

**BYLAWS OF THE BEVERLY HILLS BAR ASSOCIATION**

**AMENDED AND RESTATED**

**OCTOBER , 2002**

TABLE OF CONTENTS

ARTICLE I ..... -1-  
NAME; PRINCIPAL OFFICE; GEOGRAPHICAL AREA SERVED; PURPOSES

ARTICLE II ..... -2-  
MEMBERSHIP AND DUES

ARTICLE III ..... -6-  
MEETINGS OF THE MEMBERS

ARTICLE IV ..... -7-  
BARRISTER MEMBERS

ARTICLE V ..... -9-  
BOARD OF GOVERNORS

ARTICLE VI ..... -12-  
EXECUTIVE COMMITTEE

ARTICLE VII ..... -13-  
OFFICERS

ARTICLE VIII ..... -16-  
ELECTIONS

ARTICLE IX ..... -20-  
COMMITTEES AND SECTIONS

ARTICLE X ..... -21-  
AFFILIATION

ARTICLE XI ..... -22-  
CODE OF ETHICS

ARTICLE XII ..... -22-  
INDEMNIFICATION OF GOVERNORS, OFFICERS, EMPLOYEES AND AGENTS

ARTICLE XIII ..... -23-  
OPERATING YEAR

ARTICLE XIV ..... -23-  
AMENDMENTS

ARTICLE XV ..... -24-  
EFFECTIVE DATE

ARTICLE XVI ..... -24-  
TITLES

## ARTICLE I

### NAME; PRINCIPAL OFFICE; GEOGRAPHICAL AREA SERVED; PURPOSES

Section 1. Name: The name of the Corporation is BEVERLY HILLS BAR ASSOCIATION (the “**Corporation**”).

Section 2. Principal Office: The principal office for the transaction of the business of the Corporation shall be at such address in the County of Los Angeles, State of California, as may be fixed from time to time by the Board of Governors.

Section 3. Geographical Area Served: The geographical area to be served by the Corporation is that area bounded by La Brea Avenue on the East, the Pacific Ocean on the West, Imperial Highway on the South, and Mulholland Drive on the North (all such streets being streets located within Los Angeles County).

Section 4. Purposes: The purposes of the Corporation shall be to engage in any lawful act or activity for which a corporation may be formed under the Non-profit Mutual Benefit Corporation Law of California and shall include but not be limited to the establishment of scholarships, fellowships or contributions in its own name, or in conjunction with or by contribution to any other corporations, including but not limited to Public Counsel, or organization which qualifies as a non-profit corporation under Section 501 of the Internal Revenue Code (or any statute or amendment adopted in lieu, thereof).

The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members, and is organized solely for non-profit purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to non-profit purposes and no part of the profits or net income of the Corporation shall ever inure to the benefit of any entity or individual, except for scholarship or fellowship grants of the type referred to as herein provided. 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 a non-profit organization to be designated by its Board of Governors whose purposes are the same as or similar to the purposes of the Corporation (or the same as or similar to the purposes of any corporation to which the Corporation may have

theretofore made contributions) and which has established its tax exempt status under Section 501 of the Internal Revenue Code. If no such organization exists at such time, then such assets shall be transferred to any non-profit organization designated by the Board of Governors which has established its tax exempt status under Section 501 of the Internal Revenue Code.

## ARTICLE II MEMBERSHIP AND DUES

Section 1. Membership: Membership of the Corporation shall consist of (i) Regular Members, (ii) associate members, and (iii) honorary members. A “member in good standing” shall be a Regular Member meeting all membership requirements of these Bylaws, including current payment of dues as required.

Section 2. Regular Member: Any of the following persons may apply to become a Regular Member:

(a) Practicing Lawyer Member: A practicing lawyer who:

- (i) Is admitted to practice before the Supreme Court of the State of California; or
- (ii) Is admitted to practice before the highest Court of any other State within the United States or within the District of Columbia, and maintains a principal office within Los Angeles County;

(b) Judicial Member: A judge (including an administrative law judge, magistrate, magistrate judge or full time commissioner) sitting in any state or federal court or agency in the County of Los Angeles.

(c) Faculty Member: A full time member of the faculty, or Dean, of any law school within the County of Los Angeles accredited by the committee of Bar Examiners of the State of California, whether or not a member of the State Bar of California.

Section 3. Associate Member: Any of the following persons may apply to become an Associate member:

(a) Retired Member: A person who:

(i) Has been a Regular Member of the Corporation for not less than twenty (20) years, and

(ii) Has substantially retired from the practice of law which qualifies him or her as a Regular Member.

(b) Student Member: A person who has entered the second year of study in law school in Los Angeles County, is eligible to be a Student Member during his or her enrollment and for a period of seven months following graduation.

(c) Inactive Member: A person who has the status of an inactive (rather than active) lawyer under the rules of the State Bar of California (or under the rules of the jurisdiction where he or she is licensed).

(d) Non-resident Member: A person admitted to practice before the highest court of any State within the United States or within the District of Columbia, or any foreign country and maintaining his or her principal office outside the County of Los Angeles.

