

**AMENDED AND RESTATED BYLAWS OF THE  
BEVERLY HILLS BAR ASSOCIATION**

**As of May 9, 2023**

## TABLE OF CONTENTS

Art. I	Name, Principal Office, Purposes	1
Art. II	Membership and Dues	1
Art. III	Meetings of the Members of the Corporation	5
Art. IV	Board of Governors	7
Art. V	Meetings of the Board	12
Art. VI	Executive Committee	14
Art. VII	Officers	14
Art. VIII	Elections	16
Art. IX	Sections	20
Art. X	Affiliation	21
Art. XI	Code of Ethics	22
Art. XII	Indemnification of Agents	22
Art. XIII	Operating Year	23
Art. XIV	Bylaws	23
Art. XV	Notice	24
Art. XVI	Effective Date	25
	Certificate of Secretary	

**ARTICLE I**  
**NAME; PRINCIPAL OFFICE; 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 (the “Board”). The Board may decide that no physical office is required and that the Corporation may conduct its business remotely.

**Section 3.** Purpose: The purpose of the Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be formed under the Nonprofit Mutual Benefit Corporation Law. Notwithstanding the foregoing, the Corporation’s powers will be exercised solely to further the following purposes:

- (a) advance the science of jurisprudence;
- (b) promote the administration of justice;
- (c) encourage a thorough and continuing legal education;
- (d) maintain the honor and integrity of the legal profession;
- (e) foster ethical conduct in professional service; and
- (f) support social interaction among the Corporation’s members.

**ARTICLE II**  
**MEMBERSHIP AND DUES**

**Section 1.** Membership: Membership of the Corporation shall consist of (i) Regular Members, which the Board may designate into subcategories, (ii) Associate Members, which the Board may designate into subcategories, and (ii) Honorary Members.

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

- (a) an individual admitted to practice before, and in good standing with, the Supreme Court of the State of California or the highest Court of any other State or country, whether active, inactive or retired;
- (b) a sitting or retired judicial officer, including a judge, administrative law judge, magistrate, magistrate judge, or full-time commissioner, sitting in any state or federal court or agency in the State of California; and

- (c) a full-time member of the faculty, or dean, of any law school accredited by the American Bar Association and/or the committee of Bar Examiners of the State of California.

The term “Regular Member,” as used in these bylaws, describes those persons who have been admitted as Regular Members by the Corporation and are not currently suspended, terminated, or expelled, who have paid their dues, and who are in compliance with these bylaws and any policies approved by the Board.

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

- (a) a person who is currently enrolled in law school or has graduated but has not yet been admitted to the bar of any jurisdiction;
- (b) a person provisionally licensed as an attorney by the State Bar of California; and
- (c) other persons, including, but not limited to, paralegals, other professionals, or those interested in the activities of the Corporation.

**Section 4:** Honorary Member: A person distinguished for eminence in the law or other notable public service related thereto may be elected to honorary membership by vote of the Board.

**Section 5.** Admission to Membership: Any person desiring to become a member shall complete an application for membership in such form as may be prescribed by the Board. No person shall be admitted to membership until after his or her application has been reviewed for purposes of verifying that the applicant meets the requirements for membership in the Corporation.

**Section 6.** 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 fixed by the Board in advance for each Operating Year. The Board may designate subcategories of Regular Members; establish different dues for 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 fixed by the

Board in advance for each Operating Year, and shall be uniform within each subcategory of associate membership.

- (c) Honorary Members: Honorary Members shall not be obligated to pay dues.
- (d) Dues Payable: All dues shall be payable in accordance with the Bar's applicable billing procedures.
- (e) Remission or Waiver of Dues: The Board may remit or waive dues of any member or subcategory of membership in whole or in part and may delegate that power to the Board's Executive Committee.
- (f) Failure to Pay Dues: Any member failing to pay the requisite dues shall not be considered to be in good standing and may be suspended or expelled at any time not earlier than fifteen (15) days after written final notice of nonpayment. A member so suspended or expelled shall be reinstated upon payment of all requisite dues or upon remission or waiver of dues by the Board.

**Section 7.** Eligibility for Membership Benefits: The Board may withhold from the members of any one or more membership categories or subcategories of Regular Members any one or more benefits of membership; provided, however, any decision to withhold any one or more of such benefits shall satisfy each of the following requirements:

- (a) apply equally to all members within any membership category or subcategory;
- (b) be necessary to enable the withheld benefits to be accorded to the members of one or more other membership categories or subcategories; and
- (c) be determined in good faith to be in the best interest of the members as a whole.

**Section 8.** Resignation: Any member may resign from the Corporation at any time by 1) cancelling their membership via the Corporation's then-effective online policy, or 2) submitting written notice of resignation to the Corporation at its principal office. The resignation shall be effective as of the date of its receipt by the Corporation. Unless the Board otherwise directs, the member who resigns shall not be entitled to remission of any part of dues previously paid.

