

# San Mateo County Bar Association

## Bylaws

As Amended February 24, 2016



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**San Mateo County**

BAR ASSOCIATION

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**SMCBA**

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## **SAN MATEO COUNTY BAR ASSOCIATION BYLAWS**

### **ARTICLE 1 Name; Purpose**

#### **Section A. Name**

The name of this Association shall be the "San Mateo County Bar Association."

#### **Section B. Purpose**

The purposes of this Association shall be to advance jurisprudence; to improve the education and proficiency of its members; to foster the relationship and understanding between legal profession and the public; to encourage cordial relations among its members; and to maintain the honor and dignity of the Bar.

### **ARTICLE 2 Membership**

Members of this Association, their respective classifications, qualifications, privileges, fees and dues shall be as follows:

#### **Section A. Active and Associate Members**

Any active member of the State Bar of California is eligible to be an Active Member of this Association. Other attorneys at law who are not active members of the State Bar can be admitted upon application as Associate Members of this Association. Each active member of the State Bar who becomes an Active Member of this Association shall have the right to exercise one vote, be eligible for election as an officer or director of the Association, and have the right to serve on committees of the Association. Associate Members may serve on committees but may not hold the position of Committee or Section chairperson, vote nor serve as officer or directors of the Association. Neither Active nor Associate Members may use the information available to them through their membership for any kind of solicitation.

#### **Section B. Honorary Members**

Any person who has rendered distinguished service to the legal profession or to the State of California or to the United States may be elected as an honorary member of this Association by the majority vote of all directors. Active or retired Judges and Justices of the Courts of the United States, the Justices of the Supreme Court of California, the California District Court of Appeal, the Judges of the Superior Court of the State of California and the Deans of accredited law schools, shall, upon application, be registered as honorary members of this Association.

#### **Section C. Retired Members**

Active Members in good standing of this Association who retire from the practice of law shall, upon application, be registered as retired members of this Association.

## **Section D. Non-Attorney Members**

Two types of non-attorney members are eligible to be members of this Association: (1) persons enrolled as law students in good standing who are attending ABA accredited law schools or California Law Schools or who are graduates of such a school who have not yet been admitted to practice in any State or Federal District but who have applied for or have taken the California Bar examination; and, (2) persons whose business relates to attorneys and the practice of law, including but not limited to paralegals, court reporters, accountants and those employed in legal services industries.

Non-attorney members shall have the rights and privileges of Active Members except that they may not hold the position of Committee or Section Chairperson, vote, nor serve as officers or directors of the Association. Further they may not have key card access to Court facilities nor may they use the member directory for any form of solicitation.

## **Section E. Admission to Membership**

Any person desiring to become a member of this Association shall file with the Executive Director of this Association a written application for membership in such form as may be prescribed by the Board of Directors. The Executive Director shall determine if the applicant qualifies for the membership status sought. Upon acceptance of the application, and upon payment of the annual dues, if applicable, the person shall be admitted to membership and shall be issued a Membership card in such form as may be prescribed by the Board of Directors.

In addition, sponsorship may be required for non-attorney members on terms and conditions that the Board of Directors may set forth and as may be required in the membership application.

## **Section F. Dues**

1. All dues shall be payable in advance for the ensuing fiscal year (July 1 to June 30) and shall be due and payable by July 1 of each year.
2. The annual dues for active, associate, non-attorney and retired members shall be in such amounts as may be prescribed by the vote of the Board of Directors. The Board of Directors may also make a determination regarding the proration of annual dues.
3. Honorary members shall be exempt from the payment of dues but shall be responsible for all other financial obligations to the Association, which such member may incur.
4. Modification or remission of dues may be made from time to time by the affirmative vote of two-thirds (2/3) of all members of the Board of Directors.

## **Section G. Privileges of Honorary and Retired Members**

Honorary and retired members shall not have the right to vote, hold office in or be a director of the Association, or serve as a Committee Chair and/or Section Chair. Honorary and retired members may be eligible for other privileges as determined by the Board of Directors.

## **Section H. Resignation**

Any member may resign by giving written notice to the Executive Director. The resignation shall be effective upon receipt and shall constitute a relinquishment of all the resigning member's rights and privileges, but shall not affect the resigning member's financial obligations to the Association, if any, which have accrued to the effective date of such resignation.

## **ARTICLE 3**

### **Suspension; Expulsion; and Reinstatement**

#### **Section A. Suspension for Non-payment of Dues or Other Financial Obligations to the Association; Reinstatement**

1. Failure to pay dues by September 1 of each year shall result in automatic suspension of any member from the Association. Members suspended for failure to pay dues by the date established by the Association may be reinstated upon payment of dues owed along with a reinstatement fee in an amount determined by the Board of Directors.
2. Failure of a member to meet any other financial obligation to the Association - including sums due the Association as a result of participation in the Association's Lawyer Referral Service - for a period of sixty days from the date the obligation was incurred shall result in automatic suspension of membership in the Association unless and until the Board of Directors determines otherwise.
3. Any delinquency in dues or any other obligation to the Association, continuing for one hundred twenty days or more, unless otherwise determined by the Board of Directors, shall cause the delinquent member to be expelled from membership in the Association, terminating all rights and privileges.
4. A member who has been suspended or expelled from membership pursuant to the provisions of this subsection may apply for reinstatement to the Board of Directors, providing information to the Board of Directors through the Executive Director why he/she should be reinstated. The Board of Directors may reinstate such a member by majority vote.

