

# **BYLAWS OF THE MARIN COUNTY BAR ASSOCIATION**

## **A California Nonprofit Mutual Benefit Corporation**

(Amended and Restated as of January 6, 2016)

### **ARTICLE I – NAME AND GENERAL PURPOSE**

1.1 Name. The name of this corporation is "Marin County Bar Association" (the "Association").

1.2 Location. The principal office for the transaction of the activities and affairs of the Association is located at 101 Lucas Valley Road, Suite 326, San Rafael, California 94903. The Board of Directors of the Association (the "Board") may change the location of the principal office.

1.3 Purpose. The specific and primary purpose of this Association is to further public usefulness, honor and dignity of the Legal Profession; to increase the Profession's effectiveness in promoting sound administration of justice; to act in the interest of maintaining a skilled, humane and independent judiciary; to aid in making available a Law Library for the use of litigants, judges and attorneys; and to cultivate social intercourse among the members of the Association. The general purposes and objectives of this Association are: (1) to serve the welfare of Marin County lawyers by such means as from time to time may be approved by the Board, and to provide an organization for collective action or expression in matters germane to the aforesaid purposes; (2) to make contracts; (3) to act as trustee under any trust incidental to the principal objectives of the Association, and receive, hold, administer, and expend funds and property subject to such trust; (4) to lease, purchase, hold, have, use and take possession of and enjoy in fee simple or otherwise any personal or real property necessary for the uses and purposes of the Association, and to sell, lease, deed in trust, alienate or dispose of the same at the pleasure of the Board, and for the uses and purposes for which said Association is formed, and to buy and sell real or personal property, and to apply the proceeds of the sale, including any and all interest, to the uses and purposes of the Association; (5) to borrow money, contract debts, and issue bonds, notes, and debentures, and ensure the payment or performance of its obligations; and (6) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Association.

1.4 Governing Law. Unless the context requires otherwise, the general provisions, rules of construction, provisions as amended from time to time, and definitions in the California Mutual Benefit Nonprofit Corporation Law (the "Code") shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, singular includes the plural, and the

plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **ARTICLE II - MEMBERSHIP**

2.1 Membership. The Association shall have two classes of members (“Members”), designated as Attorney and Affiliate.

2.1.1 Attorney Members. Any current member of the State Bar of California whose office for the practice of law or whose residence is located in the County of Marin, except for any person who has been disbarred, is under suspension with, or who resigned from the State Bar with disciplinary charges pending, is eligible to be an Attorney Member of the Association, subject to the provisions herein.

Only Attorney Members shall be members pursuant to Section 5056(a) of the Code, and, accordingly, only Attorney Members shall have the right to vote, as further set forth in these Bylaws, on (a) the election of Officers and Directors, (b) the disposition of all or substantially all the Association's assets, (c) any merger and its principal terms and any amendment of those terms, (d) any election to dissolve the Association, and (e) any Special Questions posed by the Board. In addition, Attorney Members, and only Attorney Members, shall have the rights afforded members under the Code.

2.1.2 Affiliate Members. Any person who does not qualify to be an Attorney Member, but whose education or career advances the purposes of the Association as described below, is eligible, pursuant to policies, procedures and criteria as adopted by the Board, to be an Affiliate Member of the Association.

Affiliate Members are not members as defined under Section 5056(a) of the Code, and therefore shall not have the right to vote or any other rights afforded to members under the Code.

Subject to revision or amendment by the Board, Affiliate Members of the Association are as follows:

a. Affiliate Attorney Members. Any current or former member of the State Bar of California except for any person who has been disbarred, is under suspension with, or who resigned from the State Bar with disciplinary charges pending, is eligible to be an Attorney Associate Member.

b. Honorary Members. Any (i) attorney who has rendered distinguished service to the legal profession or furthered the administration of justice, or (ii) active or retired judge

or justice of any State Court (other than for the County of Marin) or the Federal Court system who does not presently reside in the County of Marin may be elected an Honorary Member of the Association by the Board.

- c. Honorary Judicial Members. Any (i) active or retired Judge or Justice of a court of record of the State of California for the County of Marin, or (ii) active or retired judge or Justice of any court of record of the State of California or the Federal Court system who presently resides in the County of Marin shall be an Honorary Judicial Member of the Association.
- d. Student Affiliate Members. Any (i) person who is regularly enrolled in a law school located in the State of California, whether accredited or not accredited, as a candidate for a law degree or (ii) graduate of any law school who has not been admitted to practice in any State or Federal District, but who intends to take the California Bar Examination within 24-months from the date of application, or (iii) person who has applied for or has taken but has not yet passed the California Bar Examination, is eligible to be a Student Affiliate Member of the Association.
- e. Affiliate Legal Personnel Member. Any non- attorney who is employed by a current member of the State Bar of California in his or her office for the practice of law is eligible to be an Affiliate Legal Personnel Member.
- f. Affiliate Non-Attorney Member. Any other Affiliate Member not eligible for Affiliate Membership Categories a through e.

2.1.3 Membership Application. Applicants for membership may be required to sign such form of application and furnish such information as may be required by the Board concerning the applicant's qualifications for membership. The Executive Director shall determine whether each applicant meets the qualifications for membership set forth in this Article II or otherwise adopted by the Board of Directors consistent herewith, provided, however, that Honorary Members may only be elected by the Board. In the event of any dispute with regard to eligibility for membership the Board shall determine eligibility, and the Board's determination shall be final.

2.2 Duties of Members. It shall be the duty of all Members: to support the aims and purposes of the Association; to pay all dues, fees and special assessments as may be levied from time to time by the Association on its Members; and to uphold the principles of professional ethics of the State Bar of California and the laws of the United States and the State of California.

2.3 Dues, Fees and Special Assessments.

2.3.1 Dues and Fees. Each Member must pay, within the time and on the conditions set by the Board, the dues and fees in amounts in effect from time to time, as determined by the Board. These dues and fees also include fees for membership in the Association, membership in sections of the Association, services provided to sections by the Association, and other related fees. The Board may adopt varying dues and fees for Members based on membership type and other pertinent factors, including the period of time admitted to the State Bar of California and other criteria. The dues and fees shall be approved by a two-thirds vote of the Board at any Board meeting at which a quorum is present.