**Section 9.** Disbarment or Suspension:

- (a) For purposes of this Article II, Section 9, these terms will be defined as follows:
  - (i) "Censure" means a formal written statement of disapproval by the

- Board.
- (ii) “Suspension” means a temporary removal from membership with conditions for reinstatement.
  - (iii) “Termination” means permanent removal from membership but the member is eligible for reinstatement pursuant to Article II, subsection 9(d).
  - (iv) “Expulsion” means permanent removal from membership with the former member precluded from further participation in any Corporation activities and use of Corporation facilities, and not being eligible for reinstatement.
- (b) A member’s disbarment from the practice of law in any jurisdiction shall automatically terminate his or her membership in the Corporation. If the member is subsequently reinstated to the practice of law by that jurisdiction, the member may again apply for membership in the Corporation.
- (c) Other membership actions.
- (i) A member may also be suspended, expelled or terminated for cause including, but not limited to, conduct detrimental to the interests of the Corporation, breach of fiduciary duties where applicable, violation of policies approved by the Board, or any other conduct prejudicial to the peace, goodwill, or welfare of the Corporation. An allegation of such conduct may be made by any member in a signed writing addressed to a member of the current Executive Committee. The Executive Committee shall determine, by simple majority, whether or not further investigation is warranted concerning any grounds that would, if found to be true, warrant censure, suspension, termination, or expulsion.
  - (ii) If the Executive Committee determines that further investigation is warranted, it shall appoint one or more persons to conduct the investigation, which shall include, without limitation, written notice to member about the investigation and if the member so requests, an interview with the member. Following the investigation, the Executive Committee will determine whether or not to refer the matter to the Board for a final decision.
  - (iii) If the Executive Committee refers the matter to the Board, the Board shall schedule a hearing to decide whether to take any disciplinary action and shall decide any procedural issues, including time limitations. The member shall be given at least 15 days’ prior written notice of the meeting, including the reasons for the

proposed action. The member or his representative shall be given the opportunity to be heard orally at the hearing or in writing at the discretion of the Board. Any written notice to the member must be given by email and by overnight courier service such as FedEx sent to the last email and mailing addresses of the member shown on the Corporation's records.

(iv) At the end of the hearing, the Board may find either, by simple majority, that the member should be censured (without further action), in which case, the Executive Committee shall censure the member in writing; or, by a two-thirds vote, that the member shall (A) be suspended for a certain period of time, or (B) have his or her membership terminated; or (C) be permanently expelled. The member shall be informed of the Board's decision promptly in writing.

(d) After one year, a member who is the subject of a suspension or termination may apply to the Board for reinstatement which may be granted by a two-thirds majority of the Board. A former member may not apply for reinstatement more than once every five (5) Operating Years.

**Section 10.** Liability of Members: A member is not, by the fact of membership, personally liable for the debts, liabilities, or obligations of the Corporation.

### **ARTICLE III**

#### **MEETINGS OF THE MEMBERS OF THE CORPORATION**

**Section 1.** Meetings: Meetings of members shall be held as required by law. An event of the Corporation may be designated in advance by the Board to constitute a meeting of the Members, irrespective of the presence of a quorum. Meetings may be called by the President, by a majority vote of the Board, or by written request signed by at least five percent (5%) of the Regular Members. The place, time and date of the meeting shall be set by the person or body calling the meeting.

**Section 2.** Referenda: The Board may submit to Regular Members, at any duly constituted meeting of Regular Members or by other notice, as provided for in Article III, Section 3, a referendum on any matter affecting the Corporation's affairs or a policy which, in the judgment of the Board, may be of immediate or practical consequence to the Corporation or its members. The results of any referendum shall not be binding on the Corporation.

**Section 3.** Notice: Notices of meetings of members shall contain a description of the general nature of business to be discussed and the matters which will be presented for a vote. Notices may be contained in any Corporation publication that is regularly provided to all members by mail or electronic transmission, or may be provided separately, at each member's mailing or e-mail address as it appears on the records of the Corporation. Notice of the meeting must be given at least ten (10) days before the date of the meeting.

**Section 4.** Presiding Officer: At meetings of the members, the President, or in his or her absence, the President-Elect, or in his or her absence the Vice President, or in the absence of all of them, any other officer or member of the Board selected at the meeting, shall preside.

**Section 5.** Quorum: Twenty-five percent (25%) of the Regular Members shall constitute a quorum for the conduct of business at any meeting of the members.

**Section 6.** Voting Rights, Record Date:

- (a) Only Regular Members on the Record Date will be entitled to vote on any matter with respect to which a membership vote is required or requested.
- (b) For purposes of these Bylaws, the term "Record Date" means the date fixed by the Board on which Regular Members are entitled to receive notice of any meeting or vote. The Record Date will be fixed not more than sixty (60) nor fewer than ten (10) days before the date of any such meeting or vote. If the Board fails to fix a Record Date with respect to any meeting or vote, then the Record Date with respect to that meeting or vote will be the date on which notice of such meeting or vote was given. For purposes of this Article III, Section 6, a person holding membership as of the close of business on the record date will be considered a member of record.