#### **Section B. Suspension for Failure to Respond to the Client Relations Committee**

1. All members of this Association, of whatever classification, shall promptly reply in writing to correspondence from the Client Relations Committee relating to inquiries from members of the public concerning professional activities of members of the Association including, but not limited to, the matter of fees.
2. A member's failure to cooperate with the Mandatory Fee Arbitration process; failure to properly and timely comply with the lawful requests of a Fee Arbitrator; or the failure to reply in writing within thirty days following a request of the Client Relations Committee, shall be deemed sufficient reason for suspension of membership in the Association.
3. The Client Relations Committee shall duly report such failure to the Board of Directors for such action the Board may deem appropriate, including suspension or

expulsion as a member in good standing from the Association for such period as the Board determines. The member shall be given notice and an opportunity to be heard.

4. A member who has been suspended or expelled from membership pursuant to the provisions of this subsection may apply for reinstatement to the Board of Directors, providing information to the Board of Directors through the Executive Director why he/she should be reinstated. The Board of Directors may reinstate such a member by majority vote.

### **Section C. Suspension and Expulsion for Other Grounds**

1. Any attorney member who is suspended or disbarred from the practice of law by the State Bar of California or by the final decree of any court shall automatically be terminated from membership in this Association. Such suspended or disbarred person, if thereafter reinstated to the practice of law in California, shall not have a right of membership renewal, unless

- a. That attorney makes a written request to the Board of Directors affirmatively seeking membership renewal, which sets forth the basis for granting such membership renewal, and
- b. Such membership renewal is approved by a majority of the entire membership of the Board of Directors.

2. A penalty ruling of the State Bar Court or of any court suspending any member from the practice of law shall automatically terminate membership in the Association. The right to request membership renewal will arise after completion of the term of the suspension actually imposed as a condition of probation. A member who has been disciplined, suspended or expelled pursuant to the provisions of this subsection may apply for reinstatement to the Board of Directors, providing information to the Board of Directors through the Executive Director why he/she should be reinstated. The Board of Directors may reinstate such a member by a majority vote.

3. Upon a determination by a majority of the entire membership of the Board of Directors that an Associate or non-attorney Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association, such member may be expelled from the Association. The Board of Directors may but is not required to afford such a member a hearing, either orally or in writing in its discretion. Any Associate or non-attorney Member expelled from the Association shall not receive a refund of dues already paid.

## **ARTICLE 4 Voting and Property Rights**

### **Section A. Voting**

Active Members in good standing shall have the right to vote on all matters presented to the membership of the Association. Honorary, associate, retired and law student members shall have no voting rights.

## **Section B. Property Rights**

No member shall have any property rights to any assets of this non-profit corporation herein referred to as the Association.

## **ARTICLE 5 Board of Directors; Management**

### **Section A. Board of Directors**

The control and management of the affairs of the Association are vested in the Board of Directors, consisting of fourteen members as regular directors, including the President, Vice President, Secretary, Treasurer, immediate past President and nine additional members elected from the Active Members of the Association. The Immediate Past President of the Barristers shall be an ex-officio member of the Board of Directors. Each regular member of the Board of Directors shall be entitled to one vote; the ex officio member may participate in debate and is not entitled to a vote.

### **Section B. Term of Office-Directors**

1. The term of office of those regular directors elected from among the Active Members shall be limited to two full consecutive three-year terms. This limitation shall not apply to officer/directors who may serve terms as officers past their terms as members of the Board or to anyone serving as the ex-officio member. The immediate past president shall serve for one year. Three directors shall be elected each year. The term of each director shall commence on the first day of January of each year. The term of office of the ex-officio director serving as Immediate Past President of the Barristers shall be concurrent to his or her term of office as Immediate Past President of the Barristers.
2. Failure of an officer or director to attend regularly scheduled Board of Directors meetings more than twice in one year without a justifiable reason shall be grounds for removal from the Board by a majority vote of the Board of Directors.
3. Any officer or director may be removed from his or her position with the Association for conduct which is contrary to the best interests of the San Mateo County Bar Association or which violates the express purposes of the Association as set forth in these Bylaws, or for other good cause as determined by the Board of Directors of this Association. Removal of an officer or director may only be done by a two-thirds vote of all members of the Board.

### **Section C. Powers and Duties**

1. The Board of Directors is empowered to take all actions not inconsistent with these Bylaws, that it deems necessary to direct the management and operation of the Association and to safeguard the Association's funds and other assets.
2. The Board of Directors must authorize all expenditures of funds by the Association.

## **Section D. Meetings**

1. The Board of Directors shall meet regularly at least eight times in each calendar year and shall keep a record of its proceedings. No more than four of such meetings may be conducted by electronic or telephonic means. It shall meet at such times and places as may be ordered by the President.
2. Notice shall be provided to each director at least five days in advance of the meeting.
3. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors at such time and place as the call may designate. No business shall be transacted at any special meeting except the business specified in the call. Notice of any special meeting shall be provided at least two days before the date of such meeting and such notice shall specify the business to be transacted. The President may authorize a special meeting of the Board of Directors to be conducted by conference call, email or other electronic means, provided no individual member of the Board objects after notice.
4. All notices required under this article shall be delivered electronically to those members who provide their email address to the association. Otherwise such notices shall be communicated by telephone, fax or in person.