2.3.2 Special Assessments. In the event the amount of dues and fees received is insufficient for the purposes of carrying out the purposes and activities of the Association, the Board may, by a two-thirds vote of the Board at any Board meeting at which a quorum is present, levy and assess against each Attorney Member a special assessment. No special assessment shall exceed the amount of the then-current annual membership dues for each Attorney Member in any calendar year unless the Attorney Members first approve the special assessment by Majority Vote.

2.3.3 Good Standing. Members who have paid the required dues, fees and any special assessments in accordance with these Bylaws and who meet one of the above definitions of Membership shall be Members in good standing, so long as they are not concurrently under suspension by the Association or the State Bar of California.

2.3.4. Other Sources of Funds. Funds may also be received by voluntary contributions through bequests, legacies, devises and gifts, fees charged for various educational and social programs, and other means authorized by law.

2.3.5. Waiver of Dues. The Board may, by resolution, waive the dues of a Member upon showing of hardship, which determination shall be at the sole discretion of the Board in each instance, and no prior waiver of dues shall create any right to any other waiver of dues.

## 2.4. Termination of Membership.

2.4.1 Termination. A Membership shall terminate on occurrence of any of the following events:

- a. Resignation of the Member;
- b. Expiration of the period of Membership, unless the Membership is renewed on the renewal terms fixed by the Board;
- c. The Member's failure to pay dues and fees before March 31 of the calendar year in which they are due, or special assessments as set by the Board within the due date as set by the Board;

- d. Any event that renders the Member ineligible for Membership, or any other failure to satisfy Membership qualifications; or
- e. Termination of a Member pursuant to Section 2.4.2 below.

2.4.2 Suspension or Termination. A Membership shall be suspended or terminated as determined upon a good faith determination by the Board (by Majority Vote) that the Member has failed in a material and serious degree to observe the California Rules of Professional Conduct, the Rules of the State Bar of California, the Association's Code of Civility, or any other Rules of Conduct approved by the Board from time to time, or that the Member has engaged in conduct materially prejudicial to the Association's purposes and interests.

2.4.3 Procedure for Suspension or Termination. If grounds appear to exist for suspending or terminating a Member under Section 2.4.2 of this Article, the following procedure shall be followed (Corp. Code, § 7341):

- a. The Board shall give the Member at least 15 days' prior notice of the proposed suspension or termination and the reasons therefore. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first class or registered mail to the Member's last address as shown on the Association's records.
- b. The Member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- c. The Board shall decide whether the Member should be suspended, expelled or sanctioned in any way, in its absolute discretion. The decision of the Board shall be final.
- d. Any action challenging a suspension or termination of Membership, including a claim alleging defective notice, must be commenced within one year after the date of the suspension or termination. In the event such an action is successful, the court may order any relief, including reinstatement, it finds equitable under the circumstances, but no vote of the Members or of the Board may be set aside solely because a person was at the time of the vote wrongfully excluded by virtue of the challenged suspension or termination unless the court finds further that the wrongful suspension or termination was in bad faith and for the purpose, and with the effect, of wrongfully excluding the Member from the vote or from the meeting at which the vote took place, so as to affect the outcome of the vote.

2.4.4 No Transfer of Membership. No Membership or right arising from Membership shall be transferred. All Membership rights cease on the Member's death.

2.4.5 Resignation. A Member may resign at any time, provided, however, that any financial obligation for unpaid dues, fees and special assessments shall not terminate thereby. A resigning Member shall not be entitled to any refund.

2.4.6 Membership Reinstatement. Any Member who's Membership has been terminated due to failure to pay their annual dues, fees or special assessments may be reinstated upon the payment of said annual dues, fees, or special assessments. Any Member whose Membership has been suspended or terminated pursuant to Section 2.4.2 above or due to their suspension or disbarment by the State Bar of California, may become eligible for reinstatement as an Attorney Member of the Association, upon the conclusion of their suspension by the Association or the State Bar of California, or their readmission into the State Bar of California, at the sole discretion of the Board.

### **ARTICLE III – GENERAL MEMBERSHIP MEETINGS**

3.1 General Membership Meetings. There shall be a general Membership meeting at least 8 times annually at a time and place to be fixed from time to time by resolution of the Board or the Board's designee, for purposes of carrying out the goals of the Association.

3.2 Annual Meeting. An annual meeting of Members shall be held in November of each year at the Association's November general Membership meeting, unless the Board fixes another date or time and so notifies Members as provided in these Bylaws. At the meeting, Directors and Officers shall be elected and other proper business may be transacted, subject to these Bylaws.

Meetings of the Members shall be held at any place within Marin County designated by the Board. In the absence of any such designation, Members' meetings shall be held at the Association's principal office.

3.3 Special Meetings. A special meeting of the Members may be called for any lawful purpose by the Board or the President of the Board, or upon the request of no less than 5% of the then-current Attorney Members. (Corp. Code, § 7510(e)) A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, submitted to the President, President-Elect, or the Secretary of the Association. The Officer receiving the request shall cause notice to be given, in accordance with Section 3.5 below, to the Members entitled to vote, under these Bylaws, stating that a meeting will be held at the specified time and date fixed by the Board and specifying the general nature of the business to be transacted,

provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing or affecting the time at which a meeting of Members may be held when the meeting is called by the Board. (Corp. Code, 7511(c))

No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

### 3.4. General Notice Requirements.

3.4.1 Whenever Attorney Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, as provided under these Bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Attorney Members. For a special meeting the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

3.4.2 Approval by the Attorney Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- a. Removing a Director without cause (Corp. Code, § 7222(a)(2));
- b. Filling vacancies on the Board if said vacancies were not already filled by the remaining Directors (Corp. Code, § 7224(b));
- c. Amending the articles of incorporation (Corp. Code, § 7812); or
- d. Electing to wind up and dissolve the Association (Corp. Code, § 8610).

3.5 Manner of Giving Notice. Notice of any meeting of Members shall be in writing and shall be given at least 10 but not more than 90 days before the meeting date. The notice shall be given personally, by Electronic Transmission from the Association, or by first class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the Association or at the address given by the Member to the Association for purposes of notice. If no physical, mailing, facsimile or electronic mail address appears on the Association's books and no such addresses have been given, notice shall be deemed to have been given if either (a) notice is sent to that Attorney Member by first class mail or other means of written communication to the Association's principal office, or (b) notice is published at least

once in the Association's newsletter or in a newspaper or periodical of general circulation in Marin County. "Electronic Transmission from the Association" shall be defined as stated in Sections 20 and 7511 of the Corporations Code as may be amended from time to time.

