



**SAN DIEGO COUNTY
BAR ASSOCIATION®**

AMENDED AND RESTATED BYLAWS

OF

**SAN DIEGO COUNTY BAR ASSOCIATION
a California nonprofit mutual benefit corporation**

Revised September 10, 2019

BYLAWS

Article I NAME, MISSION STATEMENT, AND CORE VALUES

The name of this corporation shall be:

San Diego County Bar Association

The mission of the San Diego County Bar Association (“Association”) is to be the representative of the San Diego County legal profession, serving the public and the profession by enhancing the legal system and promoting justice, professional excellence and respect for the law. The Association’s mission statement is as follows. Inclusion and community define us. Innovation and leadership propel us. Your growth motivates us. Celebrating you and the profession is us.

The core values of the Association are:

We are a community, and serve as the home for San Diego’s legal professionals. This is the place to build long lasting, meaningful connections.

We value inclusion - the SDCBA welcomes everyone, and everyone belongs.

We are changemakers, leading the way and innovating to ensure that we are at the forefront of change.

We foster and encourage growth, assisting attorneys in developing their relationships and their practices;

And we recognize, honor and celebrate lawyers and their important role in our world.

The property, assets and net earnings of this corporation are irrevocably dedicated to exempt purposes under Internal Revenue Code (“IRC”) section 501(c)(6) as set forth in these Bylaws. No part of the net earnings of this corporation shall inure to the benefit of or be distributed to any of its directors, trustees, officers, private shareholders or members or to private individuals. Upon the winding up and dissolution of this corporation, the assets remaining after payment, or provision for payments, of all debts and liabilities of the Association shall be distributed to (a) such nonprofit fund, foundation, organization or corporation organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the IRC or (b) such nonprofit organization or corporation as shall at the time qualify as an exempt organization under section 501(c)(6) of the IRC.

Article II PRINCIPAL OFFICE AND GOVERNANCE YEAR

The principal office for the transaction of the business of the Association is located in the County of San Diego, California. The Board of Directors of the Association (“Board”) may at any time change the location of the principal office from one location to another in the County of San Diego.

The Association operates on a calendar year beginning January 1 – December 31 for all fiscal, membership, and governance matters.

Article III MEMBERS

Section 3.1 CATEGORIES OF MEMBERS

The Association offers the following categories of membership: Attorney Members, Legal Community Members, Law Student Members, and Honorary Members.

Section 3.1.1 ATTORNEY MEMBERS

Any person who is an active member in good standing of the State Bar of California or another licensing jurisdiction in the United States may apply to be an Attorney Member of the Association.

Attorney Members are entitled to vote and/or run for the SDCBA's Board of Directors. Attorney Members may also run for or be appointed to a position on a section, or committee's executive committee member, or hold other leadership positions within the Association.

Section 3.1.2 LEGAL COMMUNITY MEMBERS

The following individuals may apply to be a Legal Community Member of the Association:

- a. Any person who has inactive status with the State Bar of California or another licensing jurisdiction within the United States, provided the inactive status is not related to pending or actual discipline;
- b. Any attorney licensed to practice law in a foreign jurisdiction;
- c. Any law school graduate who holds a J.D. who has not become a member of any bar nor is admitted to practice law in any U.S. jurisdiction;
- d. Other professionals and individuals who are integrally involved in the legal community as a marketing director, law firm administrator, paralegal, legal assistant, legal secretary, other law firm staff, or any executive staff of another Bar or Law Related Organization.
- e. Any other person who is not admitted to practice law in California or another jurisdiction, does not qualify for membership under the above categories, but is associated with firms or businesses that provide services to the legal community may apply to be a Legal Community Member.

Legal Community Members are not eligible to vote and/or run for the SDCBA's Board of Directors. However, Legal Community Members may vote in Section leadership elections. Only the Board of Directors may determine that Legal Community Members may run for or be appointed to certain section or committee leadership positions.

Section 3.1.3 LAW STUDENT MEMBERS

The following individuals may apply to be Law Student Members of the Associations:

Any person who is enrolled in an ABA or California State Bar approved law school as a candidate for a juris doctor degree, or any person enrolled in the State Bar of California Judicial/Attorney study program. .

Law Student Members are not eligible to vote and/or run for the SDCBA's Board of Directors. Law Student Members are not eligible to run for the executive committee of the New Lawyer Division. However, they are allowed to vote in Section and New Lawyer Division leadership elections.

Section 3.1.4 HONORARY MEMBERS

The following individuals may apply to be honorary members of the Association:

- a. Active judges, judges sitting by assignment to state and federal courts, state court commissioners, federal magistrate judges, administrative law judges or other persons who serve in a judicial capacity within the County of San Diego and who do not engage in the private practice of law may apply to be an honorary member. Attorneys who sit as pro tem judges or settlement officers are not eligible to apply for honorary member status. Former members of the judiciary who are engaged in private dispute resolution or other legal-service industries do not qualify for honorary membership.
- b. Court staff.
- c. Elected city, county, state or federal officials of any jurisdiction encompassing or within San Diego County (e.g. a member of a city council, mayor, state assembly, state senate or county board of supervisors) during their term of office.
- d. By vote of the Board, any person who has rendered distinguished service to the legal profession, to the state of California, or to the United States may become an honorary member.

Honorary members are not eligible to vote and/or run for the SDCBA's Board of Directors. However, they are allowed to vote in Section Leadership elections.

