

## **SOUTH BAY BAR ASSOCIATION BYLAWS**

### **ARTICLE I: NAME**

The name of this Association is "South Bay Bar Association", hereinafter "SBBA" or "Association".

### **ARTICLE II: PURPOSE**

The specific and primary purposes of this Association are to advance the science of jurisprudence; to improve the education of its members; to raise the standards of professional conduct; to promote a better understanding of the legal profession by the public; to encourage cordial, friendly relations among its members; to maintain the honor and dignity of the Bench and Bar; and to obtain greater recognition for its members in county and state judicial activities.

### **ARTICLE III: MEMBERSHIP**

#### **Section 1: Classes of Members:**

There shall be two classes of members, attorney and non-attorney members.

#### **Section 2: Attorney Members:**

Any attorney enrolled as an active member of the State Bar of California is eligible to apply for active membership of this Association or:

a) an active member of this Association who ceases the practice of law and who has either been an active member of this Association at any time or who has reached the age of sixty-five (65) or who has become occupationally disabled.

#### **Section 3: Non-Attorney Members:**

a) Any person who does not meet the criteria of Section 2 of this Article.

b) Any sitting judge or justice of the Courts of the United States or of the State of California is eligible to apply for membership in this Association.

#### **Section 4: Rights and Obligations of Membership:**

Membership in the Association shall not render a member personally liable for the debts, liabilities or obligations of the Association.

No member shall have any property rights in the assets of the Association. In the event of a dissolution of the Association, all assets remaining after fulfillment of obligations shall be distributed to a non-profit fund, foundation, or corporation, as provided by the Articles of Incorporation of this Association. No distribution may be made to any member.

Membership in the Association constitutes an agreement by the member to be bound by these Bylaws. Membership in the Association is non-transferable. Only active members are entitled to vote and to hold office in the Association.

Any member of this Association has the right to resign at any time and may effect such resignation by submitting to the Association Secretary his or her statement of resignation in writing. Any member has the right to attend any Association general membership meeting.

Any member has the right to address the general membership concerning any relevant matter at any regularly scheduled general membership meeting, subject to time limits placed on him or her by the President or his/her designee.

Any member may seek to recall any Officer or to overturn any action taken or effected by the Board of Directors, but may do so only upon petition signed by (20%) twenty per cent of the active membership and which calls for a vote on the matter by the general active membership.

#### **Section 5: Application for Membership:**

Any individual who expresses an interest in membership in this Association shall, upon request, be provided these Bylaws and shall be provided a membership application form. The application form shall require, at a minimum, the following information: the name of the applicant; the applicant's home and business addresses; the applicant's E-Mail address; and the applicant's Bar Number, if applicable.

All applications for membership shall be submitted to the Association Secretary and require a deposit of the first year's dues.

The Association Secretary shall verify that the applicant is eligible for membership in the membership category for which his or her application was submitted. Wherever appropriate, the Association Secretary shall seek proof of criteria and may verify same. Once all necessary information has been submitted and verified, the applicant shall become a member of this Association.

Any applicant not conceded membership may request a hearing under procedures outlined below in Article IX. The letter of notification of denial of membership shall inform the applicant of his or her right to a hearing and the time limit for requesting same.

#### **Section 6: Reclassifying Membership Class:**

Members may reclassify their class of membership for good cause upon request and Board approval.

#### **Section 7: Termination of Membership:**

Death, resignation or removal of any member as provided by these Bylaws shall automatically terminate membership of such person in the Association . No member shall

have his or her membership terminated, other than by death or resignation or for failure to pay required dues. Such action may be taken only after hearing pursuant to Article IX.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 1: Board Membership:**

The Board of Directors shall consist of Association members who have been elected as Association Officers by the active members of the Association. The South Bay representative to the San Diego County Bar Association shall be an ex-officio, non-voting member of the Board, provided he or she is an active member in good standing with the Association.

Officers to be elected are a President, a Vice President, a secretary, a general board member, and a treasurer. Each officer is elected to serve a two-year term, and each may be re-elected.

### **Section 2: Powers of Directors:**

Subject to the powers of members as provided by law or as set forth in the Association Articles of Incorporation, or herein, the activities and affairs of the Association shall be exercised by or under the direction of the Board of Directors. Without limiting the generality of the foregoing and in addition to powers elsewhere herein enumerated or otherwise conferred by law, the Board shall have the following powers, which it may exercise on simple majority vote, unless otherwise expressly provided by law, or by these Bylaws:

a) To conduct, manage and control the affairs and business of the Association, and to make such rules and regulations therefore as are not inconsistent with law, the Articles of Incorporation or these Bylaws, as the Board deems best.

b) To enter contracts and to make purchases on behalf of the Association.

c) To open and to maintain a checking and/or savings account on behalf of the Association.

d) To sponsor and conduct activities in keeping with the stated purposes of the Association.

e) To adopt, amend and repeal Bylaws, except where a vote of the members is required either by law, by the Articles of Incorporation, or by these Bylaws.

