

BYLAWS OF THE SONOMA COUNTY BAR ASSOCIATION  
A California Nonprofit Corporation

1. The name of this corporation is “Sonoma County Bar Association”.

2. The principal office for the transaction of the activities and affairs of this corporation is located at 111 Santa Rosa Avenue, Suite 222, Santa Rosa, California 95404.

The board of directors may change the location of the principal office, by majority vote of a quorum.

3. This Association is established to maintain the honor and dignity of the profession of the law, to increase its usefulness in promoting the administration of justice, to encourage civil relations among its members, to provide educational opportunities to its members, all activities related to these purposes, and to operate as a business league for the promotion and protection of the practice of law in Sonoma County, California. The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

4. Unless the context requires otherwise, the general provisions, rules of construction, provisions as amended from time to time, and definitions in the California Nonprofit Corporation Law 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 corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, 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 voted upon by a majority of the quorum of the Board of Directors, that serve or promote the purposes of this corporation.

6. Membership. This corporation shall have two classes of members, designated as Regular and Associate.

1. Regular Members. Any current or former member of the State Bar of California, except for any person who has been disbarred or who resigned from the State Bar with disciplinary charges pending, 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 directors, on the disposition of all or substantially all the corporation's assets, on any merger and its principal terms, and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

2. Associate Members. Any person who has not been a member of the State Bar of California but whose education or career advances the purposes of this association, shall be eligible, pursuant to policies, procedures and criteria as adopted by the board of directors, to be an Associate Member of the association.

Associate Members shall not have the right to vote on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms, and any amendment of those terms, and on any election to dissolve the corporation, or on any amendment of the articles or bylaws of the corporation. Associate Members shall not, except as specifically provided herein, be entitled to serve as an officer or voting director of the corporation.

Subject to revision or amendment by a majority vote of a quorum of the board of directors, Associate Members of the corporation are as follows:

2.a. Student Associate Members. A person who is regularly enrolled in a law school accredited by the State of California as a candidate for a law degree or a graduate of any law school who has not been admitted to practice in any State or Federal District, but who has applied for and has taken the California Bar Examination is eligible to be a Student Associate Member of this Association.

2.b. Legal Assistants; Paralegals; Legal Secretaries; Court Personnel and Affiliated Professional Associate Members. A person who is engaged in employment in the legal field as a Legal Assistant, Paralegal, Legal Secretary, by the Sonoma County Superior, Municipal or Unified Court system, or by the Federal Court system is eligible to be an Associate Member of this Association; as is a person engaged in employment in fields providing services related to the primary purposes of this Association.

7. Duties of Members. It shall be the duty of all members to support the aims and purposes of this Association, to pay all dues and assessments as may be levied from time to time, and to uphold the principles of professional ethics of the State Bar of California, the laws of the United States and the State of California.

8. Dues, Fees and Assessments. Each member must pay, within the time and on the conditions set by the board, the dues, fees and assessments in amounts to be fixed from time to time by the board. These dues, fees and assessments also include fees for memberships in sections, services provided to sections, and other related fees. The board may adopt varying dues, fees and assessments schedule for

members based on pertinent factors, including the period of time admitted to the State Bar of California; judicial status; and other criteria.

The dues, fees and assessments shall be approved by a two-thirds majority vote of a quorum of the Board of Directors.

Members who have paid the required dues, fees and assessments 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.

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, fees or 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 failure to satisfy membership qualifications; or
- e. termination of membership as provided in these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

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. 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 corporation's records.

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. 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.

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

4. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, 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 expulsion, suspension or termination, unless the court finds further that the wrongful expulsion, 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.

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 November 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 or outside California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

11. Special Meetings. The board or the President of the board, or 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 of the board, if any, or the President or any Vice President or the Secretary of the corporation. 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.

a. Whenever 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 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.

b. 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:

- a. Removing a director without cause;
- b. Filling vacancies on the board;
- c. Amending the articles of incorporation; or
- d. Electing to wind up and dissolve the corporation.

13. 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 either personally 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 corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first class mail or other means of written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

14. 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 any transfer agent of the corporation, and if so executed shall be filed and maintained in the corporation's minute book.

15. **Quorum.** Ten percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under **Sections 12 and 13** of these bylaws.

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.

16. **Eligibility to Vote.** Subject to the California Nonprofit Mutual Benefit Corporation Law, 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, 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.

17. **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.

18. **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 in **Section 12b** 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.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at 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. Also, 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.

19. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. 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.

20. Written Ballot.

a. Subject to Subdivision e, 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 corporation 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 corporation.

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 in a manner consistent with the following provisions:

i. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of giving of any notice or report in accordance with the provisions of this part, executed by the Secretary, Assistant Secretary or any transfer agent, shall be prima facie evidence of the giving of the notice or report.