Section 3.2 RIGHTS AND OBLIGATIONS

Membership in the Association shall not render a member personally liable for the debts, liabilities or obligations of the Association. In the event of dissolution of the Association, all assets remaining after payment of obligations shall be transferred to a non-profit public benefit or mutual benefit corporation dedicated to like purposes. The Association shall not make a distribution to any member.

Section 3.2.1 APPLICATION FOR MEMBERSHIP

All applications for membership shall be referred to the internal team of the Association to verify that the applicant is qualified for the category of membership for which he or she applies. Qualified applicants for Attorney Members, who pay the requisite dues, shall automatically become members. With respect to all other membership categories, the Association reserves the right to consider each application on a case by case basis. The Association may accept or reject these applications for any reason not prohibited by law. Attorneys who have been disbarred by the regulating authority in any U.S. jurisdiction are not eligible for membership in the San Diego County Bar Association in any category of membership.

Section 3.2.2 MEMBERSHIP DUES AND BENEFITS

The Board of Directors shall determine the membership benefits for each membership category. The Board of Directors shall determine the annual dues for each membership category or subcategory.

Each member must pay (unless otherwise agreed to) within the time and on the conditions set by the Board the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and the policies of the Board and who are not suspended shall be active members in good standing.

Section 3.2.2.1 MEMBERSHIP RECORDS

The Association shall maintain a current record containing the names, addresses and voting rights of the members of the Association. Changes in membership shall be recorded, together with the date on which the membership changed. The membership records shall be available for inspection and copying only by the officers, directors and (for a purpose reasonably related to his or her interest as a member) members of the Association and such other persons as the Board may from time to time authorize, and no other persons. Such inspection and copying may occur at reasonable times, upon five business days prior written demand upon the Association, which demand shall state the purpose for which the inspection rights are requested; or the membership records may be made available as otherwise provided by law or as reasonably determined by the Board. However, the membership record is a corporate asset and, without the consent of the Board, may not be used by any person for any purpose unrelated to a member's interest as a member.

Section 3.2.2.2 MEMBERSHIP PARTICIPATION

All categories of members may participate in SDCBA Sections and Committees pursuant to the requirements of those Sections and Committees. However, not all members may hold leadership positions in sections and committees if prohibited by these Bylaws or the Policies of the Association.

Section 3.2.2.3 ANNUAL REPORT

An annual report shall be prepared after the Board of Directors accepts the audited financial statements for the previous year, and information about the Association shall be made available to requesting members, pursuant to the requirements of the California Corporations Code.

Section 3.2.3 TRANSFER OF MEMBERSHIP

Membership in the Association shall be non-transferable.

Section 3.2.4 TERMINATION OF MEMBERSHIP

- a. Membership will automatically terminate upon the occurrence of any of the following events: (i) resignation of the member; (ii) expiration of the member's term of membership, unless the membership is renewed on the renewal terms fixed by the Board; and (iii) the member's failure to pay dues, fees, or assessments as set by the Board.
- b. A member may be expelled or membership may be suspended pursuant to the procedures of California Corporations Code Section 7341 (set forth below) upon the occurrence of any of the following events, as reasonably determined by the Board in good faith: (i) the occurrence of any event that renders the member ineligible for membership, or the member's failure to satisfy membership qualifications; (ii) violation of these Bylaws or rules or policies of the Association; (iii) engaging in unethical or offensive conduct; (iv) engaging in conduct that is detrimental to the legal profession or the Association, or that is inconsistent with the stated mission and goals of the Association; and (v) engaging in conduct that is unbecoming of a member or for conduct prejudicial to the interests of this corporation or of the legal profession". The following procedures shall apply to any expulsion or suspension of a member pursuant to this Section:
 - (i) Not less than 15 days prior to the effective date of expulsion or suspension, the Association shall notify the member of the expulsion or suspension and the reason(s) therefor. Such notice may be given by any method reasonably calculated to provide actual notice.
 - (ii) Not less than 5 days prior to the effective date of expulsion or suspension, the member shall have the opportunity to be heard, orally or in writing, by a person or body authorized by the Board to decide that the proposed expulsion or termination not take place.

Section 3.3 MEETINGS OF THE MEMBERSHIP

The annual regular meeting of the members of the Association shall be held at the principal office of the Association on the first Friday of December of each year, unless a different date, time or place is designated by the Board. Special meetings of the members may be called by the Board or the President.

In addition, special meetings of members for any lawful purpose may be called by five percent or more of the active Members. Upon such request to call a special meeting of the members in writing addressed to the President, President-Elect, or the Secretary by any person (other than a Board member) entitled to call a special meeting of the members, the officer forthwith shall cause notice to be given to the members that a meeting will be held at a time fixed by the Board not less than 35 or more than 90 days after receipt of the request.

Whenever members are required or permitted to take any action at a regular or special meeting, notice of the meeting shall be given to each member entitled to vote not less than 20 days, but no more than 90 days, before the date of the meeting. The notice shall state the place, date and time of the meeting. The notice shall include the description of the general nature of the business to be transacted including those matters which the Board intends to present for actions by the members. No business, except for that noticed, may be transacted at a special meeting. A quorum for a meeting of the members shall be 50 members.

Section 3.3.1 RECORD DATE OF MEETINGS

The Board may fix the record date for the purpose of determining the members entitled, in connection with any regular or special meeting of members or paper ballot or online ballot, to receive notice or to vote or exercise any right of membership in respect to any lawful action, such record date to be not more than 60 nor less than ten days before the date of the meeting or the day on which the paper ballot is to be mailed or access to the online ballot is provided. If no record date is fixed, the record date shall be 30 days in advance of the meeting, or in the case of action by paper ballot without a meeting, the day on which the first paper ballot is mailed, or in the case of action by online ballot, the day on which access to the online ballot is provided.

