Policy Manual
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POLICY MANUAL

1. GOVERNANCE, MANAGEMENT, AND DISCLOSURE

1.1 Policy Manual Overview

The San Diego County Bar Association (“SDCBA” or “Association”) is governed as set forth in the Association’s Bylaws, and within the provisions of the California Corporations Code and other applicable provisions of the law of the State of California. The Board of Directors (“Board”) is the governing body.

This Policy Manual is meant to complement the Bylaws and applicable law. Any inconsistencies between the policies set forth herein and the Bylaws or applicable law are unintentional, and, in all such instances, the Bylaws and law shall control as appropriate.

The purpose of this Policy Manual is to document the policies and operational practices of the SDCBA so as to efficiently and effectively run the organization, ensure consistency and fairness at all levels, and ensure the continued stability of the organization for the benefit if its members and its mission.

Policy Manual provisions can only be added or amended by consent of the Board. The President and the Executive Director have discretion to vary from these policies on an emergency basis with a report to the Board. In recognition of the need to frequently update the Policy Manual, any additions or amendments shall be placed on the consent agenda of the Board at its scheduled meetings, unless the President, Executive Director, or any Board member believes the proposed change mandates discussion by the Board, in which case the change shall be placed on the regular agenda for discussion.

Strategic Plan and Culture

1.1.1 Strategic Plan

The SDCBA Board of Directors develops a strategic plan—which the Association refers to as a strategic plan—every 3 years. The plan is integral to the Association’s day-to-day work and is used by Board-level committees to ensure resources and focus are aligned with the Association’s mission and goals.¹

The SDCBA integrates its strategic plan in all of its work, communicates its vision at all levels, and assesses its progress through the goals developed by the plan. As a result, some plans take longer to implement, some are realized in less than 3 years, and some need to be reassessed given changes in the Association or legal community.

Board members should recognize that the strategic plan is usually established every 3 years. Therefore, depending on when a Board member is elected, he or she may be called upon to implement the strategic plan developed by a previous Board.

Below is a summary of the goals developed for the current strategic plan.

The SDCBA is the voice of the San Diego legal community. We connect our members to each other, and to the Association and its resources, in ways that are supportive, meaningful, and valuable to them. The Association’s Core Values are: community, inclusion, leadership, innovation, growth, and celebration.

¹ Board reference (without need for formal Policy amendment to update): The last framework was developed at the 2014 Board of Directors Retreat and was intended to guide Association efforts through 2018, but extended through 2019.
1.1.1.1 Engagement Activity Evaluation

Evaluation Schedule
Activities may be identified for review by the internal team, the Board, or the Strategic Planning Committee. They should be submitted to the Strategic Planning Committee no later than the end of the first quarter each year for determination of whether the activities should be continued in their present form, modified, or suspended. Submissions from the internal team shall include information describing why the activity should be reviewed, including a discussion of the resources used and the number of members who have recently participated. The primary factors to be considered in selecting an activity for review are whether the activity is aligned with the SDCBA's mission statement and core values, the number of members receiving a benefit from the activity, and the resources consumed by the activity.

SDCBA Activity Evaluation
- Stakeholder input
  - Internal – the internal team is responsible for answering questions—including, but not limited to, those necessary for the Activity Evaluation Instrument—that pertain to measurable or data driven criteria.
  - External – where necessary to evaluate an activity, board level committees, standing committee leaders, section leaders, and/or general members may be given the opportunity to answer stakeholder questions.
- Discretionary input – the Board or a board level committee will answer all discretionary questions when a program or activity is being reviewed.

There is a likelihood that all activities conducted by the SDCBA provide some member benefit and align with some aspect of the SDCBA's mission and core values. The intent of evaluating an activity is to determine how well it is aligned to the mission and core values and to determine whether it should be prioritized over other options. Part of that consideration should include a discussion of the resources used, the revenue generated by the program or activity (if applicable), and the number of members who benefit from the activity.

Where there is no consensus or consensus is difficult to reach, the Activity Evaluation Instrument should be used to assist with the analysis by providing a means to reach an objective score to guide in the decision-making process.

Calculating Scores and Implications
The Activity Evaluation Instrument incorporates stakeholder and discretionary input and results in a score between 0 and 100 points, inclusive. The resulting score will place an activity in one of the following categories:
- Green light: 70-100 points – these activities should continue to be offered and need no further discussion or review
- Yellow light: 30-69 points – these activities should be reviewed to consider scaling back, revising, or suspending
- Red light: 0-29 points – these activities should be suspended. The Board may use its discretion to grant an exception. The suspension of an activity does not mean that it cannot or should not be
offered again in the future. Suspension simply indicates that other offerings presently have a higher priority and should have resources devoted to them.

**Recommendations to the Board**

In conjunction with any recommendations to the Board regarding an activity or program evaluation, the Strategic Planning Committee shall provide a report including what and how many stakeholders were solicited, how many responded, and a summary description of the responses so the Board may determine whether the data is sufficient to make an informed decision.

### 1.1.2 Culture

The Board Retreat is also a time for the Board to recommit and refine the culture of the Association. This information is critical for all levels of leadership (both voluntary and internal) to ensure that everyone is working together to support the SDCBA brand.

<table>
<thead>
<tr>
<th><strong>WHAT WE WANT TO ACHIEVE IN 5 YEARS</strong></th>
<th><strong>WHAT WE WANT TO PRESERVE</strong></th>
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<tbody>
<tr>
<td>• “Fresh” leadership and positive leadership flow</td>
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<tr>
<td>• Engagement &amp; inclusion for section &amp; committee leaders</td>
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<tr>
<td>• All members to feel “shiny and bright”</td>
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<td>• Greater # of desirable members not just numbers of members</td>
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<td>• Strengthen our brand</td>
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<td>• Improved two-way communication between the bar and members that includes clarity regarding procedures &amp; expectations</td>
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<td>• Inclusiveness &amp; integration</td>
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<td>• The whole SDCBA is greater than the sum of the parts</td>
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<td>• Measure effectiveness with accountability as a criterion for effectiveness</td>
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<td>• Greater connections with other communities</td>
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<td>• Simplification</td>
<td>• Physically inviting environment</td>
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<td>• Engaged internal team</td>
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<td>• Proactive board</td>
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<td>• Our leadership role as the “voice” of the community</td>
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<td>• Programs that introduce membership to the bar</td>
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<td>• Structure in the context of overall SDCBA</td>
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<td>• Ability to connect people</td>
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<td>• Commitment to diversity</td>
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<td>• Strong programming</td>
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<td>• Membership</td>
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<td>• Innovative communication</td>
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<td>• A respect for why we were formed in 1899</td>
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<td>• The ability to say “no” and accept the consequences</td>
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### 1.2 Board

#### 1.2.1 General

Article IV of the SDCBA Bylaws addresses the Board of Directors.

All Board members are installed each year at the Association’s annual holiday party, Stepping Up to the Bar, which is held the first Friday in December.
1.2.2 Role of the Board

The Board of Directors is legally and ethically accountable for the health and effectiveness of the SDCBA. As fiduciaries, the Board steers the organization towards a sustainable future by adopting the necessary ethical, legal, and financial policies, and making sure the Association has adequate resources to advance its mission. Under well-established principles of nonprofit corporation law, a Board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. These will be discussed in the following subsections.

1.2.3 Board Member Responsibilities

All SDCBA Board members have the following duties:

- Conduct organizational and strategic planning to determine and advance the Association’s mission and purpose;
- Determine, evaluate, and enhance programs and services to ensure they move the Association forward;
- Ensure that adequate resources (funds, volunteer time, and internal team time) are devoted to priorities and other Association functions;
- Provide financial oversight;
- Ensure the legal and ethical integrity of the SDCBA;
- Assess overall Board performance;
- Select and review the Executive Director and the Certified Public Account of the Association;
- Work collaboratively with the Executive Director and assess performance of the organization (i.e., budget, goal advancement, how programs and services support the strategic framework/plan);
- Act as an ambassador at large for the Association by promoting the Association’s mission, goals, and accomplishments, whenever and wherever appropriate;
- Know and adhere to the Bylaws and Policies & Procedures of the Association;
- Be informed about the trends and issues in the legal profession that may affect the Association’s future;
- Serve the Association as a whole, and not any one constituency, according to each Board member’s individual judgment and conscience;
- Refrain from committing the SDCBA to anything in the legal community unless advised to by the President and/or Executive Director, or as approved by the Board;
- Refrain from asking for non-Bar related favors of the Executive Director or internal team;

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2 For more information, see Ken Dayton, Governance is Governance; Bob Harris, Board Roles and Goals; and Lakely Barret for BoardSource, Board Fundamentals: Understanding Roles in Nonprofit Governance.
• Attend Board and Board-level committee meetings and other Association events as defined below.

1.2.4 Duty of Care
The duty of care describes the level of competence that is expected of a Board member and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a Board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

1.2.5 Duty of Loyalty
The duty of loyalty is a standard of faithfulness; a Board member must give undivided allegiance to the SDCBA’s interests, goals, and mission when making decisions affecting the organization. A Board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

1.2.6 Duty of Obedience
The duty of obedience requires Board members to be faithful to the organization’s mission. Board members shall conform their service to be consistent with the central goals of the organization as set forth in the mission statement and core values.

1.2.7 Duty of Confidentiality
This duty requires Board members to maintain confidentiality of material non-public information about the organization and its performance, and maintain the confidentiality of Board meeting discussions. This duty creates the fabric of trust and collegiality that must exist among directors.

1.2.8 Board Member Duties
In addition to the responsibilities noted above, a Board member must attend to the five areas outlined below:

1.2.8.1 Meetings:
Board meetings are held and conducted in accordance with the provisions set forth in the Bylaws. Although the Bylaws require “regular meetings at such time as [the President] shall determine,” it has been common recent practice to hold Board meetings on the first Tuesday of every month at 5:15 p.m. at the Bar Center. The monthly Board meeting usually lasts approximately two hours, but have, on occasion, and depending on the agenda, exceeded that timeframe. If there are no pressing Association matters, there has typically not been a Board meeting in August. Occasionally, depending on the needs of the organization, the President may call specially set Board meetings pursuant to the Bylaws.

The Board of Directors’ role is one of governance. The Board is tasked with developing policy and setting the organization’s strategic vision. Once the policy and strategic direction have been set, tactical and operational details of the Association are delegated to the SDCBA’s internal team, which is directed by the Executive Director of the organization.

1.2.8.2 Agenda and Agenda Review
The agenda for the Board of Directors’ meetings is set by the President, and, if practical and finalized, distributed to the Board after review by the Executive Committee one week in advance of the meeting. All Board members are expected to carefully review the Board agenda and materials prior to the Board meeting. If there is an item on the agenda a Board member wishes to speak to, a Board member feels that additional
perspectives would be advisable, or a Board member needs additional information or has additional questions, he or she should contact the President or Executive Director before the Board meeting, or the Board member identified as responsible for a particular item before the Board meeting.

Any member of the Association may request that an item be placed on a Board meeting’s agenda by contacting the President or Executive Director. All items should be submitted by 5:00 p.m. two weeks before the date of the meeting. Any member of the Association who wishes to place a matter on the agenda after the deadline may do so with the consent of the President. If the President does not consent to placing any matter on the agenda, this decision may be appealed to the Board by a member of the Board. A two-thirds affirmative vote of the Board members present at a meeting will place the matter on the agenda.

The agenda and agenda materials are provided electronically and always posted to the Board’s File Share in its E-community in advance of the Board meeting. An email from the Executive Director or his or her designee will be sent notifying the Board that the agenda and materials have been posted. Given the fact that materials for the Board meeting come from multiple sources (including volunteer and internal leadership), and that all agendas are reviewed by the Executive Committee the Tuesday before the Board meeting, some items may not be finalized in time to be included with the posted agenda. In these instances, Board members will be notified when additional materials have been finalized and posted, and hard copies will be made available at the Board meeting.

1.2.8.2.1 Policy for Changes to SDCBA’s Articles, Bylaws, and Policy Manual

Proposed changes to SDCBA’s Articles, Bylaws, and Policy Manual should be provided to the Executive Committee for analysis. The purpose of the Executive Committee’s review is not to evaluate the merits of the proposed changes, but whether they are consistent with SDCBA’s strategic plan, mission and vision statements, and core values. The proposal to the Executive Committee must identify the section of the governing document to be added, deleted, or amended, and include the specific language change, including the other existing language of the section to be amended.

Before a vote from the Executive Committee to recommend approving changes to Articles, Bylaws, or Policy Manual and before presentation of the proposal to the Board, the Chair of the Governance Committee and Executive Director shall review the proposed addition, deletion, or amendment to ensure that it conforms with the style of the Articles, Bylaws, and Policy Manual and to identify any other provisions in the Articles, Bylaws, and Policy Manual that may also be affected or implicated by the change.

Regardless of the conclusions that the Executive Committee reaches, a member of the Board may still request that a proposed change to SDCBA’s Articles, Bylaws, or Policy Manual be placed on the next Board meeting’s agenda.

1.2.8.3 Attendance

Attendance at all Board meetings is extremely important, and may only be excused in urgent situations by the President. If a Board member misses three Board meetings or retreats in any given calendar year, the presumption is that person is removed from the Board of Directors pursuant to the Bylaws. While a conference call-in number may be made available, attendance by conference call is considered a rare exception to personal attendance. Attendance at Board meetings, Board-level committees, and Association events is monitored.
1.2.8.4 Action

The Board utilizes Robert’s Rules of Order to place a motion on the table for consideration and voting. The Board’s Secretary documents all action of the Board in Board minutes that are approved by the Board at the following meeting. Board minutes are officially housed at the Association’s offices. The Board minutes reflect final Board action and list all members who abstained from a vote but do not identify those who voted in favor of or against a motion unless a roll call vote is requested and procedurally proper for a particular action.

From time to time, the Board or a Board-level committee must act on a time-sensitive matter, which must be conducted pursuant to the Action Without Meeting provisions in the Association’s Bylaws. Specifically, Article IV, Section 4.4, notes that any action by the Board may be taken without a duly noticed meeting if all members of the Board consent in writing to such action. This approach is consistent with the California Corporation Code.

The following process will be utilized for time-sensitive matters that require action of the Board of Directors pursuant to Article IV, Section 4.4:

- The President will email the Board detailing the issue that requires immediate action and will provide necessary background information including reason(s) why the action cannot wait for a regular or special meeting. The President will also call for a motion and a second.

- Once a motion and a second has been received, each Board member will be asked to vote by “replying all” with their vote of “yes” or “no” in order that all members of the Board can see the vote and discuss any issue pertaining to the motion as a group. Pursuant to the California Corporations Code, 100% of the Board of Directors must participate in the e-vote and 100% of the Board must approve the motion in order for the motion to carry. Should a Board member abstain, the motion will not carry.

- For major actions or actions that 1) authorize the expenditure of funds or 2) directly impact members’ rights, each Board member must sign, scan, and return via email a signed statement accompanying their vote in order to authenticate the vote.

- After an e-vote has been conducted, the President and/or Secretary may place the item on the next regular Board meeting agenda for ratification.

1.2.9 Board Retreat

Each year, the Board meets at a retreat to address larger issues for the Association or to create a strategic plan. Typically, the retreat takes place in January and the Association retains an outside consultant to assist with this work. From time to time, and based on need, there may also be a mid-year Board retreat or retreat convened for other levels of leadership (i.e., Section, Committee, and Division leadership). Attendance at the annual retreat and any mid-year retreat is mandatory for Board members.

1.2.10 Board-Level Committee Work

The Board is organized into Board-level committees. It is at the committee level where specific Association needs are discussed, projects and services considered, and draft policy and approaches developed. Given the scope of Association activities and the size of the Board, Board members necessarily rely on their colleagues to assess, vet, and weigh recommended solutions at the Board committee level. Accordingly, the work at the Board committee level must be undertaken with utmost care and diligence.
Board-level committees, taskforces, or working groups are typically chaired by Board members. Some Board-level committees are made up only of Board members; others are a mixture of Board members and non-Board members. The President-Elect determines all Board member assignments for the upcoming year typically by the end of November. The Executive Director assigns internal management team leaders or others to work with the chair on all Board-level committee work.

Depending on the issue, Board-level committees may meet monthly or as needed. Committee meetings are set by the committee chair in consultation with committee members, and generally take place from 8:30 a.m. – 10:00 a.m. for morning meetings, 12:00 p.m. – 1:30 p.m. for lunch meetings, or 4:30 p.m. – 6:00 p.m. for evening meetings.

1.2.11 Other Presidential Requests and Assignments

In addition to the above, new issues and projects may arise during the course of the year that require attention by the SDCBA. If the issue or project does not fall within the parameters of an existing Board-level committee or working group, the President may appoint a special committee or task force, or simply ask a particular Board member to lead or manage a project. The scope of these projects varies widely, but this ad hoc approach is usually limited in scope and duration.

1.2.12 Attendance at SDCBA and other Events

In addition to regular SDCBA Board work, Board members are expected to be the ambassadors of the Association. As such, attendance at Association events is extremely important. There are two categories of events that SDCBA Board members are expected to attend:

SDCBA events

In addition to section, committee, and division events, the SDCBA holds or sponsors many events that are open and advertised to the entire membership. Although every Board member is not expected to attend every event, Board members are expected to pick and choose a sampling of them to attend. Signature events, like Stepping Up to the Bar, should be attended by every Board member unless he or she is excused by the President. Board members may attend Signature event and any SDCBA non-CLE event at no charge. Most of these SDCBA events take place after work, beginning around 5:00 or 5:30 p.m., though occasionally they will take place at lunch (for example, the Annual Law Week Luncheon), or even less frequently, on weekends.

Events Sponsored by Other Organizations

For many years, the SDCBA has had a policy of strongly supporting and partnering with the over forty other specialty, regional, and diverse bar associations in San Diego County. Most of these groups have annual dinners or other signature events throughout the year, and the SDCBA encourages its Board members to attend these other law-related organizations’ annual dinners and signature events.

Attendance at approved Law Related Organization (LRO) events should be well distributed among events and among Board members to promote the goals of outreach and support of the LROs and ambassadorship of the SDCBA to the community. Regarding attendance at approved LRO events, the SDCBA will pay for the president’s attendance, in addition to attendance by up to 4 Board members. If a Board member’s employer is able to pay for event attendance, the preference is to utilize those funds first. If there are opportunities for discounted attendance in light of a Board member’s membership in the LRO, the Board member should indicate that to the SDCBA team member handling reservations. Finally, if a Board member has reserved a
ticket at an event and can no longer attend, the Board member should provide notice as soon as possible to maximize the chance that another Board member can utilize the ticket.

### 1.2.12.1 What Board Members Must Attend

- Monthly and specially called Board Meetings
- Board Annual Retreat and Mid-Year Retreat
- All meetings of assigned Board-level and other closed committees
- SDCBA Signature Events
  - Annual Judicial Reception
  - Annual Law Week/Awards Luncheon
  - Annual Law Student Reception or Annual Open House
  - Annual Bench-Bar Luncheon(s)
  - Dialogue on Diversity
  - Stepping Up to the Bar
- New Board Orientation (First Year Class only) and other special Board orientations
- Executive Committee Meetings if scheduled (only members of the Executive Committee are required to attend; other Board members are welcome to attend)
- At least one New Lawyer Division mixer
- At least three events / annual dinners of specialty, diverse, and regional bar associations
- At least one San Diego County Bar Foundation event (Distinguished Lawyer Memorial or Evening In La Jolla)
- At least one membership development mixer / activity
- The annual Section & Committee Leadership appreciation event
- Any Reception for the State Bar, California Lawyers Association, or ABA President
- Other Special Events requested by the President
- Section and Committee Chair orientation (new Board Members)
- The two annual Board dinners / socials

### 1.2.12.2 What Board Members Should Try to Attend

- At least one Swearing in Ceremony for newly admitted attorneys
- At least one section and committee mixer
• At least one event targeted to recruit law students (e.g., law student orientations on campus)
• Other specialty, diverse, and regional bar associations’ events not listed above
• Conference of Delegates Meeting at the State Bar of California Conference

1.2.13 Role of Regional Representatives
The SDCBA has members countywide and the Board of Directors includes three elected members who are designated as Regional Representatives – one from South Bay, one from East County, and one from North County. The Regional Representatives specific duties are as follows:
• Liaise with SDCBA members in the region;
• Be the SDCBA ambassador and point person in the region and highlight what programs, activities, and benefits are available to lawyers who do not practice in downtown San Diego (especially live streaming of all educational programs and member lounge / shared work room);
• Raise awareness of the perspective of regional members at Board meetings;
• Attend SDCBA regional events;
• Attend bar events of North County Bar Association, Foothills Bar Association, or South Bay Bar Association as the SDCBA regional liaison (and wear the SDCBA badge); and
• Check in with the regional bar association periodically to see if there are any issues they are seeing / experiencing that the SDCBA may also want to hear about.

1.2.14 Governance-focused Committees
The composition of governance-focused committees is currently as follows:

Audit Committee
Purpose: The Audit Committee is charged with ensuring an independent external auditor is retained and an annual audit of the Association’s finances is conducted each year.
Composition: The President appoints a Board member to chair the Audit Committee. No Board members who serves on the Finance Committee may serve on the Audit Committee. The President may appoint up to three non-Board members to serve on the Audit Committee.
Committee member term limit: Non-Board Committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.
Qualifications: Experience with reviewing financial and or tax documents and working with the independent external auditors.

Elections Committee
Purpose: The Elections Committee shall review the election process each year and shall canvass the ballots and report the results to the Board and membership.
Composition: The President shall appoint a committee of not less than three board members to serve on the elections committee. Service is for a one year term.

Executive Committee

The Executive Committee, as described in Article IV, Section 4.5.1, of the Bylaws, has the power to act on behalf of the Board in two areas:

- Routine administrative actions
- Emergency measures

It is within the discretion of the President whether to call or hold Executive Committee meetings; however, the President generally convenes Executive Committee meetings monthly before the Board meeting to review the status of key issues, discuss the Board meeting agenda, and review the status of strategic plan implementation, as well as any other matter in its purview.

To the extent the Executive Committee makes a decision regarding emergency measures, that decision is placed on the consent agenda of the Board at its next meeting for ratification. The Executive Committee can also recommend action to the full Board on issues that do not fall within its authority.

Finance Committee

The Finance Committee annually reviews the proposed budget for the next fiscal year of the Association, previews unbudgeted monetary requests pursuant to policy enacted by the Board and any budgetary variances, and oversees relevant finance policies. The Finance Committee is consulted by the Executive Director and Director of Finance in establishing and reviewing internal controls.

Composition: The Finance Committee is composed of the Treasurer, who chairs the committee; the President; the President-Elect; and other Board members appointed by the President. One-year term.

Qualifications: Experience with multi-million-dollar budgets and financial reports desired.

Governance Committee

The Governance Committee provides oversight and assistance to Sections and Divisions to ensure they are functioning and collaborating in accordance with SDCBA policies and procedures, develops an assessment tool for use by the Board, and oversees Board development with respect to governance best practices.

Composition: The President appoints a member of the Board to serve as Chair and between two to four additional members, including at least one Section leader, with one person serving as Vice Chair. The Chair and Vice Chair roles are for one-year terms.

Committee member term limit: Non-Board committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Qualifications: Experience with SDCBA Section or Division leadership or experience with Board governance at other 501(c)(3) or 501(c)(6) nonprofit organizations.

Investment Committee

The Investment Committee oversees the Association’s investment transactions, management, policies and guidelines, including review of investment manager selection, establishment of investment benchmarks,
review of investment performance and oversight of investment risk management exposure policies and guidelines.

**Composition:** The Investment Committee is Chaired by the Treasurer. The President appoints two or more individuals (who may be non-members) with professional investment experience to serve on this Committee.

**Committee member term limit:** Non-Board committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

**Qualifications:** Professional investment experience is strongly preferred.

**Leadership Outreach Committee**

The Leadership Outreach Committee (LOC) is charged with recruiting members to run for the SDCBA Board, Divisions, or Sections. This recruitment may take multiple years, given the self-nominating nature of SDCBA elections. Membership on the committee is a one-year commitment subject to reappointment.

**Composition:** The Leadership Outreach Committee is chaired by the immediate Past-President of the Board of the SDCBA, who shall select the members of the committee. Membership on the committee is a one-year commitment subject to reappointment. The size of the committee is no larger than 21 members and no less than 10 members and is intended to be as representative as possible of the San Diego legal community. It should include members who have a wide understanding of the legal community. The following is a guide for who could serve: 1) up to four past presidents of the SDCBA; 2) a new lawyer (in the first 7 years of practice) representative as selected by the chair; 3) a member of the Committee for Diversity & Inclusion; 4) three chairpersons of the most active SDCBA sections or committees; 5) between 4 and 7 representatives from the local gender, ethnic, and minority bar associations; and 6) between two and four at-large members of the SDCBA. Currently there are 16 members. No term limits. Appointees must be available from May through August.

The purpose of the LOC is to: 1) conduct outreach among the membership of the SDCBA and the minority and regional bar associations to ensure that candidates for the Board reflect the general diversity of the legal community, including personal diversity (ethnic, gender, sexual preference) and professional diversity (practice area, expertise); 2) encourage greater participation by the membership in the governance of the SDCBA; 3) develop future leaders among the membership of the SDCBA; 4) provide the voting members of the SDCBA with a selection of qualified candidates for open seats on the Board; and 5) reduce the expense of the process of running for the Board.

**Duties and Procedures:** The Leadership Outreach Committee is charged with: 1) reviewing the composition of the Board to identify areas for outreach; 2) making contact with the presidents of all of the minority and regional bar associations to discuss the goal of diverse candidates for the SDCBA Board; and 3) conducting an informational session on how to run for the Board and the election process to potential candidates.

Leadership Outreach Committee members are precluded from supporting or endorsing any candidates for election to the Board for the year in which they serve.

Generally, the committee holds its first meeting no later than June to commence outreach to the membership of the SDCBA. Outreach should include personal contacts by members of the committee, in addition to e-mail, correspondence and articles published in San Diego Lawyer Magazine. In addition, the
Chair of the LOC will reach out to all regional and minority bar associations as soon as practicable detailing the timeline of the process.

Pursuant to the Bylaws, Candidate nominations shall be submitted to the SDCBA after April 30 but no later than August 1. Any member of the SDCBA can self-nominate by submitting a candidate nomination form to the Secretary or the Governance Specialist. If by the close of business on August 1 there are fewer than four at-large candidates or no regional candidates, the president of the SDCBA or the committee chairperson shall extend the deadline for thirty days. If August 1 falls on a Saturday or Sunday, nomination forms will be due the Monday immediately following August 1. Any candidate may have the opportunity to withdraw his or her nomination prior to September 1.

Candidate position statements shall be submitted to the SDCBA no later than September 1.

The following are criteria for self-nominations from the Bylaws, adopted by the Board at its April 2019 meeting: 1) must be an active SDCBA Attorney Member for at least 3 of the last 5 years; 2) been licensed to practice law at least 7 years; and 3) demonstrated leadership experience which may be achieved by: i. Serving as chair of a SDCBA Section or Committee; or ii. Serving as a member of another non-profit organization’s Board (law related or community); or iii. Similar experience as determined by LOC and ratified by the Board, which determination and ratification must be made prior to the nomination deadline. The following criteria should be considered: 1. Experience in organizational governance and the ability to contribute to the SDCBA’s strategic planning, evaluation and enhancement of programs and services, and to ensure those programs and services move the association forward; 2. Experience providing resource and financial oversight and ability to ensure that adequate resources are devoted to priorities and other association functions; 3. Ability to ensure the legal and ethical integrity of the SDCBA and execute the fiduciary duty of a member of the board; 4. Ability to act as an ambassador at large for the Association by promoting the Association's mission, goals, and accomplishments, whenever and wherever appropriate.

**LLC Committee**

**Purpose:** The LLC Committee advises the Board on the interests of the two separately incorporated LLCS of which SDCBA is the single and sole member. The President may also convene related working groups and taskforces to address issues pertaining to the LLCs.

**Composition:** The Committee is chaired by the President and at a minimum includes the three LLC officers: President, Treasurer, and Executive Director.

**Qualifications:** Prescribed above. Someone with commercial real estate experience on the Committee.

**Strategic Planning Committee**

This Strategic Committee is charged with actualizing and ensuring implementation of the Strategic Plan. The Committee also makes recommendations with respect to activities that are or are not aligned with the Plan.

**Composition:** The Strategic Planning Committee is chaired by the Secretary. The President appoints Board members and other SDCBA members, as needed, to serve on this Committee.

**Qualifications:** Familiarity with the SDCBA’s mission, vision, and core values. Experience with strategic plan implementation at other organizations is a desired.

**1.2.15 Board Orientation**

The President-Elect and Executive Director will conduct an orientation session for new Board members before January 1 each year. The session will outline the Association’s culture, strategic plan, current policies,
service initiatives, and other priorities. All Board members will receive a binder of materials necessary to fulfill their fiduciary responsibilities and educate the Board member on the Association’s services and activities.

From time to time and based on need, the President may also convene additional orientations to support the Board in its work (e.g., history of the Association’s real property holdings, or orientation to the Association’s financials).

1.2.16 Board Expenses

The following are Board-related expenses included in the annual budget:

- Presidential Travel and Expenses (Generally): The SDCBA will pay reasonable travel, hotel, and meal expenses for the President when attending out-of-town meetings on behalf of the SDCBA, and will pay other reasonable expenses of the President in performing his/her duties on behalf of the SDCBA.

- ABA Annual and Mid-Year Meetings: The SDCBA will pay reasonable travel, hotel, and meal expenses for the President, President-Elect, and Executive Director or designee when attending the ABA Annual and Mid-Year meetings, including the National Association of Bar Executives and the National Council of Bar Presidents.

- Annual State Bar Meeting: The SDCBA will pay reasonable travel, hotel, and meal expenses for the President, President-Elect, and Executive Director or designee to attend the annual State Bar meeting.

- ABA Bar Leadership Institute (BLI): The SDCBA will pay reasonable travel, hotel, and meal expenses for the President-Elect and the Executive Director or designee to attend BLI.

- Annual Retreat: To the extent the President determines it appropriate to hold an annual Board retreat, the SDCBA will pay for the lodging and meals of all Board members, the Executive Director, other senior internal team members as determined by the Executive Director, and other individuals invited to attend the retreat by the President.

- Acknowledgements for Board Members: The SDCBA may pay for plaques or other modest mementos for Board members and the outgoing President. No sitting Board member is currently eligible to receive any SDCBA award.

- Board Meetings and Business: The SDCBA shall pay for reasonably priced meals in conjunction with Board meetings and other Board business, including Board-level committee meetings.

- Attendance at Law Related Organization Events: As noted above, the SDCBA devotes funding for Board Members to attend signature events / annual dinners of local law-related organizations, including specialty, diverse, and regional bar associations.

1.2.17 Other Requests/Appointments

To the extent any other organization requests that the SDCBA appoint or suggest a liaison from the SDCBA to that organization, the President may consider such requests and respond, subject to ratification of any appointment by the Board.
1.2.18 Conflict of Interest Policies and Gift Policies

All Board members must adhere to the Association’s conflict of interest policies located in the section titled “Conflict of Interest.” The Association’s gift policy is located in the section titled “Financial Operations.”

1.3 Recording of Meetings

Meetings hosted by SDCBA may not be recorded by any device, including conference call lines or individual phones.

1.4 Internal Leadership of the Association

The Association is fortunate to have professional experts and administrative personnel (the “internal team”) who execute its various functions and priorities.

1.4.1 Role of Executive Director

The Executive Director is accountable to the Board for implementing the SDCBA’s priorities, policies, goals, and objectives as established by the Board (see Article VI of the Association’s Bylaws for specific authority).

The Executive Director’s duties include, but are not limited to:

- Directing the day-to-day operations of the Association;
- Establishing the organizational internal team structure;
- Recruiting, hiring, managing, terminating (at his / her discretion), and providing direction to the internal team;
- Establishing and updating policies for the Association’s internal team;
- Developing and implementing effective programming to support the Board’s priorities and goals;
- Establishing operational policies and procedures for the Association;
- Managing the finances and assets of the Association pursuant to Board policy and authority;
- Maintaining the financial integrity of the Association by aligning the annual budget with the Strategic Plan; and
- Advising the Board and other volunteer entities in areas of policy development, program development, and issues management.

By the end of February of each year, the Executive Director and President will establish mutually agreeable goals for the year, to be evaluated in the Executive Director’s year-end annual review. Discussions regarding employment matters, including compensation, shall be in closed session.

The Policy Manual, in various other sections, further specifies other duties and authority of the Executive Director in the day-to-day operation of the Association.

1.4.2 Relationship between the Board and Internal SDCBA Team

The Board oversees the Association’s governance functions and activities. The internal team takes the strategic direction of the Board to plan, develop, and implement program activities that support and accomplish the goals of the Association.
Although each have clearly defined roles, the Board and internal team work collaboratively and in partnership with each other to fulfill the goals of the Association. The Board could not accomplish the scope of the Association’s work without internal team members working on those efforts, and the internal team relies on the Board to set the strategic priorities of the Association.

The Executive Director reports directly to the Board. All other internal team members report to the Executive Director or his / her designee consistent with internal organization.

Questions or issues regarding performance of an internal team member must be directed to the Executive Director and not to the internal team member directly.

1.4.3 Assignment Requests for SDCBA Activities

All requests for assignments to work on SDCBA activities should be directed to the Executive Director. After the assignment is made, it is entirely appropriate for SDCBA volunteer leadership to have direct contact with the SDCBA internal team to coordinate various activities, and to check in on the progress of various projects assigned to the Association’s internal team.

1.5 Conflicts of Interest Policy

1.5.1 The Board

The Board has been entrusted by the membership to promote and protect its interests. The Directors have a fiduciary obligation to SDCBA in connection with their service as Directors and Officers. Each Director should manage his or her personal, business, and Board affairs so as to reduce the likelihood of conflicts of interest or the appearance of conflicts of interest.

1.5.1.1 Definitions

A “conflict of interest” arises in any situation in which a Director’s personal, professional, or financial interests conflict with his or her responsibilities to the SDCBA. For purposes of analyzing conflicts of interest, Directors are to regard financial interests of immediate family members (parents, children, spouses, and spousal equivalents) as if they were the financial interests of the Director in question.

An “appearance of a conflict of interest” occurs when a reasonably informed person would perceive that the Director could be influenced by his or her personal, professional, or financial interests in conflict with his or her responsibilities to the SDCBA.

A “potential conflict of interest” occurs under circumstances that could develop into an actual conflict of interest.

1.5.1.2 Some Types of Conflicts of Interest

The following is a non-exhaustive list of types of conflicts of interest:

- Self-dealing: As a Director, the individual makes decisions that financially or materially affect the Director or his or her immediate family; or makes decisions that directly financially or materially affect an entity for whom the Director or an immediate family member provides legal representation or serves as an officer, director, trustee, employee, or controlling stockholder.

- Accepting benefits: As a Director, the individual accepts substantial gifts, bribes, services, or other significant benefits that may be perceived to influence the Director.

- Influence peddling: The Director accepts benefits in exchange for exerting influence or giving preferential treatment to the giver of the benefit.
1.5.1.3 Obligations

A Director is obligated to:

- Disclose actual conflicts of interest and known potential conflicts of interest through the annual disclosure form and/or whenever a conflict arises;
- Recuse him or herself from participating in Board discussions and votes when the Director has an actual conflict of interest;
- Exercise good judgment and discretion and strongly consider recusing himself or herself from participating in Board discussions and votes when the Director has a potential conflict of interest or the appearance of a conflict of interest; and
- Abide by the decision of a majority of the disinterested members of the Executive Committee or the Board if one of those bodies decides that recusal is appropriate in the face of an actual or potential conflict of interest or the appearance of a conflict of interest.