If any notice or report addressed to a member at the address of such member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address all such future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members.

ii. Any form of proxy or written ballot distributed to ten or more members of a corporation with a hundred or more members 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.

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 a 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.

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.

All such 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.

d. A written ballot may not be revoked.

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

f. 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 printing and distributing 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 printing and distributing of the written ballots.

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

21. 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 of directors may, in advance, fix a record date. The record date so fixed for:

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



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

c. 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

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

22. 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.

23. 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.

24. 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 60<sup>th</sup> day before the date of that action, whichever is later.

25. 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.

26. 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 corporation. 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.

27. 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. Such matters include amendments of the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of directors without cause; filling vacancies on the board of directors; 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 corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the corporation; contracts or transactions between the corporation and one or more directors or between the corporation and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with the liquidation rights of any class or classes.

28. 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. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code § 7613. 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 member executing before the vote is cast under that proxy (i) by a writing delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting; or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

29. 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 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 corporation may transact any business that might have been transacted at the original meeting.

#### Board of Directors.

30. 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 corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

31. 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:

a. 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.

b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

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

32. Number of and Qualifications of Directors. The authorized number of directors shall be at least 11 but no more than 31 directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed within those limits by resolution adopted by the board of directors.

There shall be four categories of directors: those elected by the membership; those selected by duly created sections; ex officio; and a representative of each affiliate.

a. There shall be two ex officio members of the board, which shall be the Immediate Past President of the Board, and the Dean of the Empire College School of Law, or the Dean's designee.

b. Each affiliated organization shall be entitled to have one representative attend meetings of the board of directors. This representative shall not vote, shall not be counted against the authorized or approved numbers of members of the board of directors, or count toward a quorum.

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

33. Term of Office. The term of office of directors shall be three years, commencing on January 1<sup>st</sup> of the calendar year immediately following the calendar year of the election or selection by a section of the director. Any director placed on the Board to fill a vacancy of an elected member shall serve the remainder of the elected member's term. 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.

34. The chairman of the board or, if none, the president shall appoint a committee to nominate qualified candidates for election to the board at least 60 days before the date of any election of directors. The nominating committee shall make its report at least 45 days before the date of the election, or at such other time as the board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

For any election year in which the Association has from 500 to 4,999 members, members representing 2 percent of the voting power may nominate candidates for directors by petition. The petition must be signed by those members

within 11 months preceding the next time directors are to be elected, and delivered to an officer of the corporation. On timely receipt of the petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates chosen by the nominating committee.

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

The board 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.

If more people have been nominated for director than can be elected, no corporate funds may be expended to support a nominee without the board's authorization.

A vacancy or vacancies on the board of directors shall occur in the event of (a) the death or resignation of any director; (b) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the corporation holds assets in charitable trusts, found by final order or judgment of any court to have breached a duty under Corporations Code § 7328; (c) the vote of the members, or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any director; (d) an increase in the authorized number of directors; or (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

35. Resignation of Directors. Except as provided below, any 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 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 corporation would be left without a duly elected director or directors.

36. Filling Vacancies on Board.

a. Elected directors.

Except for a vacancy created by the removal of a director by the members, vacancies on the board with respect to elected directors may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative

vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 7211, or (3) a sole remaining director.

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

b. Directors selected by Sections.

Vacancies on the Board relating to any director selected by a section shall be filled by that section in accordance with these Bylaws and policies or procedures as adopted by the board of directors; except that any vacancy created by the removal of a director by the members shall be filled as otherwise provided by these Bylaws and California law.

A director selected by a section that has been removed after that director's term of office has begun, shall be entitled to complete the term of office. Any vacancy prior to completion of the term of office shall be filled in the manner provided for elected directors.

Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

37. Selection of Directors by Sections. Each section shall have the right to select one section member to serve on the board of directors. The manner of selection shall be reasonably fair and representative, and shall be in accordance with procedures adopted by the board of directors.

38. Place of Meetings. Meetings of the board shall be held at any place within or outside of California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

39. Meetings by Telephone or Other Telecommunications Equipment. Any board meeting may be held by conference telephone, videoscreen 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:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) 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 corporation.

(c) The board has adopted and implemented a means of verifying both of the following:

(1) A person communicating by telephone, video screen or other communications equipment is a director entitled to participate in the board meeting.

(2) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

40. Annual and Other Meetings. Immediately after each annual meeting of the members, the board may hold a general meeting for purposes of organization, election of officers, and transaction 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.

41. Authority to Call Special Meetings. Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, the secretary, or any two directors.

42. 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; (e) facsimile; (f) electronic mail; or (g) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail, 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 corporation's principal office. The notice need not specify the purpose of the meeting.

