



BYLAWS
OF THE
ALAMEDA COUNTY BAR ASSOCIATION
A 501(c)(6) Corporation
Adopted September 24, 1981
and last amended December 8, 2020

ARTICLE 1

GENERAL

- 1. Name.** The name of the organization is the Alameda County Bar Association (hereinafter referred to as the "Association"), a nonprofit 501(c)(6) corporation incorporated in the State of California.
- 2. Mission.** The mission of the Association is to promote excellence and build community in the legal profession and to facilitate equal access to justice.
- 3. Principal Office.** The principal office of the Association for the transaction of its business is located in the City of Oakland, Alameda County, California, or elsewhere as determined by the Board of Directors.
- 4. Other Offices.** The Board of Directors of the Association may also establish an office or offices at other place or places within Alameda County.
- 5. Restrictions.** All policies and activities of the Association are consistent with federal, state, and local law.

ARTICLE 2

MEMBERSHIP

- 1. Classes.** The Association consists of members (each, a "Member") who must apply for membership. The Association's membership (the "Membership") shall be divided into four classes: Attorney; Judicial/Legal Services/Government/State Bar Inactive; Affiliate; New Admittee/Law Student.

2. Attorney Members. A lawyer who is a member of the State Bar of California, or who is admitted to practice in the Bar of any other state in the United States, and who resides in or maintains one or more law offices in any county in California or who is in-house counsel for a corporation or employed by a government entity located in California shall become an Attorney Member upon the approval of their application by the Chief Executive Officer or designee.

3. Judicial/Legal Services/Government/State Bar Inactive

a. Judicial Members: Any judicial officer in California shall become a Judicial Member upon the approval of their application by the Chief Executive Officer (“CEO”) or a Designee.

b. Legal Services Attorneys: Any attorney who is employed by an entity that provides free or extremely discounted legal services to members of the public who are low-income, or an entity that provides support to those entities, or an entity that, without hourly, flat or contingent charge pursues impact litigation on behalf of disadvantaged communities, shall become a Legal Services Member upon the approval of their application by the CEO or a Designee.

c. Government Member: Any attorney who is employed by a government agency, be it City, County, Regional, State, Federal, or other, shall become a Government Member upon the approval of their application by the CEO or a Designee.

d. State Bar Inactive Member: Any attorney who is listed as inactive with the State Bar of California or the Bar of any other state in the United States, shall become a State Bar Inactive Member upon the approval of their application by the CEO or a Designee.

5. Affiliate Members. A legal administrator, legal assistant, law school graduate, paralegal, accountant employed by a lawyer or law firm, expert witness, investigator, trial consultant, real estate agent, vendor who works with or markets to the legal profession, or other professional who resides in or maintains one or more offices in any county in California shall become an Affiliate Member upon the approval of their application by the CEO or Designee.

6. Law Student Members. A person who is enrolled in a law school in the State of California located in any county shall become a Law Student Member upon the approval of their application by the CEO or Designee.

7. Resignation. A Member may resign by filing a written resignation with the Association; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

8. Removal. Except as the CEO may determine in their sole discretion, a Member is automatically expelled without action of the Association’s Board of Directors (“Board”) for failure to pay applicable dues or failure to meet the eligibility requirements for membership. The Board, at its discretion, may expel a Member for good cause, if the Member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board, and final written notice of the Board’s decision.

ARTICLE 3

DUES, VOTING, AND PRIVILEGES

1. Dues. The annual dues of this Association shall be as established from time to time by the Board. Any member failing to pay their dues or assessments on or before January 31 of the fiscal year shall cease to be a member unless such delinquency is excused by the CEO or Designee.

2. Fiscal Year. The Association’s fiscal year shall commence on the first day of January and end on the thirty-first day of December of each year.

3. Voting. Affiliate Members are not entitled to vote in elections and plebiscites of the Association.

4. Other Privileges. Members of all Classes of Members of the Association shall be entitled to enjoy all of the privileges and benefits of the Association, provided, however, that Affiliate Members shall not be entitled to serve on the Board of the Association, , or as Chairs of the various Sections and Committees of the Association.