1.5.2 Sections and Committees

The chairs of SDCBA sections, committees, and divisions, as well as members of closed committees (wherein the members are appointed by the President), have been entrusted by the membership and the Board to promote and protect the interests of the organization. Each section, committee, and division chair, and each committee member of a closed committee (collectively, “Committee Members”), should manage his or her personal, business, and section / committee / division affairs so as to reduce the likelihood of conflicts of interest or the appearance of conflicts of interest pursuant to the standards set forth in Section 1.5.

1.5.2.1 Acknowledgement of Policy

Chairs and Committee Members of sections, committees, and divisions that control the disbursement of funds, or make recommendations to the Board on the disbursement of funds, of the organization, shall acknowledge this policy in writing at the beginning of their service.

1.5.3 Form

The conflict of interest form shall, at a minimum, contain the following questions and language:

"Are you aware of any personal, professional or financial interest or other situation which creates an actual or potential conflict of interest with SDCBA as outlined in the SDCBA Conflict of Interest Policy? Yes / No"

"If yes, please list such relationships and details of conflicts and potential conflicts:"

"I have reviewed the SDCBA Conflict of Interest Policy and agree to abide by it during my term. I have disclosed, or will disclose, any personal, professional or financial interest or other situation which creates an actual or potential conflict of interest as outlined in this policy."

1.6 Compensation Policy

1.6.1 Executive Director Compensation and Board Approval

On an annual basis, the SDCBA President and Executive Committee are responsible for making a recommendation regarding the compensation of the Executive Director, for consideration and approval by
the Board of Directors. This vote may take place either at the December Board meeting, or at a special meeting that may be convened by the SDCBA President. Board approval of the Executive Director’s compensation is to take place prior to the end of the calendar year. The SDCBA President and Executive Committee shall meet with the Executive Director to solicit input regarding the setting of compensation. The SDCBA President shall also consider and solicit input from any member of the Board of Directors that wishes to be heard on the issue of the setting of the compensation of the Executive Director. During the annual compensation review, the President and Executive Committee will review comparison data from similar bar associations and other professional membership organizations of similarly qualified persons in functionally comparable positions in preparing the compensation recommendation to the Board.

A record of the meetings and discussions relative to Executive Director’s compensation will be documented, and the justification for any recommended adjustments to said compensation will also be documented. This record and documentation shall be sent to the SDCBA’s attorney of record who shall preserve the documentation for future Boards to review. The President and/or members of the Executive Committee who have a conflict of interest with respect to the compensation arrangement of the Executive Director shall not participate in any recommendations or decisions pertaining to the compensation of the Executive Director.

Modifications to the Executive Director’s salary must be documented in a memorandum to the Executive Director from the President with a copy to the CFO for implementation through the payroll system.

1.6.1.1 Executive Director Evaluation and Review Policy

1.6.1.1.1 Purpose

Assessment of the Executive Director is a primary governance responsibility of the Board of Directors. The purpose of the evaluation is to celebrate accomplishments, provide feedback for growth, and formalize goals and expectations for upcoming year.

1.6.1.1.2 Timing and Mechanics of the Evaluation

The Executive Director evaluation shall be conducted on an annual basis.

Three sets of questionnaires shall be developed by the SDCBA President, in consultation with the Executive Committee [and optionally] an external consultant, with input from the Executive Director, and distributed to key stakeholders. The first questionnaire shall be distributed to each member of the Board of Directors. A second questionnaire shall be distributed to all full-time employees at the SDCBA. A third questionnaire will be distributed to the Executive Director for self-evaluation.

The evaluation process will consist of an 8-week process that shall commence during either the last week of September or the first week of October of each calendar year. The President of the SDCBA shall announce the start date of the evaluation process at the September Board Meeting. The President has the discretion whether to select and engage an external consultant to distribute, compile and tabulate the results of the evaluation. If a consultant is not retained, the President will inform the Board and the Executive Director how results will be tabulated to ensure anonymity.

Once a start date is selected, the timeline below should be followed for the evaluation process:

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The yearly evaluation shall precede the setting, or modifying, of the compensation of the Executive Director. The SDCBA President and Executive Committee will ensure that this evaluation is considered in the process of setting the Executive Director’s compensation.

### 1.6.2 Compensation of Other SDCBA Employees

The Executive Director is responsible for establishing the compensation of all other SDCBA employees, and such compensation is set after review of comparison data from similar bar associations and other professional membership organizations of similarly qualified persons in functionally comparable positions. All compensation amounts shall fall within the budgeted and Board-approved amounts for SDCBA employees.

### 1.6.3 Modification to Compensation

Any modification to compensation for an SDCBA employee must be documented in writing with signatory approval of both the employee’s direct supervisor and the Executive Director. The Executive Director will review the payroll change report provided by the payroll vendor and compare the entries with the internally generated payroll change form to ensure accuracy. This review will take place at the time the Executive Director reviews the payroll reports. Modifications to the Executive Director’s salary are noted in an email sent from the President.

### 1.7 Whistleblower Policy

#### 1.7.1 General

The SDCBA requires current Directors, Officers, and employees to observe high standards of conduct and practice honesty and integrity in fulfilling their fiduciary duties to the Association as required by law and as documented in the Association’s Bylaws, Policy Manual, and/or employee handbook (collectively, “Association Standards”).

The objectives of the Whistleblower Policy are to establish policies and procedures for:

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3 Board reference (without need for formal Policy amendment to update): As of 2019, payroll reports are currently managed by Paychex.
• The submission of concerns regarding questionable accounting or auditing matters by current Directors, Officers, employees, and/or other stakeholders of the organization, on a confidential and anonymous basis.

• The receipt, retention, and treatment of complaints received by the organization regarding accounting, internal controls, or auditing matters.

• The protection of current Directors, Officers and employees reporting concerns from retaliatory actions.

1.7.2 Reporting Responsibility

Each current Director, Officer, and employee of SDCBA has an obligation to report in accordance with this Whistleblower Policy: (a) questionable or improper accounting or auditing matters, and (b) violations and suspected violations of the Association Standards.

1.7.3 Authority of the Audit Committee

All reported concerns will be forwarded to the Audit Committee in accordance with the procedures set forth herein. The Audit Committee shall be responsible for investigating and making appropriate recommendations to the Board with respect to all reported concerns.

1.7.4 No Retaliation

The Whistleblower Policy is intended to encourage and enable current Directors, Officers, and employees to raise concerns within the SDCBA for investigation and appropriate action. With this goal in mind, no current Director, Officer, or employee who, in good faith, reports a concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a current Director, Officer, or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the current Director or Officer position, or termination of employment.

1.7.5 Acting in Good Faith

Reports of any concerns shall be deemed made in good faith if the Director, Officer, or employee had reasonable grounds for believing that the information disclosed indicates an improper accounting or auditing practice, or a violation of Association Standards, even if that belief should later prove to be unsubstantiated. The act of making allegations that prove to have been made maliciously, recklessly, or with fore-knowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the Director or Officer position, or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

1.7.6 Reporting Concerns

1.7.6.1 Current Employees

If practical, employees should first discuss their concern with their immediate supervisor. After speaking with his/or supervisor, the employee continues to have reasonable grounds to believe the concern is valid, the employee should promptly report the concern to the Executive Director, President, or Chair of the Audit Committee.

The Executive Director or President is required to promptly report the concern to the Chair of the Audit Committee, who has a specific and exclusive responsibility to investigate all concerns. If the Executive
Director or President, for any reason, does not promptly forward the concern to the Chair of the Audit Committee, the reporting employee should directly report the concern to the Chair of the Audit Committee. Concerns may also be submitted anonymously. Such anonymous concerns should be in writing and sent directly to the Chair of the Audit Committee.

1.7.6.2 Current Directors and Officers

Current Directors and Officers should submit concerns in writing directly to the President or the Chair of the Audit Committee.

1.7.7 Handling of Reported Violations

The Chair of the Audit Committee shall immediately notify the Audit Committee, the President, the Executive Director, and the Association’s General Counsel, of any such report. The Chair of the Audit Committee will notify the sender and acknowledge receipt of the concern within five business days, unless the concern was submitted anonymously.

All reports will be promptly investigated by the Audit Committee and appropriate corrective action, if warranted, will be recommended to the Board. The Chair of the Audit Committee or, if unavailable, the President, shall follow up with the complainant for complete closure of the concern.

The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

1.7.8 Confidentiality

Reports of concerns and investigations pertaining thereto shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of concerns to individuals not involved in the investigation will be viewed as a serious offense and may result in discipline, including dismissal from the Director or Officer position, or termination of employment.

1.8 Record and File Retention

1.8.1 General

It is the SDCBA’s policy to maintain complete, accurate and high-quality records. Records are to be maintained for the period of their immediate use, unless longer retention is required for historical reference, contractual or legal requirements, or for other proposes as may be set forth herein. Records that are no longer required, or have satisfied their periods of retention, will be destroyed pursuant to the retention period outlined below.

1.8.2 Rules

All SDCBA internal leadership, Board members, volunteers, and outsiders involved with the SDCBA are required to follow these rules.

Records and documents outlined in this policy include paper and electronic files.

Paper or electronic documents required to be maintained under the terms of this retention policy will be transferred to and maintained by the SDCBA at the Bar’s current office.

No documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation, proceeding, or private litigation.
Documents that have historical significance or may be useful for historical reference may not be destroyed unless approved by the SDCBA’s Bar History Committee or the Board.

1.8.3 Terms of Retention

The following documents must be permanently retained:

- Governance Records: Including articles of incorporation, charter and amendments, bylaws, board minutes, and IRS documents pertaining to tax-exempt status
- Tax Records: Filed state and federal tax returns/reports and supporting records
- Intellectual Property records: Copyright and Trademark registrations and applications
- Financial Records: Audited financial statements
- Asset Records: Deeds, mortgages, property assessments, and bills of sale
- Current contracts, leases, and insurance
- Records addressing any employee medical complaint
- Information supporting membership records (duration of membership, membership application, and overall membership statistics)

The following documents must be retained for 7 years:

- Accounts receivable records including invoices to customers
- Accounts payable records including invoices from vendors, and expense reports
- Cancelled checks
- Bank statements
- Payroll records
- Pension and benefit information
- CLE Records

The following documents must be retained for 5 years:

- Workers compensation/injury records from latest of date of injury or date of compensation last provided

The following documents must be retained for 4 years:

- Employee income tax records
- All other employee personnel files after end date
- Contracts, leases, and insurance policies after expiration
1.8.4 Destruction
All items that, pursuant to Section 1.8.3, are expired will be shredded and destroyed.

1.9 Policy on Ballot Count in SDCBA Elections
The actual number of ballots cast for each candidate shall not be disclosed; only the winning of such office shall be announced.

1.10 Antitrust Policy
Member communications at SDCBA or through use of SDCBA resources are intended for the education of participants and to provide an opportunity for participants to identify and address important trends and issues in the San Diego legal community.

While it is intended that participants will always maintain the tradition of free and open discussion, the members of the association must not use these forums to discuss matters in violation of state or federal antitrust laws.

Specific Examples of Antitrust Compliance Rules

- Member communications at SDCBA or through use of SDCBA resources shall not be used for the purpose of bringing about, or attempting to bring about, any understanding or agreement, written or oral, formal or informal, expressed or implied, among competitors with regard to their fees, terms or conditions of practice, sale, discounts, territories, or clients. For example, any agreement by competitors regarding fixing fees or adopting common fee arrangements; to “honor,” “protect,” or “avoid invading” one another’s geographic areas, practice areas, or client lists; or to engage in group boycotts would not be permitted.

- Caution should be exercised when SDCBA collects data on usual and customary fees, workforce statistics, and job market opportunities. While the mere collection of data on such matters is permissible if certain conditions are met, concerns arise if the data becomes the basis for action in violation of antitrust law. When questions arise about the propriety of collecting such data, the SDCBA shall not undertake any activity that involves exchange or collection and dissemination among competitors of any information regarding fees, prices, pricing methods, cost of services or labor, or sales or distribution without first obtaining the advice of legal counsel. This does not apply to legal collection of attorney fee rates as allowed under the Rules of Professional Conduct and State Bar rules covering Lawyer Referral and Information Services.

2. MEMBERSHIP DUES AND MEMBER BENEFITS

2.1 Membership Dues
The Bylaws delegate to the Board the authority to set dues for membership in the Association. The specific dues classifications are outlined in the Bylaws.

All changes to membership dues should be approved no later than October 1 to allow the internal team time to make necessary programming changes to the membership software for dues renewal.

2.1.1 Approved Dues Schedule
In June 2014, the SDCBA Board approved policy requiring dues be increased $10 every other year beginning in 2015 subject to review by the Membership Committee. The following chart shows the current dues schedule:
<table>
<thead>
<tr>
<th>Membership Category</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Attorney Members</td>
<td></td>
</tr>
<tr>
<td>First year of practice 0-1</td>
<td>FREE</td>
</tr>
<tr>
<td>2\textsuperscript{nd} - 3\textsuperscript{rd} year</td>
<td>$110</td>
</tr>
<tr>
<td>4\textsuperscript{th} - 6\textsuperscript{th} year</td>
<td>$185</td>
</tr>
<tr>
<td>7\textsuperscript{th} - 12\textsuperscript{th} year</td>
<td>$245</td>
</tr>
<tr>
<td>13+ year</td>
<td>$265</td>
</tr>
<tr>
<td>Law School Faculty (with active license)</td>
<td>$135</td>
</tr>
<tr>
<td>Starting 41\textsuperscript{st} year of SDCBA membership</td>
<td>$135</td>
</tr>
<tr>
<td>Legal Community Members</td>
<td></td>
</tr>
<tr>
<td>Law School Faculty not Admitted in any US jurisdiction or with inactive status (not due to discipline)</td>
<td>$135</td>
</tr>
<tr>
<td>Law Student Graduate (first two years)</td>
<td>FREE</td>
</tr>
<tr>
<td>JD (out of law school 2 years or more)</td>
<td>$135</td>
</tr>
<tr>
<td>Inactive Attorney (Inactive with State Bar or other US jurisdiction)</td>
<td>$160</td>
</tr>
<tr>
<td>Other Legal Community Professional (Paralegal, Legal Assistant, Law Firm Administrator, Legal Secretary, etc.)</td>
<td>$135</td>
</tr>
<tr>
<td>Vendor</td>
<td>$275</td>
</tr>
<tr>
<td>Law Student Members</td>
<td></td>
</tr>
<tr>
<td>Enrolled in an ABA or California State Bar approved law school or CA judicial study program.</td>
<td>FREE</td>
</tr>
<tr>
<td>Law Students enrolled in non-ABA accredited schools outside San Diego</td>
<td>$40</td>
</tr>
<tr>
<td>Honorary Members</td>
<td></td>
</tr>
<tr>
<td>Groups delineated by Bylaws, including sitting judges</td>
<td>FREE</td>
</tr>
<tr>
<td>Court Manager, Attorney &amp; Staff</td>
<td>FREE</td>
</tr>
<tr>
<td>Enhanced Levels of Membership</td>
<td></td>
</tr>
<tr>
<td>Friend</td>
<td>$400</td>
</tr>
<tr>
<td>Patron</td>
<td>$600</td>
</tr>
</tbody>
</table>

Enhanced Membership Categories were modified from previously existing “Sustaining” membership by action of the SDCBA Board at its meeting in October 2017. The Benefactor category of membership was eliminated for 2017 and in addition to the current benefits, Patron members will receive free registration for all SDCBA programs and events. For the purpose of determining the amount of dues for active members, the following applies:

- The earliest date of admission to the practice of law in the State of California or other US jurisdiction is controlling, regardless of continuity of practice.

- The computation of time in the foregoing schedule of payment of dues, any period of necessary absence from law practice by reason of service in the armed forces of the United States shall be excluded or under such other circumstances as the Board may deem proper.
• An attorney who is admitted to the State Bar in October, November or December of any given year shall be deemed to start his or her first year of practice in the following January.

• An attorney who is admitted to the State Bar in January through September of a given year shall be deemed to have started his or her first year of practice in January of that year.

• Dues cover a 12-month period from January 1 – December 31. Dues may be prorated from July – September by 50%, rounded to the nearest $50.00 based on Association needs.

• Annual dues are due and payable on January 1 of each year. Membership dues statements for the next membership year shall be mailed to each member in the fall. Each member who has not paid dues by January 20 of each year shall be delinquent and dropped from the Association. Any member who has not renewed his or her membership by January 20 of the membership year shall not be eligible to receive any membership benefits until his or her dues are paid in full.

2.1.2 Section and Committee Dues
Effective October 2014, there is no charge to join SDCBA committees, sections, or divisions.

2.1.3 Member vs. Non-Member Rates
Some SDCBA products and services may be made available to non-SDCBA members at a higher, non-member rate.

2.1.3.1 Disbarred Attorney Members and Legal Community Members
Any Attorney Member or Legal Community Member who is disbarred by the State Bar of California or another US licensing jurisdiction does not qualify for any category of membership.

2.1.4 Eligibility for Board
The Bylaws set forth eligibility standards for the Board.

2.1.5 Removal of Members
The Bylaws set forth the process to remove a member of the Board.

2.2 Member Benefit Providers Policy
2.2.1 Member Benefit-Related Definitions
“Member Benefit Provider” or “MBP”: A company or person (“vendor”) who is approved to offer its goods or services to SDCBA members. There may be more than one Member Benefit Provider for a certain category of goods or services. Member Benefit Providers are sometimes referred to as “Law Practice Management Partners.”

“MBP Applicant”: A company or person (or “vendor”) that has applied for Member Benefit Provider status.

“Preferred Provider”: A company or person (or “vendor”) that is selected and approved by the SDCBA as the exclusively advertised provider of a certain type of goods or services to SDCBA members. Preferred Providers are also considered Member Benefit Providers.

Member Benefit Providers may also be referred to as Member Benefit Partners.
2.2.2 Member Benefits Generally

The SDCBA offers certain member benefits programs to its members through outside entities that provide products and services. These entities, once approved by the SDCBA, have the status of Member Benefit Providers and desire to offer some type of benefit (whether discounted pricing or value-added products or services) to members of the SDCBA. Member Benefit Providers, through negotiated deals with the SDCBA, provide money or benefits directly to the SDCBA based on the purchase or usage of their goods or services by SDCBA members. Such money or benefits are utilized for the good of the SDCBA and its members.

2.2.3 Selection Process for Member Benefit Provider Status

A company or person may apply for Member Benefit Provider status to the SDCBA by completing the SDCBA Member Benefit Provider Application. The SDCBA can also solicit such applications. Once an application has been made, such entities are considered MBP Applicants.

The application should be submitted to the SDCBA’s Executive Director or designee. The application should describe the MBP Applicant’s business, state whether the MBP Applicant is a member of the SDCBA, and describe in detail: (1) the special benefit to be offered to SDCBA members, and (2) the money or benefits to be offered directly to the SDCBA based on the purchase or use of their goods or services by SDCBA members. The application should also contain a plan for said MBP Applicant to promote and market their goods or services to the SDCBA membership.

If it is determined that new MBPs should be brought online, all applications will be reviewed and evaluated for appropriateness as outlined in this Member Benefits Policy and will be reviewed by both internal leadership and the SDCBA Membership Working Group.

In some instances, the SDCBA’s Executive Director may request that the application be vetted by additional committees or another SDCBA entity. Instances may include, but are not limited to:

- Where there is a potentially controversial replacement of one Preferred Provider for another;
- Where the decision may have a significant financial impact on the SDCBA (revenue or expense); or
- Where the decision relates to other issues under consideration by the Board (e.g. the Membership Committee is considering a videoconferencing Preferred Provider, and the Board is in the process of considering videoconferencing equipment for the SDCBA facility).

2.2.4 Memorialization of Agreements with Member Benefit Providers

The Executive Director or designee will be tasked with memorializing agreements with all Member Benefit Providers. The agreements may be memorialized in letter format or contract format, and should specify:

- The special benefit offered to the members of the SDCBA;
- The money or benefits provided directly to the SDCBA based on the purchase or use of their goods or services by SDCBA members;
- Any advertising or sponsorship commitments by the vendor;
- The process to ensure benefits are provided only to SDCBA members; and
- The duration of the agreement.
2.2.5 Categories of Goods or Services Not Appropriate for Member Benefits Provider Status

Certain types/categories of vendors are not appropriate as Member Benefit Providers. They include, but are not necessarily limited to:

- Vendors that offer goods or services that have questionable legality, or involve potential ethical issues or dilemmas; or

- Certain professional service providers that are commonly found and utilized in the San Diego County legal community, such that there is no real benefit to the SDCBA members by choosing just one (or even several) as Member Benefit Providers (e.g., mediation services, etc.).

- Wealth managers who only offer individual wealth management services to members, versus a menu of services that support a member’s full practice.

2.2.6 Preferred Provider Status

Preferred Providers are any company or person selected and approved by the SDCBA as the exclusive provider of certain types of goods or services to SDCBA members. Preferred Providers are also considered Member Benefit Providers. Once selected as a preferred provider, the company or person(s) may hold themselves out as “endorsed” by the SDCBA.

A company, person, or existing Member Benefit Provider cannot apply for Preferred Provider status. The SDCBA will solicit companies, persons or existing Member Benefit Providers to become exclusive partners with the SDCBA as a Preferred Provider. Several factors will be considered when determining if a company, person or existing Member Benefit Provider would be appropriate for Preferred Provider Status. These include, but are not limited to:

- The quality of the product or service offered;

- The reputation of the company or person;

- The scope of the current relationship and commitment of the company or person to the SDCBA (i.e., whether it currently sponsors SDCBA events/campaigns; whether it is an existing SDCBA print or web advertiser, etc.);

- The benefit provided is of significant interest to a wide spectrum of the SDCBA membership.

2.2.7 Expectations for Existing Member Benefit Providers and Preferred Providers

Member Benefit Providers and Preferred Providers are expected, at their expense, to promote their goods and services, and the agreed-upon special benefit, to SDCBA members. They are also expected to become members of the Association.

The SDCBA will also promote Member Benefit Providers and Preferred Providers through its website and other means available, and coordinate with Member Benefit Providers and Preferred Providers to promote their goods, services and special SDCBA member benefit.

Member Benefit Providers and Preferred Providers are expected to consider promoting their goods and services, and the special benefit they offer to SDCBA members, through advertising in the SDCBA publications (e.g., *San Diego Lawyer*), web advertising and through sponsorship of or participation in SDCBA events.
The SDCBA will review existing Member Benefit Providers and Preferred Providers in the year prior to the expiration of each Provider's agreement, and earlier if deemed necessary or prudent, to determine:

- Whether the SDCBA membership is purchasing the goods or utilizing the services;
- Whether the SDCBA membership is actually receiving true value or benefit from the relationship;
- Whether there has been a monetary benefit (or other benefit) to the SDCBA from the relationship;
- Whether the Member Benefit Provider or Preferred Provider has been promoting its goods or services to the SDCBA membership;
- Whether the Member Benefit Provider or Preferred Provider has taken steps to proactively communicate with the SDCBA internal leadership or the Membership Committee regarding its promotional campaign.

The Member Benefit Providers and Preferred Providers shall keep track of the purchase of their goods and utilization of their services by SDCBA members and provide such figures to the SDCBA quarterly and upon request.

The Internal leadership of the SDCBA shall maintain records regarding member benefit proposals, which shall include:

- All original proposals;
- Documentation on the decision (and decision date) on the proposals; and
- Any and all documents, including letters and contracts, memorializing the agreement between the Member Benefit Provider and the SDCBA.

### 2.2.8 Process to Consider and Approve Member Benefit Provider Proposals

When the SDCBA receives a proposal from a potential or existing MBP, the internal team will assess the proposal and may meet with the vendor to get additional information. If the internal team believes that the proposal is viable, they will present the proposal at the next Membership Work Group meeting and be asked to provide immediate feedback, if they have heard anything positive or negative about the potential or existing Member Benefit Provider and if there is a reason the SDCBA should not explore partnership. Negative feedback may include, but is not limited to general reputation issues, or if they personally know of someone who had a bad experience with the vendor. If they have not heard anything that would impact the SDCBA’s ability to move forward, the internal team will proceed with a vetting process that includes contacting the Better Business Bureau, other clients and/or other Bar associations, etc., and will begin discussing the proposal with the potential or existing Member Benefit Provider.

Once the proposal has been reviewed and the internal team and proposed member benefit provider agree on the scope of the benefit, the internal team will finalize the contract or letter, pursuant to SDCBA’s policies on contracting.

The proposals will not usually go to the Membership Committee or the Board for approval. However, if there is a reason to have the matter go before the Membership Committee or full Board, it will be placed on the next Board agenda.
3. PUBLIC POSITIONS, ADVOCACY AND ENDORSEMENTS

3.1 Legislation, Advocacy, and Public Policy

3.1.1 General

From time to time, the SDCBA, as an Association, may consider participating in the following:

- Proposing, supporting, or opposing legislation, rules, or written opinions
- Proposing, supporting, or opposing ballot measures
- Proposing, supporting, or opposing other governmental action
- Taking positions on existing or proposed public policies, or proposing a new public policy for matters outside of the Association’s internal operations
- Responding to requests for public comment
- Supporting or opposing appellate briefs or amicus briefs
- Proposing, supporting, or opposing legislation or other proposals that address trial court funding

(Together, “Public Policy”)

 Occasionally, the SDCBA may also take a public position and comment, verbally or in writing, on any of the above (“Public Position”).

This section discusses the rules and procedures for the SDCBA’s involvement in Legislation and Public Policy, and Public Comment regarding the same.

3.1.2 Means of Participating in Legislation, Advocacy and Public Policy

The SDCBA generally involves itself in Legislation, Advocacy and Public Policy regarding the same, through the following means:

- Participation by its designated representatives in the ABA House of Delegates;
- Participation by its designated representatives in the Conference of California Bar Associations;
- Participation by its designated representatives in the Bench-Bar Coalition, as facilitated by the Administrative Office of the Courts; and
- Direct action of the Board, in response to a need identified by the Board; a proposal or request of a SDCBA section, committee, or division; or a proposal or request of an Association member, a local, regional or diverse / specialty bar association, and/or the Judiciary or other group defined in the Guidelines for SDCBA Public Positions and Comment Policy.

3.1.3 ABA House of Delegates

The ABA provides all regional bar associations with at least one delegate to the ABA House of Delegates and an additional delegate for every 3,000 shared SDCBA and ABA members. Currently, the SDCBA has one

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4 These are referred to in the Bylaws as a “ballot initiatives.”
delegate. All delegates serve a term of two years. The SDCBA may also have one alternate, in the event the
delegate cannot attend a meeting.

The Board approved the following criteria for the position of SDCBA Representative to the ABA House of
Delegates at its June 2016 meeting:

- Must be a member of the American Bar Association and the SDCBA for at least 7 of the last 10 years.
- Must have demonstrated significant leadership in the American Bar Association (i.e. held a position
  on an ABA Section or Standing Committee Council).
- Preference may be given to any applicant who has experience in the ABA House of Delegates and
  understands the politics and workings of the ABA House of Delegates.
- If the SDCBA is requested to co-sponsor a resolution, the delegates should check with the President
  or Executive Director for the process. In 2017, a Board-level special taskforce will work with the
  SDCBA Delegate to address how best to align SDCBA requests for co-sponsorship or support with the
  new public comment position (below).

3.1.4 Conference of California Bar Associations

3.1.4.1 General

The Conference of California Bar Associations (“CCBA”) is comprised of delegations from bar associations
across the state that convene annually, typically during the State Bar’s Annual meeting, to consider and
debate proposed changes to California law and regulations. If any section, committee, or division of the
SDCBA desires to recommend changes, they are encouraged to approach the Chair of the SDCBA Legislative
Committee.

Every year, the Board votes on the slate of delegates presented by the chair of the SDCBA Legislative
Committee.

The delegates, as a Committee, have responsibility for drafting resolutions for submission to the Conference
of California Bar Associations and responding to proposals from other bar associations. Prior to the
submission of any resolutions, a representative of the SDCBA Legislative Committee shall present the
proposed resolutions for approval by the Board. The Board is tasked with only evaluating whether each of
the proposed resolutions is meritorious of debate at the Conference of California Bar Associations. By its
approval, neither the Board nor the Association are taking a position on the merits of the proposed
resolutions. Although the CCBA may describe the SDCBA delegation’s position as a position of the
Association, it simply reflects the position of the delegation, not the SDCBA’s Board.

3.1.4.2 Conference of Delegates Schedule

The schedule for the California Conference of Bar Associations is set by the CCBA. The SDCBA Board receives
the list of SDCBA delegates anytime from February – October to approve their participation as members of
the delegation. The SDCBA Board must also approve any resolution(s) proposed by the San Diego delegation
(i.e., an “affirmative” proposal). This review has not been historically subject to the SDCBA purview policy;
rather, the review has been limited to whether the resolution is meritorious of debate. There is no Board
review, oversight, or policy in place if the delegation chooses to co-sponsor, support, or oppose a resolution
proposed by another bar association.
The SDCBA Conference of Delegates adheres to the guidelines of the Conference of California Bar Associations for submission of resolutions, counter arguments, etc.

3.1.4.3 Stipends and Scholarships

The SDCBA may offer a small stipend to members of the delegation to defray costs (currently $100 max). Generally, members do not request this stipend. The SDCBA may also offer scholarships to defray the cost of registration. The number of scholarships available each year will be determined by the budget for the CCBA. The following types of scholarships have been available, depending on the budget for the year:

- **New lawyer**: Criteria: Applicants must be in practice less than 7 years, employed by a public agency, small firm (5 attorneys or less), or a sole practitioner. In addition, applicants must attend all SDCBA caucus meetings and attend the CCBA meeting. Upon completion, the SDCBA will reimburse the registration fee only.

- **Law Student Scholarship**: Applicants must be SDCBA members. Scholarships will not exceed $350/each to reimburse for expenses (i.e., parking and food). The goal of this stipend is to develop leadership from the law student in the delegation as follows:

  Each law school Career Services (USD, Cal Western, and TJSL) will determine its own process to select one second year student before the first Committee meeting of each to serve as student members with voting rights Committee meetings, caucus meetings, and at the Conference. After the 2009 Conference, each school again will select a new second year student for participation during the 09-10 year, and who is mentored through the process by the then third-year student who participated in the prior year, and who will remain with the delegation if they so choose, to participate again in the 2010 Conference as a student awaiting bar results. The result would be a maximum of three students participating in the delegation this coming year (2009) (one 2L from each school); and then a maximum of six students (a new 2L and the prior year’s student from each school) in every year thereafter. Ideally, these students would be eligible for the SDCBA "new lawyer" scholarships which have been awarded periodically for conference registration fees.

3.1.5 Court Funding and Judicial Branch Advocacy Efforts

The SDCBA prepares an annual State of the Judiciary in San Diego County.

The SDCBA may also participate in the Bench-Bar Coalition, a coalition of local bar leaders, judges and court personnel to lobby on issues that impact the judicial branch. Historically, the President appointed and the Board confirmed a Board Member to serve as a representative of the SDCBA constituency to Bench-Bar Coalition activities. The President and Executive Director are also members of the Bench-Bar Coalition. Travel costs (air and hotel) may be budgeted each year.

3.1.6 Guidelines for Sections, Committees, and Divisions to take Public Positions in Legislation, Public Policy, and Public Comment

No section, committee, or division of the SDCBA shall take a public position on Legislation or Public Policy, or making a Public Comment regarding the same, on behalf of the SDCBA, or the section, committee, or division itself, without the express approval of the SDCBA Board, or President, subject to ratification by the Board.

If a section, committee, or division of the SDCBA wishes the SDCBA to take a public position on Legislation or Public Policy, or make a Public Comment regarding the same, the designated representative of such section, committee, or division should present the matter in writing to the President, a member of the SDCBA Board, or the Executive Director pursuant to the Public Positions Policy set forth in the Bylaws.
There are just two exceptions to this policy. One is for the SDCBA Legislative Committee, as discussed above. The other is for the Appellate Practice Section (“APS”) (or its subsequent name). Since 2000, the Appellate Court Committee, now APS, has been authorized to “comment in its own name over the signature of its chairperson or vice chairperson on requests received from the judicial council or other body on changes or additions or deletions to the California Rules of Court affecting appellate practice and to the local rules and internal operating procedures of the California Court of Appeal, Fourth Appellate District. All other matters must be forwarded with analysis and recommendation to the Board. This exception was further reviewed in 2007 and again, the Board limited the exception to the source of rule proposals noted above.

3.1.7 Guidelines for Association Members; Local, Regional or Specialty Bar Associations; and/or the Judiciary in Legislation, Public Policy, and Public Comment

No Association member shall take a position on Legislation or Public Policy, or making a Public Comment regarding the same, on behalf of the SDCBA, or a section, committee, division, or other group within the SDCBA, without the express approval of the SDCBA Board, or President, subject to ratification by the Board. The policy outlined below in policy on SDCBA Public Positions and Comment details this process. If an Association member, a local, regional or specialty bar association, and/or the Judiciary wishes the SDCBA to take a position on Legislation or Public Policy, or make a Public Comment regarding the same, such individual should present the matter in writing to the President, a member of the Board or the Executive Director. The policy outlined below in policy on SDCBA Public Positions and Comment details this process.

This policy is further outlined in the Bylaws, including endorsements for candidates running for any office.

3.2 Guidelines for SDCBA Public Positions and Comment

3.2.1 General

As part of the SDCBA’s strategic plan and communications plan, the SDCBA serves its constituency and the public by educating and providing information on law-related issues pertaining to the Association’s mission.

The SDCBA has developed a process and guidelines to evaluate when it will take public positions or issue public comments. The SDCBA will consider taking a public position or providing comment when the issue educates/informs the public, is in line with its mission/strategic plan and when such issues may impact:

- Administration of justice (including respect for the rule of law and the judicial branch);
- Diversity and inclusion in the profession;
- Professionalism/ethics;
- Civility;
- Equal justice under the law/civil liberties;
- Independence of the judiciary, including criticism of judges;
- Constitutional rights that impact the justice system; and
- Access to justice

The SDCBA may consider taking a public position if a request is made by any of the following individuals or groups:
• Any member of the SDCBA (including Board members and section, committee, or division chairs);
• Any San Diego county, statewide or national law-related organizations;
• Any media reporter;
• A member of the judiciary.

3.2.2 Process to Submit a Request for Public Position or Public Comment

Requests for public position or comment, except from members of the news media, must be made in writing and sent directly to the President, any member of the SDCBA Board, or the Executive Director. Members of the news media may direct oral or written requests for comment to the President, the Executive Director, or the Director of Outreach Strategy/CCO. Those requesting public position or comment will be asked to provide information sufficient for the Public Position Advisory Committee (“PPAC”) to evaluate the issue being addressed and the nature and scope of the comment sought. Specifically, those requesting public position or comment must provide the following information:

• Briefly describe the issue upon which position or comment is sought.
• Who specifically (an individual or organization) is making the request for public position or comment?
• Are you asking the SDCBA to take a specific position on the issue?
  o If so, what position are is the SDCBA being asked to take?
• Why do you believe the SDCBA should issue a public comment or take a public position on this issue?
  o Provide relevant background information/materials on the issue and position being requested.
  o Provide the timeline on which the issue is being considered and a position or comment must be issued to be relevant in weighing in on the issue.

Once the complete information accompanying a request is received, the request will be forwarded to the President and the Executive Director for initial review. The President and/or the Executive Director will determine (1) whether the matter should be sent to PPAC for review, and (2) whether the matter must be addressed as either a “Time Sensitive Position” or an “Immediate Response” (as discussed herein). The initial review shall be performed as soon as possible.

If a decision is made not to refer a matter to PPAC, the President or Executive Director will report to the Board at the next board meeting the content of the request and the determination and also report back to the requestor. The following types of requests are not subject to this policy and will go directly to the SDCBA Board or other group for consideration:

• SDCBA Legal Ethics Committee comments on proposed or revised State Bar Rules of Professional Conduct, proposed State Bar Ethics Opinions, or proposed SDCBA Ethics Opinions will go directly to the Board;
• Appellate Practice Section comments on proposed or revised Judicial Council or Appellate Division rules of court will go directly to the proposing body;
• Other issues identified from time to time by the Executive Committee.