Members may respond to the Association by Electronic Transmission. "Electronic Transmission to the Association" shall be defined as stated in Sections 21 and 7513 of the Corporations Code as amended from time to time.

3.6 Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary or Executive Director of the Association, and if so executed shall be filed and maintained in the Association's minute book.

3.7 Waiver of Notice or Consent. The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matters specified Section 3.4.2 of these Bylaws, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

3.8 Quorum. Attendance at any general Membership or special meeting of the Members by 35 Attorney Members shall constitute a quorum for the transaction of business at any meeting of Members.

Subject to the preceding paragraph, the Attorney Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Attorney Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

3.9 Adjournment. Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Attorney Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each

Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting. (Corp. Code, § 7511(d))

3.10 Eligibility to Vote. Subject to the California Nonprofit Mutual Benefit Corporation Law, Attorney Members in good standing on the record date as determined under these Bylaws shall be entitled to vote at any meeting of Members.

Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any Member at the meeting.

Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members.

3.11 Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

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

3.12. Written Ballot without a Meeting.

3.12.1 Subject to Subsection 3.13.5, and unless prohibited in the articles or Bylaws, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Association distributes a written ballot to every Member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, require the signature of the Attorney Member, and provide a reasonable time within which to return the ballot to the Association.

3.12.2 Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds one-sixth of the then-current Attorney Membership, and the number of approvals constitutes a majority of the votes cast by ballot. (Corp. Code, §7513(b)) Any ballot returned unsigned is invalid.

3.12.3 Ballots shall be solicited in a manner consistent with the Section 3.5 of this Article.

3.12.4 A written ballot may not be revoked.

3.12.5 Directors may be elected by written ballot under this Section.

3.12.6 When Directors are to be elected by written ballot and the articles or Bylaws prescribe a nomination procedure, the procedure may provide for a date for the close of nominations prior to the distribution of the written ballots. The close of nominations, unless otherwise specified in procedures duly adopted and implemented by the Board, shall be two weeks prior to the distribution of the written ballots.

3.12.7 All written ballots shall be filed with the Secretary of the Association and maintained in the corporate records for at least four years.

### 3.13 Form of Proxy or Written Ballot.

3.13.1 Any form of proxy or written ballot distributed to 10 or more Attorney Members of the Association shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

3.13.2 In any election of Directors, any form of proxy or written ballot in which the Directors to be voted upon are named therein as candidates and which is marked by an Attorney Member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

3.13.3 The Association shall make all reasonable attempts to timely provide an appropriate form of proxy upon the request of any Attorney Member who is unable to attend a noticed regular or special meeting.

3.13.4 All such proxy or written ballot solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

3.13.5 Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any proxy at a meeting or written ballot and the Superior Court may compel compliance therewith at the suit of any Member.

3.14 Record Date. For purposes of establishing the Members entitled to receive notice of any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:

3.14.1 Sending notice of a meeting shall be no more than 90 or less than 10 days before the date of the meeting;

3.14.2 Voting at a meeting shall be no more than 60 days before the date of the meeting.

3.14.3 Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

3.14.4 Taking any other action shall be no more than 60 days before that action.

3.15 Record Date for Actions Not Set by Board. If not otherwise fixed by the Board, the record date for determining Members entitled to receive notice of a meeting of Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining Members entitled to vote at the meeting shall be the day on which the meeting is held.

3.15.1 Record Date Default for Vote. If not otherwise fixed by the Board, the record date for determining Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

3.15.2 Record Date Default for Rights. If not otherwise fixed by the Board, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

3.15.3 For the purposes of these Bylaws, a person holding an Attorney Membership at the close of business on the record date shall be a Member of record.

3.16 Proxies. Each Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Secretary of the Association. A proxy shall be deemed signed if the Member's name is placed on the proxy by the Member or the Member's attorney-in-fact, whether by manual signature, typewriting, telegraphic transmission or otherwise.

3.17 Subject Matter of Proxies. Any revocable proxy covering matters for which a vote of the Attorney Members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments of the articles of incorporation; amendments to the articles or Bylaws changing proxy rights; Special Questions; removal of Directors or Officers without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the Association's activities; the principal terms of

a merger or the amendment of a merger agreement; the election to dissolve the Association; or contracts or transactions between the Association and one or more Directors or between the Association and an entity in which a Director has a material financial interest.

3.18 Proxy — Revocability. No proxy shall be valid after the expiration of eleven months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either: (a) it is revoked by the Attorney Member executing before the vote is cast under that proxy (i) by a writing delivered to the Association stating that the proxy is revoked, (ii) by a subsequent proxy executed by that Attorney Member and presented to the meeting, or (iii) as to any meeting, by the Attorney Member's personal attendance and voting at the meeting; or (b) the death or incapacity of the maker of the proxy before the vote under the proxy is counted. Any proxy purporting to be irrevocable is invalid.

3.19 Special Questions. Irrespective of the restrictions in Section 8.6 below, the Board may submit to the Attorney Members at any regular meeting, special meeting, or by mail-in ballot, any question, matter or proposition as to the Association taking a formal position on an issue, including an issue that may appear on a municipal, state or federal ballot, which position the Board has determined is in accordance with the then-current Mission Statement and Purpose of the Association (a “Special Question”), provided that the Board has, by a Majority Vote that includes the affirmative vote of at least eight Board Members: (a) approved such position and the submission of such Special Question to the Attorney Members and (b) found that the issue involves a fundamental civil right or liberty, or materially impacts the then-current Mission Statement and/or Purpose of the Association.

The procedure for any Special Question shall be in accordance with this Article III. Alternatively, following the Board’s determination that a Special Question exists, should no less than eight members of the Board vote that exigent circumstances exist requiring immediate action by the Board and without sufficient time in which to submit the Special Question for the vote of the Attorney Members, then the Board may determine to take immediate action, including adopting a formal position or issuing a public statement, with regard to the Special Question upon an affirmative vote of no less than 14 members of the Board.