ARTICLE 4

BOARD OF DIRECTORS

1. General.

a. Number. The Board shall consist of seven to thirteen Directors, which shall include a President, a President-Elect, a Vice-President, and up to eight Members eligible to serve on the Board pursuant to Article 3, above). The seven to thirteen members shall also include the Chair of the Barristers Section, who shall serve as an *ex officio* member of the Board, with voting privileges, during their tenure of office as Barristers Chair. In addition, the Immediate Past President shall serve *ex officio* as a Special Advisor to the Board, without voting privileges, for the year following their service as President. The precise number of Directors to be appointed for the following year shall be determined at the Board meeting each September. Directors shall serve staggered two-year terms with one-half of the new Directors being elected each year. Except as provided in paragraph 8 below, each Director shall assume office on January 1st of the year following their election or appointment.

b. Definitions. The term "Director" as used herein shall mean a member of the Board of Directors of the Association, including officers.

c. Qualifications. A Director of the Association shall be an Attorney, Judicial/Legal Services/Government/State Bar Inactive, or Law Student Member of the Association.

d. Directors' Consecutive Terms. No Director other than a sitting Officer shall serve more than two consecutive terms as a Director. For purposes of this paragraph, any time served by a Director appointed by the Board under paragraph 8 to complete an unexpired remainder term shall not be counted.

e. Responsibilities. Each Director is responsible for: upholding their fiduciary duty to the Association, participating on Board Committees or Task Forces, attending major Association events, serving as Section liaisons, and supporting Legal Access Alameda.

2. Duties. The Board shall serve as the Association's governing body and has the authority to establish policy and provide general oversight as necessary to advance the purposes of the Association. The Board may delegate its authority to the President, the President-Elect, the Vice-President, or the CEO, except as prohibited by law.

3. Meetings. Meetings of the Board may be called by the President, or, if the President is unavailable, by the President-Elect or Vice President. The Board shall meet at least once in each calendar month during the year except it may dispense with meetings in the months of July and August in its discretion. The Board shall make its own rules as to times and places of meetings and shall prescribe its own rules of procedure and shall adhere to Robert's Rules of Order where these Bylaws are silent. While presiding, the President will refrain from voting unless the vote is by written ballot, or unless the Board has voted and the results are a tie.

Except as provided herein, meetings of the Board shall be open to all Members. Any Member wishing to appear and speak before the Board may make a written request to the CEO to be placed on the agenda. Written requests shall be reviewed and decided on by the Board's Executive Committee. Nothing in this paragraph shall restrict the authority of the Board to meet in Executive (closed) Session.

4. Electronic voting. The Board may take action by unanimous consent without a meeting if all Directors register their affirmative consent by email, or other written transmittal, and said vote will be considered a valid and binding vote of the Board. Voting by email, or other written method, should be the exception, rather than the rule, and, unless impracticable, should be avoided in the case of controversial or highly significant issues. Only the President, or, if the President is unavailable, the President-Elect or Vice President may initiate a vote by email.

5. Notices. Notice of regular meetings of the Board shall be given in writing by the CEO to each Director. Notice of special meetings of the Board shall be given by at least forty-eight hours' notice by email.

6. Quorum. For each meeting of the Board, a quorum shall be a majority of seated Directors. If a quorum is met at a duly called meeting, Directors present may continue to do business, so long as any action taken is approved by at least a majority of the required quorum.

7. Absences. If any Director is absent from three Board meetings in any calendar year, he or she shall be deemed to have submitted their resignation from the Board. The Board may decline to accept such resignation if it is satisfied that the cause for such absences was extraordinary, and that the Director is committed to regular attendance thereafter.

8. Vacancy. If any Director shall resign or for any reason cease to be able or eligible to serve or continue to serve as a Director, then a replacement shall be appointed for the remainder of the term by the remaining Directors.

9. Removal. A Director may be removed by a three-quarters vote of the Board, with the Director proposed to be removed not voting, provided that Director is provided with advance written notice of the vote describing the reason for the proposed removal, that the Director is given an opportunity to contest the proposed removal in writing or in person at a meeting of the Board, and that the Director is given final written notice of the Board's decision.

ARTICLE 5

OFFICERS, CHIEF EXECUTIVE OFFICER, AND BOARD COMMITTEES

1. General.

a. Officers. The Officers of the Association shall consist of a President, a President-Elect, and a Vice-President. Officers shall be elected by the Board as hereinafter provided and shall take office on the first day of January following their election and serve for one year.

b. Officers' Qualifications. An Officer shall have served for at least one year as a Director. Only Attorney and Judicial/Legal Services/Government/State Bar Inactive Members may serve as Officers of the Association.

c. Officers' Consecutive Terms. No Officer may serve in any one office for more than one full term unless at least one year has elapsed from the completion of that Officer's term of office. For purposes of this paragraph, any time served by an Officer appointed by the Board to complete an unexpired remainder term shall not be counted.

d. Vacancy. If the President shall resign or for any other reason cease to be able or eligible to serve or continue to serve as President, the President-Elect shall serve the unexpired term of the President, and shall continue as President in the succeeding term for which he or she is President-Elect. If the President-Elect shall resign or for any other reason cease to be able or eligible to serve or continue to serve as President-Elect, the Vice-President shall serve the unexpired term of the President-Elect. If the Vice-President of the Association shall resign or for any other reason cease to be able or eligible to serve or continue to serve as Vice-President, the Board of the Association shall promptly elect a successor for the remainder of the term.