(e) Honorary Member: A person admitted to practice before the highest court of any state within the United States or the District of Columbia, or any foreign country and distinguished for eminence in the law or other notable public service related thereto may be elected to honorary membership by vote of the Board of Governors of the Corporation.

Section 4. Admission to Membership: Any person desiring to become a member of the Corporation shall submit a written application for membership in such form as may be prescribed by the Board of Governors. No person shall be admitted to membership until after his or her application has been reviewed for the purpose of verifying that the applicant meets the requirements for membership in the Corporation. All applications satisfying such requirements shall be deemed automatically accepted except that the application of any person applying for Regular Membership as a practicing lawyer member whose residence and principal office are both located outside Los Angeles County shall be accepted or rejected by the Board of Governors as provided in Section 4 of Article V hereof. Upon presentation of application for membership the applicant shall pay the full dues for the Operating Year, unless the Board of Governors has determined that a pro-rated amount shall be paid for applications submitted subsequent to the first quarter of any Operating Year.

Section 5. Admission Fees and Dues: There shall be no admission fees. Dues shall be fixed, prospectively, from time to time, as follows:

(a) Regular Members: Dues of Regular Members shall be as fixed by the Board of Governors in advance for each Operating Year. The Board of Governors may establish different dues for practicing lawyer members, depending upon the number of years since each was admitted to practice, governmental employment or other criteria and, further, may fix dues for other classes of membership. As used in these Bylaws, the term “admitted to practice” means the date of first admission in any jurisdiction.

(b) Associate Members: Dues of associate members shall be as fixed by the Board of Governors in advance for each Operating Year, and shall be uniform within each class of associate membership.

(c) Honorary Members: Honorary members shall not be obligated to pay dues.

(d) Dues Payable: All dues shall be payable in advance on the first day of the Operating Years to which such dues apply.

(e) Remission or Waiver of Dues: The Board of Governors shall have the power to remit or waive dues of any member in whole or in part, and may delegate such power to the Executive Committee from time to time.

(f) Failure to Pay Dues: Any member failing to pay the requisite dues for any Operating Year within five (5) months after the date when the same became due, may be suspended or expelled by the Board of Governors at any time not earlier than fifteen (15) days after mailing of the invoice indicating final notice. A member so suspended or expelled shall be reinstated in that Operating Year only upon payment of all dues due and owing from such member or on remission or waiver thereof by the Board of Governors.

Section 6. Certificate or Card of Membership: A Certificate or Card of Membership in such form as may from time to time be prescribed by the Board of Governors may be (but need not be) issued for each Operating Year to each member in good standing.

Section 7. Voting Rights, Record Date and Eligibility to Hold Office: Only Regular Members shall be entitled to vote on any matter with respect to which a membership vote is required or requested. For the purpose of determining which Regular Members are entitled to receive notice

of any meeting, the Board of Governors shall fix, in advance, a record date which shall be not more than sixty (60) nor fewer than ten (10) days before the date of any such meeting or vote. Only Regular Members in good standing of record on the date so fixed are entitled to notice, to vote or to give consents, as the case may be. If the Board of Governors shall fail to fix a record date with respect to any meeting or vote, then the record date with respect to such meeting or vote shall be deemed the date upon which notice of such meeting or vote is given. For the purposes of this paragraph, a person holding membership as of the close of the business on the record date shall be deemed a member of record. Only Regular Members in good standing shall be eligible to serve as officers of the Corporation or members of the Board of Governors.

Section 8. Eligibility for Membership Benefits: The Board of Governors shall be empowered to withhold from the members of any one or more membership categories any one or more benefits of membership provided, however, that any decision to withhold any one or more of such benefits shall satisfy each of the following requirements:

- (i) Apply equally to all members within any membership category;
- (ii) Be necessary to enable the withheld benefit or benefits to be accorded to the members of one or more other membership categories;
- (iii) Be determined in good faith to be in the best interest of the members of the Corporation taken as a whole.

Section 9. Resignation: Any member may resign from the Corporation at any time by mailing written notice of such resignation to the Corporation at its principal office; any such resignation shall become effective as of the date of its receipt by the Corporation. Unless the Board of Governors otherwise directs, the member who resigns shall not be entitled to remission of any part of dues theretofore paid.

Section 10. Disbarment or Suspension: The disbarment or suspension from the practice of law of a member shall automatically terminate such member's membership in the Corporation. If such person is subsequently reinstated to the practice of law, such person may again apply for membership in the Corporation.

### ARTICLE III

## MEETINGS OF THE MEMBERS

Section 1. Annual Meeting: The Corporation shall hold an annual meeting of members during the second half of the last month of each Operating Year or the first half of the following month at a place within Los Angeles County and at a time and date to be fixed by the Executive Committee.

Section 2. Special Meetings: The Corporation shall hold special meetings of members upon the call of the president or the Board of Governors. The president shall call a special meeting upon written request therefor signed by at least five percent (5%) of the Regular Members of the Corporation. The place, time and date of any such special meeting shall be set by the person or body calling the same.

Section 3. Minimum Number of Member's Meetings: Meetings of members (including the Annual Meeting and special meetings) shall be held at least once annually or as otherwise required under the rules and regulations of the State Bar of California to meet the requirements for representation at the Conference of Delegates of the State Bar.

