

# BYLAWS OF THE SAN BERNARDINO COUNTY BAR ASSOCIATION

## ARTICLE I

## NAME

The name of this organization is the SAN BERNARDINO COUNTY BAR ASSOCIATION (hereinafter referred to as the "Association").

## ARTICLE II

## PURPOSES OF ASSOCIATION

The purposes of this Association are to encourage its members to strive for the advancement of the administration of justice according to law; to foster and maintain, on the part of those members engaged in the practice of law, high standards of conduct, integrity, learning, competence and public service; to provide a forum for the exchange of ideas and discussion of subjects pertaining to the practice of law, the science of jurisprudence, and the matter of law reform; to carry on and maintain a program of continuing legal education in the fields of substantive law, as well as practice and procedure; to encourage practices that will advance and improve the honor and dignity of the legal profession and of the judiciary; to foster, improve and maintain communication among the members of this Association, the judiciary and the public; all of the foregoing to the end that the responsibility of the legal profession and the individual members thereof may be more effectively and efficiently discharged in the public interest.

## ARTICLE III

## NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the mutual and public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of material with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## ARTICLE IV

## DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earning, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code §501 (c)(3).

## ARTICLE V

## OFFICES

### **Section 5.1 Principal Office.**

The Association's principal office shall be fixed and located at such place as the Board of Directors (hereinafter referred to as the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

### **Section 5.2 Other Offices.**

Branch or subordinate offices may be established at any time by the Board at any place or places.

## ARTICLE VI

## MEMBERSHIP

### **Section 6.1 Classifications of Membership.**

There shall be five classes of membership, namely:

(a) Regular Members - Regular members shall be all members not enrolled as Senior Members, Honorary Members, Associate Members, and Non-Lawyer Members.

(b) Senior Members - A member in good standing, who is seventy (70) years of age or more may become a Senior Member by filing with the Association's Executive Director a statement setting forth the month, day and year of his or her birth and requesting Senior Membership. Thereafter, such person shall be entitled to all the privileges and advantages of active membership in the Association without payment of further dues.

(c) Associate Members - Associate members shall consist of those persons actively engaged in the practice of law in the State of California, but whose residence and/or principal offices are located outside of the County of San Bernardino.

(d) Honorary Members - Members of the Judiciary, both active and retired, may be Honorary members of this Association. Honorary Members shall be exempt from the payment of dues. The Board of Directors may confer Honorary membership on other persons for good cause.

(e) Non-Lawyer Members - To be eligible to qualify as a Non-Lawyer member, a person shall: not be admitted to practice law in any jurisdiction, not have been disbarred or suspended from the practice of law in any jurisdiction, have an interest in the work of the San Bernardino County Bar Association, be of good moral character, and satisfy such further eligibility requirements as

may be approved by the Board of Directors. No identification of Association membership may appear on the Non-Lawyers Member's letterhead or business cards, or in any form likely to mislead the public. Violation of this provision may result in termination of membership.

The Board may establish additional classes of membership.

*Note: Sections 6.1, 6.2 (Membership Classes) and 6.3 (Membership Qualifications) were repealed and replaced by 6.1*

#### **Section 6.4 Rights To Hold Office And To Vote.**

Only Regular Members and Senior Members may be elected to, be appointed to, or otherwise hold office as an officer or director of this Association.

Only Regular Members and Senior Members shall be entitled to vote on each matter submitted to a vote of the members. Voting members who are not in good standing, as set forth in Section 6.7 of this Article VI, shall not be entitled to vote on any matter.

#### **Section 6.5 Membership Dues.**

Annual dues shall be payable (unless member or applicant is exempt from dues under this section) every 12 months on the anniversary of one's application of membership. The Board shall determine the amount of annual dues for each class of membership and may establish a different level of annual dues for members of any class (e.g., one rate for Regular Members admitted to practice for less than two (2) years, another rate for Regular Members admitted to practice between two (2) and five (5) years and another rate for Regular Members admitted to practice for a period of six (6) years or more).

#### **Section 6.6 Termination of Membership.**

The Board may terminate or suspend the membership or expel or suspend a member for failure to satisfy membership qualifications. The Board shall give the member who is the subject of the proposed action 15 days prior notice of the proposed expulsion, suspension or termination and the reason therefore. The member may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. The Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension or termination. A suspended member shall not be entitled to exercise any of the voting rights set forth in Section 6.4 of this Article VI. Members obligated to pay dues shall do so within ninety (90) days of their due date or be automatically suspended.

#### **Section 6.7 Good Standing.**

Any voting member who shall be in arrears in the payment of annual dues more than sixty (60) days after their due date shall not be in good standing and shall not be entitled to vote as a voting member.