All other requests, including, but not limited to, requests to prepare an amicus brief, requests to add the SDCBA name to an amicus brief, requests to add the SDCBA name to a prepared letter or statement drafted by a member, organization, elected or appointed official, or other similar group or individual, or requests of a section or committee to comment/issue a public position, will be subject to this policy.

3.2.3 Public Position Advisory Group

A PPAC will be convened at the beginning of each year to review requests covered by this policy, appointed by the President and confirmed by the Board. The PPAC will be comprised of at least 6 but not more than 7 individuals, including a chairperson. In addition to the chairperson, the members will include the SDCBA president, a SDCBA past president, two SDCBA board members, and preferably a past member of the SDCBA Board. A judicial officer will also be serve as a non-voting advisory member. The PPAC may also consult with other individuals or law-related organizations as appropriate on an as-needed basis.

3.2.3.1 Rapid Response Team

At least five (5) members of the PPAC (including the President and a judicial officer (who will act in an advisory capacity)) will be selected to act as a rapid response team and will be convened if there is a media request for comment that requires an “Immediate Response” within 2 hours or a request for comment that requires a response within 72 hours “Time Sensitive Position,” as discussed herein.

3.2.4 Determining whether the SDCBA will Issue a Public Position or Comment

The PPAC will consider the following factors in determining whether the SDCBA will issue a public position or comment on a particular issue. These factors apply in all circumstances, including media requests requiring an immediate response.

3.2.4.1 Does the issue relate to the SDCBA’s mission and goals?

The mission of the SDCBA is to represent San Diego County’s legal profession and to serve the public and the profession by enhancing the legal system and promoting justice, professional excellence, and respect for the law. In fulfilling its mission, the SDCBA strives to:

• Serve the needs of our members.

• Support and improve the justice system.

• Provide leadership on major issues affecting the profession and the community.

• Raise and maintain the professional and ethical standards of conduct of the bar.

• Promote a better understanding and improved perception of the justice system and the legal profession by the public.

• Preserve the independence of the legal profession and the judiciary.

• Promote meaningful access to justice for all persons regardless of their economic or social conditions.

• Promote diversity within the legal profession.

• Promote responsibility for public service by the profession.
• Build and maintain a strong financial and organizational infrastructure to carry out the goals of the Association.

### 3.2.4.2 Does the issue fall within the SDCBA’s current strategic priorities?

SDCBA’s current strategic priorities are outlined in the 2014-2017 strategic framework where the SDCBA was asked to:

- Promote an organizational culture that values relationships over transactions.
- Be indispensable to the success of our members in their professional and career development.
- Create community and engagement among our members.
- Give new lawyers gratifying and indispensable experiences and opportunities for growth.
- Be a significant leader in the civic life of our community in service to our members, the legal profession and the public.
- Strengthen our brand identity with external and internal audiences.
- Have the governance and operational infrastructure to support our vision.

### 3.2.4.3 Is the issue a local, state, or national issue?

If the issue is a local issue, and it falls within the SDCBA’s mission, goals, and/or strategic plan, the presumption is that the SDCBA may take a position or make a comment on the issue unless the analysis below demonstrates that making such a statement would have a substantial negative impact. Whether making a comment or statement would have a “substantial negative impact” is evaluated by PPAC when deciding whether the SDCBA should take a position or make a comment on a particular issue.

### 3.2.4.4 Do the following factors support making a statement on the issue?

If the issue falls within the SDCBA’s mission, goals, and/or strategic plan, the PPAC should consider the following factors in determining whether the SDCBA should issue a public position or comment on an issue:

- Whether the issue addresses one of the specific areas identified in these guidelines – administration of justice, diversity and inclusion in the profession, professionalism/ethics, civility, equal justice under the law/civil liberties, judicial independence, constitutional rights that impact the justice system, and access to justice
- Whether the SDCBA can add value to the discussion of the issue
- Whether another entity is in a better position to address the issue and/or the issue has already been adequately addressed by another entity
- Whether taking a position would demonstrate leadership by the SDCBA in one of the specific areas identified in these guidelines
- If the absence of a position by the SDCBA would demonstrate lack of leadership in one of the specific areas identified in these guidelines
- Whether taking a position will serve or enhance SDCBA’s goals and mission
• Whether the position can be stated in a politically neutral way that educates on the issue
• Whether the message will reach our local audience
• Whether addressing the issue will have a substantial negative impact
• Any other factors the Committee may deem relevant to the specific circumstances surrounding the issue

3.2.4.5 Do these additional factors weigh against issuing a public position on an issue?

• Does the issue relate to a local individual attorney, judge or other legal professional?
• Does the issue relate to a pending case?
• Would the position demonstrate an inappropriate partisan bias that would be attributed to the SDCBA?
• Would the position negatively reflect on the professional and ethical standards of the SDCBA?

A majority of the PPAC must determine that these Guidelines support issuing a public position or comment before a recommendation may be made for final approval by ExComm.

Should PPAC determine that a public position or comment should not be issued, the President or their designee will notify the requestor.

3.2.5 Preparing the Draft Position for Final Review

Should PPAC determine that a public position or comment should be issued, the following process will apply:

3.2.5.1 Non-Urgent/Not Time Sensitive Position:

For non-time-sensitive requests for public position or comment, PPAC will convene within 10 business days of receiving a request, require at least 5 members to participate, and will follow the process outlined herein. PPAC may need to conduct additional research and discussion before finalizing a recommendation and sending the matter to the Executive Committee (“ExComm”). The approval process by both PPAC and ExComm generally should take no more than 30 days from the time a complete request is received.

Any member of the PPAC, the SDCBA’s Executive Director, Director of Outreach Strategy/CCO, or a designee (which may include section, committee, or divisions leadership) may draft the position or comment for ExComm’s consideration and ultimate approval.

The PPAC and ExComm have the authority to modify any proposal to ensure the position or comment meets the Association’s goals to inform and educate the public and falls within the SDCBA’s mission and strategic plan.

The PPAC and/or ExComm will report to the Board regarding any positions or comments approved by the PPAC and ExComm.

3.2.5.2 Time-Sensitive Position (Not Media):

For matters that are time sensitive and subject to a news cycle to be relevant, PPAC will convene within 24 hours of receiving a request, require at least 5 members to participate and will follow the process outlined
below. In no instance should the process take more than 72 hours from the time a complete request is received.

Any member of the PPAC, the SDCBA’s Executive Director, Director of Outreach Strategy/CCO or a designee (which may include section, committee, or division leadership) may draft the position or comment for ExComm’s consideration and ultimate approval.

The PPAC and ExComm have the authority to modify any proposal to ensure the position or comment meets the Association’s goals to inform and educate the public and falls within the SDCBA’s mission and strategic plan.

The PPAC and/or ExComm will report to the Board regarding any positions or comments approved by the PPAC and ExComm.

3.2.6 Process for Responding to Media Inquiries Requiring Immediate Response

When a media request for public comment is received requiring an immediate response, the Executive Director will first make a preliminary determination whether the issue relates to the SDCBA’s mission, goals, and/or strategic framework, or appears to fall within one of the specific areas identified above – administration of justice, diversity and inclusion in the profession, professionalism/ethics, civility, equal justice under the law/civil liberties, judicial independence, constitutional rights that impact the justice system, and access to justice.

After the Executive Director makes that preliminary determination, the Executive Directors or designee will contact each member of the PPAC’s rapid response team by text, email, telephone or similar immediate method for a response within two hours. The Executive Director and Director of Outreach Strategy/CCO will provide their recommendations to the PPAC’s rapid response team regarding messaging and method for delivering the message (i.e., live interview, statement, letter to the editor, etc.)

At least two members of the PPAC’s rapid response team must respond and agree on the message points if an SDCBA spokesperson will speak to media, or agree on any written statements or official SDCBA commentary before any public comment is distributed to the media.

In all cases, the SDCBA President or designee has final approval before any written comment is disseminated.

The SDCBA President or designee is the person who will respond either in writing or by interview to media inquiries, as the SDCBA’s official spokesperson. The President will advise the Board of all requests made by media under this policy and all responses recommended by the rapid response team.

In all matters referred to PPAC, the requestor will be notified of the outcome. The response will be made by the Director of Outreach Strategy/CCO or other designee of the Chair of PPAC.

3.2.7 SDCBA Pathways for Public Positions or Comments:

<table>
<thead>
<tr>
<th>Immediate Response Needed (Not Media):</th>
<th>Immediate Media Response Needed:</th>
<th>Not Time Sensitive:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Request</td>
<td>Request to make a public comment in response to a media inquiry</td>
<td>Request to take a public position that is not time sensitive, i.e.</td>
</tr>
</tbody>
</table>

Although the policy provides a maximum of 72 hours to complete, the goal for any time-sensitive matter would be to handle the issue as quickly as possible.
<table>
<thead>
<tr>
<th></th>
<th>Immediate Response Needed (Not Media):</th>
<th>Immediate Media Response Needed:</th>
<th>Not Time Sensitive:</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>requires immediate response i.e. Executive Order</td>
<td></td>
<td>Prop. 8, an amicus request</td>
</tr>
<tr>
<td>How many on committee are required to participate?</td>
<td>5 of 7</td>
<td>2 of 5</td>
<td>7</td>
</tr>
<tr>
<td>Timing</td>
<td>All done within 72 hours</td>
<td>2 hours</td>
<td>10 days to meet initially; send item to ExComm for approval; process to be completed in 30 days</td>
</tr>
<tr>
<td>Who approves?</td>
<td>PPAC and ExComm</td>
<td>At least 2 from the Rapid Response Team and President (or designee)</td>
<td>PPAC and ExComm</td>
</tr>
</tbody>
</table>

### 3.2.8 Archives for Public Positions/Comments, APS Statements, Amicus Brief Signatures

The SDCBA will maintain a public comment archive of all Public Positions and Comments taken pursuant to this process as of November 6, 2016. This archive will provide history and context to PPAC and the Board. In addition, all Appellate Practice Section (“APS”) statements on behalf of the SDCBA, or Amicus Curiae Briefs (“ACB”) filed with an SDCBA signature will be numerically stored by APS or ACB designation, the year, month and date. Examples are as follows:

- 2016-1-15 ACB: Smith v. Jones
- 2016-6-3: Public Position Media Response: Independence of the Judiciary (Curiel)
- 2016-6-13: Public Position Independence of the Judiciary (Curiel)
- 2016-9-13: APS: Death Penalty Initiatives

### 3.2.9 Public Education Efforts

Nothing in this policy prevents the SDCBA from proceeding with public education on an issue, as provided by the Public Education Policy and/or Communications Plan.

### 3.3 Endorsements

#### 3.3.1 Political Candidates

The SDCBA does not, as a general matter, endorse political candidates. No such endorsements have been made in the recent history of the Association, and there is a very strong presumption against making any such endorsements. If the SDCBA were to do so, however, in an extraordinary circumstance, it would only do so as an entity with the consent of the Board. This policy and procedure is set forth in the Bylaws.
3.3.2 Judicial Candidates

No section, committee, or division of the SDCBA, as an entity, or any Association member, on behalf of or in the name of the Association, shall support any candidates for judicial office (whether they are seeking appointment or election).

The SDCBA does, however, have a Judicial Elections Evaluation Committee (JEEC), which gives ratings to candidates in contested judicial elections. In these situations, per the Bylaws, no Board Members or JEEC members may personally and individually, even in their own names, endorse any of the candidates.

In addition, the SDCBA shall not solicit or accept sponsorship dollars on behalf of a judicial candidate for an SDCBA event.

3.3.3 SDCBA Board Candidates

3.3.3.1 By Current Board Members and Leadership Outreach Committee Members

No Board member shall use his or her name, either as an individual or as a member of the Board, to support or endorse any candidates for election to the Board for the year in which they serve. Nothing in this section prohibits the Immediate Past President or any Board Member from serving on the Leadership Outreach Committee.

3.3.3.2 By Sections, Committees, and Divisions

Sections, committees, and divisions are not permitted to endorse candidates, but individual section and committee members, except for the current Leadership Outreach Committee members, are allowed to do so, in their individual (and non-official) capacities. Individual members may not endorse candidates publicly at SDCBA sponsored events, using SDCBA listservs, or social media channels.

No SDCBA resources, including listservs and e-communities, may be used by any Board Member, section, committee, division, or Association member to endorse or promote a candidate running for the SDCBA Board, except as may be provided by the Leadership Outreach Committee and the SDCBA listserv rules set forth herein.

3.3.4 Candidates for other Bar Related Organization Leadership Positions

No Association member, committee, section, or division shall on behalf of or in the name of the Association endorse or promote candidates for other bar-related organization leadership positions, without the permission of the Board.

No SDCBA resources, including listservs and e-communities, may be used by any Association member, internal team members, or committee, section, or division members, to endorse or promote a candidate running for a leadership position for another bar-related organization, except as may be provided SDCBA listserv rules set forth herein, or as provided by the Board.

3.3.5 Non-SDCBA Services and Products

No Association member, committee, section, or division shall on behalf of or in the name of the Association, or in the name of the committee, section, or division, endorse or promote non-SDCBA products and services, without the permission of the Board, except as provided in the Sponsorship Policy (Section 4) herein, and Membership Dues and Member Benefits Policy (Section 2). The Sponsorship Policy and the Member Benefit Policy outline how the SDCBA develops relationships with those who provide external products and services.
3.3.6 Exclusions

Nothing in this section prohibits the SDCBA from renting its mailing list pursuant to the Rental Policy, including members running for the Board.

4. FINANCIAL, INVESTMENT, AND ASSET POLICIES

4.1 Financial Management

4.1.1 Internal Controls Policies

4.1.1.1 General

The Association’s overriding philosophy is that the most effective accounting procedures are those that have the greatest segregation of duties. The more people involved in the process, the less likely it is that an error or defalcation will occur.

In consultation with the Finance Committee, the Executive Director and the Director of Finance establish internal controls in the Policy Manual that involve direct participation from the Board and its Committees. The Executive Director and the Director of Finance work hand in hand to establish additional internal controls that govern day to day operational accounting procedures.

All of the below internal controls policies will be reviewed on an annual basis by the Finance Committee, in consultation with the Executive Director and the Director of Finance, and will be amended whenever necessary.

4.1.1.2 Objective

Internal control is a process that may involve the Board, the internal team and its leadership Directors, and other personnel. Internal control is designed to provide reasonable assurances about the achievement of objectives in the following categories:

- Reliability of financial reporting
- Compliance with laws and regulations
- Effectiveness and efficiency of operations
- The safeguarding of assets

4.1.1.3 Internal Control Safeguards

The SDCBA, under the direction of the Executive Director and the financial management of the Director of Finance, will maintain the following safeguards against potential fraud and embezzlement. Additional safeguards described in further sections below provide additional internal controls (including the Budget Approval Process, Approval of Unbudgeted Expenditures, and Monthly Reporting to the Treasurer).

**General Intake of Financial Transactions and Documents**

- Any person or internal team member opening the mail does not process any incoming checks or invoices.
Payroll

- Payroll is entered by the Director of Finance or designee. Any raises received by employees are documented in writing and signed by the Executive Director or Deputy Executive Director.
- Payroll reports are reviewed and signed off by the Executive Director.
- Timesheets are kept on record along with the payroll report.

Account Reconciliation

- All bank statements and investment account statements are reviewed and approved by the Executive Director.
- Any person or internal team member recording bank transactions does not perform the bank reconciliation.
- The Director of Finance reconciles bank accounts and records payroll entries.
- The Accounting Coordinator reconciles all credit card charges. All credit card charges (including those charges of the Executive Director) are reviewed and approved by at least two Directors, one of whom is the Treasurer.

Invoice Processing

- For accounts payable, invoices are checked and approved by the person who placed the original order to ensure the invoice accurately shows: the correct goods or services, the correct quantity, and correct price (including any agreed upon discounts). Any person or internal team member with budget responsibility should also approve the expenditure and should code the invoice. Invoices are then reviewed for payment by the Director of Finance prior to check printing. A final review is performed by either the Executive Director or Deputy Executive Director during the check signing process.
- Invoices are scanned into a folder located on the server. QuickBooks identifies outstanding vendor payables and closed invoices are marked as paid.

Issuance of Checks

- SDCBA uses blank check stock, which is locked in a cabinet in the SDCBA office. PrintBoss software is used to generate unique identifying check numbers for each check.
- Voided checks are kept on file and reflected in the check register.
- Checks are signed based on the Bank Signature Policy established in the Policy Manual (described below).
- Cash and incoming checks are locked in the safe or cabinet in the SDCBA office.
- All fixed assets are tracked on the fixed asset depreciation.
- Unique invoice numbers are utilized for each transaction.
Batch deposit totals are reviewed for completeness and accuracy by the Director of Finance before posting.

**Refunds Issued to Customers**

- For customer refunds, the employee requesting a refund on behalf of customer or SDCBA member will print the associated documentation from AMS that provides information describing the need to provide the customer or SDCBA member a refund.

- For LRIS customer refunds, the LRIS Director gives pre-approval of all refunds.

- The Director of Finance, Deputy Executive Director, or Executive Director must approve all refunds issued by check. Refunds may be given at the time of each occurrence or posted to the customer’s account as a credit and refunded at year end.

- Accounting will process the refund checks and return them to the appropriate department to be mailed.

**Expense Reimbursements**

- Expense reimbursement guidelines are established in the Policy Manual (described below).

- Employees and volunteers are required to fill out an Expense Report form for all reimbursable expenses. All expense forms are reviewed and approved by the department Directors, the Director of Finance, Deputy Executive Director, or Executive Director.

- The Executive Director has approval to submit a request for reimbursement up to $75.00 without a second authorizing signature.

- Expense reimbursements are processed via ACH, or by petty cash if under $25.00.

**Credit Card Usage**

- All internal team Directors are issued a company credit card. All credit card receipts shall be provided to the Accounting Coordinator. All credit card charges on the statement must be (1) approved by the Director that incurred the charge; (2) properly coded for accounting purposes; and (3) reviewed and approved by the Director of Finance, Executive Director, Deputy Executive Director, or the Treasurer. If the Treasurer is the Director incurring the charge, then the charge shall be reviewed by the Director of Finance, Executive Director, or Deputy Executive Director.

### 4.1.2 Budget Process

The following is the SDCBA’s general process to develop the annual budget, which is prepared each year for the Finance Committee.

Each August, the Executive Director and Director of Finance begin to draft the budget for the subsequent calendar year. Issues that are considered in preparing the following year’s budget include (1) assessing the current year’s revenue and expense targets; (2) identifying new programs or services anticipated and costs associated with each; (3) plans to modify any current program or service and any costs or savings associated with each; (4) increases to fixed expenses (such as rent); (5) other employee costs (such as salary or benefit increases, hiring of additional employees, etc.); and (6) other priorities for the upcoming calendar year, including those as directed by the Board.
Prior to the Finance Committee meeting at which the proposed budget is presented, the Executive Director and the Director of Finance will discuss the proposed budget with the President-Elect and the Treasurer. The Finance Committee shall meet sometime between late September and the end of October to discuss and approve the proposed budget before the November Board meeting, and to address the sources of revenue pursuant to the Sources of Funds and Invested Revenue Policy set forth herein. The Treasurer shall present the budget approved by the Finance Committee to the full Board for approval at the November Board meeting.

4.1.3 Annual Financial Audit and the Role of the Audit Committee

4.1.3.1 General

Each year, the SDCBA engages the services of a reputable accounting firm to audit the Association’s annual financials through December 31 of the prior year. The accounting firm issues a report that expresses an opinion about whether the SDCBA’s financial statements fairly represent the SDCBA’s financial position, operating results, and cash flows in accordance with generally accepted accounting principles (GAAP). The audit is typically conducted each spring after year-end financials are finalized for the prior calendar year and in time to be incorporated into the SDCBA’s Annual Report.

Every 5 years, the Audit Committee will engage in an RFP process to select a reputable accounting firm to conduct the annual financial audit as a matter of prudent practice. The Board may choose to retain the same accounting firm after an RFP process has been conducted.

4.1.3.2 Audit Committee

The Audit Committee is comprised of at least three (3) members of the Board, appointed by the President, who have sufficient financial expertise to understand and evaluate the financial transactions and internal control procedures of the SDCBA. Audit Committee members must be independent of and unrelated to any financial professional being paid to provide services to the SDCBA.

The Audit Committee's primary duties and responsibilities are:

- To provide oversight and monitoring of the integrity of the SDCBA’s financial statements;
- To conduct an RFP process every five years to select and nominate to the Board independent, reputable accounting firms to audit the SDCBA’s financial statements, and to oversee the activities, independence, qualifications, and performance of the accounting firm and its personnel performing the audit;
- To assist the Board in ensuring the SDCBA’s compliance with legal and regulatory requirements in connection with the SDCBA’s financial reporting process; and
- To provide the Board with the results of its monitoring and recommendations derived from the audited financial statements.

The Audit Committee’s process to review the audited financials:

- The accounting firm will send a draft of the following materials (“Audit Materials”) to the Executive Director and Director of Finance: Audited Financials, Management Letter (if applicable), and the SDCBA Representation Letter.
- The Audit Materials will be distributed to the Audit Committee and a meeting will be set.
• At the meeting, the accounting firm will present the Audit Materials to the Audit Committee. Audit Committee members will ask questions of the accounting firm regarding the audit process, review, the draft financials, conclusions and recommendations, or any other findings.

• The Audit Committee will carefully review the Audit Materials, draft financials, and conclusions and recommendations, and make a recommendation to the Board as to whether to accept or reject the reports as presented to the Audit Committee by the accounting firm, or whether to accept or reject the same as amended or modified.

• The Board may accept, reject, or modify the Audit Committee’s recommendation, and accept, reject, or modify the Audited Financials.

• The Executive Director will sign the SDCBA Representation Letter, as approved by the Board, on SDCBA letterhead, which completes and finalizes the audit report.

The accounting firm performing the audit will send paper copies and an electronic copy of the audit report to the Executive Director and the Director of Finance for the SDCBA’s records.

4.2 Income

4.2.1 Source of Funds and Invested Revenue Policy

4.2.1.1 Location of Funds

The SDCBA’s funds are held in checking, money market, and investment accounts. Combined, these accounts are noted on the SDCBA’s monthly Balance Sheet. Currently, funds are:

• Held in the SDCBA checking account at a financial institution approved by the Executive Director and the Director of Finance, in consultation with the Finance Committee. ⁶

• Held in a bank, financial institution, or investment institution’s money market accounts; and

• Invested in Index Trade Funds (“ITF”) at an investment institution approved by the Executive Director and the Director of Finance, in consultation with the Finance Committee. ⁷

In addition, some of these funds are designated or earmarked for restricted purposes based on agreements or required program terms (such as Remaining PCC-Indigent Criminal Defense Fund; CARE Program; LRIS reserves; and the Jay Wheeler Fund).

The value of these funds change each month depending on (1) deposits to and use of funds in the checking account; (2) the flow of funds from the checking account to the investment portfolio; (3) the flow of funds from the investment account to the checking account for cash flow purposes; or (4) whether the investment portfolio has unrealized gains or losses related to market performance.

⁶ Board reference (without need for formal Policy amendment to update): Currently Torrey Pines Bank.

⁷ Board reference (without need for formal Policy amendment to update): Currently managed by Efficient Market Advisors with TD Ameritrade acting as the custodian of the funds.
4.2.1.2 Source and Flow of Funds

To understand how income flows from the SDCBA’s bank accounts to invested accounts, it is important to understand how the Association collects revenue and utilizes that revenue to support its activities and programs each year.

From January to December, the SDCBA collects membership dues\(^8\) and other non-dues revenue (such as program/event registration fees, program/intake fees, facility/AV/rental income, sponsorships, advertising, and royalty agreements). This revenue is deposited into the SDCBA’s checking account\(^9\) and is used to fund its expenses.

After year-end books are closed (typically in February), the Finance Committee assesses (1) if any net revenue was made for the prior year; (2) reviews the balance in the checking accounts; and (3) in conjunction with the internal team, assesses funds needed for annual cash flow to determine if and how much money can be moved from the checking accounts into the investment account to be invested per the Cash Balances Policy.

4.2.1.3 Cash Balances Policy

The SDCBA seeks to manage cash funds in a manner that recognizes risks associated with financial institutions today yet provide enough flexibility to handle the day to day operations of the SDCBA. The following guidelines address the SDCBA’s cash account balances:

The SDCBA will allow cash balances of up to $400,000 to be held in one primary financial institution, provided the FDIC limit is $250,000 per tax ID, per financial institution (in other words, up to $150,000 will not be insured), at a financial institution approved by the Executive Director and the Director of Finance, in consultation with the Finance Committee.\(^{10}\) The SDCBA will allow cash deposits of up to $500,000 to be held in investment accounts managed by an investment advisor, at a financial institution approved by the Executive Director and the Director of Finance, in consultation with the Finance Committee.\(^{11}\)

The internal team and department Directors are charged with monitoring all financial account balances (at a minimum 2 times per month and during the peak times of October – January, weekly). If at these monitoring intervals, or otherwise incidentally at any time, internal team and department Directors learn that the cash balances exceed the maximums described above, then they should move any amount over and beyond $400,000 held in the SDCBA’s primary financial institution into other financial institutions where the balance will be insured by the FDIC, SIPC, or other independent insurers, including certificates of deposits or

\(^{8}\) Although membership dues revenue is collected throughout the year, it is primary collected from November – February.

\(^{9}\) The Cash Flow Policy details the SDCBA’s tolerance for the amount of funds held in FDIC-regulated institutions.

\(^{10}\) Board reference (without need for formal Policy amendment to update): As of October 1, 2010, this intuition is TD Ameritrade.

\(^{11}\) Board reference (without need for formal Policy amendment to update): As of October 1, 2010, this intuition is TD Ameritrade. TD Ameritrade is a member of the Securities Investor Protection Corporation ("SIPC"), which protects securities customers of its members up to $500,000 (including $250,000 for claims for cash). Additionally, TD Ameritrade provides each client $149.5 million worth of protection for securities and $2 million of protection for cash through supplemental coverage provided by London insurers.
U.S. Treasury Bills. Any movement of funds will be reported to the Treasurer each month and to the Finance Committee.

The Executive Director and the Director of Finance are also charged with (1) directing the SDCBA’s investment advisor to move funds over $500,000 from the SDCBA’s cash account (such as with TD Ameritrade) into U.S. Treasury Bills certificates of deposits in other institutions so that the funds are FDIC-insured or invested in U.S. Securities; and (2) moving funds into the checking account to address cash flow needs.

The Finance Committee is charged, after consultation with internal team management regarding operational needs, and pursuant to the Investment Policy Statement, with determining how much of the cash accounts are deemed excess funds for cash purposes and therefore should be moved into the investment portfolio.

4.2.1.4 Invested Revenue, Reserves and Excess Reserve Policy:

The SDCBA has established a framework to assess the scope of its financial holdings to determine if any funds held or invested could be considered as additional or excess funds. This framework takes into consideration a variety of issues, including:

- Funding needed to conduct annual business;
- Funding that should be prudently earmarked as “reserves” to address any unanticipated shortfalls;
- Funding needed to support necessary current or future infrastructure, resources or projects; and Funding the Association would like available to capitalize on any real property or investment opportunity (“Opportunity Fund”).

4.2.1.4.1 Funding Needed to Support the Association’s Business

As noted above, the SDCBA’s budgeted income is comprised of membership dues revenue and non-dues revenue from sources that include other fees (such as program/event registration fees, program/intake fees, facility/AV/rental income, sponsorships, advertising, and royalty agreements).

Should budgeted and anticipated expenses exceed budgeted and anticipated revenue, or should budgeted expenses outpace scheduled revenue growth, the SDCBA may choose to use its held or invested funds to supplement its business revenue and/or offset expenses for the year.

4.2.1.4.2 Funding that should be prudently earmarked as “reserves” to address any unanticipated shortfalls

The SDCBA has established a reserve policy to ensure it is able to address unanticipated expenses that may occur. This reserve policy provides that 75% of overall annual operating SDCBA expenses (including the LRIS Department) should be earmarked in the investment portfolio as “reserves.”

4.2.1.4.3 Funding needed to support necessary current or future infrastructure, resources or projects

The SDCBA may determine that certain infrastructure (such as technology and furniture) or other projects are necessary to support the SDCBA and may choose to fund those matters using held or invested funds.

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12 As long as the SDCBA has a State Bar-certified, not-for-profit LRIS program, any LRIS funds invested can only be used to fund pro bono and public service programs pursuant to State Bar rules.
4.2.1.4.4 Opportunity Fund

The SDCBA will also maintain an additional “opportunity fund” that can be used to fund current SDCBA advancements and/or acquisitions including, but not limited to, the purchase of real property. This opportunity fund should be equal to $1,000,000, if available.

4.2.1.4.5 Utilization of Funds above Funds needed

It is the policy of the SDCBA not to hold and/or invest more cash than is necessary for the prudent operation and stability of the SDCBA and our service business model, and to utilize excess funds to enhance member benefits including but, not limited to, necessary capital improvements and/or enhanced member programming and benefits.

To that end: Each Fall, the Finance Committee and the internal team and department Directors will review the proposed budget for the following year and determine (1) whether the proposed budgeted revenue will offset budgeted expenses in the following year; (2) whether any necessary infrastructure or programmatic issues cannot be funded by anticipated revenue; (3) the value of the SDCBA’s held and invested funds and any limitations on those funds; (4) the amount needed to be earmarked for reserves for the following year; (5) recent and anticipated market performance; and (6) any other need identified above to determine if any held or invested funds need to be utilized to support the following year’s budget.

4.2.1.4.6 Discretionary Utilization of Funds Above Reserves and “Opportunity Fund”

Once it is determined if and how much held or invested funds are needed to fund the SDCBA’s projects, the Finance Committee and internal team and department Directors shall assess no later than November 15 whether funds are available which exceed the 75% annual operating expense reserve plus the “opportunity fund” of $1,000,000 and which are not, in the opinion of the Executive Director and Director of Finance, needed for cash flow purposes. If such funds are available, they are to be considered “excess” under this Reserve Policy and subject to use to support necessary enhanced member programming, benefits, or experience.

In considering whether to utilize such funds for such purposes, it shall be assumed that such funds will be utilized for such purposes, unless there is a substantial, and specifically-identified, purpose to retain and not utilize such funds to support necessary enhanced member programming, benefits, or experience. Such purposes may include, in the assessment of the Finance Committee, anticipated market volatility relative to then-held investments. In making a determination not to utilize such funds for such purposes, the Finance Committee shall specifically identify the substantial purpose for which said funds are to be retained and not utilized to support necessary capital improvements or enhanced member programming, benefits, or experience, and such purpose may not include a generalized desire or intent to retain reserves in excess of the reserve and “opportunity fund” described above.

These recommendations will be made to the Board in the November Board meeting and subject to Board approval. For the purposes of this analysis, any funds shall include checking, cash, and investments.13

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13 Board reference (without need for formal Policy amendment to update): In August, 2016, the Finance Committee met to discuss this Policy and recommended that this Policy be held in abeyance until there has been resolution regarding SANDAG conditional offers to purchase LLC-held real property assets.
4.2.1.4.7 Mandatory Utilization of Funds Exceeding $5,000,000

Any funds exceeding $5,000,000 (excluding any PCC-Indigent Criminal Defense funds) shall be utilized to support enhanced member programming, benefits, or experience, which may include subsiding member dues increases.

4.2 Real Property Policy and History

4.2.2.1 333 Seventh Avenue

1333 7th Avenue: At the Board’s retreat on March 8, 2008, the Board developed a policy statement that took into consideration extensive discussions of the Board and then-existing Board’s Building Committee.

In September 2010, the Board signed a Letter of Intent (LOI) from a buyer interested in purchasing the Bar Center. The LOI did not result in a purchase agreement. In September 2011, the SDCBA retained a broker to put the Bar Center building on the market for lease with the caveat that the Board would also be willing to entertain any reasonable offer to purchase the facility. In May 2012, the Board voted to move from 1333 7th Avenue and rent space rather than own. In October 2012, the SDCBA signed a purchase and sale agreement for 1333 7th Avenue.

The Bar Center moved to 401 W A Street, Suite 1100, in January 2013.

4.2.2.2 Union and B Street

Union and B Street was acquired by the SDCBA in 1969. In 2014, the SDCBA set up a sole member for-profit LLC to hold the asset. In 2015, the SDCBA received a Letter of Intent from a buyer interested in purchasing the Union and B parcels. No agreement was reached and the LOI was never signed. In 2016, the SDCBA received a conditional offer from SANDAG. SANDAG has expressed an interested in obtaining the block for a bus stop-over facility and mixed-use high-rise.

4.2.2.3 1241 State Street

In October and November of 2013, the SDCBA put in an offer to purchase another property adjacent to its parking lot at Union and B Street at 1241 State Street. The building was acquired in April 2014 and an LLC was established (1241 State Street LLC) to hold the asset. In 2015, the SDCBA received a Letter of Intent from a buyer interested in purchasing 1241 State Street. No agreement was reached and the LOI was never signed. In 2016, the SDCBA received a conditional offer from SANDAG. SANDAG has expressed an interested in obtaining the block for a bus stop-over facility and mixed-use high-rise.

4.2.2.4 Asset Management

The Board has authorized the creation of two, single-member LLCs for 2 SDCBA assets:

- Union and B LLC (this LLC manages 3 parcels at Union and B Street. These parcels currently operate as a parking lot and are leased out to Ace Parking for daily management); and

- 1241 State Street (this LLC manages a single-story building on 1 parcel of land at 1241 State Street and will be leased out to a short term tenant per Board policy of March 2014).

Operating Agreements and Articles of Incorporation have been established for both LLCs. These LLCs report to the single member (SDCBA) at its quarterly Finance Committee meeting or to the Board. The SDCBA President, Treasurer, and Executive Director serve as officers of the LLC pursuant to each LLC’s respective Operating Agreement.
4.2.3 Investment Policy Statement, Objectives, and Guidelines

4.2.3.1 Scope

This Investment Policy Statement reflects the investment policy, objectives, and constraints of the SDCBA. The Finance Committee is responsible for implementing the investment policy and monitoring investments. The Board must approve changes to this Statement.

4.2.3.2 Purpose of This Investment Policy Statement

This Statement is established by the SDCBA’s Finance Committee. In general, the purpose of this Statement is to outline a philosophy and attitude that will guide the investment management of the assets toward the desired results. It is intended to be sufficiently specific to be meaningful, but flexible enough to be practical. In particular, it is intended to:

- Define and assign the responsibilities of all involved parties.
- Establish a clear understanding of the investment goals and objectives of Investment Account assets.
- Offer guidance and limitations to all Investment Consultants regarding the investment of Investment Account assets.
- Establish a basis for evaluating investment results.
- Manage Investment Account assets according to prudent standards as established in common trust law.
- Establish the relevant investment horizon for which the Investment Account assets will be managed.

Establish investment policy related to the managed assets and accounts without establishing any specific policy for other assets such as property, working capital assets, or assets held directly with banking institutions.

4.2.3.3 Definitions

a. “Investment Account” shall be the total of all assets invested in the capital markets for the three sub-groups: (1) the SDCBA; (2) the PCC Program (“PCC”); and (3) the Lawyers Referral and Information Service (“LRIS”). Each year, new money may be added to the ”Investment Account,” which shall be the “Unrestricted Cash” line items of the SDCBA’s Balance Sheet as of year-end December 31, minus adjustments. These adjustments will be made by the Director of Finance in or about the first two months of the fiscal year, and will consist of near term expenses. The “Unrestricted Cash” line items are segregated on the Balance Sheet into three separate “Unrestricted Cash” sub-accounts for each of the three sub-groups. Consequently, for accounting purposes, the Investment Account will always remain divided into sub-accounts designated for each of the three sub-groups. Each sub-group will have a separate account for each of their Investment Management Firms.

b. “Finance Committee” of the SDCBA shall refer to the oversight entity established to administer the Investment Account as specified in the Bylaws.

c. “Fiduciary” shall mean any individual or group of individuals that exercise discretionary authority or control over fund management or any authority or control over management, disposition or administration of the Investment Account assets.
d. “Investment Consultant” shall mean any individual or organization employed to provide advisory services, including advice on investment objectives and/or asset allocation, managing investments for Investment Account assets, and performance monitoring. The Investment Consultant’s performance and appointment shall be reviewed each year.

e. “Securities” shall refer to the marketable investment securities that are defined as acceptable in this statement.

f. “Investment Horizon” shall be the time period over which each investment’s objective, as set forth in this statement, is expected to be met.