Section 4. Notices: Notices of meetings of members shall contain a description of the general nature of business to be transacted and matters which the Board of Governors intends to present for action and may be contained in any regular publication of the Corporation or may be mailed separately and shall in any event be mailed to each member of the Corporation at his or her address as it appears on the records of the Corporation at least ten (10) days before the date of the meeting noticed. (If the meeting is a meeting at which the Board of Governors intends to present matters for action, and if the notice is mailed by other than first class mail, the notice must be mailed at least twenty (20) days before the date of the meeting.)

Section 5. Presiding Officer. At all meetings of the members of the Corporation the president, or in his/her absence the president-elect, or in his/her absence the vice president, or in the absence of all of them, any other officer or member of the Board of Governors selected by the meeting, shall preside.

Section 6. Quorum: Fifty (50) Regular Members shall constitute a quorum for the conduct of business at any meeting of members of the Corporation.

Section 7. Adjournment: Any meeting of members of the Corporation may be adjourned to a future date by vote of a majority present and voting at the meeting.

Section 8. Rules of Order: Except as otherwise provided by these Bylaws, the meetings of the members of the Corporation shall be conducted in accordance with Roberts Rules of Order, latest revision. At all meetings of the members of the Corporation the order of business shall be prescribed by the presiding officer.

Section 9. Action Without Meeting: Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are solicited from all Regular Members and are received by the Corporation from a number of Regular Members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for one year. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted, shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than election of directors, shall state the percentage of approvals necessary to pass the measure.

#### ARTICLE IV BARRISTER MEMBERS

Section 1. Organization and Composition: There shall be a division of the Corporation known as "The Barristers of the Beverly Hills Bar Association" ("**Barristers**"). Every Regular Member of the Corporation who on the first day of an Operating Year either (i) is age thirty-six or under, or (ii) has been admitted to practice for ten years or less, shall automatically be a member of the Barristers during such Operating Year. The primary purpose of the Barristers is to encourage Bar activity among newly-admitted lawyers and to develop programs and activities of interest and benefit to the newly-admitted lawyer members of the Corporation. Student Members shall also be Members of the Barristers, but shall not be eligible to serve in an elected or appointed position of the Barristers.

Section 2. Rules of Organization: The Barristers have heretofore adopted rules of organization (herein for convenience the "**Barrister Bylaws**"). The Barrister Bylaws shall be

deemed amended, as necessary, to conform to the provisions of these amended Bylaws and may, from time to time, be further amended or modified as therein provided, provided that such further amendments or modifications do not conflict with the Articles of Incorporation or the Bylaws of the Corporation.

Section 3. Governors and Officers: The Barristers shall elect for each Operating Year from Barrister membership, such officers and a Board of Governors of the Barristers as shall be provided in the Barrister Bylaws.

Section 4. Public Statement Policy: The Barristers may issue public reports or public statements in their own name provided however, that: (i) The Barristers may not speak in the name of the Corporation without the prior approval of the Board of Governors, and (ii) the Barristers may not issue a public report or public statement which is in conflict with a policy or public position theretofore taken or under consideration by the Board of Governors of the Corporation.

In order to implement the provisions of subclause (ii) of this Section, it is understood that before issuing any public report or public statement, the Barristers shall submit the same to the president, or in his or her absence, the senior officer of the Corporation then available for purposes of obtaining a ruling which shall be rendered as soon as practicable as to whether or not such proposed public report or public statement conflicts with any policy or public position theretofore taken or under consideration by the Corporation's Board of Governors.

Section 5. Dues; Funds: There shall be no admission fees or dues payable by members for membership in the Barristers. Funds obtained by the Barristers from fund raising activities and the like shall be the property of the Corporation but may be retained by the Barristers in its own bank account, subject to such rules and regulations as may from time to time be determined by the Board of Governors, in consultation with the Board of Governors of the Barristers.

## ARTICLE V BOARD OF GOVERNORS

Section 1. Number and Composition: The governing body of the Corporation shall be known as the Board of Governors. The Board of Governors shall be composed of not less than

fifteen (15) nor more than (36) Governors, as determined by resolution of the Board of Governors. Each Governor shall be a director of the Corporation and shall be entitled to vote. Until the Board of Governors determines otherwise, the number and types of Governors shall be as follows:

- (a) Ex Officio Governors.
  - (i) The president, the president-elect, first vice president, second vice-president, and the secretary-treasurer of the Corporation.
  - (ii) The most immediate past president of the Corporation who is willing to serve.
  - (iii) The current president and the president-elect of the Barristers.
  - (iv) From one (1) to four (4) current or retired judicial officers who are members of the Corporation. The Board of Governors shall determine the number of these Governors and shall appoint them by a majority vote at a regular Board meeting.
  - (v) The Corporation's delegate to the American Bar Association, appointed as provided in Article VII.
- (b) Barrister Governors. Four (4) Barristers selected as provided in Article VIII.
- (c) Elected Governors. From sixteen (16) to nineteen (19) members, the number as determined by the Board of Governors, and elected from the regular membership of the Corporation as provided in Article VIII.