f) To submit to the general membership for vote by active members any matter the Board is empowered to decide but for which it deems prudent either an advisory vote or a binding vote by the general active membership.

g) To make donations for the public welfare or for charitable, educational, civic or similar purposes.

h) To accept the resignation of an Association Officer and to declare vacant any office held by an Officer who has resigned, become ineligible for membership in the Association, or has failed to attend three (3) consecutive or five (5) total regularly scheduled meetings of the Board of Directors during any calendar year.

i) To remove any Officer determined by a three-fifths vote of the Board not to be fulfilling his or her duties as an Officer or Director.

j) To fill a vacancy on the Board upon majority vote.

k) To terminate the membership of any Association member, but only after a two thirds vote of the Board after hearing pursuant to Article IX.

l) To set dues for the following year.

## **ARTICLE V: OFFICERS**

### **Section 1: Election:**

In October of each year, the regularly scheduled general membership meeting shall include an election of officers who shall take office as of January 1st of the succeeding year. Nominations shall be taken from the general active membership.

Any active member may nominate himself, herself or any other active member.

Nominations shall first be taken for President. A vote shall then be taken. Nominations shall then be taken for Secretary and a vote shall be taken. Nominations shall then be taken for Treasurer and a vote shall be taken. Nominations shall then be taken for the vice president position and a vote shall be taken. Nominations shall then be taken for the general board member position and a vote shall be taken. Voting shall be done by secret ballot.

In each case, the nominee receiving a majority of the votes cast shall be deemed elected. In the event no nominee receives a majority, a second vote shall be taken with the two nominees who received the most votes being the only candidates on this second round ballot.

### **Section 2: President's Duties:**

The President shall preside as chairperson at all meetings of the Association Board and of the general membership and shall perform such duties as custom and parliamentary usage require. In the event the President is unable to attend, he or she shall arrange for the Vice President to preside in his or her place. As the executive officer of the Association, he or she shall carry out the will of the Association in all matters not in conflict with the law or the provisions of either the Articles of Incorporation or the Bylaws of this Association. The President is the Association's official spokesperson and shall be responsible for all Association interfaces with other associations, the media, the courts, the state Bar, etc. The

President shall appoint all Association committee chairpersons and also appoint committee members.

The President serves as the Association's liaison to any tax preparer, accountant, or financial advisor, etc. whose services may be contracted by the Association.

### **Section 3: Vice President's Duties:**

The Vice-president shall attend all meetings of the Association board and of the general membership, unless excused by the President, and shall assist the President in the discharge of his or her duties and, in the absence or upon the request of the President, shall preside at Association meetings. The Vice-president will have certain duties assigned to him or her by the President. For example, it would be customary for the President to ask a Vice-president to chair an important committee such as the communications committee, or to conduct a member grievance hearing. The Vice-president functioning as a chairperson may appoint additional members to those committees, provided the President is kept apprised of such appointments.

### **Section 4: Secretary's Duties:**

The Secretary shall attend all meetings of the Association Board and of the general membership, unless excused by the President, and shall be responsible for the minutes of such meetings. The Secretary shall deliver the minutes to the SBBA Board via e-mail.

### **Section 5: Treasurer's Duties:**

Upon election in November, the Treasurer shall commence work with the outgoing Treasurer in order to have ready for January the budget for the following year. As of January, the Treasurer shall be responsible for the collection and banking of all monies of the Association and shall maintain the Association checking account and, upon his or her signature and the signature of the President, shall pay all obligations of the Association. The Treasurer shall submit for approval to the Board any request for payment exceeding \$100 which is either not budgeted or previously approved by the Board. The Treasurer shall provide a written report of financial status at each regularly scheduled Board meeting and shall also prepare a written year-end financial report. The Treasurer is expected to recommend cost-saving methods of operation and ideas for income generation. The Treasurer shall attend all meetings of the Association Board and of the general membership, unless excused by the President.

The Treasurer shall be the de facto membership chairperson, responsible for processing all applications for admission to membership in the Association and maintaining all general membership files. The Treasurer shall be responsible for preparation of agendas for the Board meetings and shall prepare same in consultation with the President and thereafter provide copies, along with any necessary back-up information, to all Board members in advance of the meetings.

## **ARTICLE VI: MEETINGS**

### **Section 1: General Membership Meetings:**

General membership meetings will be held on a quarterly basis to be announced by the board.

The November general meeting shall be an election meeting. The October general meeting shall include an announcement as to dues for the upcoming year. The December general meeting shall be a holiday party.

### **Section 2: Board of Directors Meetings:**

The Board shall meet every other month at a convenient location as set by the President who shall provide written notice of the meeting dates and times via e-mail to each Board of Directors member. The day and time for meetings shall be determined by the newly-elected Board. Any change in schedule shall be announced at the general membership meeting at the first opportunity.

The Board shall hold such special meetings as are necessary to carry out the business of the Association.

