AMENDED AND RESTATED BYLAWS-

OF

SAN DIEGO COUNTY BAR ASSOCIATION
a California nonprofit mutual benefit corporation

Adopted November 13, 2014

SAN DIEGO COUNTY BAR ASSOCIATION

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ARTICLE I
NAME, MISSION STATEMENT AND GOALS

The name of this corporation shall be:

San Diego County Bar Association

The mission of the San Diego County Bar Association ("Association") is to be the representative of the San Diego County legal profession, serving the public and the profession by enhancing the legal system and promoting justice, professional excellence and respect for the law.

GOALS

The goals of the Association are:

1. serve the needs of our members;
2. support and improve the justice system;
3. provide leadership on major issues affecting the profession and the community;
4. raise and maintain the professional and ethical standards of conduct of the bar;
5. promote a better understanding and improved perception of the justice system and the legal profession by the public;
6. preserve the independence of the legal profession and the judiciary;
7. promote meaningful access to justice for all persons regardless of their economic or social conditions;
8. promote diversity within the legal profession;
9. promote responsibility for public service by the profession; and
10. build and maintain a strong financial and organizational infrastructure to carry out the goals of the Association.

ARTICLE II
PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association is located at 401 West A Street, Suite 1100 San Diego, California. The Board of Directors of the Association ("Board") may at any time change the location of the principal office from one location to another in the County of San Diego.

ARTICLE III
MEMBERS

Section 1. MEMBERS.

The Association offers the following categories of membership: California Attorney Members, Legal Community Members, Law Student Members, Honorary Members and Affiliate Members.

Section 2. **CALIFORNIA ATTORNEY MEMBERS.**

Any person who is an active member of the State Bar of California may apply to be a California Attorney Member of the Association. This includes law school faculty with active member status with the State Bar of California.

California Attorney Members are entitled to vote and/or run for the SDCBA's Board of Directors. California Attorney Members may also run for or be appointed to the position of a section, committee, or division chair or hold other leadership positions within the Association.

Section 3. **LEGAL COMMUNITY MEMBERS.**

The following individuals may apply to be a legal community member of the Association:

1. Any person who has inactive status with the State Bar of California;

2. Any attorney licensed to practice law in a jurisdiction outside the state of California;

3. Any member of a law school's full time faculty or administration who is not licensed to practice law in California, or is licensed in a jurisdiction outside the state of California;

4. Any law school graduate from an ABA or California State Bar approved law school who has not become a member of any bar nor is admitted to practice law in any jurisdiction for a period of two calendar years after date of graduation; or

5. Other individuals and professionals who are integrally involved in the legal community as a paralegal, legal assistant, law firm administrator, legal secretary, court manager or other court staff. Legal Community members are not eligible to vote and/or run for the SDCBA's Board of Directors.

6. Any law student attending any law school other than an ABA or California State Bar approved law school in San Diego County.

Legal Community members are not eligible to vote and/or run for the SDCBA's Board of Directors.

Section 4. **LAW STUDENT MEMBERS.**

The following individuals may apply to be law student members of the Associations:

1. Any person who is enrolled in an ABA or California State Bar approved law school as a candidate for a juris doctor degree at a San Diego County law school.

2. Once a law student receives a J.D., he/she will qualify for other categories of membership.

3. Law Student members are not eligible to vote and/or run for the SDCBA's Board of Directors.

Section 5. **HONORARY MEMBERS.**

The following individuals may apply to be honorary members of the Association:

1. Active judges, judges sitting by assignment to state and federal courts, state court commissioners, federal magistrate judges, federal administrative law judges or other persons who serve in a judicial capacity as an administrative law judge within the County of San Diego and who do not engage in the private practice of law, dispute resolution or other legal industry profession may apply to be an honorary member. Attorneys who sit as pro tem judges or settlement officers are not eligible to apply for honorary member status.

2. Elected city, county, state or federal officials of any jurisdiction encompassing or within San Diego County (e.g. a member of a city council, mayor, state assembly, state senate or county board of supervisors) during their term of office.

3. By vote of the Board, any person who has rendered distinguished service to the legal profession, to the state of California or the United States may become an honorary member.

Honorary members are not eligible to vote and/or run for the SDCBA's Board of Directors.

Section 6. AFFILIATE MEMBERS.

Any other person who is not admitted to practice law in California or another jurisdiction and does not qualify for membership under the above categories may apply to be an Affiliate member. Affiliate members are typically individuals associated with firms or businesses that provide services to the legal community. Affiliate members are not eligible to vote and/or run for the SDCBA's Board of Directors.