4.2.3.4 Cash Flow Expectations

The Finance Committee anticipates annual contributions of revenue to the SDCBA through the LRIS referral fees, PCC contracts, SDCBA membership dues, and other sources. The Finance Committee expects distributions from the Investment Account to be made to meet some expenses. The annual Asset Allocations for the three groups (LRIS, PCC, and the SDCBA) should be designed to meet these anticipated expenses throughout the year.

4.2.3.5 Delegation Of Authority

The Finance Committee is a Fiduciary, and is responsible for directing and monitoring the investment management of the Investment Account assets. As such, the Finance Committee is authorized to delegate certain responsibilities to professional experts in various fields. These may include, but are not limited to:

- Investment Consultant. The consultant may assist the Finance Committee in (1) establishing investment policy, objectives, and guidelines; (2) determining allocation; (3) measuring and evaluating investment performance; and (4) other tasks as deemed appropriate. The Investment Consultant has the discretion to purchase, sell, or hold the specific securities that will be used to meet the Investment Account’s objectives.

- Custodian. The custodian will physically (or through agreement with a delegate) maintain possession of securities owned by the Investment Account, collect dividend and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. The custodian may also perform regular accounting of all assets owned, purchased, or sold, as well as movement of assets into and out of the Investment Account sub-accounts.

- Additional specialists, such as attorneys, auditors, actuaries, retirement plan consultants, and others, may be employed by the Finance Committee to assist in meeting its responsibilities and obligations to administer Investment Account assets prudently.

- Experts so employed are deemed to be Fiduciaries. All expenses for such experts must be customary and reasonable, and will be borne by the Investment Account as deemed appropriate and necessary.

4.2.3.6 Assignment of Responsibility

4.2.3.6.1 Responsibility of the Investment Consultant

The Investment Consultant's role is that of an advisor to the Finance Committee. Investment advice concerning the investment management of Investment Account assets will be offered by the Investment Consultant and will be consistent with the investment objectives, policies, guidelines and constraints as established in this Statement. The Investment Consultant will have discretion to make all investment
decisions for the assets placed under its jurisdiction, while observing and operating within all policies, guidelines, constraints, and philosophies as outlined in this statement. Specific responsibilities of the Investment Consultant include:

- Assisting in the development and periodic review of investment policy.
- Discretion over investment management including decisions to buy, sell, or hold individual securities, so long as the trades are within reasonable standards and conducted with an understanding of their fiduciary responsibilities and consistent with the investment objectives, policies, guidelines, and constraints as established in this statement.
- Reporting, on a timely basis, monthly investment performance results.
- Communicating any major changes to economic outlook, investment strategy, or any other factors, which affect implementation of the investment process.
- Informing the Finance Committee to any material change to the Investment Consultant (such as changes in portfolio management personnel, ownership structure, investment philosophy, etc.).
- Voting proxies, if requested by the Finance Committee, on behalf of the Investment Account, and communicating such voting records to the Finance Committee on a timely basis.
- Investment Consultants will not be responsible for, or held accountable for the performance of any investments outside the portfolio managed by the Investment Consultant (such as real estate or other assets not directly managed by the Investment Consultant).

4.2.3.6.2 Responsibility of the Finance Committee

The Finance Committee:

- Annually reviews the Investment Policy Statement and revising, if appropriate, the asset allocations given to the Investment Consultant.
- Directs additional investments in assets that, in the Finance Committee’s sole discretion, are appropriate for the assets of the SDCBA. These investments shall not be considered “assets placed under the jurisdiction” of the Investment Consultant.
- Reviews the performance of the portfolio.

4.2.3.7 General Investment Principles

Investments shall be made solely in the interest of the beneficiaries of the Investment Account.

The Investment Account shall be invested with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in like capacity and familiar with such matters would use in the investment of a fund of like character and with like aims.

Investment Account shall be so diversified as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so.

Cash is to be employed productively at all times by investment in short-term cash equivalents to provide safety, liquidity, and return.
4.2.3.8 Investment Objectives

To meet its needs, the SDCBA’s primary investment strategy is to emphasize liquidity to ensure the ability to meet all expected or unexpected cash flow needs by investing in securities which can be sold readily and efficiently.

The secondary investment objective is income to meet the cash flow needs on a periodic basis for various expense requirements.

The tertiary investment objective is growth. Assets which are not needed to meet expected or unexpected cash flow needs, shall be invested in securities, which have a high likelihood of appreciating in value over time.

a. Preservation of Capital Consistent with their respective investment styles and philosophies, the Investment Consultant should make reasonable efforts to preserve capital understanding that losses may occur in individual securities.

b. Risk Aversion. Understanding that risk is present in all types of securities and investment styles, the Finance Committee recognizes that some risk is necessary to produce long-term investment results that are sufficient to meet the Investment Account's objectives. However, the Investment Consultant is to make reasonable efforts to control risk and will be evaluated regularly to ensure that the risk assumed is commensurate with the given investment style and objectives.

c. Adherence to Investment Discipline. The Investment Consultant is expected to adhere to the investment management style for which they were hired. Managers will be evaluated regularly for adherence to investment discipline.

4.2.3.9 Marketability of Assets

To minimize the possibility of a loss occasioned by the sale of a security necessitated by the need to meet an obligation, the Finance Committee will periodically provide the Investment Consultant with an estimate of expected net cash flow. The Finance Committee will notify the Investment Consultant in a timely manner, to allow sufficient time to build up necessary liquid reserves.

The SDCBA’s Investment Account shall consist of investments that can be liquidated in a reasonably prompt period of time with minimum contractual penalty.

4.2.3.10 Investment Guidelines

It is the SDCBA’s policy that any investment decision should be reviewed with appropriate investment consultants. Except as identified below, any other investment category should be considered with caution.

4.2.3.10.1 Allowable Assets

1. Cash Equivalents
   a. Treasury Bills
   b. Money Market Funds
   c. Short Term Investment Funds (STIF)
   d. Commercial Paper
e. Banker’s Acceptances  
f. Repurchase Agreements  
g. Certificates of Deposit  

2. Fixed Income Securities  
a. U.S. Government and Agency Securities  
b. Corporate Notes and Bonds  
c. Preferred Stock  
d. Fixed Income Securities of Foreign Governments and Corporations  

3. Equity Securities  
a. Common Stocks  
b. Domestic and Foreign Listed Real Estate Investment Trusts  
c. Convertible Notes and Bonds  
d. Convertible Preferred Stocks  
e. American Depository Receipts (ADRs) of Non-U.S. Companies  
f. Stocks of Non-U.S. Companies (Ordinary Shares)  

4. Alternative Investment(s)  
a. Investment(s) in asset classes other than cash, fixed income and equity.  
b. Mutual Funds & Exchange Traded Products which invest in securities as allowed in this statement.  

4.2.3.10.2 Asset Allocation Guidelines  
The Finance Committee will annually review its asset allocation guidelines. The Finance Committee’s assessment of the asset allocation guidelines shall take place in the first quarter of every year after the Director of Finance has recommended the amount of new money to be added to the Investment Account. Any new money added to the Investment Account shall be from the “Unrestricted Cash” line items of the SDCBA’s Balance Sheet as of year-end December 31, minus adjustments.

These asset allocation guidelines shall consider contingent cash requirements to meet potential financial obligations, cash flow requirements, and the desire to have some assets appreciate through growth to be used for longer time horizon objectives such as (but not limited to) grants, SDCBA building(s), charitable endeavors, community projects, education, advertising, etc.

The Investment Account of the SDCBA shall be delineated into asset classes with minimum, maximum, and target percentages as set forth in Exhibit A to this statement.  

4.2.3.10.3 Volatility Ranges  
The Finance Committee understands that to achieve its objectives for Investment Account assets, the Investment Account will experience volatility of returns and fluctuations of market value. Annually, when
the asset allocation is determined for each of the three sub-groups the Finance Committee shall also examine the three-volatility range (out to two standard deviations) of the asset allocations for each of the three sub-groups (LRIS, PCC, and the SDCBA). The volatility range will state the maximum loss and maximum gain anticipated over any one-year period.

The Finance Committee may employ Investment Consultants whose investment disciplines require investment outside the established asset allocation guidelines. However, taken as a component of the aggregate Investment Account, such disciplines must fit within the overall asset allocation guidelines established in this statement. Such Investment Consultants will receive written direction from the Finance Committee regarding specific objectives and guidelines.

4.2.3.10.4 Rebalancing

In the event that the above aggregate asset allocation guidelines are violated, for reasons including, but not limited to, market price fluctuations, the Finance Committee will instruct the Investment Consultant to bring the Investment Account into compliance with these guidelines as promptly and prudently as possible.

4.2.3.11 Selection of Investment Consultant

The Finance Committee's selection of Investment Consultant must be based on prudent due diligence procedures. A qualifying Investment Consultant must be a registered investment advisor under the Investment Advisers Act of 1940, a bank, or an insurance company.

4.2.3.12 Performance Evaluation

The Finance Committee plans to review the investments quarterly. With the assistance of the Investment Consultant, the review will include: (1) cash flow, (2) capital markets overview, (3) performance, and (4) asset allocation and rebalancing.

Performance reports generated by the Investment Consultant shall be provided monthly to the Finance Committee for review. The investment risk assumed and performance of total portfolios will be measured against commonly accepted risk and performance benchmarks. Consideration shall be given to the extent to which the investment results are consistent with the investment objectives, goals, and guidelines as set forth in this statement. The Finance Committee intends to evaluate the Investment Consultant over a long horizon (at least a three-year period), but reserves the right to terminate an Investment Consultant for any reason including the following:

- Investment performance that is significantly less than anticipated given the discipline employed, or unacceptable justification of poor performance;
- Assumption of risk beyond what was anticipated, or violation of established risk parameters;
- Failure to adhere to any aspect of this Statement of Investment Policy, including communication and reporting requirements; or
- Material changes to the Investment Consultant.

4.2.3.13 Investment Policy Review

To assure continued relevance of the guidelines, objectives, financial status and capital markets expectations as established in this Statement of Investment Policy, the Finance Committee is to review the Statement annually.
EXHIBIT A (SAMPLE)

BAR & LRIS Annual Asset Allocation

A meeting of the SDCBA Finance Committee for the purpose of agreeing to asset allocations and acceptable allocation ranges of the Investment Account for the BAR & LRIS sub-group was held on ____________________.

Investment Account Asset Allocation Guidelines for the upcoming 12 months:

<table>
<thead>
<tr>
<th>Asset Class</th>
<th>Current</th>
<th>New Target</th>
<th>Minimum</th>
<th>Maximum</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed Income</td>
<td>40%</td>
<td>40%</td>
<td>35%</td>
<td>65%</td>
</tr>
<tr>
<td>Alternative Inv</td>
<td>9%</td>
<td>12%</td>
<td>5%</td>
<td>12%</td>
</tr>
<tr>
<td>Domestic Equity</td>
<td>23.3%</td>
<td>24.4%</td>
<td>23%</td>
<td>52%</td>
</tr>
<tr>
<td>Foreign Equity</td>
<td>20.7%</td>
<td>21.6%</td>
<td>5%</td>
<td>25%</td>
</tr>
<tr>
<td>Cash</td>
<td>2%</td>
<td>2%</td>
<td>2%</td>
<td>15%</td>
</tr>
<tr>
<td>Cash Reserves</td>
<td></td>
<td>Segregate</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Volatility Ranges: The Finance Committee understands that to achieve its objectives for Investment Account assets, the Investment Account will experience volatility of returns and fluctuations of market value. Annually, when the asset allocation is determined for each of the three sub-groups (LRIS, PCC, and the SDCBA), the Finance Committee shall also examine the three volatility ranges (out to two standard deviations) for the overall portfolios for each of the three sub-groups. These volatility ranges will state the maximum loss and maximum gain anticipated over any one-year period. There is, of course, no guarantee that the Investment Account will not sustain losses greater than those stated herein. This analysis uses the assumption that investment returns are normally distributed.

It is anticipated that this sub-group’s Investment Account with the above asset allocation has a 95% probability (i.e. two standard deviations), over a multiple (10+) year investment horizon, of achieving gross average annual returns in a range from –7.68 to 21.76% with an average expected gross return of 7.04% (annualized).


PCC Annual Asset Allocation

A meeting of the SDCBA Finance Committee for the purpose of agreeing to asset allocations and acceptable volatility ranges of the Investment Account for the PCC sub-group was held on ____________________.

Investment Account Asset Allocation Guidelines for the upcoming 12 months:

<table>
<thead>
<tr>
<th>Asset Class</th>
<th>Current</th>
<th>New Target</th>
<th>Minimum</th>
<th>Maximum</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed Income</td>
<td>66%</td>
<td>66%</td>
<td>50%</td>
<td>75%</td>
</tr>
<tr>
<td>Alternative Inv</td>
<td>9%</td>
<td>12%</td>
<td>5%</td>
<td>15%</td>
</tr>
<tr>
<td>Asset Class</td>
<td>Current</td>
<td>New Target</td>
<td>Minimum</td>
<td>Maximum</td>
</tr>
<tr>
<td>------------------</td>
<td>---------</td>
<td>------------</td>
<td>---------</td>
<td>---------</td>
</tr>
<tr>
<td>Domestic Equity</td>
<td>9.5%</td>
<td>10.6%</td>
<td>5%</td>
<td>25%</td>
</tr>
<tr>
<td>Foreign Equity</td>
<td>8.5%</td>
<td>9.4%</td>
<td>2%</td>
<td>15%</td>
</tr>
<tr>
<td>Cash</td>
<td>7%</td>
<td>2%</td>
<td>2%</td>
<td>15%</td>
</tr>
<tr>
<td>Cash Reserves</td>
<td>Segregate</td>
<td>Segregate</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Volatility Ranges:** The Finance Committee understands that to achieve its objectives for Investment Account assets, the Investment Account will experience volatility of returns and fluctuations of market value. Annually, when the asset allocation is determined for each of the three sub-groups the Finance Committee shall also examine the three volatility ranges (out to two standard deviations) for the overall portfolios for each of the three sub-groups. These volatility ranges will state the maximum loss and maximum gain anticipated over any one-year period. There is, of course, no guarantee that the Investment Account will not sustain losses greater than those stated herein. This analysis uses the assumption that investment returns are normally distributed.

It is anticipated that this sub-group’s Investment Account with the above asset allocation has a 95% probability (i.e. two standard deviations), over a multiple (10+) year investment horizon, of achieving gross returns ranging from -2.30% to 14.78% with an average expected gross return of 6.24% (annualized).


### 4.2.4 Financial Sponsorship Policy

It is the policy of the SDCBA to consider and accept revenue enhancement through outside sponsorship funding, underwriting, and in-kind contributions. The SDCBA shall only accept sponsorships that significantly advance its mission, goals or objectives, or otherwise provide identifiable benefits to the SDCBA, its members, and/or the general public.

In considering the sponsorships, the SDCBA will exercise its discretion in a manner that maintains and promotes its good reputation and high standing as the representative and voice of San Diego’s diverse legal community.

#### 4.2.4.1 General

For purposes of this policy, the following definitions shall apply:

- **Sponsored Activity:** Any SDCBA event, program, CLE event, meeting, conference, seminar, or publication (electronic or print).
- **Sponsorship:** The outside funding, underwriting, or in-kind contribution of goods or services for a Sponsored Activity.

#### 4.2.4.2 Sponsorship Funds

Sponsorship funds will be used to enhance designated Sponsored Activities and will be maintained in the SDCBA general operational account. Funds will not be tracked or rolled over per Sponsorship Activity, unless expressly authorized.
4.2.4.3 Solicitation of Sponsorship

Only the SDCBA President, Executive Director, or their designees, are authorized to solicit sponsorship funds. No other SDCBA member, committee, section, or division may solicit sponsorship funds absent prior approval from the President or the Executive Director.

4.2.4.4 Sponsorship Approval Process

Any sponsorship must not conflict with the mission, goals, policies or contracts of the SDCBA.

The SDCBA shall not enter into any Sponsorship arrangement that in any way conflicts or may be reasonably perceived as conflicting with the reputation and standing of the SDCBA as a representative of the legal profession in San Diego County.

Only those persons, firms, or entities whose products and/or services and reputation are, in the sole discretion of the SDCBA, in keeping with the reputation and standing of the SDCBA are eligible to be approved as SDCBA sponsors.

The SDCBA reserves the right, in its sole discretion, to accept or reject any potential Sponsorship, donation, gift, or other outside support.

The sponsor is prohibited from using the Sponsorship relationship with the SDCBA outside of the Sponsored Activity, without the express written approval of the SDCBA.

The sponsor will be acknowledged in connection with the Sponsorship as determined by the SDCBA.

The SDCBA’s official logo shall not be used by the sponsor, without the express written approval of the SDCBA.

No words, logo, or symbol shall be used in such a manner as to express or imply an endorsement by the SDCBA of a firm, product, publication, or service without the express written approval of the SDCBA.

The SDCBA shall retain and exercise control over any Sponsored Activity. Sponsors may be allowed to provide input to Sponsored Activities but may not fully control such activities.

For any Sponsored Activity, the identity or presence of the SDCBA must be prominent, and must never be compromised or confused by association with the sponsor.

4.2.4.5 Unbudgeted Sponsorship Requests

It is presumed that only activities included in the annual budget Sponsorship Plan are approved as Sponsored Activities for the year. However, from time-to-time the SDCBA may consider a mid-year activity for sponsorship. Mid-year sponsorship requests need to be weighed against the goals and priorities of the annual budget, and whether seeking sponsors for new activities would impact the SDCBA’s ability to solicit funds under the plan. Any unbudgeted sponsorship requests must be made to the Executive Director who will assess its impact, and approve or deny any request under $5,000. Approval or denial of sponsorship requests in the amount of $5,000 or more shall be by Board, or its designee.

4.2.4.6 Member Benefit Providers

SDCBA Member Benefit Providers may serve as a sponsor for any Sponsored Activity so long as they meet the criteria set forth in this Sponsorship Policy. Per the SDCBA’s Member Benefits Policy, a Member Benefit Provider is a company or person who is approved to offer its goods or services to SDCBA members.
4.2.4.7 Mailing Lists

The mailing list of members of the SDCBA and/or any SDCBA entity (such as committees or sections), may not be provided in exchange for or in connection with any Sponsorship. Mailing lists are to be treated separately and may only be obtained through the SDCBA Member Services Department in accordance with the SDCBA Mailing List Rental Policy.

However, depending on the event, the list of attendees of any Sponsored Activity may be supplied if part of the sponsorship package.

4.2.4.8 Co-Sponsorships and Other Collaborations

4.2.4.8.1 General

The SDCBA values the opportunity to work with other law related organizations in San Diego County, throughout California and nationally. We regularly look for opportunities to collaborate on projects and co-sponsor various activities/programs, events and CLE that are consistent with the organization's mission and goals.

4.2.4.8.2 Process

Requests for the SDCBA to co-sponsor must be sent to the Executive Director. The Executive Director is granted the authority to grant or deny the request considering the following criteria:

- The program or activity should significantly advance the goals of the SDCBA to be approved for co-sponsorship;
- The SDCBA must have significant and meaningful participation in and responsibility for the planning and implementation of the program/activity;
- The proposed program/activity budget must be fiscally sound so that the SDCBA is not exposed to liability for unanticipated expenses or net losses.

4.3 Expenses

4.3.1 Budgeted and Unanticipated Expenses

4.3.1.1 General

It is the responsibility of the Finance Committee to recommend to the Board the annual budget for the Association. The budget will be presented to the Board for adoption at its November meeting and the Finance Committee will review and approval a proposed budget no later than Nov 1.

4.3.1.2 Budgeted Expenditures

In most circumstances, once the budget has been approved by the Board, requests to expend funds do not require additional authorization of the Board. In some limited circumstances, certain line items of the budget were approved with the understanding that additional approval would be required before expenditure of the funds. The SDCBA Treasurer, Executive Director, and Director of Finance have a list of these specially approved line items.

4.3.1.3 Unbudgeted Operating Expenditures

Unbudgeted operating expenditures are subject to the following authorizations:
• Unbudgeted expenditures of $2,500.00 or less are subject to authorization by the Executive Director and shall be reported to the Treasurer who shall track unbudgeted expenses;

• Unbudgeted expenditures between of $2,501.00 - $5,000.00 are subject to authorization by the Executive Director with the approval of the President or Treasurer, and shall be reported to the Board;

• Unbudgeted expenditures in the amount of $5,001.00 or more are subject to authorization by the Finance Committee and shall be separately reported to the Board.

4.3.1.4 Competitive Bidding Requirement

Budgeted and unbudgeted expenditures in excess of $25,000.00 must be subject to bid or comparative analysis (depending on the nature of the expenditure), unless the requirement is waived by the President or Treasurer. The proposed expenditure shall be accompanied by a report or other documentation outlining the funding options, including loan amortization schedules and how the various funding options will affect the SDCBA's cash flow (if applicable). The report may also include the recommendation of the SDCBA's accounting firm. This requirement is waived for legal services.

4.3.1.5 Bank Signature Policy

4.3.1.5.1 Banking Resolution/Approval of Signors

Each year, at its December meeting, the Board approves authorized signors for the SDCBA’s accounts (e.g., President, President Elect, Treasurer, Secretary, Executive Director, Deputy Executive Director, and the Director of Finance), and for the LLCs (President, Treasurer, and Executive Director) for the following calendar year. This authority also applies to approval of electronic debits. It also approves any bank related resolutions required for the following year.

4.3.1.5.2 Authority

Authority to sign checks and approve electronic debits is granted to the following groups of individuals in accordance with the policies below:

Group A:
Executive Director, Deputy Executive Director and the Director of Finance

Group B:
President, President-Elect, Treasurer and Secretary

The following signatures are required:

• Checks and electronic debits up to and including $3,000.00 require only one signature from any Group.

• Checks and electronic debits between $3,001.00 and $20,000.00 require two signatures from any combination of Group A and/or Group B.

• Checks and electronic debits over $20,000.00 require two signatures with at least one of the signatures from Group B. In all instances, the member from Group B must be the first signor on the check.
The exceptions to this policy are checks and electronic debits made payable for (a) the bimonthly printing of the magazine; (b) the payment of rent and rent related expenses, which may be signed by 2 signatures from Group A and/or Group B; (c) payroll; and (d) electronic debits that are transfers between SDCBA bank and/or SDCBA investment accounts. However, the Treasurer will be notified via email of all transfers over $20,000.00.

4.3.1.5.3 Interim Authority for Checks and Contracts:
In the event the SDCBA is without an Executive Director and an Assistant/Associate/Deputy Executive Director & COO, the following internal controls will apply to check signing and contract signing:

4.3.1.5.4 Check Signing Authority:
Any check over $3,000.00 will require a signature from Group A and Group B. This section will supersede other provisions in this Policy Manual.

4.3.1.6 Contract Signing Authority:
Any contract valued at more than $3,000.00 will require a signature from Group A and Group B, provided the contract is not a general business operating contract or a hotel contract.

4.3.1.7 Monthly Reporting
Each month, the Director of Finance prepares a financial summary for the prior month and sends these reports and the monthly check register to the Treasurer and the Executive Director for review.

The Treasurer, with the assistance of the Director of Finance, updates the Board each month regarding the financial status of the SDCBA. The Treasurer may determine the appropriate times for reporting to the Board, which shall not be less than once a quarter.

4.3.1.8 Expense Reimbursements
Non-SDCBA Meetings and Conferences: Each year, the SDCBA budget includes reimbursement for designated volunteer and internal leaders to attend certain non-SDCBA meetings and conferences. These include the Mid-Year and Annual Meeting of the American Bar Association, ABA Bar Leaders Institute and State Bar of California Meetings, and expense reimbursement for the SDCBA delegate to the ABA House of Delegates who may have their expenses paid or receive an amount to defray expenses as determined by the Board from time to time. Typically, that is $500.00 per meeting.

4.3.1.9 Reimbursement Policy
Only those activities that are pre-approved and budgeted can be reimbursed. Gift Cards are subject to the reimbursement policy set forth in Section 4.3.1.13 below.

4.3.1.9.1 Travel Reimbursement for Non-Board Member Volunteers
The SDCBA greatly appreciates the service of its many volunteers, and is able to reimburse reasonable, documented travel expenses incurred for SDCBA business, pursuant to this policy. The SDCBA has a limited travel budget. So, employers and other sources able to cover the cost of travel expenses while providing volunteer services to the SDCBA should be a first resort. SDCBA will not reimburse travel expenses for non-board member volunteers other than for flight or hotel under any circumstances.

This policy covers all volunteers of SDCBA, including but not limited to, the SDCBA Board, committee members, speakers, invited guests, other volunteers, and contractors, who incur or seek reimbursement for
out-of-pocket expenses incurred while conducting SDCBA business. This policy is in addition to the provisions of Section 1.3.16 which governs reimbursement of travel expenses for the President and President-Elect. To the extent that the two policies conflict, section 1.3.16 controls. Authorization from the Executive Director or his/her designee and the Board is required to make exceptions to these policies.

4.3.1.9.1.1 General Guidelines

A. This document addresses the most common scenarios and issues for travel expenses, but it is not necessarily exhaustive. For any scenario or issue not specifically addressed, the SDCBA’s Executive Director or his/her designee will interpret and apply this policy and any other applicable SDCBA policies. In addition to the specific policy guidelines described here, travel expenses must be reasonable, as compared to other similar travelers’ expenses or other historical travel benchmarks. SDCBA’s internal team reserves the right to cap, reduce, or deny a request for reimbursement or payment for any expense that is deemed either not in compliance with policy or is otherwise unreasonable.

B. Notwithstanding the above, SDCBA will not reimburse travel expenses not approved in advance in writing by the Executive Director or his/her designee. Requests for pre-approval must include itineraries for the travel purpose (including dates and times), the requested flights (with rates), and any requested lodging (with rates), unless under extraordinary circumstances, which, in such case, may be approved only by the Executive Committee. Where possible, such as for recurring travel, requests for reimbursement must be made before the conclusion of the previous calendar year. This is necessary so that the SDCBA may budget as accurately as possible.

C. Absent exceptional circumstances, requests for reimbursement may not be submitted until after the actual travel has occurred, regardless of when tickets were purchased or transactions occurred. The deadline for submitting a reimbursement request to SDCBA is 30 calendar days from the date the travel concludes. No reimbursement request to the SDCBA, other than by a member of the internal team, may be submitted without submitting a written report to the Board, through the Executive Director, regarding the activities conducted on the SDCBA’s behalf in conjunction with the travel. Accordingly, if a written report is not submitted within 30 calendar days from the date the travel concludes, the travel will not be eligible for reimbursement.

D. Travelers should travel economically, taking into account both monetary and time costs. The SDCBA will have a limited travel budget each calendar year. Once the travel budget is exhausted, no additional requests for reimbursement will be granted for that year, unless under extraordinary circumstances, which, in such case, may be approved only by the Executive Committee and only pre-travel.

E. Receipts are required for any expense over $25.00

4.3.1.9.1.1.1 Air Travel

A. Reimbursement for air travel will be limited to the cost of a refundable coach/economy fare, plus the cost of checking up to one piece of luggage, if required. Lower cost non-refundable fares should be purchased if possible. All flights shall be reserved at least 45 days, when possible, before the travel is to occur and must be purchased 30 days in advance, though travelers are encouraged to book flights earlier in an effort to obtain more favorable rates. All reimbursement requests must include a copy of the reservation confirmation reflecting the date the reservation was made.

B. First Class, Business Class, or Southwest Business Select fares (“Premium Fare”) are not permitted. If a Premium Fare ticket is purchased, the traveler must submit with the request for reimbursement a copy of the advertised rates for coach/economy fare on the date the reservation was made. Any difference
between the coach/economy fare and the Premium Fare will be considered a personal expense and will not be reimbursed. Likewise, the cost of airline memberships, preferential seating, reserved seating, pre-boarding, or any other accommodation upgrade will be considered a personal expense and will not be reimbursed.

4.3.1.9.1.1.2 Lodging

A. Travelers are expected to make reasonable efforts to schedule travel in a manner that minimizes the need for lodging. Lodging will not be reimbursed for days when an overnight stay is not required (e.g., for the evening before a conference/meeting where flights are available to permit timely arrival the day of or for the night a conference/meeting concludes where departing flights are available that evening).

B. When lodging away from home is required to conduct SDCBA business, reimbursement for lodging expenses will be made for the actual cost of a standard single accommodation hotel room, not to exceed either $250 per night or the contracted group rate, if one is provided.

C. SDCBA will not reimburse expenses charged by the hotel beyond the room rate, taxes, and standard fees (such as resort fees). Specifically excluded expenses include telephone calls, internet charges, food and beverage, and business center expenses.

4.3.1.9.1.2 Travel Eligible for Reimbursement

Certain categories of travel are considered to be automatically approved. But these remain subject to the above conditions, including the timing and nature of the requests for pre-approval, requests for reimbursement, and reporting, and the limitations regarding the scope of expenses and amounts to be reimbursed. These automatically approved activities currently are:

- One member of the executive council of the National Conference of Bar Presidents
- One liaison to the Constitutional Rights Foundation Mock Trial Program
- Up to two delegates to the ABA House of Delegates
- Chair and vice chair of Legislative Committee to attend Conference of California Bar Associations

Other activities may be subject to reimbursement. Whether travel will be approved for reimbursement will be determined by the Executor Director or his/her designee, with guidance from the President and/or the Executive Committee, when the Executive Director deems it necessary. Factors that should be considered include:

- Whether the SDCBA requested the person to travel
- The extent to which the travel aligns with SDCBA’s mission and core values
- The cost of the travel
- The breadth of the benefit to SDCBA’s members

4.3.1.9.2 Travel Reimbursement for SDCBA Employees and Board Members on SDCBA-required Travel

SDCBA employees and Board members of SDCBA-required travel must follow the following reimbursement guidelines:
Only coach or economy fare is reimbursable;

- Mileage is reimbursed pursuant to the IRS rate;

- Hotel will be reimbursed pursuant to the block rate arranged for the meeting or at another comparable hotel if not available;

- Food and beverage will be reimbursed for actual yet reasonable expenses and should not exceed $100.00 per day (San Francisco and New York are excluded from this cap);

- Every effort should be made to ensure that transportation to and from the airport is reasonable and competitive;

- Receipts are required for any expense over $25.00.

4.3.1.10 Grant Requests

No section, committee, division, or individual member may make a grant request to an outside entity in the name of the SDCBA or of its entities, sections, committees, or divisions without the express approval of the Board. This includes a request to the San Diego County Bar Foundation.

4.3.1.11 Funding of Activities

The SDCBA budget includes anticipated expenses and revenue associated with various SDCBA section and committee activities. All activities should be planned within the parameters established by the budget. Any additional activities that are not budgeted are expected to be entirely funded by program revenue or sponsorship funding pursuant to the SDCBA’s sponsorship policy.

In the event a budgeted or unbudgeted activity generates more revenue than anticipated, the gain will be assumed by the SDCBA. If the expenses associated with the activity exceed targeted revenue, the loss will also be assumed by the SDCBA. In the event there is excess net revenue from an event or activity, it will be placed in the SDCBA’s general operational account. No SDCBA committee, section, or division may rollover net revenue from activity to activity or from year to year without the express permission of the President and the Executive Director pursuant to a pre-approved agreement.

4.3.1.12 Section and Divisions Assessments

Only the Board has the power to levy assessments on the members of a section or division, and in its discretion, to reimburse for expenses associated with section activities, or otherwise.

4.3.1.13 Gift Cards and Other Gifts

Pursuant to IRS regulations and the SDCBA’s audit accounting firm, only gift cards in the amount of $25.00 or less may be purchased for members or internal team members of the SDCBA or others that assist with SDCBA programming without the issuance of a Form 1099.

For those who wish to be reimbursed for a Gift Card Purchase, the following applies:

- Only gift cards for $25.00 or less may be reimbursed without a Tax ID or Social Security Number.

- For gift cards purchased for an amount over 25.00, the recipient’s name and Tax ID or Social Security Number must accompany the reimbursement/expense form.
Flowers or donation sent acknowledging a member’s passing must be consistent with SDCBA policy and standards.

4.3.2 Association Taxes
The SDCBA’s Certified Public Accounting firm prepares the SDCBA’s annual state and federal tax returns. The CPA firm uses the information it gathered to conduct the annual audit to prepare the tax filings.

IRS Form 990 now inquires if all members of the Board had the opportunity to review the tax filings. In answering yes, the SDCBA utilizes the following procedures:

- Both federal and state returns are posted to the file share. Any member of the Board may also request a paper copy of the draft.

- If any Director has any question about the tax filings, those questions will be answered by either the Director of Finance or the firm who prepared the filing.

Typically, the SDCBA files its returns by November 15 deadline.

4.3.3 Approval of Contracts

4.3.3.1 General

For purposes of this section, contracts include engagement letters and other agreements for professional services (except legal services), but do not include general business operating agreements or contracts needed for association business (such as copier, postage, phones, computer support, and insurance).

4.3.3.2 Authority to Negotiate

Only the President, President-Elect, Secretary, Treasurer, Executive Director or designee, may negotiate an agreement or contract on behalf of the Association (including a hotel for an SDCBA event).

4.3.3.3 Review of Contracts

All contracts must be reviewed and approved prior to signing by the President, Executive Director, or General Counsel.

4.3.3.4 Signors

Only the Executive Director has the authority to bind the SDCBA in any agreement or contract.

General business operating contractors may be reviewed and signed by the Executive Director or the Director of Finance.

4.3.3.5 Competitive Bidding Requirement

Contracts for new goods and services where it is anticipated the agreement will have a revenue or expense impact of over $25,000.00 shall be reviewed by the Executive Director and the President, President-Elect, Secretary, or Treasurer, prior to signing and shall be subject to the SDCBA’s competitive process outlined in the Financial Operating Procedures Policy. Exceptions to this requirement are hotel/event space, and AV contracts for pre-approved and budgeted SDCBA activities. All contracts for unbudgeted expenses must comply with the policies for unbudgeted expenses outlined in the Financial Operating Procedures Policy. The Executive Director shall report all newly signed contracts with a revenue or expense impact over $25,000.00 to the Board.
4.3.3.6 Use of Consultants and Vendors

Professional service fees for consultants and vendors that support the SDCBA’s business must be approved in writing by the Executive Director (see 4.3.3.4) prior to the retention of the consultant or the rendering of the services. Prior to retention, a consultant must submit a project proposal or engagement letter that outlines the scope of work or services, and the hourly or project fee. Depending on the nature of the engagement or service, it may also include total cost of the services, including any reimbursable expenses, start and completion date for all services, and payment schedule.

4.4 Fundraising and Donations Policy

4.4.1 Donations

It is the policy of the SDCBA to not make financial contributions or donations to any charitable or non-profit organization other than the San Diego County Bar Foundation.

4.4.2 San Diego County Bar Foundation (SDCBF)

With regard to the SDCBF, the SDCBA assists it in raising money in the following ways:

- Provides an opportunity for members to contribute to the SDCBF by adding a SDCBF line item on the annual SDCBA dues invoice.
- Publicizes various SDCBF fundraising activities to the legal community, including the Distinguished Lawyer Memorial and “Evening In” events.
- Publicizes various SDCBF activities in SDCBA communications.
- May make direct financial contributions to the SDCBF.
- The SDCBA then relies on the SDCBF to determine need in the community and to assess the appropriate amount to give to various charitable and non-profit organizations.