2. President. The President is the chief elected Officer and chairs the Board and Executive Committee meetings.

3. President-Elect. The President-Elect succeeds to the office of President on January 1st of the succeeding year. The President-Elect shall perform the duties of the President during the President's absence and shall assist the President in the performance of their duties.

4. Vice-President. The Vice-President shall perform the duties of the President-Elect during the President-Elect's absence and shall assist the President in the performance of their duties. They shall also serve as the Chair of the Finance Committee.

5. Chief Executive Officer. The Board shall hire a CEO of the Association who shall function as the Association's administrative and business manager and, as such, shall report to the Board, and perform such duties and have such responsibilities as the Board may prescribe, including without limitation: the employment, management, and discharge of other Association employees; and maintaining such other records as may be reasonably necessary to the proper conduct of the business and purposes of the Association. The CEO shall also give notice of all meetings of the Association and such other notices as may be directed by the Board or the President, keep a record of the proceedings of all meetings of the Association; and ensure that accurate financial records are maintained. As soon as practicable following the end of each calendar year, the CEO shall arrange for an audit of the Association's financial statements to be made by a certified or public accountant no less frequently than every third year. In years when no audit is performed, the CEO shall arrange for a financial review to be performed by a certified or public accountant..

6. Executive Committee. The Officers and the CEO shall constitute the Executive Committee of the Board. The Executive Committee shall make its own rules as to times and places of meetings and shall prescribe its own rules of procedure except that the Executive Committee shall meet at the call of the President or any two other members of the Executive Committee. Except as prohibited by law, the Executive Committee shall, while the is not in session, have the same authority as the Board and may take any action on behalf of the Association, subject to ratification by the Board. The Executive Committee shall promptly report to the Board any action taken by the Executive Committee on behalf of the Association except where the Board has previously delegated the authority to act.

7. Finance Committee. The President shall appoint a Finance Committee of the Board composed of the President-Elect, CEO, and such other persons as the President shall deem appropriate. The President-Elect shall chair the Finance Committee, which shall make its own rules as to times and places of meetings and shall prescribe its own rules of procedure. The CEO shall transmit to the Finance Committee on at least a quarterly basis the financial statements of the Association for review and recommendations.

8. Other Committees and Task Forces. In addition to the Executive and Finance Committees, the Board may establish from time to time such other Committees and Task Forces of the Board as it deems appropriate and may delegate to such other committees all functions and authority that may lawfully be delegated.

ARTICLE 6

ELECTIONS

1. Annual Election. Officers and Directors for the following year shall be elected before the November Board meeting each year, pursuant to this Article.

2. Nominating Committee. A Nominating Committee consisting of seven Active Members of the Association shall be appointed by the Board of Directors at its June meeting each year. The Nominating Committee shall consist of the immediate Past-President, who shall serve as the Nominating Committee chair, the President, the President-Elect, one member of the Barristers Section, one Member who is also a member of an affinity bar association, and two Member of the Association who shall not be members of the Board. In appointing the Nominating Committee, the Board shall also specify the particular, high, conceptual-level competencies that the Board feels will be important to govern the Association and direct it effectively in the next few years. The Nominating Committee shall meet at the call of the CEO. It shall nominate one Member for the office of President for the following year, one Member for the office of President-Elect for the following year, one Member for the office of Vice-President for the following year, and one Member to become a Director in the following year to fill any vacant seats on the Board. The Nominating Committee shall forward names of the proposed candidates to the CEO not later than **August 24th**. The Board shall vote to approve a slate of Officers and Directors at the September Board meeting. Once the Board has approved a slate of officers and directors, the CEO shall cause the names of the candidates to be published in an email to all Members and on the ACBA website not later than five business days after the September Board meeting and to be included in the Association's electronic newsletter and posted in a conspicuous place in the office of the Association.

3. Nomination Guidelines. In making its nominations, the Nominating Committee shall prioritize candidates who meet the particular competencies specified by the Board for the coming years. The Nominating Committee also shall evaluate each candidate, taking into consideration the following criteria: each candidate's personal abilities, judgment and leadership qualities; each candidate's years as a Member; the duration, scope, quality and recentness of each candidate's participation in the activities and affairs of the Association; each candidate's history and quality of support for the programs and projects of the Legal Access Alameda or similar organizations; and whether the candidate has demonstrated core competencies of diversity, inclusiveness, governance and leadership.