Actions taken by the Board may be communicated to the general membership either by e-mailing of minutes or by provision of minutes at the general membership meetings upon request of any member.

Three (3) directors shall constitute a quorum of the Board and actions may be taken by the Board based on the majority vote of Directors present, unless otherwise stated in these Bylaws or the Association's Articles of Incorporation or contrary to law. Each Director shall be entitled to one (1) vote.

## **ARTICLE VII: DUES**

The annual dues for each active member shall be set each year for the following year by the Board of Directors, on majority vote, and shall be announced to the general membership in October. Annual dues are due and payable on January 31st of each year. At the February meeting of the Board of Directors, the Treasurer shall give a membership status report. Reminder notices shall be sent to all members not current on dues. Dues are delinquent as of March 1st. Annual dues for associate members are the same as dues for active members in all respects. By affirmative vote of all members of the Board, dues for any active member may, for good cause, be waived.

## **ARTICLE VIII: RECORD DEPOSITORY**

All membership, financial and historical records, as well as any assets of SBBA, shall be kept by the Treasurer and be provided to each successor Treasurer.

## **ARTICLE IX: HEARING PROCEDURES**

### **Section 1: Entitlement to Hearing:**

An applicant whose application for membership has been denied is entitled to a hearing before the Board after denial of membership, provided he or she has submitted a request for hearing within thirty (30) days of the date membership was denied. Any member against whom the Board is considering the taking of unfavorable action is automatically entitled to a hearing prior to the Board taking action.

### **Section 2: Notice Requirements:**

An applicant whose membership has been denied must be notified by a written notice e-mailed within ten (10) days of the Board's determination to deny membership. The applicant must notify the Board by letter to the Association Secretary e-mailed within thirty (30) days of the Board's determination that he or she requests a hearing.

Any member against whom unfavorable action is to be considered must be sent written notice of same mailed no less than twenty-one (21) days prior to the date on which the Board will be considering action against him or her.

### **Section 3: Hearing Procedures:**

The hearing may be conducted either at the Board of Directors' regularly scheduled meeting or at a meeting specially called for the purpose of conducting the hearing. In the case of a denial of membership, the hearing must be conducted within sixty (60) days of receipt of the applicant's request for hearing. In the case of a member suspension or termination hearing, the hearing must be conducted at the time and place stated in the e-mailed notice. No hearing may be conducted without a four-fifths quorum of the Board members. A reversal of a denial of membership requires a simple majority vote of the Board. A suspension or termination of membership requires a four-fifths vote of the Board.

The President shall preside at all hearings, unless the President recuses himself or herself or expects to be absent, in which case, the Vice-president shall preside. All rulings of the presiding officer during such hearing shall be in his or her discretion, subject to being overruled by a majority of Board members present.

A member or applicant for membership shall be given the opportunity to be heard, either orally or in writing. He or she may address the Board for a period not to exceed fifteen (15) minutes, unless granted additional time by the hearing officer. The applicant or member may present matters to the Board and may personally address the Board, but shall not, as a matter of right be permitted to propound questions to members of the Board.

At the close of the hearing, the Board shall deliberate in closed session. The applicant or member shall thereafter be given written notification of the Board's action within ten (10) days of its determination. The Board's determination shall be final and any legal action challenging

suspension or termination of membership must be commenced within one (1) year of the suspension or termination.

## **ARTICLE X: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### **Section 1: Right of Indemnification:**

The Association shall reimburse, indemnify and hold harmless each Officer and Director of the Association 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 an Officer or Director of the Association if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Association. Such right of indemnification shall be to the full extent allowable and in the manner provided by law as may from time to time be amended and shall inure to such person's legal successors and representative.

### **Section 2: Purchase of Insurance:**

The Association is authorized to purchase insurance for its Officers and Directors protecting them against liabilities and expenses described herein, and the limitation on 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 Officer or Director.

## **ARTICLE XI: AMENDMENTS**

The Bylaws of this Association may be amended by a majority vote of the active members present at any general membership meeting, after written notice, or upon majority vote of the Board of Directors upon agenda notice or without notice if by unanimous written consent of all Directors, except that the Board may not amend any bylaw fixing or changing the number of Directors nor may the Board amend the bylaws covered by Sections 7150, 7151, 7220(a), 7220(d), 7512(a) , 7613(f) (1), 7615(a) and successor sections thereto of the California Corporations Code.

## **ARTICLE XII: CANDIDATE/ISSUE ENDORSEMENT**

No position will be publicly taken by the SBBA, nor will any candidate be endorsed by the SBBA, except upon the affirmative vote of a majority of the total active membership as provided under Article VI, Section 1.

These Bylaws were adopted by the Board of Directors on December 7, 1993. They were amended by vote of the Board of Directors on October 19, 1994, further amended by vote of the Board of Directors on November 16, 1994, further amended by vote of the Board of Directors on March 13, 2019, further amended by vote of active members present at the general membership meeting on December 11, 2019.

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Name: John Sturges IV  
Secretary, 2019