Section 3.3.2 CHAIR OF MEETING

The President shall preside as Chair. If the President shall be absent, fail or be unable to preside, the President-Elect, the Vice Presidents in alphabetical order, the Secretary, or the Treasurer, shall preside as Chair, in that order. In the absence of the Secretary, the Chair of the meeting shall designate a Secretary for such meeting, who shall take minutes of the proceedings.

The Chair of the meeting shall prescribe the rules of the meeting. The Chair shall have the right and power to adjourn any meeting at any time, without a vote of the members, if the Chair shall determine such action to be in the best interests of the Association and its members.

Section 3.3.3 VOTING

Voting need not be by ballot, except when demanded by an active member prior to the commencement of voting. Each active member entitled to vote at a meeting of members shall be entitled to one vote on each matter submitted to a vote. There shall be no cumulative voting.

Any action which may be taken at any regular or special meeting of the members may be taken without a meeting by distribution of a paper ballot or online ballot to every member entitled to vote on the matter. Such paper ballot or online ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and may provide a reasonable time within which to return the ballot to the Association. The annual election of five directors by the members (Article IV, Section 4.2.2) shall be by paper ballot or online ballot rather than as part of the annual regular meeting. The paper ballot or online ballot pursuant to this Section shall be valid only when the number of votes cast within the time period specified equals or exceeds the number established as the quorum for a meeting of the members. Paper ballots or online ballots may not be revoked.

All solicitations of votes by paper ballots or online ballots shall (1) indicate the number of responses needed to meet the quorum requirement, (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted.

In every action or election conducted by way of an online ballot, members may elect to cast their vote by way of a paper ballot.

Article IV BOARD OF DIRECTORS

Section 4.1 POWERS OF DIRECTORS

Subject to the powers of the members as provided by law or as herein set forth, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. Without limiting the generality of the foregoing and in addition to powers enumerated elsewhere herein and conferred by law, the Board shall have the following powers:

- a. To select and remove officers, agents and employees of the Association; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws, and fix their compensation.
- b. To conduct, manage and control the affairs and business of the Association, and to make such rules and regulations therefore as are not inconsistent with the law, with the Articles of Incorporation or these Bylaws.
- c. To change the principal office for the transaction of the business of the Association from one location to another within the County of San Diego; to fix and locate from time to time one or more subsidiary offices of the Association within the County of San Diego; to designate any place within or without the State of California for the holding of any directors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof, provided such seal shall at all times comply with the provisions of law.
- d. To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and security therefore.

- e. To adopt, amend and repeal Bylaws, except where a vote of the members is required under the California Nonprofit Mutual Benefit Corporation Law.
- f. To make donations for the public welfare or for charitable, educational, civic or similar purposes.

Policy decisions are made by the Board of Directors. To develop and recommend policies, the Board may establish Board Committees and Working Groups as needed. To address matters that require immediate consideration, the Board has established an Executive Committee.

Section 4.2 COMPOSITION OF DIRECTORS

One director shall be the President of the Association; one director shall be President-Elect and one director shall be the Immediate Past President. One director shall be an Attorney Member of the Association having his or her principal office in the South County Division; one director shall be an Attorney Member of the Association having his or her principal office in the East County Division; and one director shall be an Attorney Member of the Association having his or her principal office in the North County Division, or in the event a director does not have his or her principal office within the South County, North County, or East County Division as then defined by the Superior Court of California, County of San Diego, the director shall be an Attorney Member who has served as President of the respective Division's regional Bar Association Board within the last two years or who has significant ties to the region as deemed appropriate by the Board. One director shall be the chair of the New Lawyer Division who shall serve for a one year term. The remaining twelve directors shall be nominated and elected from the Attorney Members of the Association. If the President-Elect is elected from the Third Year Class, he or she shall be a nineteenth board member during his or her year as President-Elect. If the President-Elect is elected from the Second Year Class, he or she shall be the eighteenth board member during his or her year as President-Elect.

Section 4.2.1 NUMBER OF DIRECTORS

The authorized number of directors shall not be more than nineteen.

Section 4.2.2 ELECTION OF DIRECTORS

Fifteen Directors shall be elected by paper ballot or online ballot to serve for a term of three years. By paper ballot or online ballot and not at the annual regular meeting of members, there shall be five directors elected each year to serve three year terms. Of these five, four shall be elected from the members at large and one shall be elected from one of the three judicial divisions described in Section 4.2. The designation of the judicial divisions appearing on the paper ballot or online ballot shall depend upon the termination of the term of office of the director previously elected from that division so that the Board shall always include a representative from each of the three judicial divisions and twelve members at large.

Nominations for the five directors elected by the members may be made by filing a candidate nomination form with the Secretary after April 30 but not later than August 1 of such year. The candidate nomination form shall include the nominee's declaration of candidacy, and confirmation that candidate 1) has been an Attorney Member of the Association for at least three of the past five years; 2) been licensed to practice law at least seven years; 3) has demonstrated leadership which may be achieved by: (a) serving as a chair of a SDCBA section or committee; or (b) serving as a member of another not-for-profit organization's Board of Directors (law related or community); or (c) similar experience as determined by Leadership Outreach Committee (LOC) and ratified by the Board, which determination and ratification must be made prior to the nomination deadline; and 4) any additional information requested. If, between the date of nomination and the date of election a nominee shall cease to be eligible, his or her name may be stricken from the ballot by action of the Board. When determining "similar experience" for the purposes of 3(c), the following criteria should be considered by LOC: experience in organizational governance and the ability to contribute to SDCBA's strategic planning, evaluation, and enhancement of programs and services, and to ensure those programs and services move the association forward; experience providing resource and financial oversight and ability to ensure that adequate resources are devoted to priorities and other association functions; ability to ensure the legal and ethical integrity of the SDCBA and execute the fiduciary duty of a member of the Board; ability to act as an ambassador at large for the Association by promoting the Association's mission, goals, and accomplishments, whenever and wherever appropriate.