## **ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS**

4.1 **General Powers.** Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or Bylaws regarding actions that require approval of the Members, the Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

4.2 **Specific Powers.** Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the Board shall have the power to:

4.2.1 Appoint and remove, at the pleasure of the Board, all corporate Officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

4.2.2 Borrow money and incur indebtedness on the Association's behalf and cause to be executed and delivered for the Association's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, leases, hypothecations, and other evidences of debt and securities.

4.3 **Number of and Qualifications of Directors.** The authorized number of Directors shall be 21, comprised of 15 elected Directors and 6 *ex-officio* Directors, unless changed by amendment to these Bylaws. The *ex-officio* Directors of the Board, each with full privileges of voting and participation, shall comprise of the President, President-Elect, Secretary, Treasurer, and the retiring President for the calendar year following her/his term, and a Past President whose term of office expired at least five years prior ("Five Year Past President"). The combined elected Directors and *ex-officio* Directors of the Board shall be 21 (hereinafter referred to as the "Board").

Except for the manner of election or selection to the Board, or as otherwise specifically provided in these Bylaws, voting and other rights, obligations, liabilities, and duties, shall be the same for elected, selected and *ex-officio* Directors.

4.4 **Term of Office.** The term of office of elected Directors shall be 3 years, commencing on January 1<sup>st</sup> of the calendar year immediately following the calendar year of the election of the Director; and commencing on January 1<sup>st</sup> of the same calendar year in which any Director is placed on the Board by any other means (such as by appointment or vacancy). Elections and appointments shall be held so as to stagger the terms of office of the Directors to the greatest extent reasonably practicable; so that approximately one-third of the number of Directors as fixed by the Board shall be appointed, selected or elected each year. The *ex-officio* Directors

shall have a term of one year, to coincide with their terms as Officers of the Association. The vacancy so created shall be filled as provided in Section 4.7.7 of this Article.

4.5 Nominating Committee and Election. At the regular meeting of the Membership in July of each year (or, if there is no July meeting, the next following regular meeting) a Nominating Committee of 7 Attorney Members shall be announced by the President. Said Nominating Committee will be named at the immediately preceding Board meeting and shall include:

- The President-Elect of the current year;
- Three Attorney Members selected by the President who shall be past Presidents or current Directors; and
- Three Attorney Members selected by the Board from the Attorney Membership.

The Nominating Committee shall meet prior to the meeting of the Membership in September, shall elect a chairperson, and shall nominate candidates for offices for the following calendar year as follows:

- President-Elect;
- Secretary;
- Treasurer;
- Five Year Past President; and
- Directors (for any open positions).

The President-Elect shall automatically become the President in the following year provided, however, that if the office of President-Elect has been filled by appointment of the Board as provided in Section 4.7.7 of this Article then in that event that person so appointed by the office of President-Elect shall not automatically succeed to the office of President and the Nominating Committee shall nominate a candidate for President. The Nominating Committee is encouraged to select an individual for nomination to the position of President-Elect or President who has served at least one complete term as Treasurer of the Association.

The Nominating committee shall make its report of nominations at the regular meeting in September. At any time before October 1<sup>st</sup> of each calendar year, any Attorney Member may be nominated for any office to be filled, if such Member possesses the qualifications required in these Bylaws, by nomination in writing signed by at least ten Attorney Members of the Association and presented to the Secretary.

4.6 Annual Election of the Officers and Board of Directors. The annual election shall be held

At the regular meeting of the Members of the Association in November of each year, or as otherwise set by the Board. Each candidate who is the sole nominee for an office shall be voted upon at said election by a voice vote by the Attorney Members; should there be more than one nominee for an office, the Board shall conduct a written secret ballot of the general Membership by mail for each such contested office, which shall be conducted before the regular November meeting of the Members, and shall be conducted in the manner to be provided for in a resolution of the Board. The election of Officers and Directors shall be a plurality vote. (Corp. Code, § 7213(b))

4.7 Offices Held. The elective Officers of the Association shall be a President, President-Elect, Secretary, and Treasurer, each of whom shall serve for a term of one year commencing on the January 1<sup>st</sup> immediately following his or her election.

4.7.1 President – Powers and Duties. The President shall be the general manager of the Association and shall supervise, direct, and control the Association's activities, affairs, and Officers. The President shall preside at all Members' meetings and at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may require. The President shall be an ex officio Member of all standing committees and sections. The President, or the President's nominee, has the right to attend all meetings of all committees and sections.

4.7.2 President-Elect – Powers and Duties. If the President is absent or disabled, the President-Elect shall perform all duties of the President. When so acting, the President-Elect shall have all powers of and be subject to all restrictions on the President. The President-Elect shall have such other powers and perform such other duties as the Board or the Bylaws may require. The President-Elect shall serve as Board Liaison to the Client Relations Committee.

4.7.3 Secretary - Powers and Duties. The Secretary shall:

- a. Give notice of all special and regular meetings of the Association, and of the Board, and all notices required by these Bylaws, or by law, and not otherwise provided for herein, including but not limited to of an Attorney Member's right to receive annual financial reports, and such other notices as may be directed by the Association, the President, or the Board;
- b. Notify Officers and Members of their election, and appointees to offices or committees of their appointment;
- c. Keep a complete, accurate and permanent record of all of the proceedings at all meetings of the Association and of the Board; to keep a record of Membership showing the names, residences, business addresses and classifications of each Member, the date when each became a Member and the cause or date of termination in such an event;
- d. Keep a record of all other matters of which a record is required by law or shall be deemed advisable by the Association or the Board to be kept by him or her; under

the direction of the Board, to take charge of and preserve all of the records of the Association;

- e. Keep an up-to-date inventory of the property of the Association; to preserve and safeguard said property;
- f. Assist the Treasurer in the collection of dues; and to perform the usual duties of a Secretary.

These duties may be delegated. Records kept by the Secretary shall be open at all times to the inspection of all Directors, and at all reasonable times shall be open for the information of the Attorney Members of the Association. The Secretary shall perform, from time to time, all duties which may be required by the Board.