#### **Section 6.8 Annual Meetings.**

Annual meetings of members shall be held in the month of June of each year, on such date and at such time and place as may be fixed by the Board. The election of Directors and any other business may be transacted at such meetings.

#### **Section 6.9 Regular Meetings.**

The Association shall hold no less than six (6) regular membership meetings at dates and locations determined by the Board.

#### **Section 6.10 Special Meetings.**

Special meetings of members may be called at any time by the Board, the President or not less than five percent (5%) of the voting members. Upon request in writing to the President, the Vice President or the Secretary-Treasurer by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person entitled to call the meeting may give the notice.

#### **Section 6.11 Notice of Meetings.**

Written notice of each Regular, Annual or Special meeting of members at which any action is to be taken shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to vote, in accordance with Corporation Code Section 7511.

#### **Section 6.12 Quorum.**

Twenty-five (25) voting members of the Association, represented in person, shall constitute a quorum at any meeting of members for transaction of business.

#### **Section 6.13 Conduct of Meeting.**

The President shall preside as Chairman at all meetings of the members. The Chairman shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure. The chairman's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person at the meeting, in which case the decision of a majority of such voting members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the chairman shall have all of the powers usually vested in the chairman of a meeting of members.

## **ARTICLE VII**

## **OFFICERS AND DIRECTORS ELECTION**

### **Section 7.1 Number and Title.**

There shall be thirteen (13) Directors, four (4) of whom shall also be elected officers of this Association (by voting members) one (1) of whom shall be the immediate past President, and eight (8) of whom shall be elected Directors-at-Large. The four (4) officers are:

- (a) The President;
- (b) The President-Elect;
- (c) The Vice-President; and,
- (d) The Secretary-Treasurer.

### **Section 7.2 Nomination and Election Officers and Directors.**

On or before January 15, the Board of Directors shall elect a Nominating Committee consisting of not less than five (5) nor more than seven (7) members, three (3) of whom would be the past President, the President and the President-Elect. Written notice shall be given before the end of February in the February Bar Bulletin or other notice mailed to all voting members announcing the Nominating Committee members and soliciting nominees for offices and directorships.

The Nominating Committee shall consider all names submitted to it and other members of the Association, nominate at least one (1) person for each office and directorship, and submit these nominations to the President on or before March 15. Nominations may also be made by petition signed by not less than 25 voting members submitted to the President on or before April 15.

Notice of the names of all nominees duly submitted to the President shall be published before the end of March in the March Bar Bulletin or other notice mailed to all voting members.

The President-Elect shall succeed automatically to the office of the President.

If there is only one (1) nominee for each office, he or she shall be deemed elected at the June meeting. If there is more than one nominee for an office, voting for that office is to be by secret ballot conducted in the following manner:

- (a) Written ballots shall be prepared containing the names and intended positions of all persons duly nominated, which ballots shall also allow for writing in names of additional nominees. A ballot return date not less than 15 days after the mailing of ballots and prior to the Annual Meeting of members shall be set by the President. The ballot shall indicate on its face the date by which it must be returned in order to be counted.
- (b) The ballots shall be mailed to each voting member at the address of record in the Association office.
- (c) Each ballot shall be completed by the voting member casting it, sealed inside an inner envelope which has no identification of the member, which inner envelope shall be inside an outer envelope bearing the signature of the voting member casting the ballot, and returned to the Association on or before the return date indicated on the ballot.
- (d) Three (3) inspectors of election shall be designated to count the ballots. Ballots shall be verified as being properly cast by voting members and counted by or under the supervision of the inspectors.
- (e) The voting members receiving the largest number (even if not a majority) of votes shall be deemed elected to the vacant directorships. In the event of any officer not receiving a majority of the votes cast or there being a tie vote for a directorship an election shall be held at the Annual Meeting for such position by secret ballot.
- (f) Notwithstanding any deviation from any of the above procedures, each Officer and Director shall be deemed duly and properly elected if (a) such person was the only person nominated for the position or (b) such person has in fact received a majority of the votes of voting members duly cast for such position.

### **Section 7.3 Time of Election.**

Officers and Directors for the fiscal year, beginning November 1 of the calendar year, shall be confirmed or elected at the regularly scheduled meeting of the membership which takes place during June of each calendar year, provided a quorum of the membership is present, or by secret ballot prior to such meeting. In the event no election of Officers and Directors is validly conducted before or during such meeting, a Special Meeting of the membership shall be called for the purpose of electing such Officers and Directors. The time and place of such special meeting shall be set by the Directors then in office.

### **Section 7.4 Term of Office.**

Directors and Officers, as elected, shall take office and assume the duties, responsibilities and privileges attendant thereto on November 1 of the calendar year in which they are elected. The terms of Officers shall be one (1) year and the terms of other Directors shall be two (2) years, and until their successors take office or such Officer or Director earlier resigns, dies, or is removed from office, whichever shall first occur.