4. Additional Nominations. Additional nominations for the offices of President-Elect or of Vice-President or for the position of Director may be made only by filing in writing with the CEO on or before 5:00 p.m. on the 15th calendar day after the emailing of the slate to Members per paragraph 2 above. Each such additional nomination must be signed by at least thirty-five Active Members in good standing as certified by the CEO as of August 24th of that year. A report of any such additional nomination, or nominations, shall be posted on the Association website, posted in an email to Members, included in the Association's electronic newsletter, and shall be posted in a conspicuous place in the office of the Association within five business days following the Additional Nominations deadline.

a. Voting. In the event of additional nominations, the elections may be conducted electronically or by mail ballot. Elections shall be conducted in a method that ensures confidentiality and one vote per Member. A plurality of votes cast shall be sufficient to elect any candidate for the office of President, President-Elect or of Vice-President. In any contest for vacant seats on the Board, those nominees receiving the highest number of votes shall be deemed elected; to be a valid ballot, the number of candidates receiving votes must equal the number of vacant seats on the Board.

b. In the event of no additional nominations, the nominees proposed by the Nominating Committee and approved by the Board shall be declared elected without ballot. In the event of additional nominations, the election results and elected Board for the following year shall be announced at the November Board meeting, and made public to Members through the Association website and electronic newsletter.

ARTICLE 7

PURVIEW

In determining whether a matter lies within the purview of the Association, the Board shall refer to the Association mission statement. The Board of Directors shall develop and implement Public Positions Guidelines to be used when determining if the Association will take an official position.

Issues and activities within the purview of the Association and its Board include, but are not limited to:

- a. Matters which are of special interest to attorneys, such as ethics, civility, professionalism, elimination of bias in the legal profession, legal education, access to justice, public relations, public education, legislation and advocacy regarding the administration of justice and civil rights, law practice management, the rule of law, and special events for lawyers and others in the profession;
- b. Matters which involve the judiciary, such as judicial qualifications, the selection, retention, and training of judges, judicial ethics, elimination of bias in the justice system, the administration and funding of the courts, and court rules and policies;
- c. Matters which encourage a positive public image of lawyers and the justice system and increase access to justice, including pro bono activities, legal assistance to the poor, public education about the law, alternative dispute resolution, and fee arbitration;
- d. Matters which encourage the involvement and leadership of attorneys within the Alameda County legal community; and
- e. Matters which call upon the training and expertise of lawyers and as to which the opinion of the Association, by virtue of the legal training and expertise of its members, may be helpful to the public.

ARTICLE 8

PUBLIC STATEMENTS AND ENDORSEMENTS

- 1. Public Statements.** No Member, Committee or Section shall make any public statement (including, without limitation, in support of or opposition to a political or judicial candidate, ballot initiative, proposed legislation, or other proposed governmental action) on behalf of or in the name of the Association (or of any Committee or Section) without the express prior written authorization of the Board.

The CEO shall draft a proposed statement and circulate it to the Board, who may make minor editing suggestions. If only minor editing suggestions are made, the CEO is authorized to release the statement as a statement of the Association. If two members of the Board request a Board decision on the statement, the CEO will schedule a discussion at the next Regular or Special meeting, and no statement may be released until approved by the Board

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2. Lobbying. No Member shall, without the express prior written authorization of the Board, lobby, provide comment, or testify on behalf of or in the name of the Association for the purpose of supporting or opposing proposed, pending, or approved legislation, policies, decision, or actions of any public or private official or body.

3. Grant Requests. No Member, Committee or Section shall, without the express prior written authorization of the Board, make a grant request to any person or entity in the name of or with respect to the Association.

4. Sponsorships. No Member, Committee or Section shall, without the express prior written authorization of the Board, make a request for financial support from any person or entity in the name of or with respect to the Association.

5. Product Endorsements. No Director, Officer, Committee, Section or Member shall as such or on behalf of or in the name of the Association endorse non-Association products, services, programs or publications without the express prior written authorization of the Board.

6. Endorsements. No Director, Officer, Committee or Section member, or Member shall use their Association title/office/position within the Association/membership to endorse any political candidate, ballot initiative or proposed legislation.

7. Board Candidate Campaigns. No Director shall use their name, either as an individual or in their capacity as a Director, to support any candidates for election to the Board.

8. Events to Honor Judges. Neither the Association nor its Committees or Sections shall sponsor any event the primary intended purpose of which is to honor a judicial officer who is engaged in a contested election.

ARTICLE 9

CONFLICTS OF INTEREST

1. Conflicts of Interest. All Directors and the CEO shall comply with California Corporations Code Section 7233. No Director, nor the CEO, shall enter into any agreement, business investment or interest, which is in conflict with the Association's business interests or interferes with the performance of that person's duties to the Association.

2. Duty to the Association. Directors owe a fiduciary obligation to the Association and shall exercise particular care that no detriment to the interests of the Association (or appearance of such detriment) may result from a conflict between those interests and any personal interests of the Director.

3. Areas of Potential Conflict. Conflicts of interest could arise when a Director may have the opportunity to

influence the Association's business decisions in ways that could lead to personal gain or give improper advantage to the Director, the Association, or associates of the Director, including but not limited to, that Director's family or business associates of the Director.