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

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

**Section 9.** Action Without Meeting: Any action that may be taken at a meeting of the members may be taken without a meeting and without prior notice if 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 the members. All ballots shall be filed with the Corporation's secretary and maintained in the corporate records for one (1) year. All solicitations of ballots shall indicate (a) the date and time by which the ballot must be received by the Corporation to be counted; (b) the number of responses needed to meet the quorum requirement; and, (c) with respect to ballots other than election of Governors, the percentage of approvals needed to pass the measure.

## **ARTICLE IV BOARD OF GOVERNORS**

**Section 1.** Number and Composition: The Board will be the governing body of the Corporation and members of the Board shall be the Corporation's Governors. The Board shall consist of not less than twenty-one (21) nor more than thirty-six (36) Governors, as determined by a resolution duly adopted by the Board from time to time. Unless the Board determines otherwise, the number and types of Governors shall be as follows:

- (a) Ex Officio Governors. The following will be designated as Ex Officio Governors with the right to vote at Board meetings except as provided in these Bylaws, including, but not limited to, Article VI, Section 4:
  - (i) The President, the President-Elect, Vice President, and the Secretary-Treasurer.
  - (ii) The most immediate past President who is willing to serve.
  - (iii) Up to four (4) current or retired judicial officers who are members. The Board shall determine the specific number of these Governors by a duly adopted resolution and shall appoint them by a majority vote at a regular Board meeting.
  - (iv) The Corporation's Delegate to the American Bar Association as provided for in Article VII, Section 10.
  - (v) The current dean or their designate from one of the following local law Schools: UCLA Law School, USC Law School, Loyola Law School, Pepperdine Law School, and Southwestern Law School.
  - (vi) The President of the Beverly Hills Bar Foundation.
- (b) Barristers Governors. Three (3) Regular Members who are age 36 or younger or have been in practice eight or fewer years and one (1) Associate Member who is a law student, selected in accordance with the provisions of Article VIII, Section 2.
- (c) Elected Governors. Seventeen (17) to nineteen (19) Regular Members

who are lawyers in good standing with the State Bar of California (which does not for these purposes include probationary status) with the specific number to be determined by a resolution duly adopted by the Board, and elected under 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; no more than one-half (1/2) 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 a designated number of such Elected Governors shall serve initially for one (1) year in order to ensure that no more than one-half (1/2) of the Elected Governors will be elected in a subsequent Operating Year. An Elected Governor who serves for two (2) consecutive elected terms is thereafter ineligible to serve as an Elected Governor for at least three (3) Operating Years. A member appointed to fill a vacancy pursuant to Article, Section 10 shall not be considered to have served an elected term during the term of the vacated seat.
- (b) Barristers Governors. Each Barristers Governor shall serve for a term of one (1) Operating Year and thereafter until the installation of that Governor's successor. Barristers Governors shall be eligible for re-election for not more than three (3) additional consecutive years. Nothing in this subsection (b) shall be construed to prevent a member who meets the requirements to be a Barristers Governor from being elected as an Elected Governor.
- (c) Ex Officio Governors. Each Ex Officio Governor, except judicial officers appointed pursuant to Article V, Subsection 1(a)(iii), shall serve during his or her term of office and thereafter until the installation of that person's successor. Judicial officers appointed pursuant to Article V, Subsection 1(a)(iii) shall serve for such period as may be designated at the time of their appointment (but not in excess of two years). The Law School Dean appointed pursuant to Article V, Subsection 1(a)(v) shall serve for a period of one year and this position shall rotate among the named law schools.

**Section 3.** Installation: The installation of newly elected Governors shall take place within 45 days of their election, except in no instance later than September 30, at a place, time, and date to be fixed by the Executive Committee.

**Section 4. Powers and Duties:** Without limiting the general powers of the Board, but subject to the limitations set forth in the Articles of Incorporation and these Bylaws, the Board will have the power to:

- (a) select and remove the officers, employees, and agents of the Corporation; prescribe powers and duties for them as may be consistent with applicable law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require security for faithful service;
- (b) make such rules and regulations for the conduct of the affairs and activities of the Corporation as the Board consider advisable and are consistent with applicable law, the Articles of Incorporation, and these Bylaws;
- (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, hypothecations, and other evidences of debt and securities;
- (d) invest the Corporation's funds in such a manner as it determines is prudent and in the Corporation's best interests;
- (e) approve all expenditures incurred by or on behalf of the Corporation except that the Executive Committee, in the exercise of the powers granted it by these Bylaws, may incur expenditures provided that those expenditures are reported to the Board; and
- (f) accept or reject each application for membership in the Corporation from persons who are otherwise qualified for Regular Membership under these Bylaws.
- (g) issue public reports or public statements provided that any report or statement shall have the prior approval by a vote of the Board.