Section 2. Terms of Office:

- (a) Elected Governors. Each Elected Governor shall serve for a term of two (2) Operating Years and thereafter until the installation of that Governor's successor. The terms of the Elected Governors shall be staggered, i.e. one-half (1/2) disregarding fractions of the Elected Governors shall be elected effective as of the commencement of each Operating Year. However, if the number of Elected Governors is increased, the Board may specify that one-half (1/2) disregarding fractions of such Elected Governors shall serve initially for one (1) year. An Elected Governor who serves for two (2) consecutive elected terms is thereafter ineligible to serve as an Elected Governor for at least one (1) Operating Year; a member appointed to fill a vacancy pursuant to Section 9 of this Article shall not be deemed to have served an elected term during the term of the vacated seat.
- (b) Barrister Governors. Each Barrister Governor shall serve for a term of one (1) Operating Year and thereafter until the installation of that Governor's successor. Barrister

Governors shall be eligible for re-election for not more than three (3) additional consecutive years. Nothing herein shall be construed so as to prevent a member of the Barristers from being elected as an Elected Governor.

(c) Ex Officio Governors. Each Ex Officio Governor, except judicial officers appointed pursuant to Section 1, subdivision (a)(iv), shall serve during his or her term of office and thereafter until the installation of such person's successor. Judicial officers appointed pursuant to Section 1, subdivision (a)(iv) shall serve for such period as may be designated at the time of their appointment (but not in excess of two years).

Section 3. Installation: The installation of newly elected Governors shall take place not later than the month following their election, at a place, time and date to be fixed by the Executive Committee.

Section 4. Powers and Duties: Except for powers and duties delegated hereby to the Executive Committee, all duties and powers of the Corporation shall be exercised by the Board of Governors. Without limiting the foregoing, the Board of Governors shall:

(a) Manage, control and administer the business and affairs of the Corporation.

(b) Determine its policies all subject to and in accordance with the Articles of Incorporation and these Bylaws; provided, that the Board of Governors may from time to time adopt and amend rules to interpret or implement them.

(c) Have the power to invest the Corporation's funds in such a manner as it may from time to time determine and shall approve all expenditures incurred by or on behalf of the Corporation; except that the Executive Committee, in the exercise of the powers granted it hereunder, may incur such expenditures provided that such expenditures are reported to the Board of Governors.

(d) Accept or reject each application for membership in the Corporation from persons who are otherwise qualified for Regular Membership under these Bylaws but who reside and whose principal offices are located outside of Los Angeles County.

Section 5. Annual Report: The Board of Governors shall cause an independent firm of certified public accountants to inspect the books and record of the Corporation for each Operating Year, such inspection to be completed within a reasonable time after the close of each

Operating Year. Results from such inspection shall be prepared in the form of an annual report which report or a summary thereof shall be furnished to the membership as soon as practicable and in any event within one hundred and twenty (120) days after the close of each Operating Year; such annual report or summary thereof, may be contained in any regular publication of the Corporation or may be mailed separately to the members.

Section 6. Meetings: The Board of Governors shall meet at such times as shall be determined by the Board of Governors and shall keep a record of its proceedings. It shall make its own rules as to times, places and notices of meeting. Nine (9) members of the Board of Governors shall constitute a quorum, and Ex Officio Governors attending the meetings shall be counted for quorum purposes. Unless otherwise determined by the Board of Governors, the meetings of the Board of Governors shall be conducted in accordance with Roberts Rules of Order, latest revision. Except as otherwise herein provided, the action of a majority of the Board of Governors present at any duly constituted meeting of the Board of Governors shall constitute the actions of the Board of Governors. At meetings, of the Board of Governors, the president or in the absence of the president, then the next highest ranking officer, or in the absence of all of them, any member selected by the meeting shall preside. The order of business at any meeting shall be prescribed by the presiding officer thereof.

Section 7. Action Without Meeting: Any action taken by the Board of Governors may be taken without a meeting if all Governors shall receive written notice of such action and all Governors shall consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board of Governors. Such action by written consent shall have the same force and effect as action by the Board of Governors taken at a duly constituted meeting of the Board of Governors.

Section 8. Reports and Referenda: The Board of Governors may, from time to time, report to the members of the Corporation, at any meeting thereof, any of the Board's proceedings, and the Board shall, upon request therefor made by resolution adopted by the members at any duly constituted meeting thereof, report any of its proceedings so requested. The Board of Governors may, at any time, refer and submit to Regular Members of the Corporation, at any duly constituted meeting thereof or by mail, as provided by Section 9 of Article III, a referendum regarding any

question or matter affecting the Corporation's affairs or policy which, in the judgment of the Board, may be of immediate or practical consequence to the Corporation or its members. Any action thereafter taken with respect to a referendum by appropriate resolution by members of the Corporation at any meeting thereof, or by the vote of the majority of Regular Members responding to any referendum by mail on any question or matter so reported, referred or submitted, shall not be the controlling action of the Corporation, its officers and its Board of Governors, but rather shall be considered as information to be considered by the Board of Governors.

Section 9. Vacancies: If the position of an Elected Governor shall become vacant such position shall be filled for the unexpired term by appointment by a majority vote of the Board of Governors; any member so appointed to complete the term of a Governor shall be eligible to be elected to the Board pursuant to Section 2(a) of Article V. If the position of a Barrister Governor shall become vacant, such position shall be filled for the unexpired term by a majority vote of the Board of Governors of the Barristers.