4.4.3 Fundraising

In keeping with the SDCBA’s donation policy as set forth above, no section, committee, or division, or any other part of the SDCBA, may engage in direct fundraising activities (including producing or promoting charitable events) on behalf of or for another charitable or non-profit organization or cause, and no section, committee, or division may make a direct contribution to an outside entity or person in the name of the section, committee, or division.

4.4.4 Accepted Charitable Activities

Nothing herein is meant in any way to limit the SDCBA, or its sections, committees, or divisions, with proper permission, from doing the following:

- Participating or partnering in non-fundraising community service projects as set forth in the Community Services Projects Policy, consistent with its desire to assist charitable organizations in recruiting attorneys to volunteer on projects for those organizations.
- Purchasing a table or supporting a law related organization’s annual dinner or event.
- Co-sponsoring a fundraising event of a law related organization that provides access to legal services, or, in rare circumstances corresponding very closely with the SDCBA mission statement, other charitable organizations.
• Encouraging members to donate items and goods (non-monetary contributions including toiletries, paint, clothing, computers) in support of approved SDCBA community service activities (i.e., Wills for Heroes, Facelift)

Recruiting a group of volunteers to participate in a charitable organization's walk or jog-a-thon.

4.5 Asset Use

4.5.1 Use of the Bar Center Facilities and Services

The primary use of the Bar Center is to support SDCBA members and activities.

4.5.1.1 Use of the Bar Center by SDCBA:

Use of the Cityview conference room for approved board meetings.

The SDCBA permits all law-related organizations, and regional, diverse, or specialty bar associations, to use the SDCBA’s Cityview room at no cost for their monthly board meetings only (landlord charges for AC or recirculated air will apply) on the following days and times: Mondays from 12:00 p.m. - 1:30 p.m. and after 5 pm, Tuesdays after 5 p.m. and Fridays from 12:00 p.m. - 1:30 p.m. Meetings that are scheduled beyond regular business hours or that require additional cleanup will be subject to additional employee overtime charges. All requested use is subject to availability. Space is available on a first come, first served basis and coordinated through scheduling@sdcba.org.14

4.5.1.2 Use of Bar Center by Outside Groups:

Other law-related organizations, regional, diverse, or specialty bar associations, and Association members may request to rent space in the Bar Center. Interested parties should go to the SDCBA website and select Bar Center at 401 or Meetings and Events Page for the current rate sheet and to submit a request form.

Any organization on the SDCBA-maintained listing may rent rooms at the member rate.

The SDCBA reserves the right to require renters to sign a rental agreement. In some circumstances, the SDCBA may also require renters to obtain additional security through a reputable security agency.

4.5.1.3 Security

Effective 2014, all persons (including Association members, lawyers who are not members, and members of the public) who come into Suite 1100 are required to sign in with their printed name, phone number, and bar number if applicable. Those who fail to sign in may be denied access.

4.5.1.4 Policies related to Use of the Member Lounge and Other Bar Services

The Shared Member Workspace was designed to accommodate up to 12 members at any one time and to be used on an interim, as needed basis for “drop in” use as their “office away from their office.” As demand increases, the SDCBA must ensure that all members are provided equal access to the workstations throughout the day. The SDCBA welcomes and encourages its members to utilize the workstations on a daily basis; however, to best serve and accommodate all members, workstation use is limited to 1 space per member, with no member using a workstation for more than 20 hours per week.

14 Board reference (without need to formally update): Only these defined groups have access to Cityview for board meetings only. Below it notes anyone can rent bar center rooms at the member rate.
Personal belongings (files, briefcases, laptops, etc.) may not be left behind at the workstations or in the SDCBA Bar Center by members.

Small conference rooms may be reserved for meetings of two or more people (or for an individual on a telephone conference call), but may not be reserved or used as a private work space.

Small conference rooms may be reserved for up to 2 hours at a time without charge. If a member needs to reserve a room for more than 2 hours, room rental rates will apply.

Bar Center services are available from 8:30 a.m. – 5:30 p.m. (except Friday) but are not available before 8:30 a.m. or after 5:30 p.m., even if the Bar Center is in use or being prepared for an event.

Beverages and snacks have been purchased for member consumption and are not available or intended for clients.

The kitchen is for SDCBA employees use only. Members who need to use a refrigerator have access to a small refrigerator in the member copy room.

Children must remain with the adult who brought them to the Bar Center at all times.

The Member Lounge was designed to be a place where members convene and enjoy coffee or lunch and catch up with each other and the daily news. It can also be used as a more informal work environment.

The Concierge is available to orient members to the space, greet clients, schedule conference rooms, and assist members if the printer is malfunctioning or the copier needs servicing. The Concierge position is not intended to provide administrative support to Bar Center users.

Members may designate the 401 West A Street Suite 1100 as a location for mail delivery but may not use or hold out 401 West A Street Suite 1100 as their permanent office or business address. Members must use “c/o” 401 West A Street Suite 1100 on any correspondence or materials received at the Bar Center.

Failure to adhere to these policies may result in a decision to restrict use of the Bar Center and member benefits associated with SDCBA membership.

4.5.2 SDCBA Mailing List Rental Policy
4.5.2.1 General

The SDCBA maintains a database of its membership. The US mailing addresses of its members are available for “rent” pursuant to the following conditions:

- Anyone requesting the mailing list must use the SDCBA’s approved mailing house for the mailing. The SDCBA will not release addresses to anyone but the approved mail house. The mailing house will bill the user directly for its costs. Any costs associated with the mail house are set by the mail house and not the SDCBA.

- A release form must be signed indicating why the list is requested and that it will be used only for that purpose and only one time.

- In advance of using the mailing list, the user must furnish to the SDCBA a sample copy of all matter to be distributed to the SDCBA members. The request must have the approval of the Executive Director or designee.

- The mailing list cannot be rented for the purpose of promoting CLE events of other organizations or groups. San Diego-based Inns of Court are exempt from this prohibition.
• The SDCBA does not rent email addresses of its members. An exception to this is providing the JNE Commission with an email list of requested section members for the limited purpose of gathering feedback on local attorneys who have submitted an application to the governor for judicial appointment. In these limited circumstances, the JNE Commissioner or the State Bar ensures the limited use of the list.

SDCBA members reserve the right to opt out of being included in the mailing list.

4.5.2.2 Pricing

The pricing of membership rental shall be set so as to assist the SDCBA in covering the cost involved in maintaining an up-to-date, accurate membership database. The SDCBA sets mailing list rental fees so that revenue over direct cost will be available for such assistance.

Payment must be received at the time the rental application is submitted. As of January 2014, the following fee schedule shall apply:

- Entire Mailing List of attorney members:
  - Members: $2,500.00
  - Nonmembers: $7,500.00

- Sections with 500 or less members:
  - Members: $250.00 per section
  - Nonmembers: $750.00 per section

- Sections with 500+ members:
  - Members: $500.00 per 500 members (or any portion of each 500-member block)
  - Nonmembers: $1,000.00 per 500 members (or any portion of each 500-member block)

List rental by zip code is also available. Pricing will be based on size of and complexity of the list.

4.5.3 Privacy Policy re: Use and Disclosure of Member Information

4.5.3.1 General

SDCBA typically does not sell personally identifiable information, such as members’ names or email addresses, to advertisers or sponsors.

However, non-personal "aggregated data" may be used to enhance the operation of the SDCBA’s programs, analyze effectiveness, and inform advertisers or sponsors about the number of users that have viewed their advertising or other information.

4.5.3.2 Disclosed Uses

The SDCBA may, in some limited circumstances, disclose personally identifiable information to third-party vendors to enhance experience on the SDCBA website; however, those third-party vendors are prohibited from using any member information for commercial or financial gain.

If a member provides the SDCBA with content for publishing or feedback, the SDCBA may publish the member’s user name or other identifying information.
The SDCBA may also disclose personally identifiable information to respond to a subpoena, court order, or other such request. SDCBA may also provide such personally identifiable information in response to a law enforcement agency’s request. To protect the privacy of its members, SDCBA uses industry standard technology protections based on best practices to make sure that each transaction process is safe, and that its members information is secure.

Directories: The SDCBA maintains an online directory. Membership contact information is publicly available through the online directory, which is also accessible from the SDCBA smartphone and tablet app.

5. **PUBLICATIONS AND OUTREACH POLICIES**

5.1 **General Policies**

5.1.1 **Copyright and Ownership**

The SDCBA owns or is licensed to use all content produced in its publications, videos, audio products, and website. The rules and procedures for compliance with Copyright and Publishing Agreement Policy shall pertain to all publications whether in print or electronic media. Articles, advertising, web content, and photographs may only be reproduced or redistributed with the permission of the SDCBA Executive Director or Director of Outreach Strategy/CCO, and with proper attribution.

5.1.2 **Oversight**

The SDCBA reserves the right to deny publishing articles, web content, or advertising that it deems inappropriate.

5.1.3 **Corporate Identity/Logo Guidelines**

5.1.3.1 **General**

To maintain the continuity and integrity of the SDCBA’s identity and image, guidelines are established regarding all communications relating to the official business of the SDCBA, as well as programs and/or events that are sponsored or cosponsored by the SDCBA. The purpose of the guidelines are to ensure that a professional corporate image of the SDCBA is presented at all times, including in any and all materials that are distributed by the SDCBA, both internally and externally. All SDCBA employees, members, affiliates, and other persons or organizations that may develop a program or event that is cosponsored by the SDCBA must follow these guidelines.

5.1.3.2 **Approved Logos**

Any and all information or materials that are produced and/or distributed by SDCBA or any organization working in conjunction with the SDCBA shall use only those logos that are deemed to be the official logos of the SDCBA. These materials include but are not limited to fliers, mailers, brochures, letterhead, personal note cards, business cards, etc.

The SDCBA Board must approve additional logos or alterations to the logos as indicated above.

The official SDCBA logos are registered trademarks of the SDCBA.

5.1.3.3 **Approval of Materials Containing the SDCBA Logo**

With respect to the printing of any and all new collateral materials including but not limited to fliers, mailers, brochures, signage, etc., and the re-ordering of any existing SDCBA collateral materials including but not limited to stationery, envelopes, business cards, personal note cards, brochures, signage, etc., the individual responsible for printing the materials must receive prior approval from the Executive Director.
Organizations wishing to participate in a co-sponsored program with the SDCBA shall have their materials and use of logo approved by the SDCBA’s Director of Communications/COO.

For SDCBA sponsored events, the SDCBA logo must always appear more prominent than the logos of other groups or firms.

5.2 General Print and Electronic Advertising Policy

Advertising rates and placement will be determined by the SDCBA Executive Director and the Director of Marketing or Communications pursuant to the SDCBA’s program and budgetary goals. Current advertisement rates are posted on the website.

All advertisements, including all text and graphics, submitted for publication, whether in print, on the SDCBA Website or in one of the SDCBA’s e-publications, are subject to the approval of the SDCBA. All advertisers must adhere to published advertising deadlines, in order to ensure adequate time for review by the SDCBA. The SDCBA reserves the right to reject any advertisement for any reason, at its sole discretion.

A signed, dated SDCBA insertion order must be in effect by the space reservation date for each issue. Cancellations are not accepted after the closing date (also referred to as the “art deadline”). If space reservation is received and materials do not arrive before the published closing date, the advertiser will be billed for space.

Position of advertisements will be guaranteed only when a premium is paid, per the most current SDCBA advertising rate card.

A specific premium position may be secured by the advertiser for up to one year at a time only, at the discretion of the SDCBA, and placement is not guaranteed from year to year or contract to contract.

The SDCBA insertion order is a contract for advertising. The insertion order will ONLY be considered an executed and binding contract if it contains signatures from authorized representatives of BOTH the advertiser and the SDCBA. The SDCBA Executive Director has the authority to sign or delegate the signing of an insertion order by an SDCBA director or other SDCBA executive staff member. The SDCBA will not be bound by any conditions printed or otherwise appearing on any insertion order or contract when they conflict with the terms and conditions of the SDCBA’s policies for accepting advertising.

All print and digital ads to run in SDCBA publications must meet the specifications outlined by the SDCBA. The SDCBA is not responsible for errors in ad copy or artwork furnished by the advertiser. Print ads must be submitted in high resolution PDF format. If corrections, edits, or adjustments need to be made by the SDCBA, the advertiser will be charged for edits at a rate of $60.00 per hour or fraction thereof.

The inclusion of advertising materials in SDCBA’s publications, on the SDCBA website, or in the SDCBA’s e-publications does not constitute an endorsement of advertisers, or their products or services.

Though reviewed by the SDCBA, the advertiser assumes complete responsibility for the contents of all advertising copy and artwork submitted, printed, and published pursuant to this agreement.

The advertiser represents and warrants that it owns or otherwise has rights to publish all copyrights, trademarks, and content in its advertisements submitted to the SDCBA for publication.

Advertiser shall defend and indemnify the SDCBA, its agents, affiliates, and employees from all claims arising from and related to the content of its advertisements and its publications, including, without limitation, claims of defamation, slander, and libel.
The SDCBA does not offer any commissions for advertising agencies or marketing firms placing ads on behalf of their clients. They SDCBA reserves the right to partner with national advertising programs for website or print advertising, and honor commissions associated with such programs.

Payment terms

- All ads are prepaid.
- Payment deadline is the same as the space reservation deadline for every SDCBA publication.
- If art materials do not arrive before the corresponding published closing date, the advertiser will not receive a refund of any prior payment for that space. In such cases, the SDCBA reserves the right to fill that contracted space with other content.
- If the contracted frequency commitment is not met, the advertiser will be invoiced for the difference of the rate from whichever frequency level was actually achieved. For example, if an advertiser contracts at the 6x rate but only fulfills 5 insertions, that advertiser will be back-billed for the difference from the higher 3x rate for those 5 insertions.
- The SDCBA Executive Director may authorize the offering of alternative payment terms to select advertisers on a client-by-client basis. Due care will be taken to ensure the creditworthiness of all advertisers, and payment terms will be set based on each client’s creditworthiness.
- The SDCBA Director of Marketing or Communications will be authorized to offer discounted pricing for advertising and/or sponsorship bundles to potential advertisers, on a case-by-case basis, subject to the prior approval of the SDCBA Executive Director.

This policy includes but is not limited to advertisers with products, services, educational opportunities, or publications that conflict or compete with products, services, educational opportunities, or publications offered by the SDCBA. The SDCBA’s Executive Director and Director of Marketing or Communications reserve the right to review and accept advertisements that offer products, services, opportunities, or publications that conflict or compete with products, services, educational opportunities, or publications offered by the SDCBA on a case-by-case basis.

The SDCBA reserves the right to print the word “advertisement” adjacent to any advertisement that could possibly be misconstrued as editorial. All advertising policies also apply to “advertorials” or any “sponsored” articles the SDCBA chooses to include on its website, in digital publications, or in any print publication.

The rate cards for San Diego Lawyer, the SDCBA website, and e-publications are updated annually and available from the Communications Department and on the SDCBA website.
5.2.1 Specific Policies by Publication

5.2.1.1 San Diego Lawyer™ Magazine

Purpose. The purpose of the San Diego Lawyer™ Magazine is to provide SDCBA members and other subscribers with significant substantive articles relating to the legal profession in the community as well as a forum for other columns, articles, and opinions on matters of interest and concern. San Diego Lawyer is a source of news about the legal profession, provides information on law firm management, and covers current and relevant legal issues on a local and national level, in addition to being a vehicle for pertinent SDCBA content. It also serves as a branding piece for the SDCBA.

Circulation. San Diego Lawyer™ is circulated to all SDCBA members in print. The cost of such subscriptions is included in the membership dues, except for honorary members who pay no dues and receive the publication on a complimentary basis. There are no refunds for subscriptions by SDCBA members. Non-SDCBA members may subscribe to San Diego Lawyer™ or purchase copies when available.

Distribution. The SDCBA second-class mailing permit is used to distribute San Diego Lawyer™ to all classes of members (except law students) and subscribers, regardless of their geographic location. A digital version of San Diego Lawyer is also posted and archived on the SDCBA website.

The opinions expressed by the authors and editors in the San Diego Lawyer magazine do not necessarily reflect an official position of the SDCBA.

The SDCBA’s Executive Director, Director of Outreach Strategy/CCO, and San Diego Lawyer’s Volunteer Editor/Editors and Publications Editor, have the authority to edit, revise or remove articles at their discretion.

Advertising Rates. Advertising rates are set by the Executive Director and Director of Communications and considered by the SDCBA as part of the annual budget process.

Policy re: Legal Aid Society, the San Diego Law Library, and SDVLP: The San Diego Volunteer Lawyer Program, the San Diego Legal Aid Society, and the San Diego Law Library receive editorial coverage in San Diego Lawyer Magazine, in lieu of paid advertising in San Diego Lawyer™ for their annual fund-raising events.15

CLE programs: CLE Programs not produced or co-sponsored by the SDCBA that are deemed competitive to SDCBA programs may not be included in San Diego Lawyer. San Diego-based Inns of Court are exempt from this prohibition. Advertising for CLE programs is evaluated and is permissible on a case-by-case basis.

Contributors Agreement: All volunteer writers, photographers, and cartoonists who contribute to San Diego Lawyer Magazine must have a signed Agreement on file with the SDCBA. All content produced for San Diego Lawyer Magazine is owned by the SDCBA, and cannot be printed, republished, or distributed without the consent of the SDCBA’s Executive Director or Director of Communications, and with proper attribution. When San Diego Lawyer content is made available through social media, there is no prohibition on sharing/posting.

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5.2.1.2 “For the Record”

Purpose: “For the Record” is the e-newsletter for New Lawyers Division of the SDCBA.

Content: All content for “For the Record” is produced by the Executive Committee of the New Lawyer Division or their designees and SDCBA team members.

Circulation: “For the Record” is distributed to members of the New Lawyer Division, and also members in any stage of practice who opt to receive the publication.

Distribution: “For the Record” is distributed via email.

Editorial: The SDCBA’s Executive Director and Director of Communications have the right to revise, edit or remove any editorial content in “For the Record.” Although there is a volunteer editor, the internal team has editorial oversight of the publication.

All SDCBA general advertising policies apply to any advertising and sponsored content in “For the Record.”

5.2.2 SDCBA Website Display Advertising Policies

5.2.2.1 Online Display Advertising Guidelines

NON-HOME PAGE ADVERTISING BY OUTSIDE ENTITIES

Ad placement, frequency and pricing will be negotiated and approved by the Executive Director, Deputy Executive Director and Marketing Director.

Advertisers pay a premium rate to secure advertising on a particular page. Otherwise, advertising placement is “run of site.”

Advertising placement is secured for one month only. Advertisements with multi-month contracts may be moved to “run of site” following their first month at the discretion of the SDCBA and as negotiated between the advertiser and the SDCBA.

Advertising pricing will be structured so that website advertising meets with industry standards and current budget advertising targets for all communications.

There must be clear visual separation between ads and SDCBA content on any webpage, and the visual integrity of a webpage’s design and of the SDCBA brand must not be compromised.

The graphic design and messaging of paid ads must be judged to be suitably tasteful, aesthetically pleasing, and congruent with the SDCBA brand, as judged by the SDCBA Communications team and Executive staff.

Animated GIF advertising may be allowed at the sole discretion of the SDCBA Executive Director and Marketing Director, determined on a case-by-case basis. Animated GIF advertising will not be permitted on the SDCBA home page. Flash animation ads are not permitted on the SDCBA website.

Tracking of clicks on ads will be for internal information purposes only. Furthermore, no form of "ad retargeting" technology will be allowed. i.e. visitors to the SDCBA website will not be "followed" by ads to other websites they visit.
HOME PAGE ADVERTISING BY OUTSIDE ENTITIES:

Advertising on the home page is reserved for approved SDCBA member benefit partners ["PARTNERS"] who have made a commitment of financial support to the SDCBA AND to provide special savings and benefits exclusively for SDCBA members.

Each proposed ad placement on the home page must be pre-approved by the SDCBA Executive Committee, the SDCBA Executive Director, and the SDCBA Marketing Director.

For an ad to be approved for placement on the SDCBA home page, its design and messaging must be judged to be suitably tasteful, aesthetically pleasing, and congruent with the SDCBA brand, by consensus of the SDCBA Executive Committee, the SDCBA Executive Director, and the SDCBA Marketing Director, on a case-by-case basis.

Ads from advertisers who are NOT PARTNERS may be considered for placement on the home page under special circumstances. Such placement is subject to the prior approval of the SDCBA Executive Committee, the SDCBA Executive Director, and the SDCBA Marketing Director.

5.2.2.2 Job Board Policies

All advertising regulations in effect under the SDCBA’s Electronic and Print Advertising Policy apply to the SDCBA’s online job board advertising.

In addition, the following apply to the online job board:

- All job board ads run for a 30-day period.
- Job board advertisements are limited to 150 words.
- No graphics will be permitted in job board advertising, with the exception of logo of hiring company.
- All classified advertisements must be pre-paid online.
- Job board advertisements will be published within 2 business days of receipt.
- Discounts are available to SDCBA members.
- Online job board advertising will be accessible to the general public through the SDCBA’s website.
- Advertisers are permitted to provide links to their websites in their job board advertisements.
- Government/Public Agency and Non-Profit position listings are free of charge.

5.2.3 General Internet Policies

5.2.3.1 Online Privacy Policy

This policy applies only to activities SDCBA engages in on its website and does not apply to SDCBA activities that are “offline” or unrelated to the website.

SDCBA collects certain anonymous data regarding the usage of its website.
Individuals may be asked to provide personally identifiable information on the SDCBA website, which may include name, address, telephone number, and e-mail address. This information can be gathered when feedback or e-mails are sent to SDCBA or when registering for programs services. For certain services, such as event or CLE registrations, individuals may be required to also provide credit card or other payment account information which the SDCBA maintains in encrypted form on secure servers. In all such cases, the registrant will have the option of providing SDCBA with personally identifiable information.

5.2.3.2 Cookies

Cookies are small bits of data that are deposited on a user’s hard drive. The SDCBA website utilizes Cookies and IP addresses for certain functions. Cookies permit users to store their password and other user information without having to constantly re-enter this data. Cookies also permit SDCBA and its advertisers to tailor the SDCBA website and advertising to the needs of members and visitors to the website. Most browsers permit users to decline to accept Cookies, although the default setting is typically to accept them. Visitors to the website may choose to decline the Cookies, but certain functions of the website may not be accessible as a result.

5.2.3.3 Use and Disclosure of Information

The SDCBA does not sell personally identifiable information, such as a name or e-mail address, to advertisers. However, non-personal “aggregated data” is used to enhance the operation of the SDCBA website, and analyze interest in the areas of our website. Additionally, if a visitor to the website provides SDCBA with content for publishing or feedback, SDCBA may publish the user name or other identifying data.

The SDCBA may also disclose personally identifiable information to respond to a subpoena, court order, or other such request. The SDCBA may also provide such personally identifiable information in response to a law enforcement agency’s request. To protect the privacy of its members, the SDCBA uses industry standard technology protections based on best practices to make sure that each transaction process is safe, and that its members information is secure.

5.2.3.4 Other Websites

SDCBA’s website contains links to third-party sites and advertisers. SDCBA is not responsible for the use of cookies, the privacy policies, or the content of those sites. If a website visitor provides any information to such third parties, different rules regarding the collection and use of such personal information may apply. SDCBA strongly suggests website visitors review such third party’s privacy policies before providing any data to them.

5.2.3.5 Security

The SDCBA takes appropriate steps to ensure data privacy and security including through various hardware and software methodologies. However, SDCBA cannot guarantee the security of any information that is disclosed online.

5.2.3.6 Children

SDCBA does not knowingly collect personal information from children under the age of 13. Children are not permitted to use the SDCBA website or services, and SDCBA requests that children under the age of
not submit any personal information to the website. Since information regarding children under the age of 13 is not collected, SDCBA does not knowingly distribute personal information regarding children under the age of 13.

5.2.3.7 Corrections, Updates and Questions

If anyone wishes to modify or update any information SDCBA has received, or has any questions about this privacy policy, please contact bar@sdcba.org.

5.2.3.8 Notice and Modification of the Privacy Policy

The SDCBA reserves the right to modify its privacy policy at any time, without notice, and will notify website users by posting the amendment to the privacy policy on the website. Such modifications will become effective on the day they are posted. SDCBA encourages website visitors to frequently review the privacy policy for any modifications.

5.2.3.9 Website Content

All materials posted on this site are subject to copyrights owned or licensed to use by the SDCBA. Any republication, retransmission, and/or reproduction of all or part of any materials found on this site, including the online member directory, is expressly prohibited unless the copyright owner of the material expressly granted its prior written consent to republish, retransmit, or reproduce the material. All other rights are reserved.

The names, logos, trademarks and service marks of the SDCBA appearing on this site may not be used in any advertising or publicity, or otherwise indicate sponsorship or affiliation with any product or service.

5.2.3.10 Section and Committee E-Communities on the SDCBA Website

5.2.3.10.1 General

Each SDCBA section, committee, and division has an e-community on the SDCBA Website. Sections have a section homepage. These pages can include announcements, meeting notices, minutes, links, newsletters, surveys or questionnaires, and listserv information. All sections, committees, and divisions should have a member of their leadership team who is responsible for coordinating the content for their group and work with the internal team to provide content to the web master in an acceptable format (see below) and for regularly monitoring the currency of the information.

No section, committee, or division’s website should require custom programming. All out of the ordinary requests must be approved by the SDCBA’s Executive Director.

5.2.3.10.2 Content review

All material submitted to SDCBA for publication by a section or committee will be reviewed by SDCBA internal leadership for content approval.

5.2.3.10.3 Appropriate attribution/copyright clearance

Material taken from another source must credit the original author, whether quoted or abstracted. Contributors must obtain copyright clearance for such material before it can be placed on the SDCBA Website. Authors also warrant that the material is their original work and does not infringe upon the rights
of any person or organization. All attribution and copyright clearance should be sought by the website liaison.

5.2.3.10.4 Reviewing for currency

The section, committee, or divisions liaison is responsible for regularly monitoring the currency of the information on their homepage. Material submitted to SDCBA will generally remain on the site unless SDCBA internal leadership is instructed to remove or replace the content.

5.2.3.10.5 Format

Articles submitted should include a title with the author’s name(s) and date submitted below the title.

5.2.4 Social Media Policy

5.2.4.1 Overview

The SDCBA supports the use of social media to increase member engagement, build community, create a bridge between the legal community and the public, provide easy access to information, and further the SDCBA’s mission and goals as the voice of San Diego’s legal community.

Social media should be used as a tool to supplement the goals outlined in the SDCBA’s current strategic plan, and be in line with any direction provided in the SDCBA’s current Communications Plan.

This policy pertains to the SDCBA's use of Facebook, Twitter, Instagram, Linked In and all other future social media platforms not currently in use by the SDCBA. The SDCBA’s use of social media does not imply that there is a relationship between the SDCBA and anyone using a social media site.

5.2.4.2 Administration

The SDCBA’s main social media pages are administered by the SDCBA’s internal team, who also is responsible for developing and sharing content for each platform. All section, committee, and division pages are administered by the internal team, in addition to volunteer leaders.

5.2.4.3 Content

On its main Association social media pages, the SDCBA content is intended to deliver meaningful information, report on trends, and encourage and engage in conversation relevant to the profession on a local and national level in addition to highlighting SDCBA events, programs, and initiatives. Content is also derived from sections, committees, and divisions, and SDCBA digital and print publications, law practice management partners, local business and law related organizations, and reputable news and information sources.

All content posted complies with the Association’s listserv rules and current policy on advocacy and proactive positions where applicable.

5.2.4.4 Followers and “Likes”

Absent unusual circumstances, any member of the public may become a follow or fan of the SDCBA on Facebook, Twitter, Instagram or Linked In. Content provided by the SDCBA through social networking sites will be available to all followers and publicly available.
Nothing posted by the SDCBA will imply there is a business, personal, or attorney-client relationship with any follower. The SDCBA will assume no responsibility for any postings or the content of follower messages, and does not vouch for or warrant the accuracy, completeness or usefulness of any message.

5.2.4.5 Security

All content posted on social media platforms is monitored by the SDCBA Communications Department. The SDCBA retains the right to remove any posting or any “follower” at any time.

Nothing posted on the SDCBA’s social media pages is meant to constitute legal advice. The SDCBA assumes no responsibility for any message posting or its content. The SDCBA does not vouch for or warrant the accuracy, completeness, or usefulness of any message.

The SDCBA has developed a Social Media “Terms of Use” document that is posted (or linked to) from the SDCBA’s social media profiles. The Terms of Use may be revised at any time without notice.

5.2.4.6 Social Media for Sections, Committees, Divisions, and Interest Groups (Member Groups)

The SDCBA provides e-communities and a presence on the SDCBA’s website for its sections, committees, divisions, and interest groups, and or all of which may choose to supplement their use of the SDCBA’s e-communities through social media once they have developed and maintained their presence on the SDCBA website.

A member group wishing to use the SDCBA’s name and graphic identity in conjunction with the creation or maintenance of a social media presence (primarily Facebook, Twitter, and Linked In) must seek written approval from the SDCBA’s Director of Outreach Strategy and Executive Director. Once approved, the SDCBA will establish a page on behalf of the group, and provide access/editor rights/passwords to leaders. Authorization can be withdrawn at any time by the SDCBA. All posted content must be consistent with the SDCBA’s general policies and social media policies. Pages may be removed or hidden at the SDCBA’s discretion if they are not actively used by member group and consistently updated.

To create consistency and community, sections, committees, divisions, and interest groups using social media must use the established standard logo templates, disclaimers, and naming conventions devised by the SDCBA. Each group must work with the SDCBA internal point person to coordinate the development of any social network graphic and other site requirements.

All groups must provide direct links on any social media page back to the “main” SDCBA social media page for each medium. Those authorized to post on behalf of the member group must follow the SDCBA’s guidelines when posting to the SDCBA’s pages as the entity, and there must be a clear delineation when they are posting as themselves.

All SDCBA Social Media pages for sections, committees, divisions, and interest groups must link back to the SDCBA’s Social Media Terms of Use document. The SDCBA’s internal team members have the right to post messages to any page at any time.

No member group may pay for advertising or sponsored content, or may use paid social media platforms to encourage or generate more followers. Only the SDCBA’s internal team is authorized to purchase advertising or sponsor or promote content relevant to any of the SDCBA’s entities.
Additionally, no member group can use social media for any commercial purposes, including but not limited to promoting their practice or that of another attorney or particular vendors or service providers.

No individual may comment on any other page or respond to comments on any page on behalf of the section, committee, division, or interest group. Comments must be only in their individual capacity.

The SDCBA’s team reserves the right to edit or remove any post at any time from any page.

To promote the updating of social media pages, the following procedures will be followed.

a. During orientation, the internal team will inform all incoming leaders of any SDCBA community that they have the option of having a social media page (currently Facebook, though this may change at the discretion of the internal team) created by the SDCBA internal team, which the section, interest group, or New Lawyer Division must moderate and update.

b. For those communities who elect to use such social media pages, the following terms will apply:
   i. The community’s page must receive at least one update per week. Though one update per week may be more aspirational for some communities, there should be substantial compliance with this objective of keeping the page current.
   ii. Discussions on the community page must be monitored and moderated by leadership of the section, interest group, or New Lawyer Division at least every 2-3 days1 (and preferably more frequently)
   iii. The internal team will monitor the community pages quarterly to determine whether they have been updated and moderated regularly. For those which are not updated or moderated sufficiently will be hidden from public view and rendered dormant until the community’s leader wishes to resume regular updates.

c. For those communities who elect not to use such social media pages, the pages will be hidden from public view and rendered dormant until the community’s leader wishes to resume regular updates.

5.2.4.7 Guidelines for social networking for sections, committees, and divisions:

Represent the SDCBA and our profession well. Exercise good judgment. Entities and individuals who fail to do so, or who fail to comply with the SDCBA’s social media and Association policies, in addition to the following guidelines, may forfeit the right to participate in social networking activities associated with the SDCBA.

Be responsible. You are responsible for the material you post. Carefully consider content; what you publish will be widely accessible for some time and, in some cases, indefinitely. All statements must be true and not misleading. Do not post private information about yourself or others. Keep the posts relevant.
to SDCBA’s mission and/or goals. Adhere to all statutory prescriptions and Rules of Professional Conduct governing the privacy of individuals and confidential information.

Be upfront; identify yourself in online discussions. Use your real name, and, if relevant, your role or interest in the topic discussed. When appropriate, make it clear you are speaking for yourself and not on SDCBA’s behalf.

Be civil and respectful. Do not use defamatory, libelous, or damaging innuendo; abusive, threatening, offensive, obscene, explicit, or racist language; or post illegal material.

Be quick to correct an error. If you make a mistake, quickly provide the correct information. If appropriate, modify an earlier post to make it clear that you have corrected an error.

Keep it relevant/add value. Information can add value if it contributes to the knowledge or skills of an SDCBA member or builds a sense of community.

Follow copyright and fair use laws. Always give people proper credit for their work. Make sure you have the right to use material with attribution before publishing. It is a good practice to link to others’ work rather than reproducing it on your site. When in doubt as to the proprietary nature of material, don’t use it. Recognize the potential professional and legal consequences of any failure to follow applicable laws governing the use of others’ material.

Protect proprietary and client information. Do not discuss or misuse proprietary or confidential information and follow all professional and ethical rules governing the disclosure of such information.

Avoid politics. Political endorsements may not be made via the SDCBA’s social networking pages. Messages must comply with the SDCBA’s policy on endorsements.

Legal Restrictions. Comply with all legal restrictions and obligations governing professional conduct, particularly those regulating communication and advertising, when posting content to any social network, including postings by an entity.

Do not violate antitrust laws. Antitrust laws prohibit postings that encourage or facilitate agreements between SDCBA members of different organizations concerning the following, as they pertain to prices, discounts, salaries, cost data, or any other term or condition related to competition.

Abide by the social network’s rules. Review the terms of use of each social network carefully.

Refrain from disparaging discussion of the SDCBA, its leadership, and its policies. SDCBA Social Media users will refrain from using social media as an opportunity to disparage SDCBA priorities, leaders, programs or initiatives.

5.2.4.8 SDCBA Social Media Guidelines for Postings/Retweeting/Sharing for SDCBA Internal and Volunteer Leadership with Social Media Responsibilities/Oversight

The following questions and guidelines should be analyzed by SDCBA internal and volunteer leaders responsible for the content of SDCBA social media pages when posting/reposting/sharing or tweeting/retweeting information. The following provides some considerations as a supplement to the SDCBA’s Social Media Policy, which should be adhered to throughout all social media channels.
• Post:
• Is there value in this post for SDCBA members specifically?
• Is the tone of the posting consistent with the SDCBA’s voice and brand?
• Will the post create a positive perception of the legal profession and San Diego’s legal community?
• Does the posting represent an important trend or a changing dynamic for the profession?
• There is something in this post that is interesting or impactful to practicing lawyers, law students, or other legal professionals in San Diego that would not be interesting or impactful to the general public?
• Does the post further the SDCBA’s position as the “voice” of the legal community?
• Strongly consider before posting whether the SDCBA can add to this conversation in a meaningful way if:
  o This post can be construed as political or controversial in any way, or there will be a strong division of opinion among members of the SDCBA about the matter of this post.
  o The post shows a bias or overly presents one particular point of view in a way which could be attributed to an SDCBA bias.
  o If the subject negatively reflects the legal community, particular law firms, or particular attorneys or is disparaging.
  o There is an organization or organization that have already shared this post sufficiently and our posting would seem duplicitous and would not add value to the conversation.

Do not post if:
• This post serves a commercial or sales purpose for non-SDCBA goods or services, with the exception of SDCBA Member Benefit partners, event sponsors, and other pre-approved vendor partners.
• The information or subject matter of this post does not maintain the professional and ethical standards of the SDCBA.

5.2.4.9 Terms of Use- SDCBA Social Media Pages

The following terms and conditions are to be posted or linked to from the information section of the SDCBA’s main social media pages (where applicable), and included on the SDCBA website. This information is intended for the end-user/audience, and not SDCBA leaders or social media administrators in particular.