4. Disclosure. All actual and potential conflicts of interest shall be disclosed by each Director on the annual Conflict of Interest forms or, if it arises after those forms are filled out, to the Association Executive Committee. If a conflict arises, and unless the Board asks the conflicted Director to excuse themselves from the Board meeting during the discussion, the conflicted Director may remain in the meeting and participate in such discussions, but shall refrain from voting on the conflict matter.

5. Violations of Policy. The disinterested Directors shall determine whether a conflict exists and what subsequent action is appropriate (if any). The Officers shall retain the right to modify or reverse such determination and action.

ARTICLE 10

INDEMNIFICATION, APPROVAL OF INDEMNITY AND PURCHASE OF INSURANCE

1. Indemnification. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, Committee Member, Section Executive Committee Member, or Employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association.

2. Approval of Indemnity. On written request of the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Nonprofit Mutual Benefit Corporation Law, the Board shall promptly determine under Section 7237(e) of the California Nonprofit Mutual Benefit Corporation Law whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

3. Purchase of Insurance. The Association shall purchase and maintain insurance for its Directors and Officers protecting them against the losses, expenses, judgments, fines, settlements, liabilities, and costs described in Section 7237(c) of the California Nonprofit Mutual Benefit Corporation Law, and the limitation on the payment of indemnification set forth in that paragraph shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to any person covered by that insurance.

ARTICLE 11

MEETINGS, REPORTS, AND RECORDS

1. Membership Meetings. Meetings of the Membership shall be held at times and places designated by the President, the Board, or by a written notice personally signed by not fewer than five percent of active Members in good standing as certified by the CEO.

2. Notice. Notice of Membership meetings shall be provided to voting Members at least ten days before such meetings by postal or other delivery or by electronic means.

3. Annual Report to Membership. The Board shall cause an annual report to be made available to all Members. The annual report shall contain, at a minimum, the following information:

- A. A statement of the assets, and liabilities of the Association as of the end of the most recent fiscal year.
- B. A statement of the principal changes in assets and liabilities as of the end of the most recent fiscal year.
- C. A statement of the revenues and receipts of the Association for the most recent fiscal year.
- D. A statement of the expenses and disbursements of the Association for the most recent fiscal year.
- E. A statement of the amount and circumstances of any transaction in which the Association was a party and in which any Director, Officer, Association employee, or group holding more than ten percent of the voting power of the Association was also a party.
- F. A statement of the amount and circumstances of any indemnification or advance made pursuant to Article 10, paragraph 1 above, where the aggregate amount of such indemnification or advances totaled more than Ten Thousand Dollars during the fiscal year, unless such indemnification or advance has been previously approved by the Board.

4. Records. The Association shall make all records required by the California Nonprofit Mutual Benefit Corporation Law available to members upon request.

ARTICLE 12

ELECTIONS, PLEBISCITES, JUDICIAL EVALUATION SURVEYS

1. General. It shall be the policy of the Association to conduct plebiscites, public forums or judicial evaluation surveys when such are deemed by the Board of Directors as a benefit to members of the Association and a service to the legal community and to the general public.

2. Elections. With regard to elections, the Association shall not endorse or oppose any candidate notwithstanding the provisions of Article 8, above. The CEOs, Officers and Directors may support or oppose any cause or candidate appearing on any ballot; however, in so doing, these individuals shall take reasonable precautions to ensure that their support or opposition is as a private citizen and in no way reflects the support or opposition of the Association.

- 3. Plebiscites and Public Forums.** The purposes of plebiscites and public forums are:
- a. To provide a Method for Members Association to express their preferences for candidates in judicial, city attorney and district attorney elections, or to express their preferences on policy issues within the purview of the Association as indicated in Article 7 of these Bylaws; and
 - b. To report those preferences to the public at large, for whatever assistance it may provide them in voting in an election.

4. Judicial Evaluation Surveys. The Board may direct the CEO to conduct a Judicial Evaluation Survey if it deems appropriate. Judicial Evaluation Surveys shall be conducted by postal or other delivery or by electronic means.

ARTICLE 13

SECTIONS

1. Definition. A Section is a group established by the Board of Directors pursuant to these Bylaws, consisting of Members, for the purpose of promoting education and discussion in a particular field of law, interest area, or type of practice. These Bylaws supersede, replace, and are controlling over any previous document(s) pertaining to creation and governance of the Sections, including without limitation any bylaws or rules of any Section.

2. Purpose. The purpose of the Sections shall be:

- A. To further the knowledge of and facilitate the practice of law in a particular field or type of practice;
- B. To conduct continuing legal education programs, publish and distribute educational and professional materials and undertake other activities to enhance the competence and professional development of lawyers and improve their ability to deliver the highest quality of professional legal services;

- C. To foster unity among Section members by providing a forum where they can share research, source materials and experiences;
- D. To further promote public understanding of the particular field of law, interest area, or type of practice;
- E. To further the objectives of, and promote active participation in, the Association; and
- F. To increase the Membership.