4.7.4 Treasurer - Powers and Duties. The Treasurer shall:

- a. Collect and disburse funds of the Association;
- b. Provide a an annual written financial report upon any request by an Attorney Member pursuant to Section 8321 of the Corporations Code;
- c. Keep regular accounts which shall at all times be open to the inspection of all of the Directors and at all reasonable times shall be open for the information of the Attorney Members of the Association;
- d. Prepare such records and perform such duties as may be required by resolution of the Board;
- e. Submit a budget for the forthcoming year to the Board in May of each year, and the Board shall act on such budget in June.
- f. Serve as Board liaison to the Lawyer Referral Service Committee.

Except for subsection (f), these duties may be delegated.

4.7.5 Resignation of Officers or Directors. Except as provided below, any Officer or Director may resign by giving written notice to the chairman of the Board if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If an elected Officer or Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Except on notice to the California Attorney General, no Director may resign if the Association would be left without a duly elected Director or Directors.

4.7.6 Vacancy of Officers or Directors. A vacancy or vacancies on the Board shall occur in the event of (a) the death or resignation of any Officer Director; (b) the declaration by Board resolution of a vacancy in the office of an Officer or Director who has been declared of unsound mind by a court order, convicted of a felony, or, if the Association holds assets in charitable trusts, found by formal order or judgment of any court to have breached a duty under Corporations Code § 7328; (c) the vote of the Attorney Members to remove any Officer or Director; (d) an increase in the authorized number of Directors; (e) the failure of the Attorney Members, at any meeting of Members at which any Officer, Director or Directors are to be elected, to elect the number of Officers or Directors required to be elected at that meeting; or (f) where any Officer or Director has failed to actively participate in the work of the Board by failing to attend meetings, failure to carry out committee assignments or otherwise, then on a Majority Vote of the Board, that non-participatory Officer or Director may be removed. For purposes of this provision, but without limitation, an Officer or Director who misses 3 consecutive meetings shall be deemed to have failed to actively participate in the work of the Board.

4.7.7 Filling Vacancies of Elective Officers or Directors. Except for a vacancy created by the removal of a or elected Officer or Director by the Attorney Members, vacancies on the Board with respect to elected Officers (other than the President) and Directors shall be filled by Presidential nomination confirmed by majority Vote of the Board for the unexpired term of the person who held the office or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the Board then in office, (ii) the affirmative vote of a majority of the Board then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 7211, or (iii) a sole remaining Director. Vacancies of an elected Officer or Director caused by removal pursuant to a vote of the Attorney Members pursuant to 4.7.6 of this Article shall be filled in accordance with Section 3.2 (Annual Meeting) of Article III or Section 3.3 of Article III if a Special Meeting is called.

4.8 Place of Meetings. Meetings of the Board shall be held at any place designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Association.

4.9 Meetings by Telephone or Other Telecommunications Equipment. Any Board meeting may be held by conference telephone, video screen communication or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

4.9.1 Each Member participating in the meeting can communicate concurrently with all other Members.

4.9.2 Each Member is provided the means of participating in all matters before the Board including the capacity to propose or to interpose an objection to, a specific action to be taken by the Association.

4.9.3 The Board has adopted and implemented a means of verifying both of the following:

- a. A person communicating by telephone, video screen or other communications equipment is a Director entitled to participate in the Board meeting; and
- b. All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

4.10 Annual and Other Meetings of the Board. Immediately after each annual meeting of the Members as defined in Section 3.2 above, the Board shall hold a general meeting for the purposes of organization, filling vacancies of Officers or Directors, and transacting of other business. Notice of this meeting is not required.

Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

4.11 Authority to Call Special Meetings of the Board. Special meetings of the Board for any purpose may be called at any time by the President, President-Elect, the Secretary, or any five Directors. (Corp. Code, §7211(a))

4.12 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) telegram; or (e) Electronic Transmission From the Association. All such notices shall be given or sent to the Director's address or telephone number as shown on the Association's records.

Notices sent by first-class mail shall be deposited in the United States mails at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, Electronic Transmission from the Association, or telegraph shall be delivered, telephoned, sent, or given to the telegraph company, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Association's principal office. The notice need not specify the purpose of the meeting.

4.13 Quorum and Voting. One-half of the Board then in office, shall constitute a quorum for the transaction of any business except adjournment; except that a quorum shall never be less than one-fifth of the authorized number of positions, or two, whichever is larger. Unless a higher percentage vote is specified herein, every action taken or decision made by a Majority Vote shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts between the Association and one or more Directors, or between the Association and any entity in which a Director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. (Corp. Code, § 7211(a) (7)-(8)) Any reference to a “Majority Vote” of the Board in these Bylaws shall mean the vote of a majority of the Directors at any Board meeting at which a quorum is present.

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

4.15 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.16 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

4.17 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board Members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. (Corp. Code, § 7211(b))

4.18 Executive Committee. There shall be an Executive Committee, serving as a standing, regular committee of the Board, consisting of the President, President-Elect, Secretary, Treasurer, and the Five Year Past President of the Board. In addition, the Executive Director of

the Association shall serve as an ex-officio, non-voting member of the Executive Committee. The Executive Committee shall meet as determined by the President, and shall have the following duties, responsibilities and tasks:

4.18.1 Personnel. All personnel responsibilities with regard to staff of the Association, including but not limited to, assuring completion of regular personnel evaluations, the imposition of disciplinary action or other personnel actions, and the recommendation of staff salaries to the Board;

4.18.2 Finance. The Executive Committee shall serve as the Finance Committee of the Association and shall have the authority and responsibility to work with the Treasurer with regard to preparation of the annual budget of the Association in order to facilitate the Treasurer's compliance with Section 4.7.4(e) above; and

4.18.3 Delegated Authority. Such other duties, responsibilities and tasks delegated by the Board to further the management and governance of the Association.

## **ARTICLE V: COMMITTEES AND SECTIONS**

5.1 Creation and Powers of Additional Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, in addition to the below noted Standing Committees, each consisting of one or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be at the discretion of the President. The President may appoint one or more Directors as alternate Members of any such committee, who may replace any absent Member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may (Corp. Code, § 7212):

5.1.1 Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the Attorney Members or approval of a majority of all Attorney Members;

5.1.2 Fill vacancies on the Board or any committee of the Board;

5.1.3 Fix compensation of the Directors for serving on the Board or on any committee;

5.1.4 Amend or repeal Bylaws or adopt new Bylaws;

5.1.5 Amend or repeal any resolution of the Board unless by its express terms it is so amendable or repealable;

5.1.6 Create any other committees of the Board or appoint the Members of committees of the Board;

5.1.7 Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected;

5.1.8 With respect to any assets held in charitable trust, approve any contract or transaction between the Association and one or more of its Directors, or between the Association and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code § 5233(d)(3).