**Section 5. Compensation of Governors:** Governors will receive no compensation for their service as Governors but may receive reimbursement for their expenses of attending Board meetings and representing the Corporation as may be determined from time to time by the Board. A Governor will be subject to all of the duties and obligations imposed by the Articles, these Bylaws or by law, whether or not that Governor receives any compensation from the Corporation. Nothing in this section will preclude any Governor from serving the Corporation in any other capacity and receiving compensation for such other service subject to the requirements set forth in these Bylaws. No obligation, otherwise valid, to pay such compensation will be voidable merely because the persons receiving the compensation participated in the decision to

pay it, unless it was not just and reasonable as to the Corporation at the time it was authorized, ratified or approved.

**Section 6.** Removal for Cause: The Board may declare vacant the office of a Governor under any of the following circumstances: (a) the Governor is declared of unsound mind by a final order of court; (b) conviction of a felony; (c) a final order or judgment of any court that the Governor breached any duty under Corporations Code Section 7238; (d) failure to attend three (3) consecutive Board meetings without a reasonable excuse for such absence and after missing an additional consecutive Board meeting after having been given written notice of the Board's intention to remove the Governor; (e) failure to make required payment of dues within sixty (60) days after these dues became due and payable; or (f) the Governor for any reason is no longer a Regular Member or becomes ineligible for such membership.

**Section 7.** Resignation of a Governor: Any Governor may resign from the Board effective immediately upon giving written notice to the President and Secretary unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except upon notice to the Attorney General of the State of California, no Governor may resign where the Corporation would then be left without a duly elected Governor or Governors in charge of its affairs.

**Section 8.** Vacancies Filled by the Board:

- (a) A vacancy or vacancies on the Board will occur in the event of (i) the death, removal, or resignation of any Governor; (ii) the declaration by Board resolution of a vacancy in the office of a Governor who has been convicted of a felony, declared of unsound mind by a final court order, or—if the Corporation holds any assets in charitable trust—found by a final order or judgment of any court to have breached a duty under Corporations Code Section 7238; (iii) the vote of the Regular Members or if the Corporation at any time has less than 50 members, the vote of a majority of all the members; (iv) an increase in the authorized number of Governors; or (v) a failure of the Regular Members at any meeting of such members at which any Governor or Governors are to be elected, to elect the number of Governors required to be elected at that meeting.
- (b) Vacancies on the Board may be filled by approval of the Board or, if the number of Governors then in office is less than a quorum, by (i) the unanimous written consent of the Governors then in office, (ii) the affirmative vote of a majority of the Governors then in office at a meeting

held according to notice or waivers of notice complying with Corporations Code Section 7211, or (iii) a sole remaining Governor.

- (c) If the position of a Barristers Governor becomes vacant, that position will be filled for the unexpired term by a majority vote of the Executive Committee of the Barristers Section.

**Section 9.** Conflicts of Interest: Each Governor will submit a conflict of interest and disclosure form annually as distributed by staff.

**Section 10.** Contracts and Other Transactions with Governors and Officers: No Governor, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Governors have a material financial interest, will have an interest, directly or indirectly, in any contract or transaction with this Corporation unless

- (a) the material facts regarding that Governor's financial interest in such contract or transaction or regarding such common Governorship, officership, or financial interest are fully and fairly disclosed to the Board and noted by the Secretary 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 a majority of the Board by a vote sufficient for that purpose counting the votes of the interested Governors;
- (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (d) the Corporation for its own benefit enters into the transaction which is fair and reasonable to the Corporation at the time in which the transaction is entered.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (y) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (z) results in a benefit to one or more Governors or their families because they are in the class of person intended to be benefited by the educational or charitable program of this Corporation.

**Section 11.** Loans to Governors and Officers: The Corporation will not lend any money or property to or guarantee the obligation of any officer or Governor; provided, however, the Corporation may advance money to a Governor or officer for expenses

reasonably anticipated to be incurred in the performance of her or his duties if that Governor or officer would be entitled to reimbursement for such expenses by the Corporation.

**Section 12.** Annual Report: The Board will cause an annual report to be sent to members as required by Corporations Code Section 6321.

**Section 13.** Reports: The Board may report to the members any of the Board's proceedings, and the Board shall, upon request made by resolution adopted by the members at any duly constituted meeting of members, report as requested.

**Section 14.** Liability of Governors: A Governor shall not, by the fact of that position, be personally liable for the debts, liabilities, or obligations of the Corporation.

## **ARTICLE V MEETINGS OF THE BOARD**

**Section 1.** Place of Board Meetings: Meetings of the Board will be held in person at the principal office of the Corporation, or via videoconference, or at such other place within or outside of California which has been designated in the notice of the meeting or by resolution of the Board.

**Section 2.** Regular Meeting: Regular meetings of the Board will be held not less than quarterly at a time and place designated by resolution of the Board. The first regular meeting in the Corporation's fiscal year will be the annual meeting of the Board.