3. Membership and Dues. Any Member in good standing shall be eligible for membership in the Section, and become a member of the Section upon approval of their application by the Chief Executive Officer or designee. The annual section dues shall be established from time to time by the Board. Any Section member failing to pay their dues or assessments on or before January 31 of the fiscal year shall cease to be a Section member unless such delinquency is excused by the CEO or Designee.

4. Governance.

a. Section Executive Committees. Each Section shall be governed by a Section Executive Committee consisting of five to nine Members, including three officers: Chair, Vice-Chair and Secretary. Every Section shall include at least one member of the Barristers Section on its Section Executive Committee.

b. Terms. Section Executive Committee members of a Section are elected by the membership of that Section to serve staggered two year terms, with one-half of the Section Executive Committee being elected each year, and may subsequently be reelected for up to one additional term. Exceptions to these term limits may be made at the sole discretion of the CEO.

c. Terms of Officers. Officers of the Section Executive Committee of a Section are elected by that Section's Executive Committee to hold the office for one year. Section members may serve in any combination of officer positions for no more than three years.

d. Elections.

1. Notification. All Section members shall be sent notification of available positions on the section executive committee before the last business day in August of the current year. Notification may be made via postal or other delivery or by electronic means.

2. Eligibility. To be eligible for election to a Section Executive Committee position, the nominee must be a Member in good standing and a current member of the Section. To be eligible for a Section Chair position, the nominee must be a Member in good standing, a current member of the Section, and have served on the Section Executive Committee at least one year in the last three years.

3. Nominations. Candidates may nominate themselves or other members of the Section. Nominations must be made by the last business day in September, and may be made via postal or other delivery or by electronic means to the designated Association staff or Section member.

4. Elections. By the last business day in October, each Sections will hold elections, via e-mail or other electronic means, for all open Section Executive Committee positions. Said election must be properly noticed to all Section members, provide an opportunity for any interested Section member in good standing to vote, and provide a method for verification that elections were open. Such an election shall only be held if there are more nominees for seats on the Executive Committee than there are open seats.

E. Meetings. Section Executive Committees will meet at least quarterly each year. The Section Executive Committee may act at a meeting duly called or by a poll of each member of the Section Executive Committee. A majority of the Executive Committee shall constitute a quorum to transact business. A poll of the members of the Section Executive Committee may be conducted by telephone, fax, e-mail or through the U.S. mail. Further, the Section Chair is encouraged to circulate an agenda prior to each meeting, and the Section Secretary is encouraged to circulate minutes prior to each meeting.

F. Committees. Each section may establish committees that are appropriate to the section's area of law, interest, or practice functions (e.g. membership, MCLEs, etc.). There must be a Chair and Vice-Chair of each such committee who are elected by the members of the Section Executive Committee at a properly noticed meeting. The Chair of the Section committee must be a member of the Section's Executive Committee.

G. Sections are encouraged to work with their Board Liaisons and the Board is the final authority in all matters relating to Sections.

5. Section Officer and Section Executive Committee Duties.

A. The Section Chair shall be responsible for scheduling meetings and coordinating the agenda for Section Executive Committee meetings. The Section Chair shall preside over meetings for the Section and the Section Executive Committee and shall perform such other duties consistent with these Bylaws.

B. The Section Vice-Chair shall perform all duties of the Section Chair during the Section Chair's absence or inability to act, and shall assist the Section Chair in the performance of their duties.

C. The Section Secretary shall be responsible for maintaining minutes of Section Executive Committee meetings and providing them to the designated Association staff for the purposes of record retention.

D. Each Section Executive Committee member shall share information with the Section Executive Committee on any projects for which he or she is responsible, participate in the proposal of programs for the benefit of Section members, assist in the preparation and planning of ongoing activities and assume such duties as conferred by the Section Chair.

6. Removal and Vacancies.

A. If any Section Executive Committee member is absent from three Section Executive Committee meetings in any calendar year, they shall be deemed to have submitted their resignation. The Section Executive Committee may decline to accept such resignation if it is satisfied that the cause for such absences was extraordinary and that the Section Executive Committee member is committed to regular attendance thereafter.

B. A member of a Section Executive Committee may be removed by a majority vote of the Section Executive Committee, with the Section Executive Committee member proposed to be removed not voting, and provided that said Section Executive Committee member is provided with advance written notice including the reason for the

proposed removal, an opportunity to contest the proposed removal in writing and/or in person at a meeting of the Section Executive Committee, and final written notice of the Section Executive Committee's decision.

C. If the office of the Section Chair becomes vacant during the term of said officer, the Section Vice-Chair shall succeed to the office of Section Chair for the remainder of the year.