## 5.2 Standing Committees.

5.2.1 Committee Membership. Each standing committee hereinafter specified shall consist of a chairperson and five (5) Members. Additional committee Members may be nominated for a term of one (1) year by the President and/or a committee chair. The President shall also serve as an *ex-officio* Member of each committee with voting privileges. The President shall appoint a Member of the Board to serve as liaison with each standing committee as set forth in Section 5.2.3 below.

5.2.2 Continuity. Each committee Member shall be appointed to serve for a period of three (3) years; committee appointments shall be numbered and the terms of committee Members shall be staggered, so that one Member's term shall end at the conclusion of each calendar year. Any committee Member may be reappointed.

5.2.3 Liaison. Each committee shall have attached to it as a liaison with the Board one Member of the Board appointed as per Section 5.2.1 above. It shall be the duty of such liaison Member to sit at all committee meetings and to convey to the Board recommendations and actions of the committee. The liaison Member shall be an additional Member of the committee and shall have a vote in its proceedings.

5.2.4 Appointments. All chairpersons and committee Members shall be appointed by the President by and with the consent and approval of the Board. Each chairperson, with the consent of the President, may appoint additional Members. Committee chairpersons shall serve for the calendar year of the respective appointments, and Committee Members shall serve pursuant to Section 5.2.2 of this Article.

The chair-person of the Client Relations Committee shall have been admitted to the State Bar for a minimum of ten (10) years, and each Member of that committee shall have been admitted for a minimum of five (5) years. The chairperson and each Member of that committee shall have maintained their principal offices and shall have practiced in Marin County for a minimum of two (2) years.

5.3 Reports. The Chairperson of each committee shall make reports of committee activities on request of the President or upon Majority Vote of the Board.

5.4 Vacancies. Each chairperson may, with the consent of the President, fill all committee vacancies by appointment for the term of the person who is being replaced, or for three (3) years, as required to comply with these Bylaws.

5.5 Standing Committees. Unless and until changed by resolution of the Board, there shall be the following standing Committees of the Association:

- Membership and Benefit Committees
- Client Relations Committee
- Bench-Bar and Administration of Justice
- Ethics
- Legislation
- Bylaws
- Library
- Public Outreach
- Continuing Legal Education
- Program
- Judicial Evaluation Committee
- MCBA Legal Education Scholarship Fund Committee
- Pro Bono

5.6 Duties and Scope of Standing Committees. Unless and until changed by resolution of the Board, the duties and scope of the standing Committees shall be as set forth in Exhibit A attached hereto and made a part hereof by reference. Each Committee, whether standing or special, shall have the right to adopt such guidelines or regulations for its Committee work as it may see fit in order to promote its objectives, provided, however, that upon adoption, a copy thereof shall be submitted to the Board for its approval. Each Committee, whether standing or special, shall have the right to establish subcommittees in order to promote its objectives.

5.7 Special Committees. The President may from time to time appoint special committees for special purposes within the scope of the objectives of the Association.

5.8 Sections. The President, by and with the consent of the Board, may appoint Sections devoted to the study of various legal specialties or interest groups (examples: family, probate, criminal, young lawyers.) The Chairperson of each Section shall be appointed for a one-year term by the President.

5.8.1 Any Member of the Association shall be eligible for Membership in one or more Sections of the Association, and may become a Member by filing of an appropriate application and the payment of Section dues, if any.

5.8.2 The Board shall have the authority to fix dues for Membership in the Sections.

5.8.3 All section dues are to be deposited to the general fund of the MCBA. Sections shall operate pursuant to the policies and guidelines for the sections implemented by the Board of Directors effective January 1, 2016 and as amended thereafter.

5.8.4 Representation of the Association. No Section or Committee or Member shall assume to represent the Association or any Section or Committee thereof before any legislative body, in any court or before any other tribunal, unless authorized so to do by the Board. Whenever representation requires the filing of any brief, a copy of the proposed brief shall, before it is filed, be submitted to and approved by the Board or such of its Members as the Board may designate to act for it. No report, recommendation or other action of any Section or Committee thereof or of any Committee of the Association, shall be considered as the action of the Association unless and until it shall have been authorized by the Board. No Section or Committee thereof or any Committee of the Association or any Member of any such Section or Committee, shall release any report of such Committee or Section to the public before the same is distributed to the Board, and such release is approved by Majority Vote of the Board. Any material containing any report, recommendation, or proposal circulated by any Section or committee thereof or by any Committee of the Association shall have clearly indicated thereon that the same reflects merely the personal views of the individuals proposing the same and does not represent the view or action of the Association unless and until the Board shall have taken approving action with respect thereto.

5.9 Sponsorship of MCLE Events. Other organizations that wish to co-sponsor MCLE events and programs with the Association (or with any Committee or Section of the Association) must obtain prior approval for the event or program from the Board. In the case of an MCLE event or program proposed to be co-sponsored by another organization and a Committee or Section of the Association, the Board delegates its authority to approve the event or program to the respective chairperson(s) of the relevant Committee or Section; provided, that, however, the Board may revoke such delegation of authority, either generally or in any specific instance, whether an event or program is proposed for approval or has already been approved by the applicable chairperson(s).

5.10 Addition or Removal of Sections. In addition to the President's authority to appoint Sections in Section 5.8, Sections may be added or removed by a two-thirds vote of the Directors at a meeting at which a quorum is present.

5.11 Compliance with Association Purpose, Rules and Regulations. Each Section shall conduct its affairs and business in compliance with the Association's goals, purpose, and nonprofit status. Each Section shall comply with all rules and regulations of the Association, as adopted by the Board from time to time, with respect to Sections.