## **Section E. Quorum**

Seven regular members of the Board of Directors shall constitute a quorum. A smaller number may adjourn any meeting to a subsequent time.

## **Section F. Executive Committee**

1. The Executive Committee will be composed of the President, Vice-President, Secretary, and Treasurer. The Executive Director of the Association shall be a non-voting member of the Executive Committee.
2. The Executive Committee shall exercise such powers and authority in the management of the business of the Association as they deem appropriate, subject to the ratification by a majority vote of the Board of Directors, except that said Committee shall not have the power to adopt, amend or repeal these Bylaws.

## **ARTICLE 6 Officers**

### **Section A. Elected Officers**

The Association will have a President, Vice President, Treasurer and Secretary. Any Active Member of this Association, who also resides or maintains a law office in the County of San Mateo, is eligible to be an officer of this Association.

## **Section B. Term of Office**

The term of office of the Officers shall be for a period of one year commencing on the first day of January each year, and continuing until their successors take office.

## **Section C. President**

1. It shall be the duty of the President to preside at all meetings of the Association, and with the advice of the Board of Directors, to appoint the standing committees provided for in these Bylaws, and such special committees as the President may deem appropriate, or which may be provided for by action of the Board of Directors.
2. The President shall be a member of all standing committees with the power to vote.
3. The President shall have the power to call special meetings of the Association, or the Board of Directors, or any committee.
4. The President may make appointments to committees and to designate alternate delegates to the annual conference of State Bar Delegates and shall have such other powers and perform such other duties including the creation of ad hoc task forces for specific purposes, not inconsistent with the Bylaws of the Association, as are usually possessed or exercised by presiding officers.
5. The President shall be the chair of the Board of Directors.
6. The President or presiding officer shall have the power to appoint a Parliamentarian, to advise the presiding officer at business meetings of the Association on all questions of parliamentary procedure and order, and to advise as to the interpretation of the Bylaws of the Association and the policies adopted by it.

## **Section D. Vice President**

1. It shall be the duty of the Vice President to perform the duties of the President of the Association during his/her absence or inability to act.
2. The Vice President shall succeed the President in case of death or resignation of the President, shall be the President-elect and shall serve as President during the year following his/her term as Vice President.

## **Section E. Treasurer**

1. The Treasurer shall have charge of the funds of the Association and, at the option of the Board of Directors, shall give bond at the expense of the Association with an approved surety for the performance of his/her duties in such amount as may be fixed by the Board of Directors.
2. The Treasurer shall perform *any* other duties as may be assigned by the Association, the Board of Directors, or the President, including the disbursement of all funds of the Association, and the keeping of the accounting records of the Association, which shall be open to the inspection of any member of the Board of Directors.
3. The Treasurer shall be the Vice President-elect and shall serve as Vice President during the year following his/her term as Treasurer.



## **Section F. Secretary**

1. The Secretary shall keep the minutes and records of the Association and Board of Directors and shall perform any other duties as may be assigned by the Association, the Board of Directors, or the President.
2. The Secretary shall serve as the Assistant Treasurer. The Secretary shall be the Treasurer-elect, and shall serve as Treasurer during the year following his/her term as Secretary.

### **ARTICLE 7**

#### **Bar Association Executive Director**

The Bar Association Executive Director shall be hired by and serve at the pleasure of the Board of Directors and shall assist the Officers and the Board as directed.

### **ARTICLE 8**

#### **County Law Library Trustee**

The President of the Association, with the approval of the Board of Directors, may appoint a nominee-representative of the Association to serve on the Board of Trustees of the San Mateo County Law Library for a term of two years or until the installation of a successor and shall report to the Board of Directors upon request. The name of the nominee-representative for the San Mateo County Law Library Board of Trustees shall be submitted annually by the Board of Directors to the San Mateo County Board of Supervisors.

### **ARTICLE 9**

#### **Elections**

#### **Section A. Time**

Except as otherwise provided in these Bylaws, the Association shall hold a regular, annual election to select a Secretary and non-officer directors.

#### **Section B. Nominating Committee**

1. Not later than the July meeting of the Board of Directors of each year, the President shall appoint a Nominating Committee consisting of no fewer than seven Active Members of the Association in good standing, and which shall include at least one member of the Barristers, and the immediate past President of the Board. One member of the Nominating Committee shall be the Vice President of the Association, who shall act as Chair of the Nominating Committee. The rest of the committee members shall not be current Directors. The members of the Nominating Committee shall be composed of persons who have contributed to or have participated actively in the Association's work and who reflect, insofar as possible, the diversity of the Association's membership, including, but not limited to, lawyers of different ages, races, genders, disabilities, ethnic

backgrounds, size of firm and type of practice.

2. The Nominating Committee shall consider proposed nominees for the positions of Secretary and non-officer directors. Notice of the appointment of the Nominating Committee, and the fact that nominations are being considered by the Nominating Committee for submission to the Board, shall be provided to all members of the Bar.

3. The Committee shall submit the list of nominees to the Board of Directors not later than the August meeting of the Board of Directors.

4. The Board shall adopt, amend or reject the report of the Nominating Committee and shall then notify each Active Member of the Association of the slate of nominees. The Board may only amend or reject the report of the Nominating Committee by a majority vote of the entire Board. Such vote may be made in person, or by telephonic or electronic means.