**Section 3.** Special Meetings. Special meetings of the Board may be called by the President or the Secretary-Treasurer or any two Governors. A special meeting will be held upon five (5) days written notice sent either by mail or electronic transmission to the address as it appears on the records of the Corporation, postage prepaid, or upon 48 hours' notice delivered personally, by telephone. Notice of the special meeting need not be given to any Governor who signs a Waiver of Notice, a written consent to holding the meeting, or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting and who, before or the beginning of the meeting, does not protest the lack of notice to her or him. All such waivers, consents, and approvals will be filed with the records of the Corporation or made a part of the minutes of the meeting of the Board.

**Section 4.** Quorum; Voting:

- (a) A majority of the Governors in office immediately before a meeting begins will constitute a quorum for the transaction of any business except adjournment. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of some of the Governors, if any action taken or decision made is approved by at least a majority of the required quorum for such meeting.
- (b) The President or, in his or her absence, the officer presiding at that meeting, will not vote unless there is a deadlock by the Board in its vote on a resolution or other matter that has been presented for the Board's decision.
- (c) Voting may also occur via electronic means, including but not limited to email and internet forms. A quorum shall be established if at least a majority of the Board submits electronic votes. Such votes may be noticed and initiated separate from a meeting of the Board.

**Section 5. Transactions of the Board:**

- (a) Every action taken or decision made by a majority of the Governors present at a meeting duly held at which a quorum is present will be an act of the Board, subject to the more stringent provisions of the Nonprofit Mutual Benefit Corporations Law, including, without limitation, those provisions relating to (i) approval of contracts or transaction in which a Governor has a direct or indirect material financial interest; (ii) approval of certain transactions between corporations having common directorships; (c) creation of and appointments to committees of the Board; or (d) indemnification of Governors.
- (b) No Governor may vote on any decision regarding whether any other corporation, institution, or other business entity that the Governor, or on which that Governor serves on its governing board, should enter, or should negotiate to enter, into a contract or other agreement with the Corporation in which that Governor will receive a personal financial gain or benefit.

**Section 6. Waiver of Notice:** Notice of a meeting need not be given to any Governor who either before or after the meeting signs a Waiver of Notice, a written consent to holding 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 will be filed with the records of the Corporation or made a part of the minutes of the meeting of the Board. Notice of a meeting need not be given to any Governor who attends the meeting and who, before or at the beginning of the

meeting, does not protest the lack of notice to her or him.

**Section 7.** Adjourned Meetings: A majority of the Governors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place will be given prior to the time of the adjourned meeting to the Governors who were not present at the time of the adjournment.

**Section 8.** Action by Written Consent: Any action required or permitted to be taken at any meeting of the Board, or any committee thereof, may be taken without a meeting if all members of the Board will individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes filed with the minutes of the proceedings of the Board.

## **ARTICLE VI EXECUTIVE COMMITTEE**

**Section 1.** Composition: The Executive Committee of the Board shall consist of the President, President-Elect, Vice President, Secretary-Treasurer, the most immediate past President who is willing to serve, and the chair of the Barristers Section (or a member of the Barristers Section's Executive Committee selected by the chair of the Barristers Section to serve in his or her place).

**Section 2.** Powers: Except as limited by law or otherwise provided in these Bylaws, the Executive Committee shall have the powers of the Board during the periods when the Board is not meeting and such other powers as shall be delegated to it by the Board. The Executive Committee may, but is not required to, consult with the Board, with respect to any exercise of its powers.

**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, a Vice President, and a Secretary-Treasurer. The office of Secretary-Treasurer shall be an elective office.



**Section 2.** Election and Term of Office of Officers: The Secretary-Treasurer shall be elected prior to each Operating Year by the Regular Members and shall hold office during such Operating Year until the installation of his/her successor. The President-Elect shall succeed to the office of President upon commencement of the Operating Year following completion of his or her term as President-Elect and shall hold office as President concurrently with and for the same term as the Secretary-Treasurer. The Vice-President shall succeed to the office of President-Elect upon commencement of the Operating Year following completion of his or her term as Vice-President and shall hold office as President-Elect concurrently with and for the same term as the Secretary-Treasurer. The Secretary-Treasurer shall succeed to the office of Vice-President upon commencement of the Operating Year following completion of his or her term as Secretary-Treasurer and shall hold office as Vice-President concurrently with and for the same term as the next Secretary-Treasurer.

**Section 3.** President: The President shall preside at all meetings and shall appoint the chairs of all sections and governance committees, and all representatives of the Corporation authorized in these Bylaws or by the Board. The President shall have such other powers and perform such other duties as are usually possessed or exercised by such position. The President shall be chairperson of the Board.

**Section 4.** President-Elect; Vice President: The President-Elect and Vice President shall perform such duties as are delegated by the President or the Board. In the absence of the President, the highest officer available shall perform the duties of the President.

**Section 5.** Secretary-Treasurer:

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

**Section 6.** Removal: Without prejudice to the rights, if any, of any officer under any

employment contract, any officer may be removed with cause by the Board at any regular or special meeting of the Board by a two-thirds (2/3's) vote.