If by the close of business on August 1st there are fewer than four at-large candidates or no regional candidates, the President or Chair of the Leadership Outreach Committee shall extend the deadline for the respective vacancy for thirty days.

A paper ballot shall be mailed, or access to an online ballot shall be provided, to each Attorney Member on or before the second Wednesday in October at noon, setting forth the names of the nominees. The Board shall also disseminate a statement of qualifications prepared by each nominee. Each voting member may mark a paper ballot or online ballot to cast votes for the nominees for the at-large position in a number not to exceed the number of at-large positions. In addition, each voting member may cast a paper or online ballot for one nominee to serve in the open judicial district position. Only those paper ballots or online ballots which are received by the Secretary by 5:00 p.m. on the second Friday of November or the following business day if the second Friday of November falls on Veterans Day or the day the Veterans Day holiday is observed, and containing votes cast for no more nominees than there are vacancies to be filled shall be counted. Voting members may not write-in or submit a vote for any person not named as a confirmed and eligible candidate.

The President shall name a committee of not less than three directors to serve on the elections committee. The elections committee shall review the election process each year and shall canvass the ballots and report the results to the Board and membership.

All Attorney Members of the Association shall be eligible to vote on all elected positions of the Board to be filled (except those filled by the Board pursuant to Section 4.2.4 hereof). Those nominees equal in number to the positions to be filled who receive the greatest number of votes shall be elected.

In the case of a tie vote, the winner shall be determined forthwith in this manner: the outgoing President of the Association shall, if possible, promptly notify the tied candidates to meet with him or her, or to designate proxies to meet with said President at a time and place he or she shall specify, and he or she shall break the tie by lot or coin-toss in the presence of the candidates or proxies. Should the outgoing President, in his or her sole discretion, deem it impossible so to notify the tied candidates, he or she may in the same manner break the tie in the presence of any two directors. Should the outgoing President not be present at the counting of the ballots, then any outgoing Vice President may act in his or her place.

The Board may, from time to time, as reasonably necessary, promulgate rules and regulations for the conduct of elections provided that such rules and regulations shall not conflict with these bylaws or unreasonably impair members' opportunities to seek nomination and to solicit votes.

Section 4.2.3 CONSECUTIVE TERMS

A sitting director may not be a candidate for election to the Board unless the sitting director was elected by the Board to fill a vacancy and has served less than one-half (1/2) of a full three (3) year term. In all other circumstances, there must be at least a one-year break between two terms as director.

Section 4.2.4 VACANCIES

In the event there is a vacancy, if the vacating director was the Immediate Past President, the vacancy shall not be filled for the remainder of the year. In the event the vacating director was the President-Elect and if that director had been elected from the third year class, the vacancy shall not be filled for the remainder of the year. In the event the vacating director was the New Lawyer Division representative, a new Chair of the New Lawyer Division shall be selected as set forth in Article VIII, Section 8.6.4, and that new Chair shall serve as the New Lawyer Division representative.

For all other vacancies that occur, the vacancy shall be filled by the Board according to their discretion using the following procedure. Vacancies shall be filled from the pool of eligible members as defined in Article III of these Bylaws by a majority vote of the directors then in office. The replacement shall serve for the remainder of the vacating Director's unexpired term. The Board shall also have the discretion to allow the vacating Director's seat to remain vacant.

Any director elected by the Board to fill a vacancy is eligible to be an officer at the next regular election of officers. In the event the vacating director was the President, the President-Elect shall immediately assume the position of President for the remainder of the term of the departing President and shall continue as President for the following term. In the event the vacating director was the Secretary or Treasurer, the Board shall elect a successor officer in accordance with the election procedures set forth in Article V of these Bylaws. In the event the vacating director was the President-Elect, the Board shall elect a successor officer in accordance with the election procedures set forth in Article V of these Bylaws except that the successor may only be selected from the Third Year Class.

Section 4.2.5 RESIGNATION & REMOVAL

A director may resign effective upon giving written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office as provided in Article III, Section 3.2.4, or as provided in California Corporations Code Sections 7221-7223. If any director misses three regularly scheduled Board meetings, retreats or a combination thereof in a calendar year, he or she shall be immediately removed from office unless the Executive Committee excuses in writing one or more of the absences.

Section 4.3 MEETINGS

Section 4.3.1 PLACE OF MEETING

Regular or special meetings of the Board shall be held at any place within the County of San Diego which has been designated by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Association.

If a Director presents good cause circumstances and obtains prior approval from the President, then the Director may participate in no more than two Board meetings per calendar year through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in such meeting can hear one another and can communicate directly and simultaneously to all other participants.

Section 4.3.2 REGULAR MEETINGS

The Board shall hold regular meetings at such time as it shall determine.

Section 4.3.3 SPECIAL MEETINGS

Special directors' meetings may be called by the President, or in the absence of the President, by the President-Elect, by a Vice President, or by any two directors, and not by any other person or persons.

