

Bylaws of the Yolo County Bar Association

1. Purposes

- 1.1.** The purpose of the Yolo County Bar Association (YCBA) is to maintain the honor and dignity of the profession of the law, to promote the fair and efficient administration of justice, to further the legal education of attorneys and the public, and to cultivate cordiality and social contact among attorneys.

2. Offices

- 2.1.** Principal Office. The principal office (principal office) shall be located at the law office of the currently-serving President of YCBA in Yolo County, California.

3. Members

- 3.1.** Classes of Membership. YCBA shall have three classes of members:
 - 3.1.1.** Attorneys. Any attorney licensed to practice in California may become a member of YCBA on completion of the membership application form required by the officers and on timely payment of dues. "Member" as used in these bylaws means an attorney member as defined in Section 3.1.1.
 - 3.1.2.** Affiliate Members. Any individual working in the legal profession or another business reasonably related to the legal profession, including but not limited to law librarians, paralegals, and legal secretaries may become a member of YCBA in the same manner as attorney members. Affiliate members shall have no vote.
 - 3.1.3.** Honorary Members. Any person who serves in a judicial position in Yolo County, California shall be deemed to be an Honorary Member of YCBA. Any person who has rendered distinguished service to the legal profession or to local, state or national government may be elected to Honorary Membership in YCBA by a majority vote of the officers or the members. Honorary Members shall have no vote. Honorary Members are not required to pay membership dues.
- 3.2.** Dues. Each member shall pay dues in an amount and under such terms as are determined from time to time by the officers of YCBA.
- 3.3.** Good Standing. Those members who have paid the required dues in accordance with these bylaws and whose memberships have not terminated shall be members in good standing.
- 3.4.** Termination of Membership. A membership shall automatically terminate on occurrence of any of the following events:
 - 3.4.1.** Resignation of the member;
 - 3.4.2.** Expiration of the period of membership;
 - 3.4.3.** Failure of the member to timely pay dues; or

3.4.4. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications, including, but not limited to, termination or suspension of a member's license to practice law in California.

4. Meetings of Members

4.1. Place of Meeting. Meetings of the members shall be held at any place within Yolo County, California designated by the officers.

4.2. Annual Meeting. An annual meeting of members shall be held each year at noon on the third Thursday in November, unless the officers fix another date or time and so notify members as provided in Section 4.4 of these bylaws. At this meeting, officers shall be elected and any other proper business may be transacted, subject to Section 4.4.2 of these bylaws.

4.3. Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the President or by 10% or more of the members. A special meeting called by 10% or more of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President. The President shall cause notice to be given promptly to the members entitled to vote, in accordance with section 4.4 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the officers, provided, however, that the meeting date shall be at least 7 but no more than 60 days after receipt of the request. If the notice is not given within 30 days after the request is received, the members 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 President. No business may be transacted at a special meeting other than business of a general nature of which was set forth in the notice of the meeting.

4.4. Notice Requirements for Members' Meetings.

4.4.1. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with this Section 4.4, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which officers are to be elected shall include the names of all persons who are nominees when notice is given.

4.4.2. Notice of Certain Agenda Items. Approval by the 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:

- 4.4.2.1. Removing an officer without cause;
- 4.4.2.2. Filling vacancies among the officers;
- 4.4.2.3. Amending these bylaws; or
- 4.4.2.4. Electing to wind up and dissolve the association.

4.4.3. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least 7 but no more than 60 days before the meeting date. The notice shall be given either personally, by first class mail, by electronic mail, or by any other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of YCBA.

4.5. Quorum.

4.5.1. Percentage Required. Fifteen percent (15%) of the membership in good standing on the date of such meeting shall constitute a quorum for the transaction of business at any meeting of members.

4.5.2. Loss of Quorum. Subject to Section 4.5.1 of these bylaws, 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, as long as any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4.6. Adjournment and Notice of Adjourned Meetings. 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 members at the meeting. No meeting may be adjourned for more than 15 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, YCBA may transact any business that might have been transacted at the original meeting.

4.7. Voting.

4.7.1. Eligibility to Vote. Members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Section 5 of these bylaws.

received or any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

7.5. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the appointment of a successor by the President. The members may fill any vacancy or vacancies not filled by the President.

7.6. Responsibilities of Officers.

7.6.1. 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 appoint all committees and serve ex-officio as a member of all committees. The president shall preside at all members' meetings and at all officers' meetings. The president shall track and coordinate all continuing education provided by the association. The president shall have such other powers and duties as the board or the bylaws may prescribe.

7.6.2. Vice President. If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice-president shall plan and supervise YCBA's annual Law Day observance. The vice president shall have such other powers and perform such other duties as the president shall delegate or assign, or as the board or bylaws may prescribe.

7.6.2.1. Books of Account. The vice president shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of YCBA's properties and transactions. The vice president shall send or cause to be given to the members and officers such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any officer at all reasonable times.

7.6.2.2. Deposit and Disbursement of Money and Valuables. The vice president shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of YCBA with such depositories as the board may designate, shall disburse YCBA's funds as the officers may order, shall render to the president and the officers, when requested, an account of all transactions and of the financial condition of YCBA, and shall have such

other powers and perform such other duties as the board or bylaws may prescribe.

7.6.2.3. Reimbursement. Officers may receive reimbursement of such reasonable and legitimate YCBA expenses that they incur in performance of their duties. Such expenses include but are not limited to expenses associated with Law Day and expenses associated with members meetings.

7.6.3. Secretary.

7.6.3.1. Bylaws. The secretary shall keep or cause to be kept, at the principal office in California or at a place determined by resolution of the board, a copy of these bylaws, as amended to date.