**Section 7.** Resignations: Any officer may resign at any time by giving written notice to the President. The resignation will 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 will be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**Section 8.** Vacancies: If the office of President or any elective office shall become vacant, that office shall be filled by appointment by the Board for the remainder of the term of such office.

**Section 9.** Appointive Officers:

- (a) The Board may create appointive offices such as Executive Director or Chief Executive Officer and such other offices as the Board may determine. Appointive officers need not be members and may be compensated. The salary and bonus of any appointive officer shall be fixed by the Executive Committee, subject to ratification by the Board. Appointive officers shall serve for such term as may be fixed by the Board or if no such term is fixed, then at the discretion of the Executive Committee.
- (b) The Board may appoint a general counsel for the Corporation. The general counsel shall serve until a successor is appointed or until such counsel's earlier resignation or dismissal by the Board. The general counsel must be a member in good standing of the State Bar of California and the Corporation.

**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 shall make such appointment in accordance with such rules and procedures as may be adopted by the Board from time to time.

## **ARTICLE VIII ELECTIONS**

**Section 1.** Nominating Committee for Candidates for Elective Officers and Elected

Governors:

- (a) On or before May 15th of each Operating Year, the President shall appoint a nominating committee for the purpose of nominating candidates for elective office and Elected Governorships.
- (b) On or before June 15th of each Operating Year, the Board shall cause written notice to be sent to the Regular Members identifying the members of the nominating committee so those Regular Members may recommend nominees to the committee.
- (c) 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, two (2) of whom shall be appointed by the President, two (2) of whom shall be appointed by the chair of the Barristers Section, and two (2) of whom shall be appointed, one (1) each, by the heads of two (2) sections (selected by lot), which such sections shall not have selected nominating committee members in any election during the prior three (3) years. No other present officer or past President may serve on the nominating committee.
- (d) The nominating committee shall propose the names of the candidates for the elective office and for Elected Governorships, but shall not propose a member of the nominating committee for these position. The nominating committee shall meet at the call of its Chair on or before July 15th (but not before the tenth day following distribution of the notice mentioned above) and shall nominate one (1) candidate for the office of Secretary-Treasurer, and at least one (1) candidate for each of the Elected Governorships to be filled up to the minimum number of such positions required by these Bylaws.

**Section 2.** Nominating Committee for Candidates for Barristers Governors: The Executive Committee of the Barristers Section shall serve as the nominating committee for the purpose of selecting candidates for Barristers Governors. Acting in that capacity, the Executive Committee of the Barristers Section shall meet not later than July 15th of each Operating Year and shall select three (3) candidates to serve as lawyer Barristers Governors and one (1) candidate to serve as a law student Barristers Governor during the next Operating Year. Any member who meets the criteria of the Barristers Section 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 four (4) candidates shall be furnished promptly to the President.

**Section 3.** Notice of Nominations: On or before August 1st of each Operating Year, the

President shall provide written notice to the members of the names of the candidates selected by the nominating committee for elective office and Elected Governorships and the names of the candidates selected by the Executive Committee of the Barristers Section as candidates for Barristers Governorships. The notice shall include a statement regarding the procedure for nominations by petition.

**Section 4. Nominations by Petition:**

- (a) Elective Officers and Elected Governors:
  - (i) In addition to names proposed by the nominating committee for any Operating Year, any Regular Member may be nominated for an elective office or for an Elected Governorship by petition in writing (and not otherwise) bearing the original signatures of at least one hundred fifty (150) Regular Members delivered to the principal office not later than August 15th of such Operating Year.
  - (ii) If the nominating committee nominates only one (1) candidate for an elective office and if no nominations by petition for such office are received by August 16th (or the following business day), such candidate of the nominating committee will be considered elected to that office without any balloting of the Regular Members.
  - (iii) If the nominating committee nominates only one (1) candidate for each Elected Governorship to be filled and no nominations by petition for that Governorship are received by August 16th (or the following business day), that candidate of the nominating committee will be considered elected without any balloting of the Regular Members.
- (b) Barristers Governors: In addition to the names proposed by the Executive Committee of the Barristers Section for any Operating Year, any Regular Member who meets the criteria for a Barristers Governor position may be nominated by written petition (and not otherwise) of at least twenty five (25) Regular Members of the Barristers Section, received at the principal office not later than August 16th (or the following business day) of such Operating Year. If no such nominations by petition are received by August 16th (or the following business day), then the candidates selected by the Executive Committee of the Barristers Section will be considered elected without any balloting.

**Section 5. Contested Elections:**

- (a) All contested elections shall be determined by secret balloting of the Regular Members.