D. If the office of the Section Vice-Chair becomes vacant during the term of said officer, the Section Secretary shall succeed to the office of Section Vice-Chair for the remainder of the year.

E. If the office of Section Secretary becomes vacant during the term of said officer, the Section Chair, with the approval of the Section Executive Committee, shall appoint another member of the Section Executive Committee to assume the duties of the Section Secretary for the remainder of the year. This time shall not count towards the three year term limit for serving in officer positions.

F. If a Section Executive Committee member resigns or for any other reason ceases to be able or eligible to serve or continue to serve as a Section Executive Committee member, the remaining Section Executive Committee members shall promptly elect a successor for the remainder of the unexpired term.

7. Functions and Activities. Each Section shall be responsible for providing at least six programs that qualify for Minimum Continuing Legal Education credit and shall be encouraged to provide one event that provides networking opportunities for Section members each year. In addition, Sections are encouraged to participate in activities of Legal Access Alameda (e.g., participate in clinics, train volunteers, mentor volunteers and fundraising events/efforts).

8. Finances. All dues and other funds collected by or on behalf of a Section shall be deposited in the Association's general account, and are spent at the sole discretion of the Board and the CEO. All financial transactions related to Section activities shall be handled by the Association.

9. Creation. A Section may be created by either a written petition to the Board by not fewer than twenty-five members of the Association or by a proposal from an Officer, Director, or Association staff.

10. Dissolution. A Section shall cease to exist when it is declared dissolved by resolution of the Board.

11. Limits on Sections' Authority. A Section shall not take or publish positions on matters of public policy issues, nor incur liability, financial or otherwise, without the express prior written approval of the Board of Directors. Further, Sections shall comply with Article 8 of these Bylaws regarding public statements and endorsements.

ARTICLE 14

BARRISTERS SECTION

1. General. The Association shall have a Barristers Section.

2. Membership. Any Attorney, Judicial/Legal Services/Government/State Bar Inactive, or Law Student Member within the first ten years of admission to practice law shall automatically be a member of the Barristers Section of the Association and entitled to participate in its activities and affairs. There shall be no separate or additional dues payable for membership in the Barristers Section.

4. Bylaws. The Barristers Section shall operate according to these Bylaws, including Article 13 which governs all Sections.

ARTICLE 15

STANDING COMMITTEES

1. Definition. The Board may establish Standing Committees of the Association for the purpose of conducting on-going bar activities, providing program oversight or otherwise serving the interests of the Association. Any Member is eligible to serve on a Standing Committee. Non-Members may serve on the Community Projects Committee.

As of December, 2019, the Standing Committees of the Association are:

- Community Projects Committee – Acts as a forum for legal service providers in Alameda County.

- Court Appointed Attorneys Program-Criminal (CAAP) Advisory Committee – Oversees panel member participation in CAAP. The CAAP Advisory Committee is governed by its own Rules of Procedure, although in the event of a conflict between the provisions of these Bylaws and those Rules of Procedure, these Bylaws shall prevail.

- East Bay Diversity Bar Coalition – Acts as a forum for other local and identity bar associations and promotes a unified position on diversity and fair access on professional and public issues.

- Judicial Appointments Evaluation Committee (JAEC) - Evaluates applicants for judicial appointment at the request of the Governor's office. JAEC is governed by its own Rules of Procedure, although in the event of a conflict between the provisions of these Bylaws and those Rules of Procedure, these Bylaws shall prevail.

- Lawyer Referral Service (LRS) Governing Committee – Oversees the ACBA Lawyer Referral Service. The LRS Governing Committee is governed by its own Rules of Procedure, although in the event of a conflict between the provisions of these Bylaws and those Rules of Procedure, these Bylaws shall prevail.

- Judicial Liaison Committee – Acts to build strong relationships between bench and bar.

If a committee has its own rules and regulations which differ from these Bylaws, these Bylaws shall prevail.

2. Governance. Rules governing Committees may be promulgated from time to time by the Board of Directors.

In no event shall any Committee be authorized to bind, or act on behalf of, or speak for the Association without express prior written authorization of the Board. The LRS and CAAP Committees, however, do have the authority to make binding decisions regarding the composition of the LRS and CAAP panels, respectively. The JAEC Committee has the authority to communicate its evaluations to the Governor of California without consulting the Board.

The Board is the final authority in all matters relating to Committees.

3. Composition. Committees shall advise the President-Elect of their recommendation for the Committee Chair and Committee Vice Chair by November 1 of the preceding year. The Committee Chair and Committee Vice-Chair, who may serve no more than two consecutive terms, shall be appointed by the President-Elect annually no later than December for the following year. Membership in Committees is open to all Members in good standing.