Special meetings of the Board shall be held upon four days' notice by first class mail or 48 hours' notice delivered personally, by telephone, or by electronic transmission. Notice shall be addressed to the director at his or her address, telephone number, facsimile number, or electronic-mail address, as it is shown upon the records of the Association, or if a physical address is not so shown on such records or is not readily ascertainable, the notice may be sent by first class mail to him or her at the place in which the meetings of the directors are regularly held. The notice need not specify the purpose of any regular or special meeting. Notice of a meeting need not be given to any director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such director. All written waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.3.4 QUORUM

A majority of the directors then in office shall constitute a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. An affirmative vote of three-quarters of the directors in office is required to take a lobbying position for or against legislation.

Section 4.3.4.1 NO VOTING BY PROXY

No member of the Board may vote on any issue by proxy. All votes must be cast by the individual member personally; provided that a director participating in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment may, where a paper ballot is required, communicate during the meeting his or her vote confidentially or openly to the individuals identified in Article V, Section 5.3.4 who shall deliver a paper ballot on behalf of such director.

Section 4.3.4.2 VALIDATION OF MEETING

The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as if the meeting had been duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a written consent to holding such meeting, or a written approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.3.5 ADJOURNMENT

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice need not comply with the time in which notice must be given prior to a meeting as required by Section 4.3.3, but should be given as far in advance as is reasonably practicable under all the circumstances existing at the time of adjournment.

Section 4.4 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 4.5 COMMITTEES

Section 4.5.1 EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, President-Elect, Immediate Past President, Secretary and Treasurer. This Committee shall meet upon the call of the President or any two Executive Committee members and shall have the authority to act in the place of the Board on emergency matters and shall have such additional authority as may be granted to it by the Board. Minutes of the meeting of the Executive Committee shall be separate and distinct from the minutes of the Board meeting.

Section 4.5.2 OTHER COMMITTEES

- a. The Board may, by resolution adopted by a majority of directors then in office, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be at the discretion of the President.
- b. In addition to Board committees, there may be special committees, taskforces and/or working groups of the Association as designated by Board resolution. The President shall appoint the chair of such committees, the members thereof, and shall designate a member of the Board to serve as liaison between the committee and the Board. All such appointments shall be subject to the approval of the Board and shall generally be for a term of one year.
- c. The chair of any committee may be removed by a majority vote of the quorum of Board members present at a duly noticed regular or special meeting of the Board. Any chair of any committee whose removal as a committee chair is to be voted upon shall be given five days written notice of the meeting at which the vote of removal is scheduled to be taken. The president may appoint a vice-chair of any committee, taskforce and/or working group as discussed in subdivisions (a) and (b), above, such that in the event the chair is unavailable or otherwise absent, the vice-chair may preside over a scheduled meeting of the committee, taskforce and/or working group and address the business at hand.
- d. In no event shall any committee be authorized to bind, or act on behalf of, the Association without authorization of the Board.
- e. No expense shall be incurred by a committee without the consent of the Board, the President or the Executive Director, and all income thereof shall belong to and be remitted to the Association. In its discretion the Board may from time to time adopt, amend or terminate revenue sharing programs with committees.
- f. No committee shall, without the express prior consent of the Board, represent any client.

Section 4.6 COMPENSATION AND REIMBURSEMENT OF EXPENSES

The directors shall receive no compensation for their services. Directors may be reimbursed for expenses reasonably necessary to the business of the Association, so long as that category of expenses has been approved by the Board.

Article V OFFICERS

Section 5.1 OFFICER POSITIONS

The officers of the Association shall be a President, President-Elect, Vice Presidents, a Secretary, and a Treasurer. The officers shall be elected as provided herein, and have the duties of these offices as set forth herein and as assigned to them by the Board. The President-Elect shall be elected at the regular November meeting of the Board, and the Secretary-Elect and Treasurer-Elect shall be elected at the regular October meeting of the Board. All officers will assume their respective offices on January 1 of the following year. After serving a year in the office, the President-Elect shall assume the office of President on January 1 of the following year, or immediately upon the vacancy of the office of the President.

Section 5.2 TITLES AND DUTIES

Section 5.2.1 PRESIDENT

The President shall preside as chair at all meetings of the Association and shall perform such duties as are customary for the position. He or she shall carry out the will of the Association in all matters not in conflict with the provisions of the Bylaws of the Association. The President shall serve as chair of the Executive Committee and be an advisory member of all committees. He or she shall appoint all committee chairs, subject to Board approval.

Section 5.2.2 PRESIDENT-ELECT

The President-Elect shall perform such duties as may be assigned to him or her by the President and the Board, and shall preside at all meetings of the membership and the Board of Directors in the absence of the President. He or she shall take office as President on January 1 of the following year, or immediately upon the vacancy of the office of the President.

Section 5.2.3 IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as a voting member on the Board of Directors and the Executive Committee. The Immediate Past President shall perform such duties as requested by the President and as determined by the Board.

Section 5.2.4 VICE PRESIDENTS

The Vice Presidents shall assist the President.

Section 5.2.5 SECRETARY

The Secretary shall have responsibility for keeping the minutes of the proceedings of the Board and the Executive Committee and shall assist the President in supervision of the Association's business offices and administrative function. The Secretary shall be a member of the Executive Committee.

Section 5.2.6 TREASURER

The Treasurer shall supervise the collection and disbursement of funds of the Association, shall serve as Chair of the Finance Committee, and shall make monthly and annual reports to the Board. The Treasurer shall also be a member of the Executive Committee.