Nothing posted on the SDCBA’s social media pages is meant to constitute legal advice or to imply there is a business, personal, or attorney-client relationship with any fan or follower. We assume no responsibility
for any postings or their content. We do not vouch for or warrant the accuracy, completeness or usefulness of any message.

By using social media related to the SDCBA, you agree not to post any abusive, obscene, vulgar, slanderous, defamatory, knowingly false, inaccurate, hateful, threatening, harassing, and invasive of a person’s privacy, sexually-oriented or any other material that may violate any applicable laws.

You agree not to post any advertisements or solicitations of business. The reproduction of published materials is not permitted. You agree not to post any copyrighted material unless the copyrighted material is posted with permission. Doing any of the foregoing may lead to a ban from the use of the SDCBA’s social media mediums. We reserve the right to reveal your identity in the event of a complaint or legal action arising from any message posted by you.

You agree to indemnify and hold harmless the SDCBA and its affiliates, and their respective members, directors, officers, managers, employees, shareholders, agents, and licensors, from and against all losses, expenses, damages and costs, including reasonable attorneys’ fees, resulting from any violation by you of our terms of use.

We do not actively monitor or review all postings; however, the administrator and moderators of this page have the right to remove, edit, move or close any topic at any time as they see fit, or block or remove any user. As a user you agree to any information you have entered on this site being stored in a database. You acknowledge that all posts made to this site express the views and opinions of the author and not the SDCBA or its internal team members or any entity associated therewith and hence we will not be held liable for any such postings.

Information posted by the SDCBA may only be re-posted or re-tweeted verbatim, and may not be altered beforehand. Commercial use of any content is strictly prohibited. We may provide links on this site as a convenience to users. We do not endorse, and make no representations or warranties regarding, any of the linked websites, the content of the sites or the product and services offered through these sites.

All material posted by the SDCBA (including, without limitation, text, photographs, graphics, video and audio content) is protected by copyright as a collective work or compilation under the copyright laws of the United States and other countries, and we (subject to the rights of its licensors and licensees under applicable agreements, understandings and arrangements) have rights therein. All individual articles, videos, content and other elements comprising this site are also copyrighted works and we (subject to the rights of its licensors and licensees under applicable agreements, understandings and arrangements) have rights therein.

You agree that we may modify the terms of use (or discontinue our use of this site or page) in our sole discretion, without advance notice, and that your right to access this site is conditioned on an ongoing basis with your compliance with the then-current version of these Terms and Conditions. You should therefore visit this page frequently.

Through your use of social media to access information about the SDCBA, you expressly agree that use of this social media platform is at your sole risk, and there is no warranty that your access or use of this site will be uninterrupted or error free, or that may particular results may be obtained by use of this sites. We
are not liable for any viruses, worms, "Trojan horses" or other destructive materials possibly contained within this site. It is the user’s responsibility to stay appraised of the social media site they are using.

5.2.4.10 Social Media Use for SDCBA Elections

Individuals running for an SDCBA leadership position may use social media to encourage support using their own individual pages, or pages they create.

No candidate information or endorsements may be posted to the SDCBA’s pages, whether in comments or otherwise. All election posts must adhere to the SDCBA’s election policies.

Page administrators for SDCBA pages or profiles may not endorse any candidates or post information for or about candidates.

5.2.5 Email Outreach

The SDCBA uses its mailing lists to notify members of various opportunities. In addition to its publications, the SDCBA may from time to time send e-notices to its members. The SDCBA has a goal of sending no more than 8 e-communications to its members each month. This target is based on research that addresses member tolerance for email. Given this goal, the SDCBA reserves the right to streamline communications in alternate formats. While listserv communications do not count toward the 8, misuse of the listserv technology may require limiting a member’s access to the technology.

5.3 E-Communities on the SDCBA Website

5.3.1 Listserv Guidelines

The SDCBA listservs are self-monitored communities for sections, committees, divisions, and interest groups, and are provided to help foster collaboration, civil discourse, mentorship and meaningful dialogue amongst lawyers as well as non-lawyer members of the SDCBA. While listserves are used from time to time to promote SDCBA programs and services, for the most part, discussion is generated and monitored by the members of each listserv.

Please note:

- Any member of an SDCBA section, committee, division or interest group may participate in its listserv.
- Listservs can be used in any way that serves the interests of the community it serves; if an issue arises, it should be addressed with Section, Committee, Division or Interest Group leadership.
- While guidelines exist (see below), the SDCBA’s team does not monitor the listservs consistently, and will only directly address profane or disruptive behavior at its discretion.
- The SDCBA reserves the right to remove any member of any listserv at any time if conduct is unprofessional, disruptive, or does not adhere to the SDCBA’s standards of civility, integrity and professionalism.
- All listserv participants agree to defend, indemnify and hold the SDCBA harmless from and against any damages arising out of or resulting from that person’s online conduct in a listserv.
In addition to general dialogue, please note the following suggested listserv uses and prohibitions:

a. Listservs may be used to share information about CLE/educational programs or events of other organizations provided that the content or topic of the program or event does not overlap in nature and/or timing with a program hosted or sponsored by the SDCBA. If a listserv user would like to post a program, after reviewing the SDCBA’s calendar to ensure it does not duplicate, replicate, or cover the same topic as an upcoming SDCBA program, the following guidelines should be reviewed and adhered to:

   i. Program information should only be shared if it is presented by the State Bar of California, the American Bar Association, an accredited law school, any of our approved Law-Related Organizations, or events that have been approved by the Section, Committee or Division’s leadership or internal leadership team can be posted.

   ii. The program or event cannot take place within 30 days of similar SDCBA programming or events so that any marketing does not compete with the SDCBA’s program marketing efforts.

   iii. Violation of the guidelines for posting CLE and other educational programming deemed to be competitive in nature with programs produced or sponsored by the SDCBA may result in a user’s removal from the listserv, at the discretion of the SDCBA’s leadership and internal team.

b. Listservs may be used to announce office space for lease, or to request experts. Otherwise, there should be no commercial use of the listservs (i.e. Listservs should not be used to exchange services, materials or software in return for payment of any sort – including trade of like items, special discounts, cash, etc.). Unlawful, threatening, abusive, libelous, defamatory, obscene, pornographic, profane, annoying, vexing, harassing, or otherwise objectionable information of any kind may not be posted to the listserv, including, without limitation, any transmissions constituting or encouraging conduct that would constitute a criminal offense, give rise to civil liability, or otherwise violate any local, state, national or international law.

c. Postings that encourages or solicits others to engage in anti-competitive activities, including attorney rate information, is not permitted.

d. Listserv messages should not be posted elsewhere by recipients or forwarded to any non-SDCBA member without the original poster’s consent, particularly where it may have an effect on a case.

e. Section, Committee, Division and Interest Group listservs should be used to discuss topics of interest to their constituencies – particularly the area of law or common issues, practices, questions and news that impacts practitioners in that area of law. For community service projects and volunteer opportunities, users are encouraged to use
the community service committee listserv or submit information to bar@sdcba.org for consideration in This Week at the Bar.

   f. Messages should not promote any fundraising efforts or solicit donations unless the beneficiary is the San Diego County Bar Foundation, the charitable arm of the SDCBA, unless the effort has been approved as part of the SDCBA’s Community Service or outreach efforts.

   g. Listservs may not be used to endorse political candidates running for any office.

Sections, Committee, Division and Interest Group (Entity) leaders, please note:

SDCBA Entities may not:

   • Take a position on behalf of the organization without the approval of the Board, on the listserv or otherwise (see Public Position Policy).

   • Endorse or support a political candidate, ballot, proposed legislation, proposed governmental action, or initiative in the name of the organization, on the listserv or otherwise.

   • Endorse any candidate, whether a section or committee member or not, for the SDCBA Board, or any other bar organization volunteer leadership position.

Separate rules apply for how candidates for the SDCBA Board, Section and Committee leadership positions, and other local bar boards may campaign, however with regards to the listservs, please note:

Any listserv participant may:

   • Announce their candidacy one time for the SDCBA Board and seek the support of the listserv constituency, with the pre-approval of the Executive Director.

   • With the pre-approval of the Executive Director, announce their candidacy once for another bar organization’s volunteer leadership position, and seek the support of the listserv constituency.

   • Announce their candidacy for a leadership position within their section or committee one time. The announcement may only be posted to the listserv for the section or committee for which the candidate is seeking election.

No member may post information or advocate via the listserv on behalf of any candidate other than themselves for the SDCBA’s Board election or any other elected position.

5.3.2 Listserv Violation Procedures

As self-monitored communities, issues that arise on a listserv, such as improper use, incivility or failure to adhere to listserv guidelines, should be addressed to the Section, Committee, Division or Interest Group’s leadership.

Section, Committee, Division, and Interest Group leaders are encouraged to:

   a. Contact the individual directly.
b. Share the listserv guidelines with the entire community.

c. Review former listserv guideline violations by the individual.

d. Determine if an offense merits potential removal from the listserv, and if so, make a recommendation to the SDCBA’s Director of Outreach Strategy and CCO, as well as the Chair of the Leadership and Governance Committee. Leaders are encouraged to provide at least one warning to listserv members prior to recommending removal from a listserv.

The SDCBA will review any recommendations for an individual to be removed from the listserv and take action accordingly. An individual's listserv privileges may be immediately suspended pending investigation at the discretion of the SDCBA.

5.4 Media and Crisis Communications Guidelines

5.4.1 Designated SDCBA Spokesperson

The President is always the organization's first spokesperson, with the President-Elect serving as the organization's spokesperson in his/her absence. The President also has the right to appoint a spokesperson of his/her choosing.

5.4.2 Routing of All Media Contacts

All media contacts must be coordinated with the Executive Director or the Director of Communications and Outreach Strategy/CCO of the SDCBA. No press releases are issued without approval of the Director of Communications and Outreach Strategy. Committees, sections, and members or other entities of the SDCBA which receive inquiries from the media or who would like media coverage for a particular event shall contact the SDCBA's Director of Communications in advance to coordinate responses to the media and media coverage for their event. This will ensure any statements made to the media are consistent with the SDCBA policy and actions.

5.4.3 Media Requests for SDCBA Public Comment

Any media request for official SDCBA public comment is subject to the Public Positions policy set forth in the Bylaws.

5.4.4 Special Procedures for Crisis Communications

In the event that a potential crisis or situation should arise, certain measures shall be taken to ensure that the response be both timely and accurate. As a result, it has been determined that issues regarding overall SDCBA business and concerns be directed to four designated SDCBA Spokespersons as representatives of the SDCBA including the President, President-Elect, Executive Director and the Director of Outreach Strategy/CCO. The President shall always serve as the organization’s first spokesperson, with the President-Elect serving as the organization’s spokesperson in his/her absence. The President shall have the right to appoint a spokesperson of his/her choosing as well.

The purpose of this policy is to ensure consistent and timely responses to the media or other interested group(s)/individual(s).
If a designated spokesperson cannot be reached, and there is an immediate media inquiry, the media shall be advised that "the appropriate officials of the SDCBA cannot be reached for comment."

Members of the SDCBA, including Board members and chairpersons of committees and sections, who are not designated Spokespersons, or authorized to so act, shall be careful in any internal or external communications to state that he or she is not expressing an official position of the SDCBA.

5.4.5 Crisis Communication Plan/Emergency Closures

The SDCBA has a crisis communication plan that will be implemented in response to any situation that is deemed to be a potential crisis or emergency. The plan consists of selecting designated Spokespersons, identifying possible crises or issues that could negatively affect the SDCBA, identifying the message and crisis response for each potential situation, identifying the appropriate spokesperson for each situation, training Spokespersons and all front-line employees in how to identify and respond to a potential crisis situation, and conducting training on how to respond to the media or other interested groups.

In the event of a crisis, extreme care should be taken to ensure both a timely and accurate response to the media and/or other affected group(s)/individual(s). Responses shall be by the President as the organization's spokesperson, or his or her designee, with the advice and guidance of the Director of Outreach Strategy/CCO. The SDCBA shall follow a crisis communication plan to be designed and implemented by the President, President-Elect (if applicable), Executive Director and Director of Communications in the event of a crisis. Said plan shall be specifically designed to address the crisis in question.

In addition to the Crisis Communication Plan, SDCBA internal team follows emergency procedures that apply in the event of an emergency or required shutdown. The plan includes notification to members of cancelled events at the Bar Center as well as other procedures that apply should the SDCBA be closed for more than 3 business days due to an emergency or required shutdown.

5.5 Community Relationships

5.5.1 Law Related Organizations

5.5.1.1 Purpose

To foster community and facilitate coordination with other legal community stakeholders, as well as provide its members with valuable resources and information, the SDCBA will maintain a list of a variety of law related organizations on its website.

5.5.1.2 Definition

There are over 40 law related organizations serving the San Diego County legal community.

The SDCBA defines law related organizations as follows:

- Bar Associations or Legal Profession Organizations: Any group that defines itself as a specialty, regional, minority or diversity bar association serving San Diego County lawyers and the legal profession.
• Legal nonprofits: Nonprofit organizations that focus on issue-specific legal advocacy through direct representation, policy work, and/or lobbying and nonprofit organizations that focus on an area of international public interest in San Diego County.

• Legal Service Providers: Nonprofit organizations that provide legal services to those unable to afford legal help in San Diego County.

• Law Schools: San Diego based postgraduate programs accredited by the American Bar Association, resulting in a Juris Doctor (J.D.) law degree.

**Additionally, the SDCBA maintains a list of entities that are of interest, but whose leadership does not apply for listing on our website or obtain any of the rights listed above (includes: Courts, Federal Offices, State Offices, Public Information, Legal Research)**

5.5.1.3 Listing

The SDCBA maintains a list of law related organizations in San Diego County, including bar associations, legal nonprofits, legal service providers, and law schools, on its website and a link to their URL pages as a resource to lawyers and the public. Any group who falls under the above definition may apply to be included in the SDCBA’s listing.

San Diego County presence – to be listed in any of the categories above an organization must have an active URL for either a San Diego based location or San Diego based chapter, or otherwise demonstrate a significant presence in San Diego County, name a San Diego point of contact, and provide a URL to a state or national organization. The SDCBA reserves the right to evaluate whether an organization meets the needs of its membership.

Any group already listed on the SDCBA’s website prior to September 2016, will be grandfathered in, provided they maintain their own website as noted above and had provided the SDCBA with the URL by December 1, 2016.

5.5.2 Legal Community Calendar

The SDCBA maintains a legal community calendar on its website. The purpose of the calendar is 1) to provide one spot for all law related organizations’ signature events to be posted and 2) to list certain community service opportunities (see Community Services Policy).

To have events posted to the Legal Community Calendar, law related organizations may submit a form that indicates the date and time of any a non-CLE event and the event will be posted within 7 days. Alternatively, a law related organization may email the SDCBA Executive Assistant/Leadership Coordinator and provide the relevant information to be added to the calendar. The purpose of the calendar is to promote events in the legal community and facilitate effective communication and coordination regarding various events. No CLE can be posted to the community calendar unless the SDCBA has agreed to co-sponsor, pursuant to the co-sponsorship and collaborations policy.

Only items submitted by approved law related organizations are posted on the Legal Community Calendar. Some events may also be included in SDCBA reports including Legal Community Calendar monthly special section of This Week at the Bar.
At the discretion of the Executive Director, other events may be included on the calendar.

5.5.2.1 Use of SDCBA Listservs

The SDCBA has two listservs for use by law related organizations, one for local bar association leadership and another for the broader legal community. Any law related organization that meets the definition provided may have a point person added to the legal community listserv. The ED, President, and/or similar leader of San Diego’s affinity bar associations may be included in the local bar leadership listserv upon request.

5.5.3 SDCBA Membership in Other Organizations

The SDCBA will pay the membership dues for membership and involvement in certain organizations that advance its mission, including: the National Conference of Bar Presidents (NCBP), the National Association of Bar Executives (NABE), and the ABA Metropolitan Caucus of Bar Leaders (MBC) and the San Diego Chamber of Commerce. To the extent there is a suggestion for the SDCBA to pay any other membership dues, and the dues are not already anticipated through the annual SDCBA budgeting process, the matter shall be submitted to the President for approval.

5.6 Policy on Memorializing SDCBA Presidents and Members

SDCBA President

- Notice of passing posted in This Week in the Bar with funeral/contribution/remembrance information until funeral/remembrance date has passed.
- Profile Article by member of Bar History (full page) scheduled for next issue of San Diego Lawyer
- Sympathy/gratitude letter sent from current Bar President
- “Share your memories” page placed on SDCBA website, “memories” compiled and sent to surviving family members.
- Donation made in the individual’s name to the San Diego County Bar Foundation
- Individual’s name is submitted to the San Diego County Bar Foundation for consideration for their Distinguished Lawyer Memorial.
- If individual is part of Legends of the Bar series, their video clip is highlighted on the SDCBA’s website and moved to the front of the Legends library for one month.

Other SDCBA Members (upon request or notification to bar@sdcba.org)

- Notice of passing posted in This Week in the Bar with funeral/contribution/remembrance information until funeral/remembrance date has passed.
- Information posted to section/committee listservs the individual was a member of regarding funeral/contribution/remembrances.
• Photo and/or information posted in “passings” section of the Distinctions column in the next issue of San Diego Lawyer.

• If individual is part of Legends of the Bar series, their video clip is highlighted on the SDCBA’s website and moved to the front of the Legends library for one month.

The SDCBA is open to the suggestions of the Bar History Committee for how to further memorialize members who have passed.

6. **EDUCATION AND CLE PROGRAMS**

The SDCBA offers a variety of educational programs to support members each year. The SDCBA is an approved State Bar of California CLE provider and is also approved to provide specialist credit in the areas of Appellate, Family law, Taxation and Estate.

6.1 **Planning a Program or Networking Mixer**

6.1.1 **Co-Production**

Sections are encouraged to plan and produce programs collaboratively to broaden the scope of a program, avoid duplicate programming, and achieve optimal attendance. This compares to the former approach where one Section produced a program and asked other Sections to co-sponsor but those Sections had no real involvement in content and selecting speakers. “Co-sponsorship” is a term that will now be used to refer to partnering with external groups.

6.1.2 **Targets for Each Section**

In further alignment with programming trends and the SDCBA’s strategic plan, the following sections are encouraged to produce an annual half-day or full-day CLE conference that includes a networking and/or mentoring component: 1) Business & Corp; 2) Civil Litigation; 3) Estate Planning, Trust & Probate; 4) Family Law; 5) Labor & Employment; and 6) Real Property.

Such conference style programming allows the sections and the SDCBA to streamline the amount of programming and related draws on available resources.

All sections are encouraged to provide programming and activities that best engage and connect their members and meet the specific needs of the practice area, including connecting and advising members via the e-community listserv and fileshare, facilitating discussion through informal topical roundtables, networking and mentoring events, as well as community service activities.

6.1.3 **Program Topics and Subject Matter**

The SDCBA is committed to providing high-quality CLE consistent with the State Bar of California CLE Rules and Regulations. CLE programs must relate to legal subjects directly relevant to members, have significant current professional and practical content, and be balanced in their approach and presentation.

Programs that discuss or present certain products or services must present the product, service, model or approach in a neutral, educational fashion, rather than promoting or advocating the use of a certain vendor or business that sells the product or service. In some instances, at the SDCBA’s discretion,
additional speakers may need to be added to a panel or marketing materials may need to be modified to address this issue.

Programs pertaining to political or controversial topics/subject matter, as determined by the SDCBA internal team, must be produced in such a manner that representatives from all sides of the controversy or issue have equal opportunity to present their opposing viewpoints or ideas.

Programs involving political candidates, public officials, or otherwise potentially controversial presenters must be produced in such a manner that any opponents or adversaries are provided with equal opportunity to present their opposing viewpoints or ideas.

The SDCBA reserves the right to: 1) adjust or change the program title or content to address political issues, SDCBA policies, State Bar of California MCLE requirements or security considerations; 2) combine CLE applications/programs or to list other SDCBA entities as co-sponsors; 3) cancel a CLE program for any reason including lack of registration; and 4) change the format of the CLE from a live presentation to a different format to best suit the needs of the program.

### 6.1.4 Program Marketing

The program will be promoted using the following SDCBA communication tools: 1) weekly e-publication: This Week at the Bar; 2) monthly e-publication: For the Record; 3) the SDCBA website and calendar; 4) Section listservs; 5) other targeted marketing emails; and 6) social media platforms.

### 6.1.5 Handouts and Materials

Per the State Bar of California, substantive handout material is needed for all CLE programs 60 minutes or more.

If copyright permission has already been secured, all materials should be received at least a week before the program. This includes speaker biographies, agendas, PowerPoint presentations, substantive handout material, final AV requests, and any other collateral or information to be provided at the seminar. Late materials or requests may not be included. If copyright permission needs to be obtained by the SDCBA, materials should be received no later than 3 weeks prior to the program date.

Handouts and materials should not include promotional materials for non-SDCBA events or products unless a program is sponsored, and sponsor materials are included.

### 6.1.6 Venue

Generally, educational programming will take place at the Bar Center at 401 to facilitate registration and to allow the content to be livestreamed and recorded. Exceptions to this include programming that is intentionally held in other locations to address regional needs or attract a certain demographic. The SDCBA internal team will determine the location for each program based on the needs of the program.

### 6.1.7 Food for CLE

If a CLE program includes food service, the SDCBA will coordinate food based on available caterers and budget for the program/event. See Section 6.2.2 for additional fees for providing food and refreshments at a program.
6.1.8 Registration and “Walk-Ins”

In order to ensure members have a reserved space at a program, all attendees must register and pay at the time of registration. No reservations may be guaranteed without payment. Registration fees are applied to the person registering for the event and may not transfer to another program attendee or online program. As an incentive to encourage early registration, the SDCBA may offer an early bird registration rate.

Walk-in attendees are accommodated as space allows and every effort will be made to seat all attendees. As food catering orders are placed in advance, food service is may not be available for same day walk-ins.

6.1.9 Cancellation

If a registrant needs to cancel their registration for any reason, refunds are available up to 24 hours before the program. If a cancellation is requested within 24 hours of the program, a refund will not be provided. Instead a credit will be applied to the registrant’s account to be used at a future program of equal pricing of the registrants choosing.

6.1.10 Co-sponsorship, Collaboration, and Revenue Sharing

The SDCBA may seek co-sponsorship of other local and national groups that agree to assist with marketing and other needs of the program.

SDCBA Board and/or the Executive Director will provide leadership and guidance as to the specific groups that may be approached for co-sponsorships with sections and Committees. No section or committee can seek external co-sponsorship and no section or committee can agree to co-sponsor another program without approval from the Executive Director who is charged with monitoring SDCBA collaborations association wide.

Any co-sponsors or third-party collaborators must agree to abide by the SDCBA CLE guidelines, terms, and policies. See also Policy Manual Section 4.2.4.8 Co-Sponsorships and Other Collaborations.

External groups that would like to co-sponsor or collaborate with SDCBA on programming should contact the SDCBA Executive Director, or designee, to discuss the program idea and obtain approval. The Executive Director’s decision to approve will be based on a variety of issues including: a) identity of the entity seeking co-sponsorship; b) subject matter of the program; c) the extent to which the proposed program has been planned; d) the extent of involvement requested; e) degree of anticipated interest to SDCBA membership; and f) financial involvement and commitment requested and financial risk to SDCBA.

Even if it appears that no financial commitment or risk is involved, other costs will be considered including: 1) employee overtime; 2) room reservation requests; 3) CLE accreditation; 4) processing registration fees; and 5) providing free mailing lists.

6.1.11 Vendor Sponsorships and Physical Presence at CLE Programs

All requests to have vendors present or to sponsor a program must adhere to the SDCBA’s sponsorship policy and be approved by the Executive Director before any outreach is made. Similarly, the SDCBA may also try to secure sponsorship to support section activities and defray costs.
Any other vendor must receive prior approval from the Executive Director to 1) promote their product or services; 2) underwrite the cost of any portion of a seminar, including printing, food or beverage service, etc.; and 3) print their logo or any other graphically descriptive materials on flyers or other promotional materials.

6.1.12 Security
The SDCBA reserves the right to determine if additional security is required for any SDCBA CLE program or event.

6.1.13 Educational Speakers

6.1.13.1 Diversity and Inclusion Requirements

6.1.13.1.1 Statement of Purpose

a. Initiatives that support inclusion are a significant part of the SDCBA’s work and mission. We are committed to promoting diversity in every aspect of our Association and creating a more inclusive legal community, including speaking opportunities in our educational programming. To meet the objectives of promoting inclusion and encouraging the full and equal participation of all members, the SDCBA expects all educational programming to have qualified speakers that also include diverse members of the legal community.

b. The SDCBA provides support to leadership in identifying diverse speakers. This support may include, but is not limited to: maintaining a diverse speakers directory, consulting with the SDCBA’s Committee on Diversity & Inclusion (CDI), and connecting members with local diversity bar organizations and diversity bar leaders.

6.1.13.1.2 Diversity

“Diversity” is an expansive and flexible concept meant to include groups under-represented in the legal community. This includes but is not limited to people who have the below attributes or a combination of these attributes: 1) less than 5 years of legal practice; 2) women; 3) people of color; 4) people who identify as LGBTQ+; and 5) people with disabilities.

The SDCBA may rely on state or local demographics available to determine representational percentages. Those who choose to participate as part of the faculty for educational programming will be asked to voluntarily self-identify and will be provided with a statement explaining the purpose of data collection to enhance diversity and inclusion in the SDCBA. These individuals will be given the option to decline to provide this information. The reporting provided shall remain confidential and anonymous in its disaggregated form but may be used in statistical analysis regarding diversity and inclusion in the SDCBA generally.

6.1.13.1.3 Diverse Speaker Policy

This policy applies to all educational programming whose faculty consists of 3 or more panel participants, including the moderator:
a. Programs with faculty of 3 or 4 panel participants, including the moderator, will require at least 1 diverse member;

b. Programs with faculty of 5 to 8 panel participants, including the moderator, will require at least 2 diverse members;

c. Programs with faculty of 9 to 12 panel participants, including the moderator, will require at least 3 diverse members;

d. Programs with faculty of 13 to 16 panel participants, including the moderator, will require at least 4 diverse members.

An exception may be granted if it is determined by the SDCBA internal team that a good faith effort to include the requisite number of diverse members was made but was not attainable.

If a panel does not comply, was not granted a good faith exception, and/or it is determined that there is conscious disregard of this policy, the SDCBA retains the right to cancel scheduled programming.

In making a determination as to whether reasonable and good faith effort has been made to comply with this policy, the totality of the circumstances will be considered, including information regarding the available pipeline of qualified candidates and any other relevant information and anecdotal information.

Although not a requirement, the SDCBA aspires to achieve a ratio of 50% diversity of the total panel participation, including the moderator.

All reasonable effort will be made to ensure individuals who have different abilities can access the program.

6.1.13.1.4 Year 2022 Diversity Requirement

Effective January 1, 2022, 6.1.13.1.3 (a)-(d) will be deleted and the following language shall replace it:

This policy applies to all CLE programs whose faculty consists of 3 or more panel participants, including the moderator:

a. Programs with faculty of 3 panel participants, including the moderator, will require at least 1 diverse member;

b. Programs with faculty of 4 to 5 panel participants, including the moderator, will require at least 2 diverse members;

c. Programs with faculty of 6 to 7 panel participants, including the moderator, will require at least 3 diverse members;

d. Programs with faculty of 8 to 9 panel participants, including the moderator, will require at least 4 diverse members;

e. Programs with faculty of 10 to 11 panel participants, including the moderator, will require at least 5 diverse members;
f. Programs with faculty of 11 to 12 panel participants, including the moderator, will require at least 6 diverse members;

g. Programs with faculty of 13 to 14 panel participants, including the moderator, will require at least 7 diverse members;

h. Programs with faculty of 15 to 16 panel participants, including the moderator, will require at least 8 diverse members.

6.1.13.2 Subject matter experts

Program planners must include only qualified speakers noted for their subject matter expertise who reflect the wide and rich diversity of the legal profession. Preference will be given to SDCBA members and benefit providers, licensed attorneys and other legal professionals, judicial officers, knowledgeable court employees, law school faculty members with significant knowledge and experience in a particular subject matter or alternatively, a knowledgeable expert with proven experience, credentials, established in a particular subject.

6.1.13.3 Speaker Release Form

All speakers will be requested to sign a Speaker Release if the program or CLE is to be audio-recorded, video-recorded, or webcast. The release form grants SDCBA proprietary rights to the program content as described in the form.

6.1.13.4 Proprietary Use Guidelines

SDCBA maintains the exclusive and sole proprietary rights for all CLE materials, works, video, audio, or other reproductions, including copying, viewing or usage of content.

6.1.13.5 Promotion of Services

Speakers may not directly promote or market their products, services or company during the course of an educational program or event. But they may identify themselves, the products or services that they professionally provide, and any company affiliation they have as part of an introduction.

Speakers are not permitted to sell books or any other product or service. Speakers that want to provide a flyer to seminar attendees or to announce a book or other product(s) available for purchase off-site should discuss this request with their SDCBA internal team point person.

6.1.13.5.1 Vendors and Sponsors as Speakers

When the speaker on a topic is a vendor or sponsor, to provide the best experience for SDCBA membership, the following guidelines also apply: 1) the vendor or sponsor may include company and contact information on first or last page of any presentation materials only. PowerPoints with customized background including a logo is acceptable as determined by the SDCBA; 2) if the vendor or sponsor is providing examples of specific service or product providers, he or she must provide multiple options unless the purpose of the presentation is a product or service demonstration; and 3) the vendor or sponsor may not subjectively compare his or her service or product to others.
Because sales pitches do not qualify for MCLE credit, failure to comply with these guidelines can result in the inability to award MCLE credit to attendees. That reflects poorly on the SDCBA and will result in the vendor or sponsor being excluded from future speaking engagements at the SDCBA. Likewise, negative evaluations reflecting attendees’ perception that the presentation was a sales pitch will result in the vendor or sponsor being excluded from future speaking engagements at the SDCBA.

6.1.14  CLE Credit Requirements

A CLE program is an educational program that is eligible for MCLE credit. A credit hour is sixty minutes actually spent in MCLE activity, less any time for breaks or other activities that lack educational content. Not all programs produced provide CLE credit (for example, certain law practice management and marketing programs do not qualify for CLE certification).

The State Bar of California regulates and defines what CLE is in our state. A program is eligible for CLE if it has significant and current professional or practical content. Presenters must have significant professional or academic experience related to the topic and be balanced in their approach and presentation.

6.1.14.1  Programs Providing 1 or More Hours of CLE Credit

Per the State Bar of California, all CLE programs that are certified for one or more MCLE credits must include (1) record of attendance; (2) CLE Certificate (3) biographies of the speakers; (4) an outline of the program; (5) substantive handout materials; (6) survey to participants.

6.1.14.2  Programs Providing Less Than 1 Hour of CLE Credit

Per the State Bar of California, all CLE programs that offer less than 1 hour of credit require: (1) record of attendance, (2) CLE Certificate; (3) an outline of the program; (4) survey to participants.

6.1.15  CLE Format Options

6.1.15.1  Live and Webcast CLE

Live programs are “in-person” programs that may also be webcast - a livestreaming of the in-person program which allows participants to view the live program from the convenience of their home or office computer. The decision to webcast is made by the SDCBA internal team given the topic and other programming planned that day.

6.1.15.2  Webinar CLE

The webinar format is an internet-based program where all attendees participate by viewing the program from their computer. Attendees see a visual, typically a power point or head shots of the speakers. This format allows for a speaker to present from his/her own location and is ideal for: 1) out of town speakers who are national experts; 2) when a speaker is unable to be physically present; or 3) a new rule/court decision.

Given the limitations of the format, only lecture can be delivered, although attendees can pose questions to the speakers on line that are only viewed by the speakers and moderator and can be answered for the entire webinar audience. This format is arranged by the SDCBA and may be facilitated and produced by an outside vendor.
6.1.15.3 On Demand CLE

Live CLE’s may also be recorded and posted on the SDCBA’s website for members to view at a later date and obtain CLE participatory credit. Programs are assessed by the SDCBA on a case-by-case basis to determine if their content should be added to the SDCBA's online catalogue of webinars.

6.1.16 Non-CLE Educational Format Options

These programs are similar to the CLE programs described above but do not provide CLE credit. Non-CLE educational programs are ideal for programs that are not eligible for MCLE credit yet still provide important information to present to members.

6.1.16.1 Live & Webcast (see above CLE Format Options)

6.1.16.2 Topical Roundtable

Topical Roundtables are informal discussions that take place in SDCBA facilities, space available. Roundtables provide maximum engagement and a neutral environment for members to network and learn. No MCLE credit is provided and materials are not needed given the informality of the format. In these roundtables, a moderator, chair or expert lays out a basic framework for discussion. This format is ideal to bring together members to facilitate a networking opportunity via discussion, or to informally address a new rule, decision or issues impacting the field of practice.

See Section on Section Activities for more information.

6.2 Program Pricing

While each program is unique and will be priced accordingly, the SDCBA has approved the following pricing schedule to help guide the SDCBA internal team when setting registration fees for programs two hours or less. Half-day or full-day seminar style programming pricing will be determined by the internal team on a case by case bases.

6.2.1 CLE Programs

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<tr>
<th>Format</th>
<th>CLE</th>
<th>CLE w/o credit</th>
<th>Early Bird</th>
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<tbody>
<tr>
<td>Live and webcast 1 hr.</td>
<td>$25</td>
<td>$15</td>
<td>$20</td>
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<tr>
<td>1 hr. - 1.5 hr.</td>
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<td></td>
<td></td>
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<tr>
<td>Live and webcast 2 hr.</td>
<td>$35</td>
<td>$25</td>
<td>$30</td>
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<tr>
<td>Webinar 1 hr. – 1.5 hr.</td>
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<tr>
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6.2.2 Non-CLE Educational Programs

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<th>Cost</th>
</tr>
</thead>
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<tr>
<td>Live/webcast 1 hr.</td>
<td>$20</td>
</tr>
<tr>
<td>-1.5 hr.</td>
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<tr>
<td>Live/webcast 2 hr.</td>
<td>$25</td>
</tr>
<tr>
<td>Topical Roundtable</td>
<td>free</td>
</tr>
</tbody>
</table>

Food can be included with any program for an additional charge (generally $10.00 - $25.00 depending on vendor and food costs) with the option being given to each registrant to add to their total cost.
Generally, there are no registration fees for roundtables; although the roundtable host may require members to pay a modest deposit to register to encourage real attendance.

6.2.3 Exceptions to Fee Schedule

Given the low cost of SDCBA programming, most programs have a charge associated with registration. The only approved exceptions to this are:

6.2.3.1 Half-Day and Full Day Conference Programming

Pricing will be determined on a case by case basis based upon the section(s) producing the programming, amount and type of CLE being offered, and other networking components included in the conference.

6.2.3.2 Court Practice Series – Decoding Your Local Court

Programs may be offered at a discounted rate to anyone with less than 4 full years in practice. Anyone with more than 4 years of practice may attend the program for free but will be charged the core 1 hour CLE rate if CLE credit is requested.

6.2.3.3 Dialogue on Diversity

While the live program may have a registration fee associated with the event, there will be no charge for the CLE credit provided to members given the SDCBA’s commitment to increasing diversity and diversity awareness.

6.2.3.4 Law Student

Law students are free to attend SDCBA programs. Their registration does not include food, which is available for purchase separately.

Given the many variables in program production, the SDCBA reserves the right to change the program costs as needed but does so balancing the interests of members and the association.

7. SECTIONS AND COMMITTEES

7.1 General Policies

Sections and Committees provide a core community for many SDCBA members and are responsible for a significant number of association events, activities, and community service projects.

Sections may be formed for the presentation, discussion, and study of subjects and the conduct of matters pertaining to the practice of law, or for such other purposes and in such manner as the board may determine. Sections produce a portion of the SDCBA’s educational programs, leadership on issues of importance to the profession and opportunities for development of professional relationships, including mentoring and community service. New sections may be created or existing sections discontinued upon the approval of the Board.