4. Duties.

- a. The Committee Chair shall set a yearly meeting schedule, preside over Committee meetings, represent the Committee before the Board of Directors and serve as a leader of the Committee. The Committee Chair shall also maintain meeting agendas and minutes and provide them to staff so committee activity can be documented.
- b. The Committee Vice-Chair shall perform all duties of the Committee Chair during the Committee Chair's absence or inability to act, and shall assist the Committee Chair in the performance of their duties.
- c. Each Committee member shall share information with the Committee on any projects for which he or she is responsible, assist in the preparation and planning of ongoing activities and assume such duties as conferred by the Chair.

5. Terms. A minimum of five and a maximum of twenty-one members shall serve on each Committee. Each Committee member shall be appointed by the President-Elect for a two-year term. Two additional consecutive terms may be served. Except for the Committee Chair and Committee Vice-Chair, no other Committee member shall serve more than three consecutive two-year terms.

6. Resignation. If any Committee member, Committee Chair or Committee Vice-Chair shall resign or for any reason cease to be able or eligible to serve or continue to serve as a Committee member, Committee Chair or Committee Vice-Chair, then a replacement shall be appointed by the President for the remainder of the term after considering the recommendation from the remaining Committee members.

Any time served by a Committee member, Committee Chair or Committee Vice Chair to complete an unexpired term shall not be counted in determining term limits.

7. Removal. Any member of a Committee who is absent from two consecutive meetings of the Committee, without their absence being excused by the Chair of the Committee, automatically forfeits their office and said member shall be deemed to have resigned as a member of the Committee, thereby creating a vacancy in the Committee membership. The President shall notify the member in writing of such forfeiture.

Members may also be removed from the Committee if they miss an unreasonable number of meetings, fail to fulfill their duties as a member of the Committee, or for a serious violation of Committee rules. Prior to removal, such a member will be given appropriate warning and an opportunity to improve their attendance and/or address the breach of conduct. The President shall decide upon removal of a member after consultation with the Committee Chair.

With approval of the Board, the President, when appropriate and necessary, may remove members of Committees.

8. Conflicts of Interest. To avoid any conflict of interest or the appearance of a conflict of interest, at least fifty percent of the LRS and CAAP Committees shall be non-panel members. Further, if any member of a Committee perceives a potential conflict of interest between the member and any person being reviewed or evaluated by the Committee (such as family relationship, past or present membership in the same firm, financial relationship, or a professional or other experience likely to keep the member from being objective), the member shall inform the Committee and abstain from voting.

9. Creation. Upon the written petition to the Board of no fewer than ten Members proposing the creation of a Standing Committee, the proposal shall be placed upon the agenda for consideration at the next regular meeting of the Board. A Standing Committee may also be created by resolution of the Board. Each Standing Committee will have a statement specifying its specific purpose and duration. When creating a new Standing Committee, half of the members shall serve a one-year term and the other half shall serve a two-year term.

10. Dissolution. A Committee shall cease to exist when it is declared dissolved by resolution of the Board or when

the Committee has had neither a meeting nor other activity for one calendar year, unless the Board determines by resolution that the Committee shall continue to exist.

11. Limitation on Committees' Authority. A Standing Committee shall not take or publish positions on matters of public policy issues, nor incur liability, financial or otherwise, without the express prior written authorization of the Board. Further, Standing Committees shall comply with Article 8 of these Bylaws regarding public statements and endorsements.

ARTICLE 16

BYLAWS

1. Adoption, Amendment, Repeal. Except as otherwise required by law, the Bylaws of the Association may be adopted, amended, or repealed by the Board at any regularly scheduled or special meeting of the Board subsequent to the meeting at which the motion to adopt, amend, or repeal is initially made. Such adoption, amendment, or repeal shall require a two-thirds vote of the entire Board, excluding any vacant Director positions for which a replacement has not been appointed pursuant to Article 4, paragraph 7. However, no Bylaw may be adopted, amended, or repealed by the Board if such adoption, amendment, or repeal would materially and adversely affect the rights of Members as to voting, dissolution, redemption, or transfer.

2. Public Comments. The Board shall provide an opportunity for public comment by members of the Association on any proposed material amendments to the Bylaws by posting those amendments on the Association's website for two weeks.

(Adopted September 24, 1981, and amended December 16, 1986, September 1, 1987, April 5, 1988, December 5, 1988, November 15, 1989, November 5, 1991, April 6, 1993, November 5, 1996, November 11, 1997, December 30, 1997, February 3, 1998, November 16, 2000, September 4, 2001, September 3, 2002, June 3, 2003; May 3, 2005; June 7, 2005; April 4, 2006; February 2007, July 2007, November 2007, March 2008, September 2, 2008, April 6, 2010, September 7, 2011, May 1, 2012, June 5, 2012, December 4, 2012, October 7, 2014, December 2, 2014, October 6, 2015, November 1, 2016, December 10, 2019, and last updated December 8, 2020).