## ARTICLE VI – CORPORATE RECORDS AND REPORTS

6.1 Maintenance of Corporate Records. The Association shall keep:

6.1.1 Adequate and correct books and records of account;

6.1.2 Written minutes of the proceedings of its Members and the Board; and

6.1.3 A record of each Member's name, addresses, and class of Membership.

6.2 Membership Records. Unless the Association provides a reasonable alternative as provided below, any Attorney Member may do either or both of the following for a purpose reasonably related to the Member's interest as an Attorney Member:

6.2.1 Inspect and copy the records containing Members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the Association, which must state the purpose for which the inspection rights are requested; or

6.2.2 Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, a list of names, addresses, and voting right of Members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Attorney Member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Attorney Member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Association may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the Membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Association reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as an Attorney Member, or if it provides a reasonable alternative under this Section, it may deny the Attorney Member access to the Membership list.

Any inspection and copying under this Section may be made in person or by the Attorney Member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Association.

6.3 Maintenance and Inspection of Articles and Bylaws. The Association shall keep at its principal California office the original or a copy of the articles of incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the Attorney Members at all reasonable times during office hours. If the Association has no business office in California, the Secretary shall, on the written request of any Attorney Member, furnish to that Attorney Member a copy of the articles of incorporation and Bylaws, as amended to the current date.

6.4 Director's Right to Inspect. Every Director shall have the absolute right at any reasonable time to inspect the Association's books, records, and documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

6.5 Annual Report. The Board shall cause an annual report to be prepared within 120 days after the end of the Association's fiscal year. That report shall contain the following information, in appropriate detail:

6.5.1 A balance sheet as of the end of the fiscal year, an income statement, and statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized Officer of the Association that they were prepared without audit from the Association's books and records;

6.5.2 A statement of the place where the names and addresses of current Members are located; and

6.5.3 Any information required by applicable law.

The Association shall annually notify each Attorney Member of the Attorney Member's right to receive a copy of the financial report under this section. Except as provided in the next paragraph of this bylaw, on written request by an Attorney Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Attorney Member.

This section shall not apply if the Association receives less than \$10,000 in gross revenues or receipts during the fiscal year. (Corp. Code, § 8321(c))

6.6 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Attorney Members, or as a separate document if no annual report is issued, the Association shall annually prepare and mail or deliver to its Attorney Members and furnish to its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Association's fiscal year (Corp. Code, § 8322):

6.6.1 Unless approved by Attorney Members under Corporations Code § 7233(a), any transaction (i) to which the Association, its parent, or its subsidiary was a party, (ii) which

involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material interest (a mere common Directorship is not a material financial interest):

- a. A Director or Officer of the Association, its parent or its subsidiary;
- b. Any holder of more than 10% of the voting power of the Association, its parent or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Association, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

6.6.2 A brief description of the amounts and circumstances of any loans, guaranties and indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Association under these Bylaws.

## **ARTICLE VII – AMENDMENT TO**

### **BYLAWS 7.1. Amendments to Bylaws.**

Subject to the Attorney Members' rights under these Bylaws, the Board may adopt, amend, or repeal Bylaws unless doing so would: (a) materially and adversely affect the Attorney Members' rights as to voting or dissolution; (b) effect an exchange, reclassification or cancellation of all or part of the Memberships; or (c) authorized a new class of Membership. (Corp. Code, § 7150))

### **7.2 Attorney Members' Approval Required.**

The Board may not, without the Attorney Members' approval, amend, adopt or repeal any bylaw that would:

7.2.1 Fix or change the authorized number of Directors,

7.2.2 Fix or change the minimum number of Directors, or

7.2.3 Change from a fixed number of Directors to a variable number of Directors or vice versa.

7.2.4 Increase or extend the terms of Directors;

7.2.5 Allow any Director to hold office by designation or selection rather than by election by the Members;

7.2.6 Increase/Decrease the quorum for Members' meetings;

7.2.7 Repeal, restrict, create, expand, or otherwise change proxy rights; or

7.2.8 Authorize cumulative voting.

7.3 Greater Vote Requirement. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or appealed except by that greater vote.

## **ARTICLE VIII - MISCELLANEOUS**

8.1 Contracts with Directors and Officers. The Association shall not enter into any contract or other transaction in which any Director or Officer of the Association, or with any business in which one or more of the Association's Directors or Officers are directors or officers or in which they have a material financial interest, directly or indirectly, unless (a) the material facts as to the transaction and such Director's or Officer's interest are fully disclosed in good faith or known to the Attorney Members and such contract or transaction is approved by the Attorney Members in good faith, with any interested Director or Officer not being entitled to vote thereon; or (b) the material facts as to the transaction and such Director's or Officer's interest are fully disclosed in good faith and noted in the minutes, or are known to all Directors prior to the Board's consideration of such contract or transaction and such contract or transaction is authorized in good faith by a the Board by a vote sufficient for that purpose without counting the votes of the interested Director(s) or Officer(s).

8.2 Loans to Directors and Officers. The Association shall not lend any money or property to, or guarantee the obligation of, any Director or Officer of the Association or of its parent, affiliate or subsidiary, unless (a) the Board decides that the loan or guaranty may reasonably be expected to benefit the Association, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the Attorney Members, without counting the vote of the Director or Officer, if a Member, or the vote of a majority of the Directors then in office, without counting the vote of the Director who is to receive the loan or guaranty.

8.3 Indemnification. To the fullest extent permitted by law, the Association shall indemnify its Directors, Officers, employees, and other persons described in Corporations Code Section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action

by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 7237(b) or Section 7237(c), the Board shall promptly decide under Corporations Code Section 7237(e) whether the applicable standard of conduct set forth in Corporations Code Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Attorney Members. At that meeting, the Attorney Members shall determine under Corporations Code Section 7237(e) whether the applicable standard of conduct has been met and, if so, the Attorney Members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Association for those expenses.

8.4 Insurance. The Association shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising from the Officer's, Director's, employee's, or agent's status as such.

8.5 Delegates to California Bar Association. Delegates and alternates to represent the Association at any meeting or conference of the California Bar Association shall be selected and approved by the Majority Vote of the Board for a 1-year period. The number of delegates and alternates shall be as provided by the State Bar, or as determined by the Association. Other rules and regulations relating to the selection of delegates and alternates shall be as determined by the Board from time to time. The Board may authorize reimbursement of delegates and alternates for reasonable expenses.