5. The Active Members in good standing may nominate additional candidates for Secretary and non-officer directors, provided that each additional nomination shall be in writing, shall specify the position for which the additional nomination is made, shall be signed by nine (9) members other than the candidate, all of whom are Active Members in good standing at the time of nomination, and shall be filed in the office of the Association not later than noon on the third Tuesday of October. Such written nomination must be accompanied by a "Consent to Candidacy" signed by the nominee.

### **Section C. Voting**

1. When only one person has been nominated for a single position to be filled, that person shall be deemed elected.

2. In any case in which there is more than one person nominated for a single position, voting shall be in accord with the following provisions:

(a) The Secretary shall provide to each Active Member in good standing, no later than the 4<sup>th</sup> Friday in October, an electronic ballot, which shall set forth the names of the nominees for each position, the position for which each has been nominated, and instructions for voting.

(b) No sooner than the 3<sup>rd</sup> Tuesday in November, the President and Secretary, or their designees, shall tally the ballots.

(c) No later than the day following the tallying of the ballots, the Board of Directors shall, by special meeting, which may be conducted telephonically or electronically, at the direction of the President, certify the election results, and declare the nominees who prevail to be deemed elected.

(i) Secretary

In cases of two or more nominees for the office of Secretary, the nominee receiving a majority of the ballots cast shall be deemed elected.

In cases of two or more nominees for the office of Secretary, if none receives a majority of the qualified ballots cast, or in the event of a tie vote, the winner shall be selected by lot, drawn at a special meeting of the Board of Directors.

(ii) Non-Officer Directors

Where the number of nominees for non-officer directors exceeds the number of positions to be filled, those nominees receiving the highest pluralities of the ballot cast shall be deemed elected to the positions according to the margin of the

plurality, from the highest in descending order, until all such positions shall have been filled.

If two or more nominees receive a tie vote for the last open position to be filled, the winner shall be selected by lot, drawn at a special meeting of the Board of Directors.

- (d) The President shall cause a list of the elected officers and board members to be provided to each Active Member in good standing.
- 3. In conducting the election the following rules and procedures are applicable:
  - (a) Should any of the dates set forth in Section A, B, or C, of Article 9 fall on a holiday, said date shall be deemed that of the next judicial day.
  - (b) The candidates for each position shall be listed in alphabetical order on the ballot, without designation of the source of their nomination, with space provided so that the choice of candidate may be designated by the member.
  - (c) The Secretary shall, at the time of transmitting said ballot, cause to be transmitted to each Active Member in good standing, a notice advising the member of the balloting procedure and of the time within which the ballot must be returned.
    - (i) The ballots shall be released in such manner that no member's vote can be identified.
  - (d) The electronic count shall be subject to examination by any member in good standing for a period of 10 days after it has been published. Any challenge to the results shall be president and secretary within five business days. The Board of Directors will certify the results within 5 days.
  - (e) In the event there is more than one candidate for Secretary, or there are more candidates than positions to be filled among non-officer directors, each said candidate may submit a candidate's statement which shall not exceed 500 words which statement must be submitted electronically to the Association no later than noon on the third Friday in October. Said statements so submitted shall be provided to the Active Members in good standing along with the ballots.
  - (f) Should any party, required to act under this Article, fail to act within the time limits designated, the Board of Directors shall be empowered to adjust said time limits in a manner consistent with the general purposes of this Article.

## **ARTICLE 10**

### **Vacancies**

Vacancies in any Office, or in the position of Director, or Law Library Trustee nominee-representative, shall be filled by a majority vote of the Board of Directors then in attendance. An appointee shall hold the appointed position until the end of the term and the installation of his/her successor.

## **ARTICLE 11**

### **Meetings of Members**

#### **Section A. Annual Meeting**

There shall be an annual meeting of the members of the Association at such place in San Mateo County and at such time as shall be fixed by the President. The Association shall give seven days' notice of all meetings described in this article in the manner described in Article 5.

#### **Section B. Regular Meetings**

There may be regular meetings of the members of the Association at such places in San Mateo County and at such times as shall be fixed by the President.

#### **Section C. Special Meetings**

The Association shall hold special meetings of members upon the call of the President or the Board of Directors and at such place in San Mateo County and at such time as shall be fixed in the call. The President shall promptly call a special meeting upon written request therefore signed by no less than forty Active Members. No business shall be transacted at any such special meeting except that specified in the call and notice thereof to the Active Members.

#### **Section D. Presiding Officer**

At all meetings of the Association, the President, or in his/her absence, the Vice President, Treasurer or Secretary, in that order, shall preside.

#### **Section E. Quorum**

1. Thirty Active Members shall constitute a quorum for the conduct of business at a regular meeting of the Association.
2. Forty Active Members shall constitute a quorum for the conduct of business at a special meeting of the Association.

#### **Section F. Adjournment**

Any meeting of the Association may be adjourned to a future date by a vote of a majority present irrespective of the presence of a quorum.

#### **Section G. Rules of Order**

Except as otherwise provided by the Bylaws, the meetings of the Association shall be conducted in accordance with the latest version of Robert's "*Rules of Order*".

At all meetings of the Association the order of business shall be as prescribed by the Presiding Officer.

**ARTICLE 12**  
**Political Activity: Provisions for Membership Ballot on Special Questions**

**Section A. Partisan Politics Prohibited**

This Association shall not take part in any partisan political activity nor recommend any person for any political office, other than a judicial office. No member of the Association shall authorize the use of his/her status as an officer or director of the Association to be used in connection with any political activity.