Section 10. Vacation of Office: The Board of Governors shall have the right to declare vacant the office of any Elected Governor who shall fail to attend three (3) consecutive meetings of the Board of Governors or who shall fail to make required payment of dues within sixty (60) days after the same have become due and payable; provided that such Elected Governor shall be given prior written notice of the Board of Governors' intended action to declare his or her office vacant, and shall be afforded an opportunity to appear and appeal such intended action to the Board of Governors.

## ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Composition: The Corporation's president, president-elect, first vice-president, second vice-president, secretary-treasurer, and most immediate past president who is willing to serve, the president of the Barristers (or a Barrister officer selected by the Barristers' president to serve in his or her place), and the president-elect of the Barristers shall constitute the Executive Committee of the Board of Governors.

Section 2. Powers: Except as limited by Section 7212 or other applicable provisions of the California Nonprofit Corporation Law and subject to such limitations as the Board of Governors may impose and to the Executive Committee's obligation to report to the Board of Governors with respect to its activities and any material expenditures made or authorized by it, the Executive Committee shall have the powers of the Board of Governors during the periods when the Board of Governors is not meeting and such other powers as shall be delegated to it from time to time by the Board of Governors.

Section 3. Meetings: The Executive Committee shall make its own rules as to times, places and notices of meetings and its own rules of procedures.

## ARTICLE VII

### OFFICERS

Section 1. Officers: The Corporation shall have the following officers: a president, a president-elect, first vice president, second vice president and a secretary/treasurer. The offices of president-elect, first vice president, second vice president and secretary/treasurer shall be elective offices.

Section 2. Election and Term of Office of Officers: The president-elect shall succeed to the office of president upon commencement of the Operating Year during which he or she is to serve as president and shall hold office concurrently with and for the same term as the elective officers. The elective officers shall be elected prior to each Operating Year by the Regular Members of the Corporation and shall hold office during such Operating Year until the installation of their successors.

Section 3. President: The president shall preside at all meetings of the Corporation and shall appoint all sections, committees and representatives of the Corporation authorized in these Bylaws or by the Board of Governors. Unless otherwise determined by the Board of Governors, the president shall appoint all delegates and alternate delegates to the Conference of Delegates of the

State Bar of California. The president shall have such other powers and perform such other duties of the Corporation as are usually possessed or exercised by chief executive officers. The president shall be chairperson of the Board of Governors.

Section 4. President-elect; Vice presidents: The president-elect, first vice president and second vice president shall perform such duties as are delegated by the president or the Board of Governors. In the absence of the president the highest officer available shall perform the duties of the president.

Section 5. Secretary-Treasurer: The secretary-treasurer shall supervise the financial records maintained and the financial actions taken by the staff of the Corporation, periodically review the financial condition of the Corporation, make financial reports to the Board of Governors and to the members at such intervals as the Board of Governors shall direct and shall supervise preparation of the Annual Report. The secretary-treasurer also shall be the secretary of the Corporation, of the Board of Governors and of the Executive Committee shall cause there to be kept an accurate record of all meetings of members of the Corporation, the Board of Governors and the Executive Committee, and shall cause there to be kept a record of the names and addresses of all members. The secretary-treasurer shall further perform such other duties as may be assigned by the Board of Governors or the president.

Section 6. Assistant Secretary-Treasurer: The assistant secretary-treasurer shall perform the duties of the secretary-treasurer to the extent such officer is not available to perform the same, and shall perform such other duties as may be assigned by the Board of Governors or the president.

Section 7. Vacancies: If the office of president or any elective office shall become vacant that office shall be filled by appointment by the Board of Governors for the remainder of the term of such office.

Section 8. Appointive Officers: The Board of Governors may create appointive offices such as Executive Director and/or such other offices as the Board of Governors may from time to time determine. Appointive officers need not be members of the Corporation and may be compensated. The salary of any appointive officer shall be fixed by the Executive Committee, subject to ratification by the Board of Governors. The appointive

officer shall serve for such term as may be fixed by the Board of Governors or if no such term is fixed, then at the discretion of the Executive Committee.

The Board of Governors is further empowered to appoint the general counsel for the Corporation. Each general counsel so appointed shall serve until a successor is appointed or until such counsel's earlier resignation or dismissal at any time upon the vote of the Board of Governors. Those eligible to serve as general counsel include only (i) an active member of the Corporation who is also a member of the State Bar of California and (ii) any law firm in which the attorney primarily responsible for the Corporation meets the requirements of subsection (i) of this paragraph. No person, nor any attorney in such person's firm, may serve as a member of the Executive Committee or of the Board of Governors of the Corporation during such service as general counsel.

