTS OF INTEREST
Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual’s personal interests and the interests of the corporation. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these bylaws, a “conflict of interest” means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee which has the potential to financially benefit that Board or committee member or a member of that Board or committee member’s immediate family. “Immediate family” means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the President and Executive Director & CEO, who will determine whether disclosure to the Board or the assistance of legal counsel is required.
**Section 5. INTELLECTUAL PROPERTY**

All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to the Association name, educational, promotional, and training materials, newsletters, website content, contracts, logos, service marks, membership lists, contributor lists, and research results, shall be the exclusive property of the corporation and directors, officers, members, and contractors/employees agree to deal with it as such. Directors, officers, members, contractors, and employees agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without prior approval of the Board memorialized in a writing signed by the President.

**Section 6. REQUIRED DISCLOSURES AND REPORTING**

Association shall comply with the disclosure and reporting requirements of federal and state agencies to which it is subject.

**Section 7. ROBERT'S RULES**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern all meetings of the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

**Section 8. INTERPRETATION**

These Bylaws shall be interpreted in accordance with the California Nonprofit Mutual Benefit Corporation Law.

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**ARTICLE XIV**

**AMENDMENTS**

**Section 1. BY THE BOARD OF DIRECTORS:**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors. A copy of any proposed amendments shall be sent to all directors at least three (3) days prior to the meeting at which the amendments will be voted on.

However, approval of the members is also required for any amendment or for new bylaws that would:

(a.) Materially and adversely affect the members’ rights as to voting or dissolution;

(b.) Effect an exchange, reclassification, or cancellation of all or part of the memberships;

(c.) Authorize a new class of membership;

(d.) Change the number of authorized directors;

(e.) Change from a fixed number of directors to a variable number of directors, or vice versa;
(f.) Increase or extend the terms of directors;

(g.) Allow any director to hold office by designation or selection rather than by election by the members;

(h.) Increase the quorum for members’ meetings; or

(i.) Repeal, restrict, create, expand, or otherwise change proxy rights.

Section 2. BY THE MEMBERSHIP
Proposed amendments that require a vote of the membership and have received a two-thirds (2/3) vote of the Board of Directors, shall be recommended to the membership for ratification. A copy of the proposed amendment or amendments shall be sent to all voting members of this Association at least 21 days prior to the time of voting.

Section 3. IMPLEMENTATION OF BYLAW AMENDMENTS
The Board shall development policies and procedures for the implementation of any changes or amendments to the bylaws within a reasonable period of time following the approval of said amendments.

ARTICLE XV
DISSOLUTION

The Association may be voluntarily dissolved at any time by a two-thirds (2/3) vote of the voting members at any properly called meeting where a quorum is present. If the voting members approve the dissolution, the Board shall promptly cease operations and proceed to wind up and dissolve the Association.
CERTIFICATE OF SECRETARY
OF
CONSUMER ATTORNEYS OF SAN DIEGO

I certify that I am the duly elected and acting Secretary of the CONSUMER ATTORNEYS OF SAN DIEGO, a California Nonprofit Mutual Benefit Corporation; that the above Bylaws, consisting of 24 typewritten pages, including this page, are the Bylaws of this Association as adopted by the Board of Directors on January 6, 2018. These Bylaws have not been amended since that date.

Executed on the 14th day of February, 2018, at San Diego, California.

____________________________,
Christopher Walton
Secretary