

BYLAWS OF THE LAKE COUNTY BAR ASSOCIATION  
An Unincorporated Business Association

1. The name of this association is the “Lake County Bar Association”.

2. The principal office for the transaction of the activities and affairs of this Association will be located at the office of the president of the Association or as determined by the Officers of the Association (hereinafter referred to as the “Board”).

3. This Association exists to encourage and to provide educational and social opportunities to its members, to organize and promote activities related to these purposes, and to operate as a business league for the promotion and protection of the practice of law in Lake County, California. The Board has and may exercise the power to contract, to manage bank accounts, to rent, buy or sell personal property in the course of engaging in any activities or exercising any powers to further the primary purpose of this Association.

4. Unless the context requires otherwise, the general provisions, rules of construction, and provisions as amended from time to time, shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

5. 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, associations, or foundations, as voted upon by a majority of remaining members, that serve or promote the purposes of this Association.

6. Membership.

Regular Members. Any current member of the State Bar of California in good standing may be a regular member of the Association, subject to the provisions herein.

Regular Members shall have the right to vote, as set forth in these bylaws, on the election of officers, on the disposition of all or substantially all the Association’s assets, on any merger and its principal terms and any amendment of those terms, any endorsement of a candidate for public office, and on any election to dissolve the Association.

7. Duties of Members. It shall be the duty of all members to support the aims and purposes of this Association, and to pay all dues and assessments as may be properly levied from time to time.

8. Dues, Fees and Assessments. Each member must pay dues annually in an amount to be fixed from time to time by the Board.

The amount of the annual dues shall be approved by a majority vote of the Board.

Members who have paid the required dues in accordance with these bylaws and who are not suspended shall be members in good standing.

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.

Membership dues will be collected in the first quarter of each calendar year.

Membership dues for newly admitted members of the bar will be waived for the first calendar year following admission.

9. Termination of Membership. 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 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 failure to satisfy membership qualifications; or
- e. If grounds appear to exist for suspending or terminating a member under these bylaws, the following procedure shall be followed:

1. The Board shall give the member at least 15 days' prior notice of the proposed suspension, expulsion or termination and the reasons therefor.

2. 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.

3. The Board, or a Board-authorized committee or person, shall decide whether the member should be suspended, expelled or sanctioned in any way. The decision of the Board, committee or authorized person shall be final.

f. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death.

10. Meetings. An annual meeting of members shall be held in October of each year, 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 Lake County as designated by the Board.

11. Special Meetings. The Board or twenty-five percent or more of the regular members, may call a special meeting of the members for any lawful purpose at any time.

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, and submitted to the President or the Secretary or any officer of the Association. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, 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.

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

12. General Notice Requirements.

Whenever members are required or permitted to take any action at a meeting, 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 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.

13. Manner of Giving Notice. Notice of any meeting of members shall be sent by electronic mail or, for those attorneys who have advised the President that they do

not have e-mail or fax, by fax or by U.S. Mail. Such notice shall be given at least 10 but not more than 90 days before the meeting date. The notice shall be addressed to each member entitled to vote, at the electronic address of that member as it appears on the books of the Association or at the electronic address given by the member to the Association for purposes of notice.

14. Quorum. Ten percent of the voting membership shall constitute a quorum for the transaction of business at any meeting of members.

Subject to the preceding paragraph, the 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 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.

15. Eligibility to Vote. Regular 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.

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

16. 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.

17. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if a majority of regular members consent to the action in writing. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the membership.

18. Written Ballot.

a. 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, and provide a reasonable time within which to return the ballot to the Association.

b. 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 the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

c. Ballots shall be solicited must specify the time by which the ballot must be received in order to be counted.

d. A written ballot may not be revoked.

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

19. 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.

20. For the purposes of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

21. 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. A new Proxy must be submitted for each vote of the members.

22. Subject Matter of Proxies. Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

23. General Powers. The Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

24. Term of Office. The term of officers shall be one year, commencing on January 1<sup>st</sup> of the calendar year immediately following the election.

25. When a meeting is held for the election of officers, any member present at the meeting in person or by proxy may place names in nomination.

The officers shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

26. Offices Held. The officers of this Association shall be a president, vice president, secretary, and treasurer. The association may also have such other officers as may be appointed under these bylaws. Officers may hold more than one position at a time, however there shall never be fewer than three officers in office at any time.

27. Removal of Officers. The Association may remove any officer with or without cause by following the procedures outlined in Paragraph 9.

28. Resignation of Officers. Any officer may resign at any time by giving written notice to the other officers. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

29. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office.

30. President. 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. 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, and shall receive notice of all meetings of all committees and sections. The president, or the president's nominee, has the right to attend all meetings of all committees and sections.

31. Vice President. If the president is absent or disabled, the vice president, if any, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the Board or the bylaws may require.

32. Secretary. The secretary shall keep or cause to be kept, at the Association's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the Association's principal office or at a place determined by resolution of the officers, a record of the Association's members, showing each member's name, address, telephone and email.

The secretary shall give, or cause to be given, notice of all meetings of members that these bylaws require to be given. The secretary shall have such other powers and perform such other duties as the board or the bylaws may require.

33. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The treasurer shall send or cause to be given to the members such financial statements and reports as are required to be given by law or by these bylaws. The books of account shall be open to inspection by any officer at all reasonable times.

The treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the board may designate; (ii) disburse the Association's funds as the board may order; (iii) render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the Association; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

34. **Contracts with Officers.** No officer of this Association shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts as to the transaction and such officer's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested officer not being entitled to vote thereon; and (b) such contract or transaction is authorized in good faith by a majority of the members by a vote sufficient for that purpose without counting the votes of the interested members.

35. **Loans to Officers.** The Association shall not lend any money or property to, or guarantee the obligation of any officer of the association.

36. **Maintenance of Association Records.** This Association shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members and officers; and
- (c) A record of each member's name, addresses, telephone and email address.

37. **Membership Records.** Any member may, for a purpose reasonably related to the member's interest as a member, obtain from the secretary of the Association, on written demand and tender of a reasonable charge, a list of names and contact information

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 a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

38. **Bylaws.** All members will be provided a copy of the by-laws upon request.

39. **Annual Report.** The officers will prepare an annual report prior to March 31 of each calendar year. Such report shall contain the following information, in appropriate detail:

- (a) A balance sheet and as an income/expense statement; and,
- (b) A statement of the place where the names and addresses of current members are located.

The Association shall annually notify each member of the member's right to receive a copy of the financial report under this section.

40. Survey.

The Association is authorized to conduct a survey of its members for the purpose of evaluating candidates or applicants for judicial office, or for any candidates for non-judicial elective or appointive county-wide office.

The survey shall be taken if approved by a majority of voting members.

Any survey shall be conducted according to rules and procedures as a committee appointed by the Board to address that particular survey.

41. Amendments to Bylaws.

Subject to the members' rights under these bylaws, the officers may adopt, amend, or repeal bylaws unless doing so would: (1) materially and adversely affect the members' rights as to voting, dissolution, redemption or transfer; (2) increase or decrease the number of members authorized in total or for any class; (3) effect an exchange, reclassification or cancellation of all or part of the memberships; or (4) authorized a new class of membership.

84. Amendment by Members.

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members.

#### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Bar Association of Lake County, California, an unincorporated business association; these bylaws, consisting of 8 pages, are the bylaws of this Association as adopted by the membership of the Association on \_\_\_\_\_, 2010; and, that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_, at \_\_\_\_\_, California.

\_\_\_\_\_

Rebekah Turney, Secretary