## **ARTICLE VIII**

## **DIRECTORS**

### **Section 8.1 Powers.**

Subject to limitations of the Articles of these By-Laws, and of the California Nonprofit Mutual Benefit Corporation Law relating to action required to be approved by the voting members or by a majority of voting members, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Association to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

### **Section 8.2 Regular Meetings.**

Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed in advance by the Board. In the absence of designation they shall be on the second Monday of each month at 5:45 p.m. at the Bar Association's principal office.

### **Section 8.3 Special Meetings.**

Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Vice President, the Secretary/Treasurer or any two (2) Directors.

Special meetings of the Board shall be held upon four (4) days notice by first-class mail or 24 hours notice given personally or by telephone, telegraph, telex or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Association or as may have been given to the Association by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

### **Section 8.4 Quorum.**

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such a meeting.

### **Section 8.5 Participation in Meetings by Conference Telephone.**

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

### **Section 8.6 Waiver of Notice.**

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

### **Section 8.7 Action Without Meeting.**

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

### **Section 8.8 Fees and Compensation.**

No Director shall be compensated for his or her services as a Director, and no member shall receive any compensation on account of his or her membership, or any act or thing done as a member. However, Directors and members may receive reimbursement for expenses as may be fixed or determined by the Board. The President shall receive \$50 per month as a contribution toward his or her expenses.

## **ARTICLE IX**

## **OFFICERS AND DIRECTORS**

### **Section 9.0 Administration of the Association**

The Governing Body of the Association is the elected Board comprising Officers (President, President-elect, Vice President, and Secretary-Treasurer) and Directors.

The Board may hire or appoint an Executive Director to be responsible for carrying forward the policies and directives of the Board. The Executive Director serves at the pleasure of the Board.

### **Section 9.1 President.**

The President is the Chairperson of the Board of Directors. The President shall appoint committees of members and shall preside at all meetings of the members and at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of President of a corporation, and such other powers and duties as may be prescribed by the board.

### **Section 9.2 President-Elect.**

The President-Elect shall, in the absence or inability of the President, perform the duties of the office of the President. The President-Elect shall assume the office of the President for the next succeeding term. The President-Elect shall prepare and arrange for an annual Strategic Planning Retreat and shall be responsible for monitoring the progress of strategic plan assignments as given by the Board to individuals, groups, or committees.

### **Section 9.3 Vice-President.**

The Vice-President shall be responsible for liaison between the President and Committees of the membership as the President may assign to such Vice-President. In addition, the Vice-President shall prepare and arrange for programs for meetings of the Association. The Vice-President shall also have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board.

### **Section 9.4 Secretary-Treasurer.**

The Secretary-Treasurer shall keep, or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of members, the Board, and its Committees, with the time and place of holding, whether Regular or Special, and if Special, how authorized, the notice thereof given, the names of those present at Board and Committee meetings,

the number of members present or represented at member's meetings, and the proceedings thereof. The Secretary-Treasurer shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Association's Articles and By-Laws, as amended to date.

The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the members and of the Board and any Committees thereof required by these By-Laws or by law to be given, shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Secretary-Treasurer shall also be the Chief Financial Officer of the Association and shall keep and maintain, or cause to be kept and maintained, adequate and correct transactions of the Association, and send or cause to be sent to the members of the Association such financial statements and reports as are by law or by these By-Laws require to be sent to them. The books of accounts shall at all times be open to inspection by any Director.

The Secretary-Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. The Secretary-Treasurer shall disburse the funds of the Association as may be ordered by the Board and shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Secretary-Treasurer and of the financial condition of the Association.

### **Section 9.5 Removal and Resignation.**

Any officer elected by the voting members of the Association may be removed, either with or without cause, upon the vote of a majority of the votes represented and voting at a duly held members meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or upon approval by the voting members by written ballot in conformity with Section 7513 of the California Nonprofit Corporation Law.

Any other Officer appointed by the Board may be removed, either with or without cause, by the Board at any time.

Any officer may resign at any time by giving written notice to the Association, but without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

### **Section 9.6 Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification or by any other cause shall be filled in a manner prescribed by these By-Laws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis; or (2) by action of the then serving members of the board as follows: The board may, at any regular meeting, elect by majority vote, an individual to the vacated office who shall serve in such capacity on an interim basis until the next regular election as provided for in Article VII of these By-Laws. (Revised 05/05/92)

### **Section 9.7 Executive Director**

The Executive Director is the General Manager and Chief Executive Officer of the Association and has, subject to the control of the Board, general supervision, direction, and control of the business of the Association. The Executive Director is a member of the Board of Directors and has no vote in Board decisions. The Executive Director is an ex officio, non-voting member of all bar association committees.