Committees work on a task specific issue on behalf of the Board. The SDCBA has open and appointed standing committees that discuss, review, and study certain issues within their jurisdiction and then take action, including making recommendations to the Board. The Board relies on committees to do much of the groundwork for the board’s decision making that in turn may lead to the formulation, revision, or redefinition of board policy. Some standing committees are open for all members to join. Appointed
committees are committees whose members are appointed by the President yet work in the same manner as other Committees. Per the Bylaws, the President may also establish other committees, taskforces and working groups, as needed.

The New Lawyer Division is organized to support a specific demographic of the membership. (See Section 8).

Interest Groups are informal communities within the association with an interest in a specific topic area. Each Section, Committee, and New Lawyer Division may be assigned a Board Liaison.

Meetings hosted by SDCBA may not be recorded by any device, including conference call lines or individual phones.

The following is a list of the current Sections, Committees, New Lawyer Division, and Interest Groups of the SDCBA:

**SDCBA Sections**

- Alternative Dispute Resolution Section
- Animal Law Section
- Appellate Practice Section
- Bankruptcy Law Section
- Business & Corporate Law Section
- Construction Law Section
- Elder Law Section
- Eminent Domain Law Section
- Entertainment & Sports Law Section
- Environmental Law Section
- Estate Planning Trust & Probate Section
- Family Law Section
- Government Law Section
- Civil Litigation Section
- Immigration Law Section
- Insurance / Bad Faith Section
- Intellectual Property Law Section
- International Law Section
- Juvenile Law Section
- Labor & Employment Law Section
- Law and Medicine Section
- Military Law Section
- Real Property Law Section
- Social Security Disability Section
- Taxation Law Section
- Workers’ Compensation Section

**SDCBA community-focused committees**

- Committee on Diversity and Inclusion
- Fee Arbitration Committee
- Judicial Election Evaluation Committee (JEEC)
7.1.1 Governance of Sections and Committees

7.1.1.1 Sections

Only section members who are also licensed and in good standing with the California State Bar or another US jurisdiction may be eligible to serve as chair of a section. The bylaws address the process for section elections (See Article VIII, Section 8.6.1) and note that section officers are elected by their membership and subject to the confirmation of the SDCBA Board.

7.1.1.2 Section Elections

The SDCBA members are encouraged to run for a leadership position in any of its 26+ sections. The following policies address section elections.

Timing: Section elections are coordinated each year by the SDCBA’s internal team and may take place during the same time period as elections for the Board. Pursuant to the Bylaws, section leadership is elected by the section membership in the fall and confirmed, ratified, and approved by the SDCBA Board no later than the December board meeting or as soon as practicable to.

Available Positions: Section executive committees consists of a no more than a chair, a vice chair, between one and three members at-large, and one new lawyer member at-large. While each section is
encouraged to have a full executive committee, the size of the executive committee will be determined by the section and the number of nominations received.

**Qualifications**: Section chairs and vice chairs must be attorney members of the association. Legal Community members of the association are not eligible to serve in a section leadership role with the exception of the Alternative Dispute Resolution and Real Property Sections where they may run for the position of Vice Chair or At Large Member.

It is recommended that candidates have the following qualifications:

- **Chair**: Significant portion of practice in the section’s area of practice and demonstrated leadership experience as a chair, vice chair or member at large of any SDCBA section or committee executive committee, or as a member of the SDCBA Board.

- **Vice Chair**: Significant portion of practice in the section area of practice and demonstrated leadership as a member at large of any SDCBA section or committee executive committee.

- **Regular Member at-Large (MAL)**: Portion of practice is in the section area of practice.

- **New Lawyer Member at-Large (NMAL)**: Must be in the first 5 years of practice

### 7.1.1.3 Nomination Process

The SDCBA internal team will set the nomination period for each section election and all section members will be notified.

Any eligible member may nominate themselves for a position on the executive committee of a section or may be nominated by another section member provided the member certified the nominee has agreed to serve. No member may submit nominations for multiple positions in the same section. Any eligible member may only serve as a chair or vice chair of one section at any one time. Any eligible member may serve as a member at large in no more than two sections at any one time. It is presumed that the section chair will serve for one year beginning their term on January 1 and ending on December 31 and will rotate off as chair at the end of the year. Although there may be a presumption that the vice-chair will succeed the chair the following year for continuity purposes, all sections will need to hold nominations and elections for all positions. To allow for new leadership, a member may only serve for two consecutive years or for a maximum of two terms in each seat (chair, vice chair, and member at large, new-lawyer member at large) on any section executive committee (effective January 1, 2016). All nominations are public.

If only one nomination is received for each open position, the position will be deemed uncontested, and no election will take place. If multiple nominations are received for each position, an election will be held. Regardless if the position was filled by a contested or uncontested election, the Board ratifies and confirms all positions.

In the event nominations are not received for all positions, the following policies will govern the process:

If no nomination is received for the position of chair, the nomination period will be extended to the full section membership. If the section does not nominate or elect a chair at the end of the extended
nomination period, the President may appoint a chair, after review and recommendation by the Governance and Leadership Committee.

If no nomination is received for the position(s) of vice chair, member at large or new lawyer member at-large, candidates will have the opportunity to re-submit their nomination for another open position in the section. If no resubmission takes place after candidates are notified, the election process will proceed with the nominations received.

The SDCBA may extend a section nomination period if less than 2 nominations have been received.

In the event the election will be contested, all candidates will be given an opportunity to withdraw after learning the names of other members running in the election.

7.1.1.4 Elections

Only section members may vote in a section election and all section members are eligible to vote in section elections. The SDCBA’s internal team conducts and monitors all elections. The SDCBA only releases the name of the candidate who won the seat to maintain the integrity of the process and camaraderie among members; no vote count will be released. All section elections must be confirmed and ratified by the Board before any announcement will be made.

All section candidates will be encouraged to update their SDCBA profile with relevant information about their candidacy.

The section listserv may be used only once by a candidate to announce their candidacy. The listserv may not be used by other section members to endorse a candidate.

7.1.1.5 Post-Election Open Positions/Vacancies

In the event a section has an open seat on its executive committee after an election has been held and confirmed, the position will be considered open. Any member, including a member who ran in the election, interested in any open position should contact the chair of the section. The chair will vet all requests and make any recommendation if an open seat should be filled by appointment. Any recommendation must be reviewed and approved by the Governance Committee and ratified by the Board.

7.1.1.6 Appointed Committees

All SDCBA Appointed Committees are charged with furthering the Association’s mission on behalf of the Board. SDCBA Appointed Committees use a leadership structure that consists of a chair, a vice chair, up to 3 members at-large. Unlike Sections, members are appointed to their positions by the SDCBA President and confirmed by the Board. The President appoints all committee chairs and all members of appointed committees.

7.1.1.7 Committee Appointment Policies

Depending on the committee and its current projects, the pathway to leadership is by one of two routes:

a. Either the SDCBA internal team will ask executive committee members to discuss and recommend a slate of members to serve on the following year’s executive committee, taking into consideration timing, committee projects and workload; or
b. The SDCBA President will ask a member to serve as chair or vice chair.

All appointments are subject to confirmation by the SDCBA Board.

The SDCBA’s President has discretion to appoint the best candidates for the executive committees of each of the SDCBA’s Standing Committees. In addition to any recommendations from the Governance Committee or existing requirements for leadership that each individual standing committee may have, the President should consider the following factors as part of the determination:

a. Applicable subject matter experience, both depth of knowledge and time involved in related work;

b. Length of service on the standing committee;

c. Recommendation of current standing committee’s executive committee and/or general membership;

d. Whether the candidate is a member of the SDCBA Board - in such cases, it is preferable to have non-board members appointed; where other factors or conditions indicate the board member should be appointed, the appointment should be limited to the lowest practical level (i.e., preference to limit to at-large member over vice chair, and vice chair over chair) based on the qualifications and willingness of other candidates to serve. This factor does not apply to executive committee members who are serving as the immediate past chairs;

e. Whether the candidate is a chair of another committee or a section - generally, this should be discouraged as it tends to limit opportunities for other members to develop leadership skills; to the extent that other factors predominate, this should not be a disqualifying factor;

f. Whether the candidate is a co-chair of another committee or section - generally, this should be discouraged; but because the leadership is being shared, it should be less of a factor than service as a chair in another committee or section since it would not tend to limit opportunities for other members to develop leadership skills; and

g. Other factors that are relevant to the position and the current needs of the standing committee.

7.1.1.8 Removal of Elected and/or Appointed Section Committee, and New Lawyer Division Leadership

Pursuant to the Bylaws, all Section, Committee, and New Lawyer Division leadership serve at the pleasure of the Board. Failure to act in accordance with civility, integrity and professionalism to members of the bar and the SDCBA’s internal team may result in a chair, vice chair or other member of an executive committee being removed.
7.1.2 Community Service Projects

7.1.2.1 Internal Programs

The SDCBA has approved a variety of “internal” community service programs for members. Internal programs are programs that have been approved by the Board as SDCBA sponsored Community Service Programs. These programs are coordinated, organized and promoted by the SDCBA for SDCBA members. Currently, the approved internal programs are:

- Crawford Law Academy
- San Diego County High School Mock Trial Competition
- CA Statewide Civics Initiative
- SDCBA/San Diego Regional Chamber of Commerce San Diego Citizen Action Academy
- ABA Bullyproof (effort housed and led by the Juvenile Law Section)
- Self Help Appellate Workshop (effort housed and led by the Appellate Practice Section)
- Conflict Resolution Skills Program at Porter Elementary (effort housed and led by the Alternative Dispute Resolution Section)
- Wills for Heroes in conjunction with Wills for Heroes Foundation (effort housed and led by the Estate Planning Section)

The LRIS and Law Week Committees also engage in several approved community service projects. These projects include:

- "Ask a Lawyer" educational events (sponsored by LRIS and/or Law Week Committees)
- "Ask a Lawyer" call-in events (sponsored by LRIS, Law Week Committees or the SDCBA)
- Law Week Poster Contests

7.1.2.2 Other Community Service Opportunities

Members are welcome to post community service opportunities on the SDCBA community service calendar and a link will be established on the Community Service page to submit an opportunity for the calendar.

Criteria to post community service opportunities on an SDCBA community calendar is as follows:

a. Program is a sponsored program of an approved law related organization or local bar association;

b. Program has some link to the legal community i.e. a legal clinic or legal information sponsored by a local group or local group is looking for lawyers to assist in their effort; and
c. The opportunity is not political or religious in nature (i.e. not a rally or a program in support of a political or religious cause).

“Meet ups” to coordinate volunteers for a share purpose i.e. to hike, run, walk or a community clean up are not considered a community service opportunity. Those projects can be coordinated using “meet up” technology through the SDCBA but not promoted as a SDCBA “event” in order avoid liability issues.

Once a program has been added, any section or committee may promote the opportunity once approved to do so by the Community Service Committee Executive Committee using the following criteria:

a. The opportunity does not compete with an existing SDCBA sponsored program, event, or activity;

b. The date for the opportunity does not compete with an existing SDCBA sponsored program, event or activity;

c. The opportunity is in conflict with the SDCBA’s fundraising policy; and

d. The opportunity does not discriminate against any member from participating

7.1.2.3 Process For Approval of New “Internal” Community Service Project

Each section and committee’s executive committee should designate a point person who is responsible for liaising with the SDCBA’s Community Service Committee. The Community Service Committee meets quarterly, and each liaison is invited to attend as the representative of the section or committee to review the current programs and discuss new opportunities for members.

When a section or committee member has an idea for a project or partnership with a local organization, the proposal should be brought to the Community Service Committee Executive Committee to discuss and vet the specific project. The Community Service Committee Executive Committee will assess the proposed project and run it through the Strategic Framework Working Group’s evaluation matrix. If the project fits within the plan or is approved in concept by the Committee, the program it will be taken to the Governance Committee for approval including a review of any potential conflicts. If the project is approved, the Community Service Chair or SDCBA Executive Director will notify the section or committee chair and any other chairs involved in the project and planning may proceed.

7.1.2.4 Information for Volunteers and Waivers

Information about most SDCBA community service projects is available in This Week at the Bar and on the Volunteer Opportunities page of the SDCBA website. For some opportunities, volunteers will receive event guidelines and may be required to sign a waiver indicating 1) their understanding of the scope of project and 2) that they covered their own malpractice insurance to cover the activity. The current waiver and information sheet are posted on the volunteer opportunities page of the SDCBA website.

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7.2 Specific Policies for Sections and Committees

7.2.1 CLE for Committee Work

7.2.1.1 Applicable Committees

Certain Board level committees that are doing substantive work for the SDCBA may request to receive participatory CLE credit for engaging in substantive committee work that meets the CA State Bar requirements for participatory MCLE credit. These SDCBA Committees are:

a. Legal Ethics Committee
b. Legislative Committee; and
c. Fee Arbitration Committee

7.2.1.2 Amount of CLE Credit Provided

A committee member may be awarded up to 2 hours of CLE credit each year at no charge to the member. Members may request additional hours at the applicable CLE rate. Credit will be provided in 30-minute increments.

7.2.1.3 Requesting CLE Credit for Committee Work

In accordance with the State Bar of California MCLE Rules, the Committee Chair will assist to effectuate this benefit by requesting CLE credit in advance of the Committee meeting directly to the Director of Programs, Education & Technology that:

a. Denotes the date of meeting;
b. Denotes the CLE title/topic;
c. Denotes the presenter(s);
d. Denotes the amount and type of CLE credit being requested;
e. Ensures that the topic of the meeting is CLE worthy, meaning the issue relates to legal subjects directly relevant to members of the State Bar or has significant current professional and practical content;
f. Ensures that the committee member presenting on a topic to be qualified for CLE credit has significant professional or academic experience related to its content;
g. Provides an agenda/outline of the meeting directly to the Director of Educational Program & Events prior to the committee meeting that outlines the discussion topics of the committee; and
h. Ensures members of the meeting are signing a record of attendance.

7.2.1.4 Obtaining CLE Credit for Committee Work:

The SDCBA internal team will:
a. Provide a sign-in sheet for the Record of Attendance (create sign in sheets where name, date, title and amount of CLE credit can be manually filled in and kept in Conference room);

b. After the meeting, provide an evaluation form to all attendees on the record of attendance; and

c. Within 30 days from the completed meeting, issue credit and provide a CLE certificate of attendance to all attendees on the record of attendance.

d. Any additional CLE credit requested over 2 hours will be billed to the member individually at the applicable CLE rate.

7.2.2 Socials, Mixers and Other Networking

Creating opportunities to network is an important part of what sections and committees do.

Members like to meet others in their practice area and network with others who could, one day, become a possible referral source. Multi-section socials/mixers are a great opportunity to do this. Socials do not need to involve drinking alcohol – in fact members have asked that sections consider opportunities to network that don’t involve alcohol but a healthier outlet. Socials to consider include coffee meet and greets, a standing breakfast or lunch, a hike, or a community service project. We encourage you to think of different ways to provide opportunities for members to connect and meet each other in informal settings.

7.2.3 Programming for New Lawyers

Each section includes a thriving population of new lawyers. To address this important demographic, the SDCBA has created a Nuts & Bolts Series to be held on Fridays that we encourage sections to produce. Additionally, each section’s executive committee has a New Lawyer Member at Large in place to help identify programming and content that would be helpful to new lawyers and lawyers in the first few years of practice. The New Lawyer Division Executive Committee is an excellent resource as well to help you identify topics. Programming for new lawyers also includes creating mentoring opportunities in the section or creating opportunities for new lawyers to reverse mentor more seasoned attorneys in topics like technology or marketing. Please tap into your new lawyer member at large to be sure the section is meeting the needs of all its members. New Lawyer Division

7.2.4 Judicial Liaisons

Several sections have been assigned a Judicial Liaison who is available to be speak and/or meet with membership. The SDCBA internal team will connect section leadership and judges to help facilitate interaction.

7.2.5 Requests for Action

Throughout the year, section leaders may be asked by members to take a position on a piece of legislation, a proposal out for public comment or to join on/file an amicus brief impacting an area of practice. SDCBA policy dictates this process and no section, committee chair or member can take a position in the name
of the section or the SDCBA without prior SDCBA Board approval. Such requests should be forwarded to the Public Positions and Comment Committee.

7.2.6 Geographic Diversity of Programming:
Not all SDCBA members work downtown. Members work in the coastal corridor from Point Loma to La Jolla, the mid-county corridor from Mission Valley to Carmel Valley/Del Mar, the northern part of the county, east county, and south bay. As a result, the SDCBA needs to be sure its services and programming are accessible to members wherever they office. While a majority of SDCBA programming needs to take place at the Bar Center at 401 to allow video and/or livestreaming of content, there may be instances when the program must take place in another location given member needs. The SDCBA internal team will work with you on location logistics.

7.2.7 Section Listservs, Document Banks, File Shares and Community Directories.
The New Lawyer Division and each section committee, and interest group have their own listserv and e-community. These tools are in place to help meet the needs of each group, to create a virtual community beyond live meetings and CLE and is solely for the purpose of keeping your members informed. Please refer to the section titled "Internet, Listserv and E-Community Policies" for specific information.
Sections also have access to a document bank file share which is an excellent resource to serve all members. All section executive committees are encouraged to appoint an executive committee or other member to be sure there is vibrant and appropriate use of these resources.

7.2.8 Websites
Neither the New Lawyer Division nor any section, committee, or interest group may have its own website. Instead, each has its own e-community through the SDCBA’s web site. Content will be monitored to ensure it is appropriate. Web page content and listserv will be administered by internal SDCBA leadership or committee/section chair in accordance with SDCBA policy. Please see section titled "Internet, Listserv and E-Community Policies" for specific information.

7.2.9 Letterhead
Neither the New Lawyer Division nor any section, committee, or interest group may have its own letterhead. However, you may request that a letter be sent on your behalf and if approved it can be sent on SDCBA letterhead.

7.2.10 Section Fees
Before the 2015 dues year section members paid $15 annual dues to be part of a section. In September 2014, the SDCBA Board made participation in all sections and the New Lawyer Division free. The dues schedule is in the section titled "Membership Dues."

7.2.11 Budget
Sections, committees, interest groups and the New Lawyer Division are all part of the SDCBA and therefore do not have their own budgets. The SDCBA budget includes anticipated expenses and revenue associated with various SDCBA section, committee and division activities. All activities should be planned within the parameters established by the budget and must be revenue neutral.
If a budgeted or unbudgeted activity generates more revenue than anticipated, the gain will be assumed by the SDCBA. If the expenses associated with the activity exceed targeted revenue, the loss will also be assumed by the SDCBA. In the event there is excess net revenue from an event or activity, it will be placed in the SDCBA’s general operational account. Neither the New Lawyer Division nor any SDCBA committee, section, or interest group shall roll over net revenue from activity to activity or from year to year without the express permission of the President and the Executive Director pursuant to a pre-approved agreement.

7.2.12 Donations

Neither the New Lawyer Division nor any SDCBA committee, section, or interest group may make a financial donation or contribution to an outside group. Only the SDCBA, via its Finance Committee, has the authority to make donations on behalf of the SDCBA or its entities.

7.2.13 Sponsorships

Neither the New Lawyer Division nor any SDCBA committee, section, or interest group may request or solicit sponsorship dollars from vendors or other groups without the express permission of the SDCBA President or Executive Director (see sponsorship Policy). Contact the Executive Director to discuss whether sponsorship could be utilized for a New Lawyer Division, committee, section, or interest group event.

7.3 Specific Committees

Each of the SDCBA’s Committees reports to the SDCBA Board of Directors.

7.3.1 Community-focused Committees

7.3.1.1 Committee on Diversity and Inclusion

**Purpose:** This Committee's purpose is to promote inclusion in the legal profession to reflect San Diego County’s diversity, so all members of the legal community may have equal access to entry, advancement, and success in the profession. The Committee will support the SDCBA Diversity Fellowship Program and includes a Differently-Abled Sub-Committee.

**Composition:** The President appoints a Chair and Vice Chair. It is presumed that the Vice Chair will be appointed as Chair. The Committee is comprised of representatives from the diversity Bars in San Diego County who “subscribe.” Outreach to the diversity bars, soliciting a nomination from each, is recommended. Members who have an interest in diversity and inclusion are invited to apply.

The Committee is not subject to term limits.

**Qualifications:** Leader or active member in a diversity Bar and/or SDCBA member with interest in diversity and inclusion.

7.3.1.2 Fee Arbitration Committee

The SDCBA operates the Fee Arbitration Program to assist members of the public in the event an issue arises regarding attorney fees. This program provides a means for attorneys and clients to resolve a fee dispute and avoid time and expense of taking a dispute to court. It can be an efficient and effective
alternative to litigation in the resolution of fee disputes between attorneys and clients. The arbitration process normally takes four to six months.

Arbitration provides a fair, speedy and impartial determination of the facts, as presented by both parties. Each party submits a statement of fact prior to a hearing before the arbitrator. During the hearing, the arbitrator, acting as referee, will ask questions and allow for each party to do the same. After the hearing, the arbitrator will render a decision based on the statements of fact and the hearing.

The SDCBA's fee dispute arbitration program will consider cases only if the attorney involved in the dispute has an office in San Diego County or if the majority of services were performed in San Diego County.

For program details, refer to the SDCBA Website, For the Public Tab.

Fee Arbitration has its own approved rules, approved by the SDCBA Board and The State Bar of California. The purpose of the Fee Arbitration Committee is to oversee the Fee Arbitration Program administered by the SDCBA.

Composition: The President appoints a Chair and three Vice Chairs.

Committee member term limit: Committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Committee Chair term limit: A committee Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Chair role. However, a previous Chair may continue service on the committee by appointment for additional two-year renewable terms up to the eight consecutive year term of committee members.

Committee Vice Chair limit: A Vice Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Vice Chair role. A previous Vice Chair is eligible for appointment as Chair, though subject to the term limits of a Committee member.

Qualifications: Previous experience as an arbitrator is required. Fee Arbitration Program volunteer experience a plus. Committee members may not participate in the program as arbitrators during the term on the committee.

7.3.1.3 Judicial Election Evaluation Committee

Preamble
The election of qualified judges to the Superior Court, State of California, and County of San Diego is fundamental to the effective, local administration of justice. Article 6, Section 16 of the California Constitution outlines the election process for Superior Court Judges in California; however, information regarding judicial candidates is not readily available to the voting public.

In 1978, the SDCBA created the Judicial Election Evaluation Committee (JEEC) to evaluate candidates running in a judicial election and publicize those evaluations as a public service to the San Diego community at large. The JEEC process is similar to the process utilized by the state’s Judicial Nomination Evaluation (JNE) Commission that reviews applicants who have submitted an application for a judicial
appointment by the Governor. The JEEC process is educational in nature and is not an endorsement of any kind for any candidate that is evaluated.

**Committee Membership and Selection**

The Committee is comprised of 21 voting members, including the Committee Chair, who represent a cross-section of San Diego’s diverse legal community and who shall each serve four-year terms. No current member of the SDCBA Board may serve as a member of the JEEC.

Prior to participating in any JEEC meetings, Committee members are required to sign confidentiality forms and are prohibited from disseminating any information to the public or the media.

The Committee Chair and members are appointed by the SDCBA President and confirmed by the SDCBA Board.

On a showing of good cause, the Board may remove a member from the Committee before the expiration of the member’s term. Good cause shall include, but is not limited to, (1) the unexcused failure to attend Committee meetings or perform Committee work, or (2) a breach of the duties of confidentiality.

If a Committee member resigns prior to their term expiring, a new member shall be appointed to fulfill the remainder of the term.

**Confidentiality**

Strict adherence to rules of confidentiality is essential to enable the Committee to perform its assigned function. All investigations, questionnaire responses, interview records, discussions and proceedings of the Committee shall be confidential. No member of the Committee shall disclose to anyone not a member of the Committee any actions taken by the Committee or any matters discussed at a Committee meeting pertaining to the evaluation of any candidate. The votes or comments of individual Committee members shall not be disclosed, nor shall the numerical votes of the Committee be disclosed.

Nothing in this section precludes the SDCBA from disclosing the procedural steps taken during this process.

Committee members shall not discuss information received about any candidate with any person outside the Committee except for the purpose of confidential inquiry during the investigation process. Sources of specific information shall not be disclosed to any candidate, and Committee members shall take all reasonable precautions to ensure that any information disclosed to a candidate does not inadvertently reveal a confidential source.

Before accepting his or her appointment, each member of the Committee must sign a pledge to adhere to the obligations of confidentiality imposed by these rules.

In addition, all candidates who agree to participate in the proceedings shall sign a pledge to maintain the confidentiality of the proceedings and not attack the integrity of the process.

The Chair of the Committee shall recommend to the Board the immediate removal of any Committee member who breaches the duties of confidentiality.

**Conflicts of Interest and Disqualification**
To avoid conflicts of interest that may interfere or appear to interfere with the Committee’s ability to impartially assess the qualifications of a candidate for judicial office, any member must immediately disclose to the Chair the nature of any significant present or past familial, professional, business, social, political, or other relationship with a candidate, whether direct or indirect.

If a Committee member or the Chair determines that a relationship would unduly influence or appear to influence the member’s consideration of a candidate’s qualifications, the Committee member shall refrain from the investigating or evaluating the candidate and from attempting to influence any other member of the Committee. Factors to be considered in making the determination include the date of the relationship, its duration, and whether it is more than casual or incidental. If the Committee member determines that the relationship does not require disqualification and the Chair disagrees, the determination of the Chair prevails.

The initial letter from the Committee Chair to all judicial candidates shall include a list of Committee members. In response to this letter, candidates may submit a written request within seven days seeking the disqualification of any Committee member they believe cannot conduct an impartial evaluation. Committee members may also disqualify themselves on the same basis.

The Committee Chair shall rule on all requests for disqualification and shall notify the candidate in writing of the decision.

**Participation**

All candidates running in a judicial election are approached by the Committee Chair to participate in the JEEC process. Although the process is voluntary, the JEEC reserves the right to evaluate a candidate’s ability to perform the judicial function even if the candidate chooses not to voluntarily participate, and base its evaluation on other information received during the investigation pursuant to Section 7.3.1.7 (below).

**Basis for Evaluation**

The Committee shall evaluate candidates based on their qualifications to serve as judicial officers. Factors taken into consideration include the following: 1) administrative ability; 2) compassion and understanding; 3) courtesy and patience; 4) decisiveness; 5) fairness and objectivity; 6) industry and work habits; 7) integrity and honesty; 8) intellect and ability; 9) judgment and common sense; 10) judicial temperament; 11) knowledge of the law; 12) professional reputation; 13) trial experience; 14) writing and research skills; and 15) any other factor that might affect the candidates ability to serve as a judge. If a candidate has been evaluated by the Committee in a prior election, the Committee may consider the earlier evaluation in conjunction with its current evaluation.

If the candidate did not participate with the subcommittee investigation, the Committee should make best efforts to complete an objective rating, but the candidate's lack of cooperation may be considered.

If less than 20 persons who know the candidate respond to the Committee’s inquiries, the candidate may be deemed "Unable to Evaluate". A candidate’s refusal to participate in the process may be considered by the Committee in the evaluation process.

Race, gender, sexual orientation, religion, disability and political affiliation are not to be taken into consideration when reviewing a candidate’s qualifications.
Investigation Procedures

The Chair will send to each judicial candidate a letter explaining the Committee’s evaluation process. This letter will include a copy of these Rules and a Personal Data Questionnaire (PDQ). The purpose of the PDQ is to solicit information from each candidate that will assist the Committee in evaluating the candidate.

A Confidential Questionnaire (CQ) is designed to solicit information about judicial candidates from persons other than the candidate. The CQ is a generic form that allows the respondent to designate the candidate about whom they are responding and provides an opportunity for the respondent to address any of the factors used in the evaluation, as noted above. Any names submitted in the candidate’s PDQ will be asked to submit a CQ to aid in the evaluation process.

The Committee will disseminate CQs to all members of the SDCBA; will provide a link to the CQ to other San Diego bar associations and the San Diego Superior Court bench for their dissemination; and may distribute the link to other groups and individuals as the Committee deems appropriate. A copy of the CQ will be included in the Chair’s letter to all judicial candidates, and the candidates will be encouraged to make and distribute copies to persons who know them.

The CQ will require respondents to provide their name, address and phone number so that the assigned subcommittee can follow up with the respondent to corroborate any negative information provided in the CQ. Any CQ not including contact information shall not be considered by the Committee. A respondent, however, may request that his or her identity not be disclosed to anyone other than the investigating subcommittee. The CQ will ask the respondent to identify other persons who may know the candidate well.

The Chair will organize the Committee into subcommittees of at least three persons each and will assign candidates to each subcommittee for investigation. One member of each subcommittee will be designated as the subcommittee Chair. To the extent possible, candidates competing with each other in a single judicial race shall be assigned to different subcommittees for investigation.

To help maintain confidentiality, the Chair will distribute completed CQs only to members of the subcommittee investigating the particular candidate. The investigating subcommittee should investigate all credible information received and make diligent efforts to contact a sufficient number of CQ respondents to assure itself that it has a comprehensive picture of the candidate. The subcommittee shall, at a minimum, attempt to contact all respondents who provided negative information about the candidate, even if the respondent felt the candidate was qualified overall. A CQ shall be used to capture any additional input received by the subcommittee during its investigation.

Input by Committee Members

To ensure that Committee member feedback and perspective is not unduly weighted during subcommittee and Committee deliberations, Committee members may only provide specific information about a candidate to a subcommittee by completing a CQ. Committee members who have submitted CQs but are not otherwise disqualified or recused pursuant to Section 7.3.1.4.2 or 77.3.1.4.3 above, may participate in the discussions and vote at both the subcommittee and Committee level. No member may use their position on the Committee to sway the subcommittee or Committee regarding the member’s individual perspective about a candidate.
Other Types of Input

As part of its follow-up investigation on information obtained from the CQs and PDQs, the investigating subcommittee may accept information verbally or in writing from persons who wish their names to remain confidential. All information received shall be captured on a CQ during the subcommittee’s investigation.

Candidate Interviews

When the subcommittee has completed its review of the PDQs and CQs, and its follow-up investigation, it shall offer each candidate the opportunity to meet with the members of the subcommittee to discuss the candidate's qualifications and to respond to any credible negative information that may have been presented to the subcommittee. All members of the subcommittee shall participate in this interview. Consistent with obligations of confidentiality, all credible adverse information received by the subcommittee shall be disclosed to the candidate before and during the interview. The source of any negative comments shall remain confidential.

Evaluation Results

The Committee will evaluate candidates using the following:

“Exceptionally Qualified”: Presently possessing exceptional professional ability, experience, competence, integrity and/or temperament indicating an exceptional ability to perform the judicial function.

“Well Qualified”: Presently possessing a high level professional ability, experience, competence, integrity and/or temperament indicating a high level of ability to perform the judicial function.

“Qualified”: Presently possessing professional ability, experience, competence, integrity and/or temperament indicating ability to perform the judicial function.

“Lacking Qualifications”: Presently not possessing professional ability, experience, competence, integrity and/or temperament indicating ability to perform the judicial function.

If the Committee does not receive sufficient information from persons who know a candidate to fairly and adequately evaluate a candidate's ability to perform the judicial function, the candidate may be deemed “Unable to Evaluate”.

Evaluation Procedures - Subcommittee Reports

Each subcommittee shall submit a confidential written report to the Chair on each candidate it was assigned to investigate. The report shall be distributed to all Committee members, should summarize the results of the subcommittee investigation, and recommend whether the candidate is qualified or is lacking qualifications. If the candidate did not return a PDQ, and/or declined the invitation to meet with the subcommittee, and/or otherwise refused to participate in the subcommittee's investigation, such lack of cooperation may be considered by the subcommittee when recommending whether the candidate is qualified or is lacking qualifications.

Once a subcommittee report has been submitted, any Committee member may request to review a summary report of the CQs on any candidate. The summary report will exclude source and contact information for the respondents who submitted CQs.
Committee Deliberations and Voting

At least sixteen members of the Committee must participate in person or telephonically to constitute a quorum to evaluate any candidate.

The Committee will vote whether to deem a candidate qualified or lacking qualifications based on the process outlined above.

Any candidate that the Committee proposes to evaluate as "Lacking Qualifications" is invited to appear personally before the full Committee to contest the proposed evaluation. The Committee Chair shall make reasonable efforts to contact any such candidate at least two (2) business days before the time designated for personal appearances and inform them, consistent with the Committee's obligations of confidentiality, of the nature of the information on which the Committee has based its tentative "Lacking Qualifications" evaluation. The Chair shall encourage a candidate to address this information when he or she appears before the Committee. The Committee shall take a new vote on each candidate who exercises the right to appear personally before the Committee.

Board Action and Public Dissemination

The Committee's final evaluation of each candidate shall be submitted to the SDCBA Board in a written report, and the SDCBA Board shall adopt or reject the Committee's report in total. A report may only be rejected if the Board concludes that there has been a procedural error affecting the fundamental fairness of the evaluation process.

Reconsideration after Primary

As a general rule, the Committee will not reevaluate candidates participating in a runoff election. If, after the primary however, the Chair receives written, substantiated information that he/she believes may change the earlier evaluation, the Chair may call for reconsideration. Reconsideration shall be granted on the majority vote of the Committee. If reconsideration produces a different evaluation result for any candidate, that change will be reported to the Board in the same manner as the original evaluation, subject to the appeal procedures included herein.

Retention and Destruction of Committee Documents

All subcommittee reports, PDQs and CQs shall be retained for 30 days after the Board accepts the Committee’s report and adopts the final evaluation.

7.3.1.4 Lawyer Referral and Information Services Committee

Since 1952, the SDCBA's Lawyer Referral and Information Service (LRIS) has been San Diego County’s largest, most active, and most trusted lawyer referral service. All public inquiries are carefully screened and referred on a rotating basis, to approved attorneys. If a referral to an attorney is not appropriate, the caller will be referred to a legal or social service agency for assistance.

Any attorney licensed to practice in the State of California may apply to participate in the LRIS program. The attorney must also meet the criteria required by each LRIS panel. The SDCBA Website, under Resources for Attorneys, has a link to all forms, materials and requirements for the application process. LRIS rules are approved by the SDCBA Board and The State Bar of California before they are effective.
Purpose: The LRIS Committee manages the operations of the Lawyer Referral and Information Service. It functions in accordance with the State Bar standards governing administration of the lawyer referral services and the Rules of Operation of the Lawyer Referral Service of the San Diego County Bar Association (as they may be amended from time to time).

Composition: The President appoints a Chair, Vice Chair, and seven additional members. Half of the LRIS Committee’s members serve on LRIS panels, while the other half does not. LRIS Committee members should come from varying areas of practice.

Committee member term limit: Committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Committee Chair term limit: A committee Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Chair role. However, a previous Chair may continue service on the committee by appointment for additional two-year renewable terms up to the eight consecutive year term of committee members.

Committee Vice Chair term limit: A Vice Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Vice Chair role. A previous Vice Chair is eligible for appointment as Chair, though subject to the term limits of a Committee member.

Qualifications: The LRIS Committee should be balanced with a mix of practice areas.

7.3.1.5 Public Positions Advisory Committee (PPAC)

Purpose: The PPAC considers specific factors in determining whether the SDCBA will issue a public position or comment on a particular issue. PPAC may also generate law-related ideas/topics for consideration by the SDCBA’s internal communications team or its retained public relations firm.

Composition: The PPAC will be comprised of at least 6 but not more than 7 individuals, including a chairperson, all appointed by the President. In addition to the chairperson, the members will include, the SDCBA president, a SDCBA past president, two SDCBA board members, and preferably, a past member of the SDCBA Board of Directors. A judicial officer will also serve as a non-voting advisory member. The PPAC may also consult with other individuals or law-related organizations as appropriate on an as-needed basis. Members should have deep understanding of SDCBA culture and mission.

7.3.1.6 Servicemember Civil Relief Act (SCRA) Committee

Purpose: The SCRA Committee hosts a pro bono program that assists active-duty military servicemembers in obtaining stays in pending litigation while the servicemember is deployed. Through the SCRA program, attorney volunteers represent servicemembers in civil, family, and unlawful detainer cases.