**Section B. No Endorsement of Judges without a Plebiscite**

With the exception of the activities of the Association's standing Judicial Evaluation Committee and its communications to the Office of the Governor of the State of California regarding judicial appointments, when acting on behalf of the Association as provided herein, the Board of Directors shall not take any position with respect to, or make any public announcement concerning the election, or removal of a judge without first submitting to the Active Members, by ballot, the question of whether the Association should support, oppose, or take no position with respect to such election or removal.

**Section C. Plebiscite Procedure for Judicial Elections**

1. The Association shall conduct a plebiscite to obtain the opinions of the Active Members concerning any individual who is a candidate in a contested judicial election in the County of San Mateo.
2. Candidates for an election shall be those persons who have duly qualified as such with the County Clerk or other election official.
3. As early as practicable, the Association shall prepare an electronic ballot listing the candidates, and in the event an incumbent is running for a position in question, said incumbent shall be listed first and designated "incumbent;" all other candidates shall be listed in alphabetical order. In the event there is no incumbent, all candidates shall be listed in alphabetical order. Each Active Member of the Association shall be provided instructions on the correct and timely procedure of completing and casting the ballot, and, if provided by any particular candidate, a candidate's statement regarding said candidate. The balloting procedure shall be in accordance with that set forth in Article 9, Section C, Subsection 3(c) and (d) of these Bylaws.
4. Upon the day following the latest date upon which said ballot can be received at the office of the Association, the ballots shall be counted by the President and Secretary of the Association, or their designees.
5. The results of the vote shall be duly certified at the next regular or special meeting of the Board of Directors, and released to the members and to the press without comment as to any endorsement. The information released shall include the number of ballots distributed, the number of ballots cast, and the numerical tally.

## **Section D. Special Questions**

The Board of Directors may, by a majority vote of all Directors, submit to the members by a special membership ballot, in accordance with the provisions of this Article, propositions which concern the following matters:

1. Proposed changes of substantive or procedural law;
2. Matters involving the rule of law or professional ethics;
3. Matters which affect the public confidence in the judiciary and the Bar;
4. Matters which affect the public interest in the administration of justice;
5. Matters affecting business of the Association.

## **Section E. Procedure**

Any such issue shall first be presented to the Board of Directors by a member of the Association in good standing. The Board, by a majority vote, shall then determine the following:

1. Whether said issue falls within the limits established under Section D, above; and,
2. If said issue is of sufficient significance to be presented to the membership.
3. If the Board finds in the affirmative on both subsections 1 and 2 above, the matter shall be submitted to the general membership by plebiscite for vote in accordance with the provisions of Paragraph F of Article 12 herein-below.

## **Section F. Manner of Voting**

Where it is provided under these Bylaws that the membership is entitled to vote on a special question, the vote shall be conducted in the following manner.

1. The Board of Directors shall make reasonable provision to prescribe, fix, and determine the form of the question, matter or proposition to be referred to the Association, and the time within which said vote shall be cast.
2. The proponents and opponents of the particular question, matter or proposition, may prepare statements in support of their respective positions to accompany the ballot. In the event more than one argument is submitted by advocates of a particular side of a question, an attempt will be made, under the direction of the President, time permitting, to seek a consensus statement from the various proposers of arguments. If a consensus cannot be reached the President may prepare a statement which, in the President's judgment, most fairly and clearly states the position of the side for which the argument is advanced. The statements in question shall not exceed that which can be typed single spaced, on one side of an 8-1/2" by 11" sheet of paper, per each question, matter or proposition on a single ballot. By majority vote of the Board, longer statements may be permitted.
3. Each Active Member of the Association shall be furnished a ballot, instructions on the correct and timely procedure of completing and casting the ballot, and statements for or against the question, matter or proposition, if such statements have been furnished. The

balloting procedure shall be in accordance with that set forth in Article 9, Section C, Subsection 3 (b), (c) and (d) of these Bylaws.

4. Upon the day following the latest day upon which said ballot may be received at the Association Offices, the ballots shall be counted by the President and the Secretary, or their designees.
5. The results of the vote shall be duly certified at the next regular or special meeting of the Board of Directors, and released to the members and the public.
6. The question, matter or proposition which was the subject of the vote shall be determined by a majority vote of the members who properly cast their ballots. The public announcement of the result of the vote shall include information as to the number of ballots cast, and the numerical tally.
7. If the Board of Directors, by a vote of not less than two-thirds (2/3) of all members, determines that an issue falls within the limits established under subparagraphs 1 or 2 of subsection D, above, but, further determines that the delay occasioned by submission of the question to the Active Members would impair the effectiveness of any action to be taken by the Association, the Board of Directors may take and publicly announce a position on such matter; provided, further, that the public announcement shall clearly state that the position taken is that of the Board of Directors of the Association and shall state the number of Directors voting in support of, in opposition to, and taking no position with respect to, the question submitted.