Section 5.3 ELECTION

Section 5.3.1 GENERAL PROVISIONS

- a. Elections of the President-Elect, Secretary, and Treasurer are to be made by members of the Board.
- b. A Board member who is eligible to run for President-Elect, Secretary, or Treasurer shall place his or her name in nomination by declaring his or her intent to run for office.
- c. For the purposes of this section, "Third-Year Class Members" shall mean members in the third year of their term. "Second-Year Class Members" shall mean members in the second to last year of their term. "First-Year Class Members" shall mean members serving the first year of a full three-year term.

Section 5.3.2 DECLARATION OF CANDIDACY FOR PRESIDENT-ELECT

- a. All Second-Year Class Members and Third-Year Class Members who will have served as members at least 365 days by the election shall be eligible for election as President-Elect, except that no person who has previously served as President shall be eligible. At the October meeting of the Board, any eligible interested Second-Year Class Member or Third-Year Class Member shall declare their candidacy for the office of President-Elect.
- b. In the event there is a sole candidate for President-Elect who later withdraws his or her candidacy after the October Board meeting and before the November Board meeting, a special board meeting shall be called before the regular November Board

meeting for announcing declarations of candidacy by any other Second-Year Class Member or Third-Year Class Member.

- c. If only one Director declares himself or herself to be a candidate for the office of President-Elect, such candidate shall be deemed elected only after receiving confirmation by a majority of a quorum of the Board at the regular November Board meeting either by secret ballot or by motion. If a majority vote is not cast in favor of the election of such candidate, then members of the Board who are serving in their second or third year again shall be eligible to declare their candidacy. If no Second-Year Class Member or Third-Year Class Member declares his or her candidacy, then all remaining members of the Board shall be eligible to declare their candidacy. In these events only, the declaration of candidacy shall occur at a specially-convened December meeting and the election for President-Elect shall occur at said meeting.

Section 5.3.3 DECLARATION OF CANDIDACY FOR SECRETARY AND TREASURER

All First-Year Class Members and Second-Year Class Members shall be eligible for election as either Secretary or Treasurer, with the exception of the New Lawyer Division Representative and any First or Second Year Class member who has not served for at least 120 consecutive days before the announcement of his or her candidacy. No Board member may serve in more than one officer position at a time. The declaration of a First-Year Class Member or Second-Year Class Member for the office of Secretary or Treasurer, respectively, shall be made at the September meeting.

- a. The election shall take place at the regular October meeting with balloting for the office of Treasurer preceding balloting for the office of Secretary.
- b. In the event only one Director declares himself or herself to be a candidate for either the office of Secretary or Treasurer, such candidate shall be deemed elected only after receiving confirmation by a majority of a quorum of the Board either by secret ballot or by motion at the regular September Board meeting. If a majority vote is not cast in favor of the election of such candidate, then members of the Board who are serving in their first or second year again shall be eligible to declare their candidacy.

Section 5.3.4 BALLOTING

As to each of the offices of President-Elect, Secretary, and Treasurer, these procedures shall apply:

- a. The President and Secretary shall count the ballots jointly. In the event the Secretary is running for President-Elect, the Treasurer shall count the ballots with the President. In the event the Secretary and the Treasurer are running for President-Elect, the President shall appoint another officer or member of the Board to count the ballots jointly with the President.
- b. Voting shall be by secret paper ballot. The President and the Secretary, Treasurer, or appointee 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 office shall be announced.

- c. Upon commencement of balloting, each Board member present, including the President, has the right to vote for his or her choice by casting a single vote for such candidate. Proxies are not permitted and are not a valid vote.
- d. To be elected to any office, the candidate must receive more than 50% of the votes of the quorum present and voting. In the event no candidate receives a majority of the votes cast, any candidate(s) receiving no votes and the candidate with the least number of votes, shall be removed from the ballot and a further ballot for the office shall be taken among the remaining candidates. If there is a tie for the least number of votes, the tying candidates shall engage in an elimination election, as described in paragraph (e). The candidate receiving the greatest number of votes in the elimination election shall remain in consideration while other candidate(s) in the elimination election shall be eliminated from further consideration and a further ballot for the office shall be taken among the remaining candidates until a candidate emerges with a majority of the votes cast.
- e. If, at any time, two or more candidates are tied in an elimination election, a second ballot shall be taken to allow any Board member to change his or her vote or abstention. If the tie continues, an elimination election shall be held among those tied. In the event there is a tie among three or more candidates, an elimination election shall be held among two of the tied candidates, determined by lot. The candidate who receives the greatest number of votes in that elimination election shall then run against the third candidate in the elimination election chosen by lot, if necessary. This procedure shall be repeated so many times as may be necessary to complete the elimination election. The candidate winning the elimination election shall then run against the candidate(s) originally received the greatest number of votes under paragraph (d).
- f. Following the determination of the final two candidates for any office, there shall then be balloting to determine the winner for that office and the candidate receiving the majority of valid votes cast shall be deemed elected. In the event the votes for the candidates for a particular office are equally divided, there shall be up to 2 successive rounds of balloting to determine if the tie can be broken. If, after 2 successive rounds of balloting, the votes for a candidate remain equally divided, the following procedures shall apply:

If two candidates are running for a particular office, the votes from the second round of balloting shall be placed in a ballot container. One vote shall be drawn at random by the Secretary. The remaining votes shall then be counted with the individual having the most number of votes declared the winner of the election for that particular office.

Section 5.3.5 VICE PRESIDENTS

After election of the President-Elect, all other members who at the time of the election were serving in the second year of their term shall be deemed elected as Vice President at the commencement of their third year term, except that a member of the Board who has been elected to fill a vacancy in the second or third year class after the election of officers shall not serve as Vice President.