## **ARTICLE X**

## **ASSOCIATION SUPPORT OR RECOMMENDATION**

The Association may only take or present positions on public actions, legislation, or public issues (all hereinafter referred to as "public issues") in accordance with this Article.

### **Section 10.1 Presentation to Board.**

Except as otherwise provided in this Article, all requests that this Association recommend, support, endorse, or oppose any public issue shall first be presented to the Board of Directors for their consideration. At least 5 days before any Directors meeting where such public issue will be discussed, the Board of Directors shall give written notice to the Association in the Bar Bulletin or by special notice of consideration of the public issue. Such notice shall identify the general nature of the matters to be considered. Any member of the Association may appear to address the Board of Directors on such issue, the Board of Directors may approve, endorse, support, recommend, or oppose such public issue by a two-thirds (2/3) vote of the Directors present at such meeting (providing a quorum is present). If a majority, but less than two-thirds (2/3), of the Board of Directors concur as to a position to be taken on a public issue, the matter shall be referred to the voting members at a regularly called meeting where such matters may be considered by a majority vote of the voting members.

### **Section 10.2 State Bar Conference.**

Annually, resolutions on proposed legislation are prepared and presented to the State Bar Conference of Delegates. The position of the Association on such matters may be established by a majority vote of the Board of Directors. The Board of Directors action shall establish the position of the Association. The Board of Directors may delegate to any one or more members of the Association who are Delegates to the Conference of Delegates to represent and implement the positions of the Association. The Board may not give financial support in favor of such resolutions.

### **Section 10.3 Timely Public Statements.**

The Board of Directors, by a majority vote, may authorize one (1) of the members of the Association to speak for and on behalf of this Association whenever, in the Board's discretion, a timely statement on a public issue requires immediate action, the force of which would be dissipated if the time-consuming procedure for calling a membership meeting was followed. A report of such action shall be given at the next General Meeting of the Association.

#### **Section 10.4 Membership Vote.**

Any position taken, or to be taken, by the Association (by action of the Board of Directors or otherwise) on a public issue, may be brought for consideration to the general membership at a regularly scheduled meeting by a petition signed by not less than ten percent (10%) of the members of the Association. Upon receiving such a petition, the Board of Directors shall give written notice to the members in the Bar Bulletin or by special notice at least five (5) days before the next regularly scheduled meeting occurring not less than ten (10) days after receipt of such petition. The voting members at such meeting may take such action as they deem appropriate by majority vote, the Association position shall be thereby established, and all other Officers, Directors, and other representatives shall act on behalf of the Association only in accordance with such position.

### **ARTICLE XI**

### **OTHER PROVISIONS**

#### **Section 11.1 Committees and Sections.**

The Association may have such Committees and Sections as the President or Board determines to establish such as:  
Committees: Bench-Bar, Client Relations, Judicial Evaluation, Law Library, Law Day and Speakers Bureau, LRS, Medical-Legal, Resolutions, Tel-Law. Sections: Barristers, Construction Defect, Criminal Law, Environmental Law, Estate Planning, Trust & Probate, Family Law, Landlord-Tenant Law.

#### **Section 11.2 Indemnification of Officers and Directors.**

Subject to the provisions of the California Nonprofit Corporation Law, the Association shall indemnify any Officers or Directors or former Officers or Directors of the Association for expenses and costs, including attorney's fees, actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been such Officer or Director, except where the Officer or Director is found to be guilty of negligence or misconduct with respect to the matter in which indemnity is sought; provided that such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe that the conduct of such person was unlawful.

#### **Section 11.3 Insurance.**

The Association may purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent so long as maintenance of such insurance is not in violation of Section 5233 of the California Nonprofit Corporation Law.

#### **Section 11.4 Amendments.**

These By-Laws may be amended or repealed by the voting members at any Regular or Annual Meeting, or at any Special Meeting, if called for that purpose, by the vote or written consent or two-thirds (2/3) of the voting members present in person at a meeting at which a quorum is present; provided, however, that notice in writing of any proposed amendments shall be given at least ten (10) days prior to actions thereon.

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REVISED June 1990

REVISED May 1992 (Section 9.6)

REVISED June 1999 (Sections 6.5, 7.1, 7.2)

REVISED August 2000 (Sections 6.1,6.2,6.3,6.4,6.5 (h) and (i) added.)

REVISED June 2002 (Section 9.1 rev.; Sections 9.0 and 9.7 added.)

REVISED June 2003 (Section 6.5 Bar dues)

REVISED March 2005 (Sections 6.5 dues structure; 6.9 regular meetings;11.1 Committees and Sections.)

REVISED March 2008 (Sections 6.11 Notice of Meetings; 8.2 Regular Meetings; 9.2. President Elect's duties)

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