## **ARTICLE 13**

### **Committees, Sections and Affiliated Organizations**

#### **Section A. General Rules of Standing Committees**

1. The Association shall have standing committees established by resolution of the Board of Directors.
2. Subject to the approval of the Board of Directors, the President-Elect shall by the end of December preceding the year of his/her term designate the chair of each committee, appoint the members of the committee, one member of which may be a member of the Board of Directors.
3. These committees shall be charged with such powers and duties as may be provided in the enabling resolution of the Board of Directors or these Bylaws. Such committees shall continue in existence, unless modified, consolidated, or dissolved by the Board of Directors.
4. The chair shall continue in service until a successor is appointed.
5. Each standing committee shall submit, at the specific request of the Board, annual reports no later than November 1 of each year, which shall include an evaluation of the committee's accomplishments during the year, and the plans and priorities for the coming year.
6. There shall be a member of the Board of Directors who acts as a liaison with each committee. That member is entitled to but not required to be a regular member of such committee.

## **Section B. Standing Committees**

### **1. Awards**

1. The Awards Committee may include more than one officer or a member of the Board of Directors, and may be composed entirely of officers and members of the Board of Directors, in the discretion of the President
2. The Awards Committee shall be charged with making recommendations for the award of The James M. Dennis Memorial Award and The William Nagle, Jr. Memorial Award. The James M. Dennis Memorial Award shall honor a member or members of the San Mateo County Bar Association for contributions to the profession and to the community at large. The William Nagle, Jr. Memorial Award shall honor a member or members of the San Mateo County Bar Association for service to the San Mateo County Bar Association.
3. The Committee shall make a recommendation for the award of either or both of these awards each year, but each award need not be given each year. The Committee shall make its recommendations to the Board of Directors within a sufficient amount of time prior to the annual Installation to allow the Board to act on its recommendations.

### **2. Bench and Bar**

The purpose of the Bench and Bar Committee is to promote efficient, speedy, and fair legal procedures and to this end to recommend changes in procedural statutes, legal forms, and legal practices and to recommend the number of courts and court rooms required in San Mateo County. A collateral purpose of the committee is to promote harmonious relations with the judiciary. The President shall have the discretion whether to constitute this committee as a standing committee meeting regularly.

### **3. Client Relations Committee**

The purpose of the Client Relations Committee is (1) to make recommendations as to the reasonableness of fees in disputes between attorney and client, and (2) to oversee disputes between attorneys and clients in accordance with the Mandatory Fee Arbitration rules. The aforesaid duties will be carried out in accordance with rules and regulations established by the Board of Directors as amended from time to time.

### **4. Committee for Professional Equality**

The purpose of this committee is to increase awareness and educate members of the legal profession about issues of bias; to promote and monitor professional equality in San Mateo courts, and to provide a confidential forum for both lawyers and judges to address these issues. The committee of five members shall include one San Mateo County retired judge and at least one woman member of the San Mateo County Bar Association. The members shall sit for three years on rotating terms.



## **5. Community Affairs**

The purposes of the Community Affairs Committee are to present to the general public the significance of the rule of law, to inform the general public of the activities of the Bar, and to encourage public confidence in the judiciary and the Bar, together with maintaining a liaison with other non-governmental organizations as may seem appropriate. The Community Affairs Committee shall also be responsible for the organization and conduct of appropriate activities in commemoration of Law Day and to maintain a Speakers Bureau for speakers to address service clubs, business, labor and professional groups, and other organizations and schools on subjects relating to the law and administration of justice.

## **6. Conference of California Bar Associations**

The CCBA Committee shall be composed of those individuals selected to represent the Association at the annual meeting of the Conference. The Committee is charged with inquiring of other Association committees and sections for ideas for the State Bar's legislative program, drafting the appropriate resolutions, and carrying the resolutions before the Conference. It should also seek cooperation and support from San Mateo County's state and local legislators or legislative programs backed by the Association.

## **7. Diversity Committee**

The purpose of the Diversity Committee is to encourage and promote equality and diversity in our Bench and Bar for all under-represented attorneys, as well as in education and access to other opportunities in the greater society. Their goals include recruiting members from and providing services to communities not presently reflected in our membership and not currently seeking our services. The Committee also works with local public schools, colleges, and law schools to encourage a diverse base of students to become attorneys who will ultimately practice in San Mateo County.

## **8. Finance Committee**

- a.) The finance committee is an advisory committee to the Board on all finance matters and particularly the preparation of the annual budget. It is expected to work with staff and make a recommendation to the board at least 60 days in advance of each fiscal year about the budget for the upcoming fiscal year.
- b.) As an exception to the general rule set forth in Article 13, Section A above:
  - i. The chair of the Finance Committee shall be the Treasurer.
  - ii. All members of the Board of Directors may but are not required to join the Finance Committee.
  - iii. The President may select additional members of the Finance Committee.

The existence of the Finance Committee does not restrict the authority of the Board of Directors to establish other committees that may also address financial matters including but not limited to the handling of certain investments

**9. Funky Credit Day Committee**

The purpose of the FCD Committee is to cooperate with the State Bar of California in its continuing education program, and to arrange for the annual presentation of course and panel discussions of current interest to San Mateo County lawyers.

**10. Judicial Evaluation Committee**

The purpose of the Committee shall be to, at the request of the appointing authority, evaluate the qualifications of all candidates seeking appointment to the office of Judge of the San Mateo Superior Court; to the office of Justice of the First District Court of Appeal of the State of California; and to the office of the Justice of the Supreme Court of the State of California.

All phases of the Committee's activity are absolutely confidential and shall not be disclosed to anyone other than another Committee member or an authorized representative of the Governor's office. Communications between the Committee and any authorized representative of the Governor's office shall be absolutely privileged and confidential, and shall not be discoverable in any judicial or administrative proceeding.