Section 5.4 VACANCIES IN OFFICE

In the event the President leaves office, the President-Elect shall immediately assume the position of President for the remainder of the term of the departing President and shall continue as President for the following term. In the event the President-Elect leaves office, the Board shall elect a successor officer in accordance with the election procedures set forth in Article V, except that the successor may only be a Third-Year Class Member. Vacancies in the office of Vice President shall not be filled. Should the Secretary or Treasurer leave office, a successor shall be elected from members of the Board then serving the second year of their term. Vacancies shall be filled in accordance with the procedures of Section 5.3 of this Article V at the next regular meeting or at a time specified by the Board within 30 days thereafter.

Article VI EXECUTIVE DIRECTOR

The Executive Director is the Association's highest-ranking non-volunteer official. The Executive Director is responsible for implementing the Association's priorities, policies, goals and objectives as established by the Board, and as set forth in the Bylaws. To carry out these responsibilities, the Executive Director is granted authority to manage the Association's facilities, assets, personnel, books, records and accounts, implement the Association's policies, and administer the Association's programs, services and activities. The Executive Director is responsible for providing sufficient information to the Board to enable the Board to evaluate whether the policies, goals and objectives of the Association will be accomplished. The Executive Director shall have the right to notice of and attendance at meetings of these bodies. Notwithstanding these provisions, the Board and/or the Executive Committee may, in their sole discretion, exclude the Executive Director when either of these bodies intends to discuss matters pertaining to any and all aspects of the Executive Director's employment.,

Article VII INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

To the fullest extent permitted by law, the Association shall indemnify its past and present directors, officers, and employees 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 California Corporations Code section 7237, subdivision (a), including any action by or in the right of the Association, by reason of the fact that the person is or was a director, officer or employee. "Expenses," are defined in California Corporations Code section 7237, subdivision (a).

On written request to the Board by any director, officer, or employee seeking indemnification, the Board shall promptly determine decide under Code Section 7237(e) whether the standard of conduct set forth in California Corporations Code section 7237, subdivision (b) or (c), as applicable, has been met. Any director seeking indemnification shall not count towards a quorum. Should the Board be unable to authorize or deny indemnification because of a lack of a quorum, it shall promptly call a meeting of the members of the Association. The meeting may also be conducted by paper ballot or online as provided in section 3.3.3. A quorum of the membership may be satisfied by an online ballot, so long as 50 eligible members of the Association participate.

To the fullest extent permitted by law, the Board may authorize an advance of expenses incurred or to be incurred by a director, officer, or employee defending against claims in a proceeding arising out of their status with the association. This advance shall be repaid unless it is ultimately determined by the Board that the person is entitled to be indemnified by the Association for those expenses.

The Association shall purchase and maintain insurance on behalf of its officers, directors, and employees. The insurance shall be of sufficient limits as determined by the Board to cover any liability asserted against or incurred by any officer, director, and employee in such capacity or arising from the officer's director's, and employee's status as such.

Article VIII SECTIONS

Section 8.1 DESIGNATION OF SECTIONS

The Association shall form sections for the purpose of the presentation, discussion and study of subjects concerning the practice of law, or matters benefiting the public, or for such other purposes and in such manner as the Board may determine. New sections may be formed or existing sections discontinued in the Board's discretion. The term "section" or "sections," as used in these Bylaws and the policies of the Association, is intended to also apply to the New Lawyer Division unless otherwise noted.

Section 8.2 AUTHORITY

Sections shall not bind, or act on behalf of, the Association without authorization of the Board.

Section 8.3 CLIENT REPRESENTATION

Neither the New Lawyer Division, nor any member, committee, interest group, or section shall represent any client on behalf of or in the name of the Association.

Section 8.4 FINANCES

Sections may engage in fund raising to support its activities but may only do so with the approval of the Board. Sections may seek funding from the Board for its activities but may not incur expenses for any purpose without prior approval of the Board, the President of the Association or the Executive Director. All income from any section activities shall be the property of the Association and shall be remitted upon request.

Section 8.5 MEMBERSHIP

Section members must be members of the Association. Except as provided herein, any member of the Association may become a member of any section. The Board of Directors may waive section membership fees as part of its member benefits for certain dues categories. Attorney Members may run for election as an officer of any section. Legal Community Members, who may or may not be members of the Bar, may only run for election as an officer of a section with permission of the Board.

Section 8.6 OFFICERS

8.6.1 ELECTION OF OFFICERS

Each section shall conduct an annual election of officers, consisting of a chair, vice chair, and three members at large, for the succeeding SDCBA year. Section elections must be completed in time for the Board to confirm each section election at the Board's regular December meeting. Any individual elected to an office of a section shall be denied confirmation upon a negative vote of nine (9) directors of the Board.

During an election, neither write-ins nor substitutes for office not already confirmed as eligible candidates shall be permitted. Should the section fail to elect an officer or officers before the regular December Board meeting, the President of the Association may, with the approval of the Board, appoint officers to vacancies or abolish the section upon a finding of mismanagement, inactivity, or for good cause shown.

8.6.2 SECTION GOVERNANCE

Sections shall establish and elect an executive committee, headed by a chairperson.

The Board shall establish criteria for section leadership positions.

8.6.3 SECTION OFFICERS' TERMS OF SERVICE

During their term, officers of each section shall serve at the pleasure of the Board. Any officer of any section may be removed by the Board for reasons including, but not limited to those set forth in Article III, Section 3.2.4. Removal shall only be upon the vote of nine directors at a duly noticed regular or special meeting of the Board. Removal may also be effected by unanimous written consent of the Board. No person so removed from office shall be eligible to serve in an office of that section for the remainder of the calendar year in which the removal occurred or the following calendar year.