Section 9. Trustee of the Board of Trustees of Los Angeles County Bar Association:

During the period which the Corporation is entitled to appoint a Trustee of the Los Angeles County Bar Association, the second vice president of the Corporation shall be deemed appointed as such Trustee, to serve for a period of one (1) year, commencing with his or her appointment; provided, however, that if such officer shall not be elected (in the Corporation's election next following such appointment) to the office of second vice president then and in such event such person shall automatically be deemed to have resigned as such Trustee and the person elected as first vice president (at such election) shall automatically succeed to the trusteeship. If at any time hereafter appointments of such trustee are to be made concurrently with the commencement of the Corporation's Operating Year, then and in such event the in-coming second vice president of the Corporation shall be deemed appointed as such trustee, to serve for a period of one (1) year. If during any period during which the second vice president is serving as such trustee, the office of second vice president should become vacant, then the first vice president shall fill such vacancy for the balance of the term of such trusteeship.

Section 10. Delegate to House of Delegates of American Bar Association: During any period which the Corporation is entitled to appoint a delegate to the House of Delegates of the American Bar Association, the Board of Governors shall make such appointment in accordance with such rules and procedures as may from time to time be adopted by the Board of Governors.

## ARTICLE VIII

## ELECTIONS

Section 1. Nominating Committee for Candidates for Elective Officers and Elected Governors: On or before May 15 of each Operating Year the president shall appoint a nominating committee for the purpose of nominating candidates for elective offices and Elected Governorships. Not later than June 15 of each Operating Year, the Board of Governors shall cause notice to be sent to the members of the Corporation specifying the members of such nominating committee for the purpose of allowing members of the Corporation to submit suggestions for nominations. The nominating committee shall consist of the president (who shall act as Chair), the president-elect, and the most immediate past president who is willing to serve plus six (6) Regular Members of the Corporation, two (2) of whom shall be appointed by the president, two (2) of whom shall be appointed by the president of the Barristers, and two (2) of whom shall be appointed, one (1) each, by the heads of two (2) sections or committees (selected by lot), which such sections or committees shall not have selected nominating committee members in any election during the prior two (2) years; no other present officer or past president of the Corporation may serve on the nominating committee. The nominating committee shall propose the names of the candidates for various elective offices and for Elected Governorships, but shall not propose a member of the nominating committee. The nominating committee shall meet at the call of its Chair on or before July 15, but not before the tenth day following distribution of the notice mentioned above, of such Operating Year and shall nominate one (1) candidate for each of the offices of president-elect, first vice president, second vice president and secretary-treasurer and at least one (1) candidate but not more than two (2) candidates for each of the Elected Governorships to be filled.

Section 2. Nominating Committee for Candidates for Barrister Governors: The Board of Governors of the Barristers shall serve as the nominating committee for the purpose of selecting candidates for Barrister Governors of the Corporation. Acting as such nominating committee, the Board of Governors of the Barristers shall meet not later than July 15 of each Operating Year and shall select five (5) candidates to serve as Barrister Governors of the Corporation during the next Operating Year. Any member of the Board of Governors of the Barristers may be nominated as a candidate, provided that such member does not participate in the vote by which he or she is so

selected. The names of such five (5) candidates shall be furnished promptly to the president of the Corporation.

Section 3. Notice of Nominations: On or before August 1 of each Operating Year, the president shall cause to be mailed to the members of the Corporation a notice setting forth the names of the candidates selected by the nominating committee for elective offices and Elected Governorships and the names of the candidates selected by the Board of Governors of the Barristers as candidates for Barrister Governorships; such notice shall include a statement regarding the procedure for nominations by petition.

Section 4. Nominations by Petition:

(a) Elective Officers and Elected Governors: In addition to names proposed by the nominating committee for any Operating Year, any Regular Member in good standing may be nominated for any elective office or for an Elected Governorship by the written petition bearing the original signatures of at least twenty-five (25) Regular Members in good standing received at the principal office of the Corporation not later than August 15 of such Operating Year. If the nominating committee nominates only one (1) candidate for any elective office and if no nominations by petition for such office are received, such candidate of the nominating committee shall be deemed elected, without the necessity of balloting. If the nominating committee shall have only one (1) candidate for each Elected Governorship to be filled and if no nominations by petition for such positions are received, such candidates of the nominating committee shall be deemed elected, without the necessity of balloting.

(b) Barrister Governors: In addition to the names proposed by the Board of Governors of the Barristers for any Operating Year, any Regular Member in good standing who is a Barrister may be nominated for a Barrister Governorship by written petition of at least twenty five (25) Regular Members who are also Barristers mailed (bearing postmark date of not later than August 15) to or filed at the principal office of the Corporation not later than August 15 of such Operating Year. If no such nominations by petition are received, then the candidates selected by the Board of Governors of the Barristers shall be deemed elected, without the necessity of further balloting.

Section 5. Contested Elections - Balloting by Mail: All Contested elections shall be determined by balloting by mail. Within ten (10) days after the last date upon which nominations by

petition can be mailed or filed, the secretary shall cause to be mailed to each Regular Member a ballot which sets forth the names of candidates of various elective offices and governorships which are contested, the number of responses needed to meet the quorum requirement and the time by which the ballot must be received to be counted. With respect to each such contested office or contested Governorship, the names of the candidates shall be listed alphabetically and shall bear a designation indicating which candidates were nominated by the nominating committee (or by the Board of Governors of the Barristers acting as a nominating committee) and which candidates were nominated by petition. The secretary will, at the request of any candidate, include biographical material regarding such candidate or other electioneering material with the ballot when mailed. If such material is received later than five (5) days after the last date upon which nominations by petition shall be mailed or filed and/or if the text of such material exceeds 250 words in length, the cost of mailing the same shall be borne by the candidate. Each Regular Member of the Corporation shall be entitled to one (1) vote for each contested office or governorship to be filled; however, a member may not vote more than once for any candidate. Ballots to be mailed hereunder shall be addressed to each Regular Member at such member's address as shown on the records of the Corporation. In any case where it is satisfactorily made to appear to the secretary that a member entitled to vote has not received his/her ballot or if the ballot has been lost or destroyed, a new ballot shall be furnished by the secretary, provided that request therefore is made prior to the last day of voting.