8.6 No Political Endorsements. Subject to Section 3.19, it is the policy of the Association that neither it, nor any current Officer, Director, or Section Chair shall make any endorsement of any candidate for elective public office or take a position to support or object to any ballot measure or initiative. However, any current Officer, Director, or Section Chair of the Association is free make any endorsement of a candidate or take a position on any ballot

measure or initiative so long as said Officer, Director, or Section Chair takes reasonable steps to ensure that they are not perceived to be speaking on behalf of the Association. For the purpose of this provision, “reasonable steps” shall be satisfied by not including their Association Officer, Director, or Section Chair title in any public endorsement or position statement.

8.7 Assets on Dissolution. On the dissolution or winding up of the Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Association, shall be distributed to the State Bar of California, if it is then in existence; but if it is not then in existence, to one or more organizations, corporations, or foundations, as determined by Majority Vote of the Board, that serve or promote the purposes of the Association.

## **EXHIBIT A**

### **STANDING COMMITTEES, THEIR FUNCTIONS AND SCOPE**

The several standing Committees of the Marin County Bar Association shall have responsibility for such matters as may be referred and assigned to them from time to time by the Board, and in addition, shall carry out the following duties and responsibilities:

MEMBERSHIP AND MEMBERSHIP BENEFITS - To (i) invite and solicit prospective Members, including but not limited to newly admitted lawyers and any non-Members in the county who have not previously applied for Membership, and (ii) research, obtain and promote benefits for Members.

CLIENT RELATIONS COMMITTEE - To resolve disputes, *either* by informal communication or formal arbitration, that occur between client and attorney that do not fall within the jurisdiction of the State Bar, including but not limited to, the following: (1) arbitration of all disputes concerning attorney's fees and/or costs pursuant to Business and Professions Code, §§ 6200, *et seq.*, (2) resolution of all disputes that may occur between client and attorney as a result of the operation of Lawyer Referral Service; and (3) informal resolution of other disputes and/or complaints that arise between attorney and client. Arbitrations shall solely be conducted by Members who have attended and completed the then-current introductory training course provided by the State Bar Mandatory Fee Arbitration Program, and attend a class (introductory or advanced) provided by the State Bar Mandatory Fee Arbitration Program at least once every three years to remain certified.

BENCH-BAR AND ADMINISTRATION OF JUSTICE AND THE COURTS - To consider and assist with matters relating to judges, the courts, and the administration of justice. Included within the ambit of the Committee's focus shall be (i) the effectiveness and efficiency of the judicial system with emphasis upon the local rules of court and the operations of the daily trial and law and motion calendars, (ii) the relationship between judges and lawyers, including the fostering of open communication, (iii) the relationship between the courts and public, including (A) publicly responding, if so requested by the President of the Association and consistent with any formal policy adopted by the Association, to any public criticism of the judiciary and (B) the treatment by the courts of jurors, litigants, and witnesses in both civil and criminal cases. In appointing members of the committee, the President shall endeavor to constitute a committee that represents the different areas of practice having matters that come before the courts.

ETHICS - To provide education, information, and resources to Members regarding the California Rules of Professional Conduct, ethical opinions, legal ethics authorities, and proposed rules, as they relate to ethical requirements applicable to California lawyers.

LEGISLATION - To draft any resolutions which may be proposed for submission by the Association (after approval by the Board) to the Resolutions Committee of the Conference of State Bar delegates relative to the amendment of existing law or the enactment of new statutes and to advise the Board concerning such matters.

BYLAWS COMMITTEE - To review periodically the Association's Bylaws and recommend to the Board any revisions, additions or deletions which it may deem necessary or desirable, and likewise, consider any suggestions for amendment from the Board or any Member of the Association.

LIBRARY - To determine the needs and wishes of the Members of the Marin County Bar Association concerning the contents of the County Law Library and its administration; to keep the Board of Trustees of the Law Library informed as to the policies and projects the Bar would like to see implemented with regard to the Law Library; and to keep the Board and the Members of the Bar Association informed as to the activities of the Board of Trustees.

PUBLIC OUTREACH - To create, develop, coordinate, schedule and implement informational programs, including but not limited to Law Day, for the general public, schools or community organizations relating to the legal profession and judicial system.

CONTINUING LEGAL EDUCATION - To facilitate the development and presentation of continuing legal education programs or materials that qualify for credit under the State Bar of California rules governing minimum continuing legal education requirements for State Bar Membership.

PROGRAM - To create, schedule and implement general and special programs, including the annual installation dinner, with particular attention to the Association General Membership meetings.

JUDICIAL EVALUATION COMMITTEE - The JEC will evaluate judicial applicants to the Marin County Bench, to the first District Court of Appeal, and to the California Supreme Court, when requested to do so by the Governor.

MCBA LEGAL EDUCATION SCHOLARSHIP FUND COMMITTEE - Within the below guidelines, to recommend scholarships to students admitted to or attending an accredited law school geographically located in Northern California (Santa Clara County Northward) on a full-time basis. To be eligible, an applicant, must have either graduated from a high school located in Marin County or have continuously lived in Marin County for no less than a 3-year period immediately prior to submission of the scholarship application. Eligible applicants

shall be evaluated according to the following criteria: (1) Academic Achievement; (2) Financial Need; (3) Community Service and Involvement; (4) Career Goals; and (5) Special period immediately prior to submission of the scholarship application. Eligible applicants shall be evaluated according to the following criteria: (1) Academic Achievement; (2) Financial Need; (3) Community Service and Involvement; (4) Career Goals; and (5) Special Circumstances and Hardship. The committee shall also: (i) determine the relevant application and decision deadlines; (ii) work with staff and any involved outside organization to solicit applications from eligible applicants; (iii) determine the amount and number of scholarships to award each year based on the amount in the MCBA Legal Education Scholarship Fund, with the intention of growing and/or preserving the fund corpus at the discretion of the committee or at the direction of the Board; and (iv) obtain approval from the Board on an annual basis prior to soliciting applications for the ensuing year on the amount and maximum number of scholarships to be awarded during such year. Selection of scholarship recipients shall be deferred to the outside organization that is providing assistance in the organization and solicitation of applications, in accordance with applicable law. All Committee members shall disclose any prior, or existing, financial or personal relationship with the applicants.

PRO BONO - To facilitate the integration and coordination of existing legal aid agencies in Marin County with members of the private bar; to foster the development of new pro bono programs; to support and improve the quality of existing pro bono programs; to encourage a public service culture within the Marin County Bar which values pro bono service; and to educate MCBA Members about opportunities for pro bono work.