- (b) Within ten (10) days after the last date upon which nominations by petition must be filed, the Secretary-Treasurer shall provide a ballot to each Regular Member setting forth (i) the names of candidates of the elective office and/or governorships which are contested; and (ii) the deadline by when the ballot must be received at the Corporation's office to be counted.
- (c) 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 Executive Committee of the Barristers Section acting as a nominating committee) and which candidates were nominated by petition.
- (d) The Secretary-Treasurer shall, at the request of any candidate, include with the ballot biographical material regarding such candidate or other electioneering material, if such material is received not later than five (5) days after the last date upon which nominations by petition shall be filed. The text of such material may not exceed 250 words.
- (e) Each Regular Member 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. The ballot shall be provided to each Regular Member at his or her electronic address as shown on the records of the Corporation.

**Section 6.** Last Day for Voting: The last day for voting shall be set by the Board but in no event later than September 15th.

**Section 7.** Counting of Ballots:

- (a) The Secretary-Treasurer shall appoint an election board consisting of the Secretary-Treasurer and at least two (2) other persons (who may be Regular Members or members of the staff or both) who shall count the ballots. The election board shall meet immediately after the last day for voting provided in Section 6 of this Article. 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 who in turn shall immediately notify the membership of the results of the election, including, but not limited to, posting these results on the Corporation's website and sending them electronically to all Regular Members.
- (b) The Board may by a duly adopted resolution retain a qualified election

management service to coordinate and process electronic votes for each office or governorship in lieu of the procedure set forth in this Article IX.

**Section 8.** Votes to Elect: A plurality of votes cast in favor of a candidate will be sufficient to elect that candidate 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 (a) if any date is delayed or postponed then all subsequent dates, other than the dates of last day of voting, shall be automatically postponed by a like period, and that (b) the time between the distributing of ballots for any contested election and the last day of voting thereon shall not be less than ten (10) days.

**Section 10.** No Proxies: No person entitled to vote may authorize another individual or individuals to act by proxy on behalf of that person.

## **ARTICLE IX SECTIONS**

**Section 1.** Sections: The Corporation shall have sections as the Board may establish from time to time. Sections may focus on substantive areas of law or on other topics relevant to the legal profession.

- (a) Each section shall establish an executive committee or leadership positions with an annual election process by section members.
- (b) The chair and vice-chair or co-chair, if any, of each section must be (i) Regular Members, (ii) members at a subcategory level that permits section participation, if so required by the Board, (iii) attorneys licensed by the State Bar of California or retired from that status, and (iv) actively practicing in the practicing area or experts in the subject matter of the section. They shall be appointed by the President-Elect prior to the commencement of each Operating Year and may not be appointed for more than three (3) consecutive Operating Years. Each chair and vice-chair or co-chair, if any, 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 the Operating Year. If any chair becomes vacant during an Operating Year, the President shall appoint a replacement. Members of sections may elect other officers in addition to the chair and vice-chair and all such officers

shall act in good faith and in the best interests of the Corporation as a whole. A member may not be chair or co-chair of more than one section simultaneously.

- (c) Sections shall hold at least semiannual (i) meetings, (ii) CLE presentations, or (iii) networking events, in order to maintain current section status. If a section does not maintain current status, the President may appoint a new chair, vice-chair, and/or co-chair for the remainder of the Operating Year.

**Section 2.** Task Forces: Task Forces, formed to consider and act upon any particular matter, may be established (a) by the President or (b) by the Board or (iii) by the members at any duly constituted meeting of the members. The President shall appoint the officers and members of any task force as soon as practical after the formation of the committee is authorized. Those appointees shall serve from the time of their appointment and until their successors are appointed or until dissolution of such task force, if earlier. The President shall have the power to fill vacancies in any task force. Any task force 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, or members, whichever established the committee.

**Section 3.** Section Funds: All dues and any other funds collected by or on behalf of any section shall be the property of the Corporation.

**Section 4.** Public Policy Statements: Sections may issue public reports or public statements in their own names only after obtaining approval of the Executive Committee. A section may not purport to speak in the name of the Corporation without the prior approval of the Board.

## **ARTICLE X AFFILIATION**

**Section 1.** Los Angeles County Bar Association: The Corporation may 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 Article XIV, Section 1, the Board shall have the power to adopt measures necessary to effect and retain such affiliation.

**Section 2.** Conference of California Bar Associations: The Corporation is entitled to representation at the Conference of California Bar Associations, and subject to the limitations of Article XV, Section 1, the Board shall have the power to adopt all

measures necessary to effect and retain such representation in that or any successor organization.

**Section 3.** Additional Affiliations: The Corporation may affiliate with other organizations, consistent with its purpose, by a two-thirds vote of the Board.

## **ARTICLE XI CODE OF ETHICS**

The Rules of Professional Conduct of the State Bar of California and the requirements of California Business and Professions Code sections 6000 et seq., or any successor statute, are the ethical standards required of members who are lawyers.

## **ARTICLE XII INDEMNIFICATION OF AGENTS**

**Section 1.** Right of Indemnification:

To the fullest extent permitted by law, the Corporation will indemnify its “agents” (as that term is defined in Corporations Code Section 7237(a)), including persons formerly occupying such positions, against all judgments, expenses, fines, settlements, and any other amounts actually and reasonably incurred by them in connection with or resulting from any “proceeding” as defined in that statute 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. As used in this section, the term “expenses” will have the same meaning as set forth in the above statute.