8.6.4 CHAIR VACANCIES

When a vacancy in the office of chair of any section occurs, the vice chair shall serve as chair for the unexpired term of the vacated office. If there is no vice chair, the section shall elect a new chair at its next meeting. The section shall report the result of the election to the Board for approval at the first Board meeting following the election. Following notification of a section chair's election, the Board shall either ratify or reject the results of the election at the next meeting following the election. Should the section fail to act to fill a vacancy in a timely

fashion, the President of the Association may, with the approval of the Board, appoint such officers as are appropriate or abolish the section upon a finding of mismanagement, inactivity, or for good cause shown.

Article IX LIMITATIONS ON ACTIVITIES, PUBLIC STATEMENTS, AND ENDORSEMENTS

Section 9.1 PUBLIC STATEMENTS

Neither the New Lawyer Division, nor any member, committee, interest group, or section shall make any public statement on behalf of or in the name of the Association for any purpose without the prior authorization of the Board or the President of the Association. This prohibition includes making public statements on any matter Association-related while a member of the Association.

Section 9.2 GRANT REQUESTS

Neither the New Lawyer Division, nor any member, committee, interest group, or section shall, without the prior authorization of the Board, make a grant request to an outside entity in the name of or on behalf of the Association.

Section 9.3 PRODUCT ENDORSEMENTS

Neither the New Lawyer Division, nor any member, committee, interest group, or section shall on behalf of or in the name of the Association endorse non-SDCBA products, services, programs or publications without the written consent of the Board. Although the following are not considered to be "endorsements" for purposes of this Section such as selecting or publicizing a vendor or provider of member-benefits; selecting, sponsoring or co-sponsoring a speaker or CLE provider; or allowing a vendor or provider to sponsor an SDCBA event or operate a table at an SDCBA event. These activities shall be coordinated with the Association's Executive Director.

Section 9.4 ENDORSEMENTS

Section 9.4.1 POLITICAL ENDORSEMENTS

Neither the New Lawyer Division, nor any member, committee, interest group, or section shall on behalf of the Association or in the name of the Association, shall endorse any political candidate, ballot initiative, proposed legislation, or other proposed governmental action without consent of the Board in writing. "Endorse" shall mean (a) sponsoring any event for which the primary intended purpose is to support the political candidate, ballot initiative, proposed legislation, or other proposed governmental action; (b) authorizing the use of the name of the individual or entity for purposes of supporting the political candidate, ballot initiative, proposed legislation, or other proposed governmental action; (c) publishing or issuing any public statements in any form supporting the political candidate, ballot initiative, proposed legislation, or other proposed governmental action; or (d) giving or donating money in support of the political candidate, ballot initiative, proposed legislation, or other proposed governmental action.

Section 9.4.2 JUDICIAL ELECTIONS

Neither the New Lawyer Division nor any Board Member, section, committee, interest group, or member of the Judicial Election Evaluation Committee shall endorse any candidate in contested judicial elections when the Association has established a judicial evaluation committee. For purposes of the preceding sentence, "endorse" shall mean (a) sponsoring any event for which the primary intended purpose is to honor, support, or raise funds for a candidate who is engaged in a contested election; (b) authorizing the use of the name of the individual or entity for purposes of supporting the candidate who is engaged in a contested election; (c) publishing or issuing any public statements in any form supporting the candidate who is engaged in a contested election; or (d) giving or donating money to support the candidate who is engaged in a contested election.

Section 9.5 BOARD CANDIDATE CAMPAIGNS

No Board member shall use his or her name, either as an individual or as a member of the Board, to support any candidates for election to the Board. Nothing in this section prohibits the Immediate Past President from serving on the Leadership Outreach Committee nor does it prohibit Board Members from voting on the SDCBA's endorsement of candidates as proposed by the Leadership Outreach Committee.

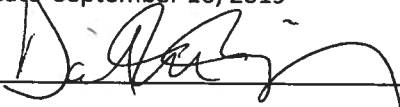
Article X AMENDMENTS

These Bylaws may be amended by a majority vote of the Attorney Members present at any duly noticed members' meeting at which a quorum is present-or by the Board at any duly noticed regular or special meeting of the Board, provided that the proposed amendment to the Bylaws is transmitted to all directors at least four days before such meeting or by the Board without notice if unanimous consent in writing of the directors is obtained., The Board may not, however, amend any Bylaw fixing or changing the number of directors (California Corporations Code section 7151, subdivision (b)) nor may the Board amend the Bylaws in those cases enumerated in California Corporations Code sections 7150 (member rights), 7220, subdivision (a) (directors' term of office), 7220, subdivision (d) (designation of directors), 7224 (filling Board vacancies created by removal), 7512, subdivision (a) (quorum of members), 7613, subdivision (f)(1) (member proxy rights), 7615, subdivision (a) (cumulative voting), and successor sections thereto.

**SECRETARY'S CERTIFICATE OF ADOPTION OF
THE AMENDED AND RESTATED BYLAWS
OF
SAN DIEGO COUNTY BAR ASSOCIATION**

The undersigned certifies that [he/she] is the duly elected, qualified and acting Secretary of San Diego County Bar Association, a California nonprofit mutual benefit corporation, and that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of the corporation effective September 10, 2019, by the Board of Directors of the corporation.

The undersigned executed this certificate September 10, 2019



Secretary