Composition: The President appoints a Chair, Vice Chair, and no fewer than one other member.

Committee member term limit: Committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth
year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Committee Chair term limit: A committee Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Chair role. A previous Chair may continue service on the committee by appointment for additional two-year renewable terms up to the eight consecutive year term of committee members.

Committee Vice Chair term limit: A Vice Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Vice Chair role. A previous Vice Chair is eligible for appointment as Chair, though subject to the term limits of a Committee member.

Qualifications: A desire to help military families. Committee members serve as volunteers and trainers and represent servicemembers in court.

7.3.2 Profession-focused Committees

7.3.2.1 Awards Committee

The Awards Committee presents the Board with nominations for the Association's annual service awards and makes recommendations to the Board as to other awards to be presented from time to time.

Composition: The President appoints a Chair, Vice Chair, and no fewer than one other member. The Chair shall have two years of experience serving on the Awards Committee.

Committee member term limit: Committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Committee Chair term limit: A committee Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Chair role. However, a previous Chair may continue service on the committee by appointment for additional two-year renewable terms up to the eight consecutive year term of committee members.

Committee Vice Chair term limit: A Vice Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Vice Chair role. A previous Vice Chair is eligible for appointment as Chair, though subject to the term limits of a Committee member.

Qualifications: SDCBA members who are active in the SDCBA or in the community, and who reflect the broad diversity of the SDCBA’s membership. Past SDCBA Service Award winners are strongly encouraged to apply.

Service Awards

The Awards Committee is tasked with gathering suggestions for potential award recipients; collecting background information and analyzing candidates. No current member of the Board can be nominated for a service award. The Awards Committee may consider a nomination in the award category it deems most appropriate. It is recommended that nominations of an individual be limited to only one category.
The Awards Committee then presents its recommendations of award recipients to the Board. A representative of the Awards Committee typically presents the Service Award recommendations at the March Board meeting. Although the Board may certainly request additional background information on the nominees if it is necessary for making a decision, it is anticipated that it is the Awards Committee that will conduct the thorough review and analysis of the candidates before the nominees are proposed to the Board. The Board may approve all, some, or none of the nominees proposed by the Awards Committee. When necessary, the Board may request that the Awards Committee conduct further analysis and present additional nominees for some or all of the awards. The Board votes to determine which nominees receive awards given on behalf of the Association, which is usually presented during Law Week.

In 2016, the Strategic Framework Working Group reviewed all award categories and recommended merging and eliminating certain award categories. As a result, the Board approved the following eight categories going forward.

**Eight Service Award Categories and Criteria**

**Outstanding Attorney**

An exemplary attorney who over the course of a career has demonstrated significant legal expertise and professionalism and who has made an outstanding contribution to the legal profession, the justice system, and/or the public. Must be an SDCBA member to be eligible for this award.

**Outstanding Jurist**

An exemplary jurist over the course of a career who has provided outstanding service to the bench, the legal profession, and/or the community. Must be an SDCBA member to be eligible for this award.

**Service by a New Lawyer**

Outstanding service by a new lawyer who has demonstrated a significant commitment to serving the legal profession via legal education, mentoring or community service. Must be an SDCBA member to be eligible for this award.

**Service to Diversity**

Outstanding service by a member of the legal profession over a substantial period of time in promoting and encouraging diversity within the legal profession or the legal community. Must be an SDCBA member to be eligible for this award.

**Service by a Public Attorney**

A combination of excellence in the practice of law in the public sector with significant service to the community, to mentoring, to the legal profession, to SDCBA, or to legal education. Must be an SDCBA member to be eligible for this award.

**Service to the Legal Community**

Outstanding long term or significant contribution to furthering the goals of the legal profession and promoting ethics, integrity, and professionalism in the practice of law by legal education, civics education, mentoring, or service to SDCBA. Must be an SDCBA member to be eligible for this award.

**Distinguished Citizen or Organization**
Outstanding contribution by a lay person or group not composed primarily of lawyers or judges whose contributions over a period of time have had a significant favorable impact on some facet of the legal system or legal community or civics education.

Community Service

Outstanding contribution to the needs of the community (e.g. charitable, cultural, humanitarian, or educational), other than directly through the SDCBA, by an attorney, law firm, or agency.

At times, the Awards Committee has recommended two recipients to receive awards for a particular category. The factors below shall be used by the Awards Committee to determine whether it should recommend two recipients. Awarding multiple recipients is discouraged without first considering whether one of the intended recipients is better suited for another category. If a certain award category appears to receive multiple award winners frequently, the Awards Committee should consider whether to create another category. If a multiple award is recommended, it should be limited to no more than two recipients.

Favorable Factors:

- Has nominee been previously nominated but has not won?
- Will nominee be retiring or otherwise not be able to be nominated again?
- Is nominee's service or work related to a crisis or need that is notable only this year?
- Are nomination references unique or especially pertinent to the award?

Unfavorable Factors:

- Is nominee a previous Service Award winner in the last 5 years?
- Is nominee a previous Service Award winner in the same category?
- Is nominee being nominated for activities related to previous winning service?
- Is nominee under disciplinary review?
- Has nominee ever received negative review?

SDCBA Section Awards

In 2013, the SDCBA set up a process for Sections to award legacy awards.

To be eligible for a SDCBA Section Legacy Award, a nominee must meet the following criteria: 1) a current member of the Section, and a member of that Section for the preceding 5 years; 2) a current, and for the preceding 20 years, active member in good standing of the California State Bar, or a member in good standing of another state bar for the same cumulative length of time; 3) currently practicing in the area of law covered by the Section in San Diego County, who can demonstrate a significant amount of experience in that area of law during a minimum 10-year period in San Diego County; and 4) have demonstrated a significant contribution in the area of law covered by the Section.
Nominations are be accepted from any member of the section; self-nominations are also be accepted. Current chairs, vice-chairs or member at large of a section cannot nominate a member, nor can they be nominated for an award. Nominations will be accepted during a timeframe that is set by the SDCBA internal team. At the close of the nomination period, the then-current chair and vice-chair will review the nominations and select a recipient. In the event the section leadership cannot agree on a recipient, a mutually-agreed upon chair from another SDCBA section will have the ultimate deciding vote based on a written 150-word submission prepared by each member of the section leadership that outlines the reasons behind their decision.

The SDCBA will announce the winner of the section award in the appropriate venue (i.e., This Week at the Bar, the SDCBA website, etc.), and will advertise the award ceremony in the necessary manner. The section award will be presented by the section leadership at a section event. Generally, it is expected that the award will be presented at a networking mixer, continuing legal education event, or a similar informal program, at a time that is coordinated with the SDCBA event calendar. The SDCBA will fund the cost of the award, up to $100. The cost of the award must be recovered by the cost of admission to the award ceremony. Award recipient and criteria must be approved by the SDCBA Board or its designee. Any sponsorship/underwriting must be approved by the SDCBA Executive Director.

7.3.2.2 Bar History Committee

The Bar History Committee works to preserve the long-time history of people and events associated with the SDCBA.

Composition: The President appoints a Chair, Vice Chair, and no less than one other member.

Committee member term limit: Committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Committee Chair term limit: A committee Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Chair role. However, a previous Chair may continue service on the committee by appointment for additional two-year renewable terms up to the eight consecutive year term of committee members.

Committee Vice Chair term limit: A Vice Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Vice Chair role. A previous Vice Chair is eligible for appointment as Chair, though subject to the term limits of a Committee member.

Qualifications: An interest in the SDCBA’s history, reviewing archival material, and interviewing members of the legal community. Videography skills are a plus.

7.3.2.3 Legal Ethics Committee

All SDCBA Committees are responsible for addressing specific issues assigned by the SDCBA Board. The Legal Ethics Committee (“LEC”) is responsible for educating and informing the SDCBA membership about legal ethics issues. To accomplish its goals, the LEC, among other things, develops comments and opinions on statewide and national legal ethics issues, operates a legal ethics hotline, writes ethics content for SDCBA publications, produces the quarterly e-publication Ethics Quarterly, provides ethics expertise and
panelists to SDCBA Sections and Committees for CLE content, and addresses any education or revisions related to the SDCBA’s Attorney Code of Conduct or other relevant civility guidelines.

**Composition:** The President appoints the Chair, Vice Chair, and all members (up to 20) to the LEC. The Executive Committee of LEC is comprised of a chair, vice chair and immediate past chair.

All committee projects are overseen by the SDCBA Board. The Chair oversees all activities of the committee to ensure the committee meets the SDCBA’s goals and objectives. Specifically, the LEC Chair: 1) presides over the committee’s executive committee and ensures the committee is meeting on a regular basis; 2) ensures all tasks assigned to the committee are planned and coordinated in collaboration with the SDCBA leadership and the internal team in accordance with the SDCBA’s timelines and processes; 3) acts as the primary contact person for the committee and demonstrates leadership to the committee by announcing and promoting all committee activities; 4) recommends to the SDCBA oversight committee any recommendations for committee appointment and removal; 5) recommends members to serve on the committee to provide subject area expertise; 6) attends orientations, meetings, and events planned by the SDCBA for Committee Chairs; 7) acts as the main liaison to the SDCBA’s leadership and internal team, and provides reports to the Board as requested; 8) serves as an active liaison to the SDCBA’s Tech Committee, including through regular attendance at Tech Committee meetings; 9) prepares meeting agendas and distributes relevant information to all members prior to the meeting; 10) encourages active participation by committee members in the activities of the committee and the SDCBA. This includes finding ways for new attorneys to participate, and encouraging mid and late career members to formally or informally mentor newer attorneys; 11) assists the SDCBA President and Board-level committees in making appointments, as needed; 12) when requested by the SDCBA President, Executive Director, or Director of Communications/COO, responds to media requests; 13) performs other duties assigned by the SDCBA President and Board-level committees; and 14) adheres to and ensures the Executive Committee Roles & Responsibilities are met.

**Committee member term limit:** Committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

**Committee Chair term limit:** A committee Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Chair role. However, a previous Chair may continue service on the committee by appointment for additional two-year renewable terms up to the eight consecutive year term of committee members.

**Committee Vice Chair:** A Vice Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Vice Chair role. A previous Vice Chair is eligible for appointment as Chair, though subject to the term limits of a Committee member.

**Qualifications:** The Committee is limited to twenty (20) attorney members whose practice has regularly involved interpreting ethical rules for California lawyers for at least the previous five years. Given the scope of the committee’s purview and the high visibility of the committee’s work product, any person interested in serving as Chair must have considerable ethics experience. Interested members who do not
meet the requirements for Chair or do not wish to serve in that leadership role are invited to apply to serve on the LEC.

7.3.2.4 Legislative Committee

The purpose of the SDCBA’s Legislative Committee (Committee) is to actively participate in the Conference of California Bar Associations’ (CCBA) process and Conference, and to serve justice and the advancement of California law by proposing, debating and commenting on non-partisan solutions to law-related issues. The Legislative Committee recommends resolutions that address gaps or inefficiencies in current California law. If approved by the SDCBA Board, these resolutions are submitted for debate at the annual Conference of Delegates of California Bar Associations where lawyers gather annually to engage in high-quality debates over resolutions authored by their peers that touch on every aspect of law. Every resolution that passes the CCBA is eligible for inclusion in their annual Legislative Program to be actively lobbied.

The Committee accomplishes its purpose by: 1) Improving laws and the administration of justice by proposing resolutions to add, amend and/or delete statutes, rules or regulations, as well as commenting on, debating and voting on other bar association resolutions, all within the context of the CCBA process; 2) advancing the science of jurisprudence; 3) advancing the education of Committee members, as well as SDCBA members, and fostering their professional excellence; and 4) providing a forum for Committee members to engage in social interaction and collegial debate over changes and improvements to the law.

The Legislative Committee seeks: 1) to promote and facilitate volunteerism among Committee members and SDCBA members; 2) to foster open and vigorous debate of law-related issues in a courteous, respectful manner that avoids personal and partisan attacks; 3) to encourage originality, innovation, and accessibility in seeking solutions to law-related issues; 4) to eliminate prejudice and discrimination, and to promote diversity in all Committee, SDCBA, and CCBA activities, in the legal profession, in the judiciary, and in the general public; 5) to foster excellence in the legal profession; 6) to promote and facilitate communication and cooperation within the legal profession, the SDCBA, the judiciary, the legislature, and the public; and 7) to maintain high standards of professionalism and collegiality.

Members, Committee Structure, and Authorized Levels of Participation

Composition: The President appoints the Chair, Vice Chair, and up to ten additional committee members. The Chair will present to the Board for a slate of delegates, selected from the Committee. Membership on the Committee is limited to 12 members, though any member of the SDCBA may subscribe to the Legislative Committee listserv to receive updates about the Committee’s activities.

Committee member term limit: Committee members have no term limit.

Committee Chair term limit: A committee Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Chair role. However, a previous Chair may continue service on the committee by appointment for additional two-year renewable terms up to the eight consecutive year term of committee members.

Committee Vice Chair limit: A Vice Chair is appointed at the discretion of the President for a one-year term, renewable up to one additional year in the Vice Chair role. A previous Vice Chair is eligible for appointment as Chair.
**Qualifications:** Attorneys with family, criminal, probate, business, tax, and general litigation backgrounds are particularly encouraged to apply. Interest and/or experience with drafting legislation is a plus, as is the ability to attend the annual CCBA meeting (typically in September/October).

**Meetings**

The Committee will hold in person and telephonic meetings as set by the Chair. The meetings generally fall into the following cycles:

- November – January: Resolution idea and drafting meetings;
- March – June: Review and formulation of preliminary positions/counterarguments on CCBA submitted resolutions;
- July – August: Review CCBA Resolutions Committee (ResCom) recommendations, counterarguments and section/committee comments and formulation of revised Delegation positions in advance of the Conference;
- September/October: Attendance at CCBA Conference.

**Resolutions**

The Committee may submit no more than 20 resolutions to the CCBA, or such lower number as established by the CCBA, unless, upon recommendation of the chair, the SDCBA Board finds a higher number of resolutions

1) will not substantially interfere with the CCBA’s ability to conduct the Conference in an orderly fashion,
2) will not substantially harm the SDCBA Delegation’s reputation for proffering thoughtful, meritorious resolutions substantially intended to improve the judicial system and the laws of California or of the United States; and
3) have a reasonable likelihood of receiving a recommendation of “Approve in Principle” by the CCBA’s Resolutions Committee.

Resolutions fulfilling the CCBA’s criteria for “Late Filed” and “Emergency Late Filed” will not count towards the limitation of 20 sponsored resolutions.

Each member of the Committee will have a right to draft one (1) resolution for submission to the CCBA Conference and to hold the related position of Proponent Delegate, upon approval of the SDCBA Board. If there are less than 20 members seeking to draft and submit resolutions, the number of allowed resolutions per member will be allocated on a pro-rata basis, unless otherwise voted on by a majority of the members in attendance at the initial meeting of the Committee in November related to proposed resolution ideas. In the event more than 20 members seek to draft and submit resolutions, the chair will set the order of priority for resolution submissions by drawing of names or numbers. Those members receiving an order of priority over that allowed will have priority for their resolutions during the next CCBA Conference cycle.

Criteria for resolutions and factors the Committee must consider in approving or rejecting resolutions before forwarding to the SDCBA Board for authorization to submit to the CCBA:

a. Resolutions are presumptively germane to the mission and goals of the Committee and properly forwarded to the SDCBA Board if they:
   i. Relate to court procedures, Rules of Court, and matters implicating the practice of law;
ii. Relate to a statute, rule, regulation, or practice impacting a significant field of law and/or practice of law, e.g. probate, family law, real property law, civil litigation, criminal law and criminal procedure; or

iii. Are likely to have a beneficial impact on members of the SDCBA, their clients, and/or the judicial system.

b. Resolutions are presumptively not germane to the mission and goals of the Committee if they are:

i. Partisan or likely to inflame partisan debate;

ii. Discriminatory or likely to be perceived as discriminatory on the basis of race, color, ethnicity, gender, gender identity, sexual orientation, marital status, religion, national origin, age, disability and such other classification as adopted by the SDCBA Board in any anti-discrimination rules or regulations.

Resolutions are absolutely prohibited and beyond the scope of the Committee, as well as the CCBA, if they:

a. Seek to endorse a candidate for political or judicial office;

b. Seek the recall, disqualification or removal of any elected official or judicial officer.

c. Seek to endorse, support, challenge, or denigrate any political party.

Resolutions with subject matter that does not fall within the presumptions and prohibitions outlined in The Standing Rules of the Conference of Delegates Committee of the SDCBA (See Article IV, Rule 14) will have no presumption of germaneness and must be evaluated for germaneness to the mission and goals of the Committee utilizing the following factors:

a. Factors in favor of germaneness include:

i. Identifies a problem and proposes a solution likely to have a substantial beneficial impact on the administration of justice;

ii. Seeks to resolve an existing ambiguity in the law;

iii. Seeks to correct outdated or obsolete statutory or rule references;

iv. Involves matters which lawyers, or an identifiable segment of lawyers, are particularly suited to address by virtue of education, training, practice expertise or client representation;

v. Would likely have a beneficial impact on members of the SDCBA, their clients, or an identifiable segment of the public.

b. Factors against germaneness include:

i. Has no relation, direct or indirect, to the administration of justice;
ii. Will have a substantial likelihood of causing anger, resentment, or divisiveness among SDCBA members; and 

iii. Involves matters beyond the presumptive knowledge and expertise of lawyers, or an identifiable segment of lawyers.

Committee members drafting a resolution for consideration by the Committee and ultimately the SDCBA Board should keep the factors set forth in Rules (Article IV - Resolutions) in mind when drafting their resolutions. If the resolution relates to a practice area where the SDCBA has a standing section or committee, the Committee member drafting the resolution will email an initial draft of the resolution to the chair of the standing section or committee requesting potential input and feedback. The purpose of emailing the draft resolution to the chair of the standing section or committee is to provide an opportunity for input and feedback on potential improvement to the resolution, alert the member drafting the resolution to potential grounds of opposition, and provide an opportunity to modify proposed resolution language in advance of submission to the Board. This provision does not provide any standing section or committee any veto power over a proposed resolution.

All resolutions will be reviewed and must receive a majority vote of approval in principle by the Committee members in attendance at the last drafting/review meeting held immediately before submission of the Delegation slate of resolutions to the SDCBA Board. The resolutions are to be in final form or near final form sufficient for the Committee and SDCBA Board to review and evaluate the resolution.

The chair will review the final slate of resolutions prior to submission to the SDCBA Board and will make a determination of which resolutions fall within the categories of presumptively germane, presumptively not germane, and no presumption of germaneness. If a resolution receives a preliminary determination of presumptively not germane from the chair, it will be submitted to the Committee Leadership for a vote on whether to reject the resolution, in which case it will not be forwarded to the SDCBA Board and will be returned to the resolution author, or to pass the resolution on to the SDCBA Board with the preliminary determination that the resolution is not germane. The chair will submit the slate of resolutions with the chair’s preliminary determination and any determination by the Committee Leadership to the SDCBA Board.

**SDCBA Board’s approval of all resolutions submitted to the CCBA**

It is the goal of the SDCBA and its Board to lend the full support of the SDCBA to all SDCBA Delegation sponsored resolutions submitted to and approved through the CCBA resolution process and Conference. To that end, the SDCBA Board must exercise an increased level of oversight on review and approval of all SDCBA Delegation sponsored resolutions. The chair and/or vice chair will attend the Board meeting to facilitate the Board members in their review of the proposed resolutions. Proponent Delegates may attend for the purpose of answering any questions posed by Board Members. The SDCBA Board will apply the following factors in determining whether to allow or disallow a resolution to be submitted to the CCBA as an SDCBA Delegation sponsored resolution:

Fundamental criteria required for approval: 1) does the resolution identify an existing problem, conflict, ambiguity, or area of needed improvement in the law?; 2) does the resolution propose a solution?; and 3) The resolution does not violate the prohibitions in section 7.3.4.
Criteria weighing in favor of approval of a resolution for submission to the CCBA: 1) the subject matter of the resolution relates to the SDCBA’s mission and goals; 2) the subject matter of the resolution relates to the SDCBA’s current strategic priorities; 3) the resolution has the support of another section or committee of the SDCBA; or 4) the resolution involves matters which lawyers, or an identifiable segment of lawyers, are particularly suited to address by virtue of education, training, practice expertise or client representation.

Criteria weighing against approval of a resolution for submission to the CCBA: 1) the resolution has no relation, direct or indirect, to the SDCBA’s mission and goals; 2) the resolution has no relation, direct or indirect, to the SDCBA’s current or past strategic priorities; 3) the resolution will have a substantial likelihood of causing anger, resentment, or divisiveness among SDCBA members; and 4) involves matters beyond the presumptive knowledge and expertise of lawyers, or an identifiable segment of lawyers; or 5) is clearly intended to benefit a specific client of the Proponent Delegate proffering the resolution.

Following the meeting and vote of the SDCBA Board on the authorized slate of resolutions approved for submission to the CCBA, the chair, or his or her designee, will notify the Committee and the Proponent Delegates of the approved slate of resolutions and any resolutions rejected from submission. Proponent Delegates have the sole responsibility, unless otherwise arranged with the chair, of submitting their SDCBA Delegation authorized resolution to the CCBA by the CCBA submission deadline, using the CCBA approved submission process.

**Delegation Positions, Counterarguments, and Voting at the Conference**

The Committee votes on preliminary SDCBA Delegation positions at its regularly scheduled meetings. A majority vote of the members in attendance controls. The positions of the Committee are always subject to change and simply reflect an indicated position of a majority of the Committee members; it is not the position of the SDCBA itself and no member of the Committee is authorized to represent the position as such.

Consistent with CCBA rules and practices, block voting is prohibited.

The authorized positions, consistent with CCBA practices are: Approve in Principle (AP), Approve in Principle if Amended (AA), Disapprove (D), No Position (NP), and Action Unnecessary (AU). In addition, the Committee recognizes a vote of Table (T) when a majority of the Committee members believe receipt, review and evaluation of the Resolutions Committee recommendation and potential counterarguments to a resolution would be beneficial before voting on a position. The position of Withdrawal (W) of a resolution is reserved to the discretion of the Proponent Delegate who wrote the authorized resolution. All SDCBA Delegation sponsored resolutions receive a position of approval in principle by virtue of the vote of the Delegation and SDCBA Board authorizing submission of the resolution. The Committee member urging “Disapproval” or “Approval in Principle if Amended” of a resolution will be the presumptive author of a Counterargument for submission to the CCBA, unless the Chair assigns another member to author the Counterargument. The Counterargument will explain the rationale of the Committee members voting in favor of Disapproval or Approval in Principle if Amended.

It is the historical practice of the Committee to adopt a “No Position” on CCBA resolutions that engender strongly held beliefs and feelings on either side of an issue and on resolutions that may be the subject of intense disagreement among SDCBA members.
Positions and Call-ups. The CCBA requires each delegation submit a list of positions and call-ups prior to the start of the Conference. According to the CCBA Rules, only those resolutions called up for debate are debated at the Conference, the sole exception being emergency late file resolutions. The CCBA recognizes “full debate” and “limited debate.”

Only the Chair, the Vice-Chair in the Chair’s absence, or the Chair’s designee, is authorized to submit the Delegation positions and the list of initial call-ups to the CCBA.

Each Proponent Delegate desiring to have one or more of his or her resolutions called up for debate at the CCBA Conference will notify the Chair, at least one day prior to the deadline for submission of positions and call-ups to the CCBA, of any requests for call-up and the Proponent Delegate’s preference for limited or full debate.

It is the goal of the Committee to limit the number of call-ups for full debate to not more than four (4) resolutions at each Conference. This is in recognition of the fact that full debate can significantly impact the Conference schedule and could result in a reduction of time allotted to debate of all other resolutions, as well as potential negative perceptions from other delegations in relation to inappropriate use of full debate. Accordingly, the Committee recognizes that full debate should be limited to the most significant of resolutions which (a) require additional time to educate Delegates in the face of a Disapprove recommendation from ResCom, or (b) involves a matter subject to significant differing views on both sides of an issue where the additional time accorded to full debate would have a beneficial impact on the Conference attendees gaining a better informed understanding of the issue. The Chair may, in his or her discretion, elect to call up more than four resolutions for full debate. Likewise, if there are requests for more than four full debates of Proponent Delegate resolutions, the Chair may choose which resolutions will be called up for full debate and which will only be called up for limited debate.

Proponent Delegates may elect to cancel a call-up of their own resolution and/or withdraw any of their own authored resolutions at, or prior to, the Conference. Proponent Delegates should keep the Chair informed of any such cancellation of call-ups or withdrawals.

The withdrawal of call-ups of any non-SDCBA sponsored resolutions will be at the discretion of the Chair.

Counterarguments: Resolutions receiving a vote of Disapprove or Approve in Principle if Amended during the initial review of CCBA resolutions prior to the Resolutions Committee reporting should have a counterargument prepared explaining the rationale of the position. Each Counterargument will begin with the following language: “The SDCBA Delegation urges Disapproval of Resolution [insert CCBA assigned number] because ....” or “The SDCBA Delegation would vote to Approve in Principle Resolution [insert CCBA assigned number] if Amended because ....” A Counterargument urging an amendment should set forth the proposed amendment.

All SDCBA Delegates attending the CCBA Conference are free to vote their conscience on each resolution called up for debate. Delegates are not bound by the Committee’s vote on the preliminary positions on resolutions in advance of the Conference. During the Conference caucus meetings, any Delegate may move for a change in the SDCBA Delegation position and a majority vote of the Delegates in attendance at the Conference caucus meeting controls on the motion.

Attendance at the CCBA Conference
All Proponent Delegates are required to attend the Conference. All Delegates are expected to attend the Conference. Each Proponent Delegate and Delegate attending the Conference do so at their own expense. A Committee member may attend the Conference and participate as a Delegate provided (1) earlier application to serve as a Delegate sufficient to meet the deadline to submit applications to the SDCBA Board for approval was impracticable due to circumstances beyond the control of the member; (2) the member notifies the Chair and the Executive Director of the SDCBA by email as soon as possible in advance of attendance at the Conference; and (3) the member submits a completed application for post-Conference ratification by the SDCBA Board.

The SDCBA, at its sole discretion, may elect to defray costs of attendance through the award of law student and/or New Delegate scholarships, by sharing in the costs of Delegation meeting space and meals at the Conference, by stipend to Delegates, or by reimbursement to Delegates attending the Conference.

**Proponent Delegate Obligations - Resolutions Passing the CCBA Conference**

At the conclusion of the Conference, the CCBA requires all resolution proponents whose resolutions passed the Conference to complete and submit an application for lobbying. It is each Proponent Delegate’s responsibility to complete said form for each of his or her resolutions that passed the Conference and to notify the Chair of completion of the application for lobbying.

Each Proponent Delegate whose resolution passed the CCBA Conference and whose resolution has been introduced as a bill in the Legislature, referred to the Judicial Council, referred to Congress, or referred to an administrative agency, agrees to timely respond to requests from the CCBA’s Legislative Advocate (currently Larry Doyle) for information. The Proponent Delegate also has the responsibility of emailing the Chair and Executive Director of the SDCBA whenever letters of support may be needed. All SDCBA letters of support must come from the SDCBA Board and/or Executive Director. Under no circumstances is a Proponent Delegate or other member of the Committee authorized to sign a letter of support under the auspices of the SDCBA.

Under no circumstances is a Proponent Delegate or other member of the Committee authorized to speak to the media under the auspices of the SDCBA. All media inquiries and request for comment must be sent to the SDCBA Communications Director in accordance with SDCBA policy. Only the SDCBA President or their designee is authorized to be the spokesperson for the SDCBA.

**7.3.2.5 Membership Committee**

The Membership Committee reviews and provides recommendations regarding member recruitment, retention, feedback, and other big picture membership issues.

**Composition:** The President appoints a Board member to Chair the Membership Committee. The Committee typically includes all three Regional Representatives. Non-Board members also are eligible for appointment to the Committee.

**Committee member term limit:** Non-Board committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

**Qualifications:** Engaged and creative SDCBA member with ideas on how to grow membership.
7.3.2.6 Programs and Education Committee

The Programs and Education Committee oversees all Section, Committee, New Lawyer Division, and bar-wide educational programming and events. Specifically, the Committee (1) monitors the health and wellness of all educational programming and events, including all new lawyer and law practice management content and events; (2) reviews CLE/educational programming and identifying any gaps in content, and makes recommendations for programming; and (3) ensures all programming is in alignment with the SDCBA’s Strategic Plan. It is recommended that this committee includes subcommittees on (1) Leadership Development and (2) Wellness.

Composition: The President appoints a Board member as Chair of the Programs and Education Committee, in addition to other Board members and non-Board members.

Committee member term limit: Non-Board committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Qualifications: Members with experience in programming through an SDCBA Section or the New Lawyers Division, or with experience related to relevant programming at another professional association.

7.3.2.7 San Diego Lawyer Editorial Committee

Purpose: The San Diego Lawyer Editorial Board convenes monthly to discuss relevant and pressing topics to cover in the SDCBA’s bi-monthly magazine and to write articles.

Composition: The President appoints two Co-Editors and no fewer than two other members to the San Diego Lawyer Editorial Committee. Co-Editors have two-year staggered terms.

Committee member term limit: Committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Co-Editor term limit: Co-Editors are appointed at the discretion of the President for two-year staggered terms. However, a previous Co-Editor may continue service on the committee by appointment for additional two-year renewable terms up to the eight consecutive year term of committee members.

Qualifications: A journalism background or significant editorial experience at a publication, and exceptional writing skills.

7.3.2.8 Technology Committee

Purpose: The Technology Committee assists the Board in its oversight of technology projects and non-program initiatives. The Committee also reviews the quality and effectiveness of the SDCBA’s technology security, cybersecurity controls and risks, and disaster recovery capabilities.

Composition: The President appoints a Board member to Chair the Technology Committee, in addition to no fewer than two members, one of whom is Vice Chair. The Chair and Vice Chair roles are for one-year terms. The Member Technology Officer also will participate in this committee.
Committee member term limit: Non-Board committee members are appointed for a two-year term. The terms are renewable up to three times, for a maximum of eight years of consecutive service. Following the eighth year, an appointed committee member must take two years off the committee before being eligible for re-appointment.

Qualifications: Experience with technology projects and systems.

7.3.3 Diversity Fellowship Program (DFP)

7.3.3.1 General

In 2009, The SDCBA & the Association of Corporate Counsel created the San Diego Diversity Fellowship Program in response to the low number of diverse attorneys practicing law in San Diego County law firms and corporate legal departments. The Program is modeled after similar initiatives in Sacramento, Puget Sound/Seattle, Cleveland, St. Louis, Columbus, Atlanta, and the Bay Area. The main objectives of the Program are: 1) to increase the number of diverse attorneys practicing in San Diego County law firms and corporate legal departments by providing first year law students with an opportunity to develop their skills and make professional contacts through fellowship opportunities at law firms and corporate legal departments; and 2) to assist San Diego County law firms and corporate legal departments in their efforts to recruit competent diverse attorneys by introducing them to qualified, diverse law students who may not have been identified by the firm or legal department through traditional summer programs. In addition, employment of these students provides a diversity of ideas which enhance the quality of legal services that participating employers may provide their clients.

7.3.3.2 Fellows

All Fellows must be: 1) first year or part-time second year law students; 2) diverse\(^{16}\); 3) enrolled in an American Bar Association (ABA) accredited law school; and 4) in good academic standing.

7.3.3.3 Application and selection process

The Committee evaluates the student applications based upon a number of factors, including, but not limited to the Fellow’s: 1) application; 2) resume; 3) writing sample; 4) personal statement; 5) confirmation of Good Academic Standing by the Career Services Department of the law school attended; 6) two letters of recommendation; and 7) in-person interview.

Focus is centered on the strength of the writing sample, personal statement and interview skills, rather than grades alone. This is based on the idea that after completing one semester of law school, the Fellow’s grades are not available and not the best indicator of the Fellow’s potential for success.

Participants in the Program are first year, or part-time second year, diverse law students, with preference given to those from San Diego County ABA-accredited law schools. Applications for the Program are submitted to the Diversity Fellowship Program. Selected applicants are interviewed by the Interview Committee and notified if they have been chosen to participate in the Program. Selected Candidates are

\(^{16}\) Diverse includes all protected classifications including but not limited to, ethnicity, gender, physical ability, veteran service or relationship, family and socioeconomic background, and sexual orientation.
then required to return a letter of acceptance by the deadline indicated in the fellowship offer letter. The duration of the program is eight (8) to ten (10) weeks or consistent with the employer’s summer program. Should a candidate cease to be eligible, is unable to accept a fellowship offer, or an additional fellowship placement becomes available, alternate candidates will be assigned fellowships in the following manner:

The employer will be given the opportunity to review only the resumes of the alternate candidates and provide feedback.

The SDCBA will consider the employers feedback, in addition to the alternate candidate’s preference for placement, and extend the fellowship offer accordingly.

7.3.3.4 Oversight Structure

The Program Committee (“Committee”) is comprised of representatives from the SDCBA and/or representatives from the Committee for Diversity & Inclusion who are responsible for reviewing applications, interviewing applicants and participating in the employer reception and other Program activities as designated. While there may be members of the Committee from the law schools and participating employers, these Committee members do not participate in the evaluation or selection process.

The SDCBA will appoint a DFP Director and internal team liaison who will serve as the point people for the program and will coordinate with the chair of the Committee for Diversity & Inclusion. The SDCBA is charged with mediating any unresolved conflicts between the fellows and law firms or corporate legal departments that cannot be handled internally.

8. NEW LAWYER DIVISION

8.1 In General

The SDCBA’s Bylaws note that divisions follow the same policies and procedures as sections (see Article VIII, Section 8.1). Generally, sections are organized to support a substantive area of practice and divisions are organized to support a specific demographic of the membership.

8.2 New Lawyer Division

The New Lawyer Division is a voluntary group comprised of any Law Student Members and any Attorney Members who have been in practice for seven years or less at the commencement of the bar year. The group is charged with three key activities: 1) producing “For the Record,” which should include all upcoming Association activities and services that may be of interest to or focus on lawyers within their first seven years in practice, including topical content related to civility in the practice of law; 2) coordinating networking events allowing new lawyers to network and become known to each other; and 3) coordinating any other activities and programs benefiting new lawyer integration into the full bar.

The New Lawyer Division will be governed by a 6-member executive committee, with the chair of the New Lawyer Division serving a one-year term on the Association’s Board of Directors (and who may not serve more than one term in such capacity).
8.3 Elections

The New Lawyer Division is comprised of an executive committee, which includes a chair, a vice chair, and four (4) member-at-large seats.

Each fall, the SDCBA will solicit self-nominations from interested New Lawyer Division eligible members for any vacant member-at-large seats on the New Lawyer Division Executive Committee. All eligible nominees will be put forward to the New Lawyer Division membership for election. Although Law Student Members are members of the New Lawyer Division, Law Student Members are not eligible for membership on the New Lawyer Division Executive Committee.

Those elected will serve a two-year term as a member-at-large on the executive committee beginning on January 1 and ending on December 31. Those elected as members-at-large for executive committee are subject to approval of the Board.

The New Lawyer Division Executive Committee shall solicit nomination from sitting members-at-large (either first or second term) for the seat of vice chair. Declarations of intent shall be submitted by October, with an appointment in November. The vice chair shall be automatically promoted to chair, subject to final approval of the Board. If the immediate past vice chair cannot serve as chair, the Board shall appoint an eligible member to serve in the role. If a member of New Lawyer Division is applying for the vice chair position, and the member is already in his or her fourth full year of practice at the time of application, the member shall remain eligible for appointment.

8.4 Removal of Elected and/or Appointed New Lawyer Division Leadership

Pursuant to the Bylaws, leadership serves at the pleasure of the Board. Failure to act in accordance with civility, integrity, and professionalism to members of the bar and the SDCBA’s internal team may result in a chair, vice chair, or other member of an executive committee being removed.