The members shall return their ballots so as to reach the principal office of the Corporation on or before the last day for voting (as defined below) in an envelope to be furnished by the Corporation which in turn shall be enclosed in an outside envelope furnished by the Corporation and addressed to the Corporation upon which in a blank space provided therefore, each member shall type or print his/her name and address. No ballot shall be accepted by the Secretary nor counted by the election board unless it is enclosed in an outside envelope, properly identified and received at the principal office of the Corporation on or before the last day for voting.

Section 6. Last Day for Voting: The last day for voting shall be the day immediately preceding the annual meeting of members in the then current Operating Year.

Section 7. Counting of Ballots: The secretary shall appoint an election board consisting of the secretary and at least two (2) other persons (who may be Regular Members of the Corporation and/or members of its staff) who shall count the ballots. The election board shall meet prior to the annual meeting of the members for the purpose of counting the ballots. The election board shall count all ballots with respect to each office or governorship which is contested and shall file its report with respect to such count with the president of the Corporation who in turn shall announce the results of the election at the annual meeting of members. Unless any member objects at such meeting, all ballots may be destroyed immediately upon the conclusion of such meeting.

Section 8. Votes to Elect: A plurality of votes cast shall elect with respect to each contested office or governorship.

Section 9. Modifications of Specific Dates: The failure of the Corporation to complete any portion of the nominating or election procedure upon the specific date or dates specified above in this Article VIII shall not invalidate an election, provided that (i) if any date is delayed or postponed then all subsequent dates, other than the dates of last day of voting and the annual meeting, shall be automatically postponed by a like period and that (ii) the time between the mailing of ballots for any contested election and the last day of voting thereon shall not be less than ten (10) days.

Section 10. Absence of Proxies: No person entitled to vote as a Regular Member may authorize another person or persons to act by proxy on behalf of such person.

## ARTICLE IX COMMITTEES AND SECTIONS

Section 1. Regular Sections and Committees: The Corporation shall have such (i) substantive law sections and (ii) committees, as the president or the Board of Governors may from time to time establish. The chair and vice-chair, if any, of each section and committee shall be appointed by the president-elect prior to the commencement of such Operating Year and shall serve during the Operating Year for which appointed. Any chairs or vice-chairs not so appointed shall be appointed by the president as soon as practical after commencement of such Operating Year. If any

such office becomes vacant during an Operating Year, the president shall appoint a replacement. Members of sections or committees may elect other officers for such sections in addition to the chair.

Section 2. Special Committees: Special committees, formed to consider and act upon any particular matter, may be established from time to time (i) by action of the president or (ii) by action of the Board of Governors at any duly constituted meeting or (iii) by action of members of the Corporation at any duly constituted meeting. The president shall appoint the officials and members of any such special committee as soon as practical after the formation of such committee is authorized; all such appointees shall serve from the time of their appointment and until their successors are appointed or until dissolution of such committee, if earlier. The president shall have the power to fill vacancies in any special committee. Any special committee shall continue in existence so long as necessary to consider and act upon the particular matter for which it was formed or until earlier dissolution thereof by action of the president, Board of Governors, or members of the Corporation, whichever established the committee.

Section 3. Section Dues: The Board of Governors may determine and charge dues for membership in any section. The Board of Governors may also determine and charge dues for membership in any regularly constituted committee of the Barristers subject to approval of the Board of Governors of the Barristers, and the Board of Governors of the Barristers may likewise determine and charge dues for such committees, subject to the approval of the Board of Governors.

Section 4. Section and Committee Funds: All dues and any other funds collected by or on behalf of any section or committee shall be the property of the Corporation. If the Board of Governors so authorizes, any such funds collected by a section or committee may be deposited in a banking account maintained by such section or committee, subject to such rules and regulations as may be promulgated by the Board of Governors.

Section 5. Non-Lawyer Members: Any section or committee including Barrister committees may determine to allow non-lawyers to participate in the activities of such committee; if any committee so determines to allow non-lawyers to participate in its activities, such section or committee shall give the Board of Governors written notice to such effect (before allowing such participation) which written notice shall set forth the proposed extent of such non-lawyers' participation, whether or not such non-lawyers shall be entitled to vote, and amount, if any, of the

section or committee dues proposed to be charged to such non-lawyers. Admission and participation of non-lawyers to sections or committees and the conditions of such admission and participation shall be subject to approval of the Board of Governors, but in no event may such non-lawyers be identified (or identify themselves) as members of the Corporation.