43. Quorum. Fifty percent of the directors then in office, or eight, whichever is less, 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. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present 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 this corporation and one or more directors, or between this corporation 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.

44. 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.

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

46. 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.

47. 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.

48. Creation and Powers of Committees. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board 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:

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

(b) Fill vacancies on the board or any committee of the board;

(c) Fix compensation of the directors for serving on the board or on any committee;

- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the board or appoint the members of committees of the board;
- (g) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected;
- (h) With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its directors, or between this corporation 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).

There shall be an executive committee, serving as a standing, regular committee of the Board of Directors, consisting of the president, vice president, secretary, treasurer, and immediate past president of the Board. The executive committee shall meet as determined by the president, and shall review Board policy and operational issues, for appropriate implementation and further recommendations to the Board of Directors, in consultation (at the discretion of the executive committee) with the executive director of the Board of Directors.

49. **Advisory Committees.** The Board, by resolution adopted by a majority of the directors then in office, may create one or more advisory committees, each of which consisting of one or more directors, and one or more Association members, to serve at the pleasure of the Board. These committees shall have the powers and purpose as determined by the Board, except that no advisory committee may have any power that is not allowed by California law or these Bylaws, including the restrictions on power and authority as outlined in **Section 48** above.

The following committees are authorized and created pursuant to these Bylaws: membership; education; member services; special events; legal referral service advisory; and law day. Committees may be dissolved, modified, or added, by majority vote of the Directors then in office.

50. **Meetings and Action of Committees.** Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may



adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

51. **Offices Held.** The officers of this corporation shall be a president, vice president, secretary, and treasurer. The corporation, at the board's discretion, may also have a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under these bylaws. Only voting members of the Board of Directors are eligible to be Officers, except as set forth below:

Notwithstanding any other provision of these Bylaws, the board shall have the discretion to appoint an accounting professional to serve in the position of Treasurer for an initial term not to exceed three (3) years, renewable for an additional term. This individual shall have all the same obligations and powers as the other Officers during said term.

52. **Election of Officers.** The officers of this corporation, except any appointed under these bylaws, shall be chosen annually by the board by majority vote of a quorum and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract. The officers shall serve one-year terms, on a calendar year basis. The vice-president shall succeed to the office of the president, following completion of the vice-president's term of office, or upon a vacancy in the office of the president. In the event of a vacancy, the vice-president shall complete the current term, and serve the following one-year term as president.

53. **Removal of Officers.** Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

54. **Resignation of Officers.** Any officer may resign at any time by giving written notice to the board. 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. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

55. **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, provided, however, that vacancies need not be filled on an annual basis.

56. **President.** Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the chairman of the board, or if none, 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, 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.

57. Vice Presidents. If the president is absent or disabled, the vice presidents, if any, in order of their ranks as fixed by the board, or, if not ranked, a vice president designated by the board, 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 presidents shall have such other powers and perform such other duties as the board or the bylaws may require.

58. Secretary. The secretary shall keep or cause to be kept, at the corporation'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 articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

59. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors 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 director 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 corporation with such depositories as the board may designate; (ii) disburse the corporation'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

corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

60. **Contracts with Directors and Officers.** No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts as to the transaction and such director'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 director not being entitled to vote thereon; (b) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors.

61. **Loans to Directors and Officers.** The corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate or subsidiary, unless (a) the board decides that the loan or guaranty may reasonably be expected to benefit the corporation, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the 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.

62. **Indemnification.** To the fullest extent permitted by law, this corporation 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 corporation, 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 members. At that meeting, the members shall determine under Corporations Code

section 7237(e) whether the applicable standard of conduct has been met and, if so, the 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 corporation before final disposition of the proceeding, on receipt by the corporation 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 corporation for those expenses.

63. Insurance. This corporation 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.

64. Maintenance of Corporate Records. This corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, board, and committees of the board; and
- (c) A record of each member's name, addresses, and class of membership.

65. Membership Records. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
- (b) Obtain from the secretary of the corporation, 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 member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten 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 corporation may, within ten 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 corporation 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.

Any inspection and copying under this Section may be made in person or by the 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 corporation.

66. Maintenance and Inspection of Articles and Bylaws. This corporation 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 members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

67. Director's Right to Inspect. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, 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.

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

- (a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;
- (b) A statement of the place where the names and addresses of current members are located; and
- (c) Any information required by applicable law.

The corporation shall annually notify each member of the 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 a member, the board shall promptly cause the most recent annual report to be sent to the requesting member.

This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

69. Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its 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 corporation's fiscal year:

(a) Unless approved by members under Corporations Code § 7233(a), any transaction (i) to which the corporation, 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):

(1) A director or officer of the corporation, its parent or its subsidiary;

(2) Any holder of more than 10% of the voting power of the corporation, 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 corporation, 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.