The Committee shall operate in a manner consistent with these Bylaws and within the Judicial Evaluation Committee Operating Rules, as approved by the Board of Directors.

**11. Lawyer Referral Service**

The purposes of this Committee are to monitor the policies and procedures which govern the operation of the Association's Lawyer Referral Service Program; to recommend to the Board of Directors necessary or desirable changes; to maintain and promote the public service aspects of the Program; and to maintain an effective liaison with the Legal Aid Society of San Mateo County so as to insure that every person who needs an attorney may readily obtain one.

**12. Law Library**

The purpose of this Committee is to review the needs of the San Mateo County Law Library and the needs of the members of the Bar; recommend to the library staff and the library board of trustees those changes which may best satisfy those needs; act as a resource to all library users to ensure that the library fulfills its responsibilities to the community.

**13. Legal Clinic Committee**

The purpose of the Legal Clinic Committee is to continue the work of several leaders in the San Mateo County Bar Association who started volunteering legal clinic services to Shelter Network in 2008. The Committee has been established to institutionalize and coordinate the legal clinics to allow for continued and expanded legal services to the residents of Shelter Network and Safe Harbor. The committee is also focused on expanding the pool of attorneys to volunteer at the legal clinics.

**14. Medical Legal Committee**

The purpose of the Medical Legal Committee is to promote cooperation and understanding among the physicians, attorneys, and citizens of San Mateo County; and when requested, to attempt to resolve disputes between members of the Association and members of the San Mateo County Medical Society.

**15. Membership**

The purposes of the Membership Committee are to encourage membership in the Association by all eligible persons; to assist new members in familiarizing themselves with legal procedures in San Mateo County; and to review and recommend to the Board of Directors the addition or deletion of benefits offered to members of the Association.

**16. Nominating Committee**

The purpose of the Nominating Committee is to discharge those duties described in Article 9, Section B(1), (2) and (5).

**17. Operations Committee**

At the discretion of the President and on an *ad hoc* basis, the Operations Committee discusses, investigates, analyzes and ultimately makes recommendations to the San Mateo County Bar Association's Board of Directors on matters affecting the operations of the San Mateo County Bar Association, including policies and bylaws affecting governance-related issues. The Committee also works to improve communications between the Bar Association, our membership and the community as a whole.

**18. Personnel**

The Personnel Committee shall oversee the personnel functions of the Association, and shall make recommendations, when requested by the Board of Directors, concerning the hiring, evaluation, compensation, benefits, or termination of Association employees, and other functions as the Board so directs. The President

shall have the discretion whether to constitute this committee or whether to assign its functions on an ad hoc basis.

## **19. Private Defender**

The purpose of the Private Defender Committee is to insure the efficient and just operation of the Association's Private Defender Program relating to the representation of indigents accused of crime and the representation of others as may be entitled to the services of the Association.

- (a) The Committee shall have responsibility for advising the Chief Defender of the Private Defender Program, as to the operations of the Program and expending funds in accordance with policies of the Board of Directors.
- (b) The Committee shall make recommendations to the Board of Directors as to the initiation of programs and policies and relating to the appropriation of funds allowed to the program
- (c) If the Committee determines a suitable candidate exists, it may select a recipient of the annual Dennis L. Woodman Memorial Award, honoring a member of the Private Defender panel.
- (d) From time to time as required by the Board of Directors, the Committee shall report with respect to the operation of the program and with regard to the expenditure of funds.
- (e) All members of the Committee and all Administrative personnel attached to the program will work together in order to assure high standards of excellence in all aspects of this endeavor.
- (f) The Committee shall consist of ten regular members and a chairperson all of whom shall be Active Members of the Private Defender panel, and five of whom shall have at least five years panel participation, and have experience handling serious felony cases. Regular members shall serve a term of two years, and may not serve successive terms. Appointment of committee members shall be staggered, so that approximately one-half (1/2) of the committee shall consist of new members. The chairperson shall serve a term of one year, but may serve successive terms.
- (g) A member of the Board of Directors shall be appointed, and the immediate past chairperson of the committee may be appointed as special members of the committee. Special members shall serve a term of one year.
- (h) Notwithstanding anything in this Article to the contrary, the Private Defender Committee shall be a permanent committee and shall be dissolved only upon amendment to these Bylaws.

## **20. Publications**

The Publications Committee shall oversee and direct the production of The Docket, Here-Say, Member Directory and/or such other publications of the Association as may be directed by the Board.

## **Section B. Special Committees**

Special committees shall be created by the President of the Association or by resolution of the Board of Directors, which resolution shall define the powers and duties of such committees. The purpose of such committees shall be to investigate and study matters pertaining to specific purposes, business and objects of the Association of an immediate or non-reoccurring character. The life of any special committee shall cease at the end of the next annual meeting following its creation unless continued by action of the Board of Directors.

## **Section C. Sections**

1. The Association shall have sections to be known by the names and to have the functions as herein set forth.
2. Sections may be altered, dissolved, or added by the Board of Directors whenever deemed necessary or advisable.
3. The sections shall relate to particular fields of procedural or substantive law, and be open to all members of the Association who elect to join said section.
4. Subject to the approval of the Board of Directors, the executive committee of a section may establish annual section membership dues and other fees, in addition to any administrative fees set by the Board of Directors. Such dues and fees shall be fixed at amounts adequate to pay for the expenses incurred by the section in serving its membership.