Section 6. Public Policy Statement: After obtaining the approval of the president or in his or her absence the next highest officer of the Corporation available (with the understanding that the president or in his or her absence such next highest officer may deem it advisable to seek the advance approval of the Board of Governors) sections or committees of the Corporation may issue public reports or public statements in their own name provided, however, that a section or committee may not purport to speak in the name of the Corporation without the prior approval of the Board of Governors.

## ARTICLE X AFFILIATION

Section 1. Los Angeles County Bar Association: The Corporation shall be an affiliated member of the Los Angeles County Bar Association, as authorized by the Bylaws of that Association, and subject to the limitations of Section 1 of Article XIV, the Board of Governors of the Corporation shall have the power to adopt measures necessary to effect and retain such affiliation.

Section 2. Conference of Delegates of California Bar Associations: The Corporation is entitled to representation at the Conference of Delegates of California Bar Associations, and subject to the limitations of Section 1 of Article XIV, the Board of Governors of the Corporation shall have the power to adopt all measures necessary to effect and retain such representation.

## ARTICLE XI CODE OF ETHICS

The Rules of Professional Conduct of the State Bar of California from time to time hereafter may be amended, are hereby declared to be the standards required of members of the Corporation.

## ARTICLE XII

### INDEMNIFICATION OF GOVERNORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Right of Indemnification: The Corporation shall reimburse, indemnify and hold harmless each governor, officer, employee and agent of the Corporation from and against all claims, liabilities, fines, costs, judgments, fees, settlements and expenses of such person which arise in whole or in part by reason of being or having been a governor, officer, employee or agent of the Corporation if such person acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Corporation. Such right of indemnification shall be to the full extent allowable and in the manner provided by the Nonprofit Corporations Law of California as the same may from time to time be amended and shall inure to such person's legal successors and representatives.

Section 2. Purchase of Insurance: The Corporation is authorized to purchase insurance for its governors, officers, employees and agents protecting them against liabilities and expenses described herein, and the limitation on the payment of indemnification set forth above shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to any governors, officers, employees or agents.

## ARTICLE XIII

### OPERATING YEAR

Section 1. Defined: The Corporation shall operate on an Operating Year (the "**Operating Year**") which shall be for a period of twelve (12) consecutive months commencing October 1 and ending September 30 of the following year.

Section 2. Change in Operating Year: If the Corporation should hereafter change its Operating Year, then any references in these Bylaws to a specific date shall be changed, as required, to conform to such different Operating Year as is adopted.

## ARTICLE XIV

## AMENDMENTS

Section 1. By Board of Governors: Except for a change in the minimum or maximum numbers of directors, a change in membership classification or a change which would materially and adversely affect the rights of members and except for any other change which, under applicable law, requires membership action, these Bylaws may be amended by the affirmative vote of a majority of the members of the Board of Governors present and voting at any meeting thereof provided that a quorum is present at such meeting and that notice of the proposed amendment shall have been given by mail at least ten (10) days before the meeting at which the amendment is offered for voting. Notwithstanding the foregoing, any amendment to Article IV of these Bylaws (Barrister Members) shall require the affirmative vote of a majority of Barrister Governors then serving on the Board of Governors. Action on any such amendment may be taken without a meeting in accordance with Section 7 of Article V. Any amendment to these Bylaws requiring membership action shall, if approved by the Board of Governors, be submitted upon not less than ten (10) days written notice to the next meeting of the members of the Corporation for adoption or rejection (if the notice is mailed by other than first class mail, the notice must be mailed at least twenty (20) days before the date of the meeting). Action on any such amendment may be taken without a membership meeting in accordance with Section 9 of Article III.

Section 2. By Members: Any twenty-five (25) Regular Members of the Corporation may file with the president or secretary a written proposal for amendment of any By-Law. The officer receiving such written proposal shall promptly submit (or cause to be submitted) a copy of such written proposal of amendment to each member of the Board of Governors. At its next meeting after receipt by the members of the Board of Governors of such proposed amendment, the Board of Governors shall consider and shall adopt or reject such proposed amendment. If the Board of Governors rejects such proposed amendment, then the secretary shall promptly notify the members proposing such amendment of such effect; thereupon if such members so requests in a petition signed by no fewer than fifty (50) Regular Members within thirty (30) days after their receipt of notice of rejection of the proposed amendment, the proposed amendment shall be submitted to the membership in the same manner as provided above (with respect to amendments requiring membership action) in Section 1 of this Article.

ARTICLE XV  
EFFECTIVE DATE

These amended and restated Bylaws shall take effect upon member approval.

ARTICLE XVI  
TITLES

The titles of articles of these Bylaws are for convenience only and shall not in any way affect the interpretation of said articles and sections or of these Bylaws themselves.

CERTIFICATE OF SECRETARY

I, Cynthia F. Pasternak, do hereby certify:

1. That I am the duly elected and acting Secretary of BEVERLY HILLS BAR ASSOCIATION, a California corporation; and

2. That the foregoing Bylaws, comprising \_\_\_\_ pages, constitute the Amended and Restated Bylaws of the Corporation as duly adopted by the Members by written consent effective \_\_\_\_\_, 2002.

IN WITNESS WHEREOF, I subscribe my name and affix the seal of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2002.

Cynthia F. Pasternak, Secretary