Upon written request to the Board or by any person seeking indemnification under Corporations Code Section 7237(b) or (c), the Board will promptly decide under Corporations Code Section 7237(e) whether the applicable standard of conduct set forth in Corporations Code Section 7237(b) or (c) has been met and, if so, the Board will authorize indemnification. In the event that the Board is disqualified from authorizing indemnification because a majority of Governors are parties to the proceeding, then authorization may be made by a majority vote of a quorum of Governors who are not parties to such proceeding.

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 will be



advanced by the Corporation before final disposition of the proceeding upon 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.

**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 in this Article XII, and any limitation on the payment of indemnification set forth in Section 1 of this Article XII shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to or on behalf of any governor, officer, employee or agent.

### **ARTICLE XIII OPERATING YEAR**

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

**Section 2.** Fiscal Year: The fiscal year of the Corporation will be the Operating Year.

**Section 3.** Auditing: At the close of each year, the Board by resolution will decide, in compliance with applicable California law, if the books and records of the Corporation require a financial review or audit by an independent accounting firm and, if so, who will perform that review or audit as determined by the Board.

**Section 4.** If the Corporation should change its Operating Year in the future, then any reference in these Bylaws to a specific date shall be changed, as required, to conform to such different Operating Year.

### **ARTICLE XIV BYLAWS**

**Section 1.** Amendments By The Board: Except for a change in the minimum or maximum numbers of Governors or a change which would materially and adversely affect the voting rights of members, and except for any other change which, under law, requires membership action, these Bylaws may be amended by the affirmative vote of a majority of the members of the Board 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 to the members of the Board at least ten (10) days before the meeting at which the amendment is offered for voting. Action on any amendment may be taken without a meeting in accordance with Article V, Section 8. Any amendment to these Bylaws requiring membership action shall, if approved by the Board, be submitted upon not less than ten (10) days' notice to the members for adoption or rejection. Action on any such amendment may be taken without a membership meeting in accordance with Article III, Section 9.

**Section 2.** Amendments By Members: Any twenty-five (25) Regular Members may submit to the President or Secretary-Treasurer a written proposal for amendment of any Bylaw. The officer receiving the proposed amendment shall promptly submit a copy to each member of the Board. At its next meeting, the Board shall consider and then adopt or reject the proposed amendment in accordance with Section 1 of this Article. The Secretary-Treasurer shall immediately notify the Regular Members proposing the amendment of the Board's decision. If the Board has rejected the proposed amendment, then, on submission to the President or Secretary-Treasurer within thirty days of a written petition (and not otherwise) signed by no fewer than two hundred fifty (250) Regular Members, the proposed amendment shall be submitted to the membership in the same manner as provided with respect to amendments requiring membership action in Section 1 of this Article.

**Section 3.** Inspection of Bylaws: The Corporation will keep at its principal place of business in California the original or a copy of these Bylaws, as they may be amended from time to time, and certified by the Secretary-Treasurer. The Bylaws will be open for inspection by any Governor or member at all reasonable times during office hours. The Bylaws shall also be posted on the Corporation's website.

**Section 4.** Interpretation: Unless defined differently here or unless the context requires a different meaning, terms used in these Bylaws will have the same meaning as may be given to them in the Nonprofit Mutual Benefit Corporation Law, as amended from time to time. To the extent possible, these Bylaws will be constructed as supplemental to all laws applicable to the same subject matter and will be fully complied with unless such compliance would be illegal.

## **ARTICLE XV NOTICE**

Unless otherwise provided in these Bylaws or as required by law, notice may be given

in any manner reasonably calculated to reach the intended recipients, including, but not limited to, in writing or by electronic transmission. All references in these Bylaws to “written notice” shall be construed to include notice by email.

## **ARTICLE XVI EFFECTIVE DATE**

These Amended and Restated Bylaws supersede all prior forms of bylaws and shall take effect upon approval by the Board.

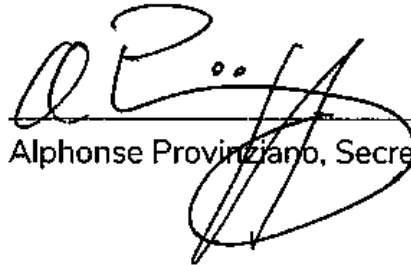
## CERTIFICATE OF SECRETARY

I, Alphonse Provinziano, do hereby certify:

1. That I am the Secretary-Treasurer of the Beverly Hills Bar Association, a California nonprofit mutual benefit corporation; and

2. That the foregoing Bylaws, comprising 26 pages (including this page), constitute the Amended and Restated Bylaws of the Corporation as duly adopted on May 9, 2023.

In witness thereof, I subscribe my name and affix the seal of the Corporation this 9<sup>th</sup> day of 2023.

  
\_\_\_\_\_  
Alphonse Provinziano, Secretary-Treasurer