## **Section D. Affiliated Organizations**

1. The Association may recognize affiliated organizations as herein set forth. The Association may recognize additional affiliated organizations by resolution of the Board of Directors whenever deemed necessary or advisable.
2. Each affiliated organization shall select officers pursuant to its Bylaws.
3. Each affiliated organization may establish annual dues and may establish registration fees for particular programs sponsored by the affiliated organization. Such dues and fees shall be deposited in the general fund of the Association, and disbursed in the regular course of business by those authorized to disburse Association funds upon proper request as defined by the Bylaws of the affiliated organization which shall have collected the funds.
4. Each affiliated organization shall comply with the provisions of Article 12, Section A of these Bylaws.

## **ARTICLE 14 Gender of Words**

The words used in these Bylaws in the masculine gender include the feminine and words used in the feminine gender include the masculine.

## **ARTICLE 15**

## **Amendments**

### **Section A. Proposals for Amendments**

1. Proposals for amendments to the Bylaws may be submitted to the Board of Directors by any member of the Board of Directors or by a petition signed by ten of the Active Members of the Association in good standing.
2. The Board of Directors shall determine whether the proposed amendment shall be voted upon at the next regular meeting of the Association or by vote via electronic or postal mail of the Active Members of the Association in good standing prior to such next regular meeting, pursuant to the provisions of B (2) of this Article 15.
3. The Board shall submit to the members the text of such proposed By-Law amendment at least seven days prior to the date of the next regular meeting or the date upon which the vote of the membership is to occur.

### **Section B. Votes on Amendments**

The Bylaws may be amended in either of the following ways:

1. By a two-thirds (2/3) vote of the Active Members in good standing present at any regular meeting; or
2. By a majority vote of the Active Members in good standing, provided the vote is conducted by written or electronic ballot, with a copy of the proposed changes available for review. A majority, as used in this Article, shall consist of the majority of the ballots counted. In order for ballots to be counted, they must conform to the balloting instructions accompanying the ballot. The voting procedure shall generally conform to that set forth in Article 9, Section C, Subsection 3(c) and (d) of these Bylaws.

## **ARTICLE 16 Conflicts of Interest**

### **Section A. Conflicts of Interest**

1. Except with disclosure of the conflict to, and consent of the SMCBA, a director, officer, or employee may not act in carrying out his or her Association responsibilities if s/he may be affected by a conflict of interest. A potential conflict of interest may arise when a personal, business, financial, or, in the case of a lawyer, client interest may affect the objectivity of one's actions on behalf of the Association.
  - a. A personal interest may include an association with a law firm or non-profit agency. A business interest may arise when the director, officer, or employee is an employee or consultant to, or has another business arrangement with, another public or private organization. A significant financial interest includes an ownership interest in the securities of a public or private organization. An organization in which a director or officer has a personal, business, or financial interest is referred to in this Policy as an "Entity."

- b. A business or financial interest of the spouse or any family member who lives in the individual director's, officer's, or employee's household is attributed to the individual.
- c. A business or financial interest of a co-worker, associate, or employee, or a more remote relative of an individual director, officer, or employee, is not automatically attributed to the individual. However, as a matter of good practice, when the individual is aware of such a business or financial relationship that conflicts, or may conflict, with the interests of the Association, the individual should disclose it to, and obtain the consent of, the Board of Directors to avoid the potential for embarrassment.
- d. Situations in which a conflict of interest may arise include, but are not limited to, those where the individual:
  - i. Approves or recommends the purchase of services, equipment, materials, or other items for the SMCBA from an Entity.
  - ii. Negotiates or influences the negotiation of contracts between the Association and the Entity.
  - iii. Uses his or her position or activities on behalf of the Association to further the interests of a client or other person or Entity.
  - iv. Supports a position (by speaking or voting for the position) that the individual knows would benefit a client without disclosing such fact to the Association (but not necessarily the name of the client).

## **Section B. Procedure in the Case of a Conflict**

1. If an officer or director discloses the existence of said conflict and determines that the officer or director is in a conflict situation, the individual should recuse him/herself from participating in the discussion or vote on the matter on which the individual has a conflict.
2. If an officer fails to recuse him/herself, a majority of the voting members of the Executive Committee may recuse the officer from participating or voting, or both on the matter deemed a conflict
3. If an officer or director fails to recuse him/herself, a majority of the members of the Board of Directors present after a quorum has been established may recuse the officer or director from participating or voting, or both on the matter deemed a conflict.
4. When the President recuses him/herself or is recused by the Executive Committee or the Board of Directors, the Vice President shall preside over the discussion or vote, or both on the matter deemed a conflict. When the Vice President recuses him/herself or is recused by the Executive Committee or the Board of Directors,

the treasurer shall act in place of the Vice President. When the Treasurer recuses him/herself or is recused by the Executive Committee or the Board of Directors, the Secretary shall act in place of the Treasurer. When the Secretary recuses him/herself or is recused by the Executive Committee or the Board of Directors, the Treasurer shall act in place of the Secretary.

5. The Executive Director shall monitor and enforce this policy with the Association's employees.

## **ARTICLE 17**

### **Suspension of Bylaws**

These Bylaws may be suspended by an affirmative vote on the question by ten members of the Board of Directors.