(b) 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 corporation under these bylaws.

70. 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 a quorum of the Board of Directors 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 of Directors from time to time. The Board may authorize reimbursement of delegates and alternates for reasonable expenses.

71. Sections.

A committee or group of members may apply to the Board of Directors for section status. Each section shall provide the President of the Association with the name of the chairperson and the names of the section members by the first day of February of each year. A section may not exclude from membership any association member who wishes to join the section.

Sections may have two classes of members: regular and associate. Regular members are section members who are also regular association members, and shall have the right to vote on all business of the section, including selection of the section's seat on the board of directors. Associate section members are associate association members, and shall not have the right to vote on the selection of the section's representative to the board of directors.

In addition to those powers and restrictions applicable to committees, a section may:

- (a) Elect officers and form steering committees;
- (b) Have membership dues assessed as authorized by the Board of Directors, as provided in these bylaws; and
- (c) Put on programs or educational functions in the name of the Association with pre-approval by the Board of Directors, and in compliance with rules, regulations or policies as adopted by the Board.

The dues for membership in a section shall be collected by the Association and accounted for in accordance with the policies or procedures of the Association.

#### 72. Section Communication With the Board of Directors and Association.

The president shall be an ex officio member of every section of the Association and shall receive notice of all meetings of each section. The president, or officer or director delegated by the president, may attend meetings of each section. The chairperson, or her or his delegate, of each section may be on the agenda of a regular meeting of the Board of Directors by making a request to the president or Executive Director of the Association.

#### 73. Co-Sponsor of MCLE Events.

Committees, sections, and affiliated associations that wish to co-sponsor MCLE events and programs with the Association must obtain prior approval for the event or program from the Board of Directors.

#### 74. Addition or Removal of Sections.

Sections may be added or removed by a two-thirds vote of a quorum of the Directors then in office.

75. 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 of Directors from time to time, with respect to sections.

76. 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 non-judicial elective or appointive county-wide office requiring that the office holder be an attorney.

A survey shall be taken if approved by a majority of the Directors then in office.

Any survey shall be conducted according to rules and procedures as adopted by the Board of Directors.

77. Affiliated Associations.

Other legal associations in Sonoma County which meet the qualifications listed below may affiliate with this Association by filing an application with the Board of Directors of this Association. The application to be affiliated may be approved by a two-thirds vote of a quorum of the directors then in office.

Any affiliated association shall comply with the policies or procedures as adopted by the board of directors.

78. Qualifications.

Associations meeting the following qualifications shall be eligible to receive consideration to be an Affiliated Association, at the discretion of and subject to the approval, the board of directors:

- (a) The organization is geographically based in the County of Sonoma.
- (b) The organization has a purpose which is consistent and compatible with the purpose or any element of the purpose of this Association. However, the Board of Directors, for good cause shown, may waive this requirement.
- (c) Affiliated associations shall offer membership in the affiliated association to all of the membership of this Association.

79. Termination of Affiliated Association.

Affiliation with an affiliated association may be terminated by a two-thirds vote of a quorum of the board of directors, with or without cause.



80. Amendments to Bylaws.

Subject to the members' rights under these bylaws, the board 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.

81. Change to Number of Directors.

The board may not, without the members' approval, specify or change any bylaw that would:

- a. Fix or change the authorized number of directors,
- b. Fix or change the minimum or maximum number of directors, or
- c. Change from a fixed number of directors to a variable number of directors or vice versa.

However, the board may set the specific number of directors within the numbers as authorized by the membership, as provided in these bylaws.

82. 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.

83. Members' Approval Required.

Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would:

- (a) Increase or extend the terms of directors;
  - (b) Allow any director to hold office by designation or selection rather than by election by the members;
  - (c) Increase the quorum for members' meetings;
  - (d) Repeal, restrict, create, expand, or otherwise change proxy rights;
- or
- (e) Authorize cumulative voting.

84. Amendment by Members.

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members, provided, however, that any such adoption, amendment or repeal also requires approval by the members of a class if that action would:


1. Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer in a manner different than the action affects another class;
2. Materially and adversely affect that class as to voting, dissolution, redemption or transfer by changing the rights, privileges, restrictions or conditions of another class;
3. Increase or decrease the number of memberships authorized for that class;
4. Increase the number of memberships authorized for another class;
5. Effect an exchange, reclassification or cancellation of all or part of the memberships of that class; or
6. Authorize a new class of memberships.

Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Sonoma County Bar Association , a California Nonprofit Mutual Benefit Corporation; these bylaws, consisting of 27 pages, are the bylaws of this corporation as adopted by the membership of the corporation on January 20, 2018, and that these bylaws have not been amended or modified since that date.

Executed on 10/22/18 at Santa Rosa, California.

  
Stephanie Barber Hess, Secretary