7.6.3.2. Membership Records. The secretary shall keep or cause to be kept, at YCBA's principal office or at a place determined by resolution of the board, a record of YCBA's members, showing each member's name, address, and such other information as may be compiled by the association.

7.6.3.3. Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of members, of the board and of committees of the board required by these bylaws to be given, provided that such notice may be given another officer upon the instructions of the president. The secretary shall have such other powers and perform such other duties as the board of the bylaws may prescribe.

7.6.3.4. Newsletter; Membership Directory. The secretary shall assist the president in preparation of the association's newsletter and membership directory.

8. Committees.

8.1. Standing Committees. The following committees shall be established to assist the board and the President and to perform the work listed below, together with such other work as may be assigned by the President from time to time. The president shall be an ex-officio member of all committees.

8.2. Continuing Education Committee. The Continuing Education Committee shall consist of a chairman and such further members as may be appointed by the president. It shall schedule programs that comply with the Mandatory Continuing Legal Education rules promulgated by the State Bar of California for members and other attorneys.

8.3. Law Day Committee. The Law Day Committee shall be chaired by the vice president and consist of such further members as may be appointed by the

vice president. It shall organize and promote a program in Yolo County each May recognizing the importance of the rule of law in American life and coordinated with National Law Day activities sponsored by the American Bar Association.

- 8.4.** Bench/Bar Liaison Committee. The Bench/Bar Liaison Committee shall consist of a chairman and such further members as may be appointed by the president. It shall promote communication and good relationships between attorneys practicing in Yolo County and the judges of the Yolo County Superior and Municipal Courts.
- 8.5.** Fee Arbitration Committee. The Fee Arbitration Committee shall consist of a chairman and such further members as may be appointed by the president. It shall seek to resolve, pursuant to state law and state bar rules, disputes concerning the fees charged to clients by attorneys practicing in Yolo County.
- 8.6.** Nominating Committee . The Nominating Committee shall consist of at least three members. The Nominating Committee shall annually propose a slate of officers pursuant to Section 7.1.
- 8.7.** State Bar Liaison Committee. The president, or such member as may be designated by the president, shall chair the State Bar Liaison Committee, and shall represent the YCBA at the Conference of Delegates of the State Bar of California. The president shall appoint such further members as may be necessary to serve as alternate delegates to the Conference of Delegates of the State Bar of California and otherwise foster productive relations between YCBA, the State Bar, and the Conference of Delegates.
- 8.8.** Special Committees. The president may from time to time establish such special committees as may be necessary to assist the board or the president.

9. Sections

- 9.1.** Sections. YCBA may create sections in various substantive law or practice areas. A proposed charter, consistent with the provisions of these bylaws that defines the purposes of the proposed Section, shall be submitted to the members for approval. No Section charter shall be amended without member approval. Only those persons who are members in good standing of this Association shall be eligible for membership in such Sections, provided that, at the option of a Section, the Section's charter may include provisions for participation of non-members. Each section shall annually select its own officers, arrange for meetings, and sponsor such activities and programs as it determines are desirable for its members.
- 9.2.** Without prior approval of the Officers, a Section shall not:
 - 9.2.1.** Purport to represent YCBA or the Board; or
 - 9.2.2.** Take or espouse any position that is in conflict with that of YCBA.

10. Indemnification.

- 10.1.** To the fullest extent permitted by law, YCBA shall have the power to indemnify its agents as permitted by applicable law.

11. Insurance.

- 11.1.** YCBA shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, employees, and other agents, against liability asserted against or incurred by any officer, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

12. Records and Reports

- 12.1.** Maintenance of Corporate Records. YCBA shall keep adequate and correct books and records of accounts and a record of each member's name and address. If the association establishes a permanent office, all such records shall be kept there. Until such time, financial records of the association shall be kept at the office of the vice president and all other records of the association shall be kept at the office of the president.

- 12.2.** Members' Inspection Rights. Any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

12.2.1. Inspect and copy the records of members' names and addresses; or

12.2.2. Obtain from the secretary of YCBA, on written demand and tender of a reasonable charge, a list of names, and addresses of members who are entitled to vote for the election of officers 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 member. The secretary shall make the list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the dates of which the list is to be compiled.

- 12.3.** Accounting Records. On ten days' prior written demand to YCBA, any member may inspect, copy, and make extracts of the accounting books at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

- 12.4.** Maintenance and Inspection of Articles and Bylaws. YCBA shall keep at its principal office and at the office of the president the original or a copy of the bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

- 12.5.** Annual Reports. The officers shall cause an annual report to be sent to the members within 60 days after the end of YCBA's fiscal year, which shall be a calendar year.

12.5.1. That report shall contain the following information, in appropriate detail, for the fiscal year:

12.5.1.1. The assets and liabilities of YCBA as of the end of the fiscal year.

- 12.5.1.2.** The principal changes in assets and liabilities.
 - 12.5.1.3.** The revenue or receipts of YCBA, both unrestricted and restricted to particular purposes.
 - 12.5.1.4.** The expenses or disbursements of YCBA for both general and restricted purposes.
- 12.5.2.** This requirement of an annual report shall not apply if YCBA receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all officers and to any member who requests it in writing, and shall be furnished to the members by oral or written report at the annual meeting. Amendments
- 12.6.** Amendments. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of 2/3 of the members at a meeting at which a quorum, as defined in Section 4.5 above, is present.

Certificate of Secretary

I certify that I am the duly elected and acting secretary of Yolo County Bar Association, an unincorporated California association, that the above bylaws, consisting of eight (8) pages, are the bylaws of this association as adopted by the members of the association on January 28, 2010 and by the officers on January 28, 2010 and that they have not been amended or modified since that date.

Executed on January 28, 2010 at Woodland, California.

Sarah Orr, Secretary