Section 7. MEMBERSHIP PARTICIPATION.

All categories of members may participate in SDCBA Sections, Committees and Divisions, pursuant to the requirements of those Sections, Committees and Divisions. However, not all members may hold the position of chair or other leadership positions in sections, committees and divisions as set by policy of the Board then in existence.

Section 8. MEMBERSHIP DUES AND BENEFITS.

The Board of Directors shall determine the membership benefits for each membership category. Some membership categories may be divided into subcategories for purposes of setting and collecting dues. The Board of Directors shall determine the annual dues for each membership category or subcategory.

Section 9. APPLICATION FOR MEMBERSHIP.

All applications for membership shall be referred to the Executive Director who shall verify that the applicant is qualified for the category of membership for which he or she applies. Qualified applicants for California Attorney Membership, who pay the requisite dues, shall automatically become members. With respect to all other membership categories, the Association reserves the right to consider each application on a case by case basis. The Association may accept or reject these applications for any reason not prohibited by law.

Section 10. **RIGHTS AND OBLIGATIONS.**

Membership in the Association shall not render a member personally liable for the debts, liabilities or obligations of the Association. In the event of dissolution of the Association, all assets remaining after payment of obligations shall be transferred to a non-profit public benefit or mutual benefit corporation dedicated to like purposes. The Association shall not make a distribution to any member.

Section 11. **TERMINATION OF MEMBERSHIP.**

(a) Membership will terminate upon the occurrence of any of the following events: (i) resignation of the member; (ii) expiration of the member's term of membership, unless the membership is renewed on the renewal terms fixed by the Board; and (iii) the member's failure to pay dues, fees, or assessments as set by the Board.

(b) A member may be expelled or membership may be suspended pursuant to the procedures of Code Section 7341 (set forth below) upon the occurrence of any of the following events, as reasonably determined by the Board in good faith: (i) the occurrence of any event that renders the member ineligible for membership, or the member's failure to satisfy membership qualifications; (ii) violation of these Bylaws or rules or policies of the Association; (iii) engaging in unethical or offensive conduct;(iv) engaging in conduct that is detrimental to the legal profession or the Association, or that is inconsistent with the stated mission and goals of the Association; and (v)engaging in conduct that is unbecoming of a member or for conduct prejudicial to the interests of this corporation or of the legal profession". The following procedures shall apply to any expulsion or suspension of a member pursuant to this Section 11(b):

(i) Not less than 15 days prior to the effective date of expulsion or suspension, the Association shall notify the member of the expulsion or suspension and the reason(s) therefor. Such notice may be given by any method reasonably calculated to provide actual notice.

(ii) Not less than 5 days prior to the effective date of expulsion or suspension, the member shall have the opportunity to be heard, orally or in writing, by a person or body authorized by the Board to decide that the proposed expulsion or termination not take place.

Section 12. **TRANSFER OF MEMBERSHIP.**

Membership in the Association shall be non-transferable.

Section 13. **MEMBERSHIP FEES AND GOOD STANDING.**

Each member must pay (unless otherwise stated) within the time and on the conditions set by the Board the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and policies of the Board and who are not suspended shall be members in good standing.

Section 14. **MEETINGS.**

The annual regular meeting of the members of the Association shall be held at the principal office of the Association on the first Friday of December of each year, unless a different date, time or place is designated by the Board. Special meetings of the members may be called by the Board or the

President. In addition, special meetings of members for any lawful purpose may be called by five percent or more of the Active Members. Upon request in writing to the Association addressed to the attention of the President, President-Elect, any Vice President or the Secretary by any person (other than the Board) entitled to call a special meeting of the members, the officer forthwith shall cause notice to be given to the members that a meeting will be held at a time fixed by the Board not less than 35 or more than 90 days after receipt of the request.

Whenever members are required or permitted to take any action at a regular or special meeting, notice of the meeting shall be given to each member entitled to vote not less than 20 days, but no more than 90 days, before the date of the meeting. The notice shall state the place, date and time of the meeting. The notice shall include the description of the general nature of the business to be transacted and of those matters which the Board intends to present for actions by the members. No business, except for that noticed, may be transacted at a special meeting. A quorum for a meeting of the members shall be 50 members.

Section 15. VOTING.

Voting need not be by ballot, except when demanded by an active member prior to the commencement of voting. Each active member at a meeting of members shall be entitled to one vote on each matter submitted to a vote. There shall be no cumulative voting.

Section 16. Section 16. CHAIR OF MEETING.

The President shall preside as Chair. If the President shall be absent, fail or be unable to preside, the President-Elect, the Vice Presidents in alphabetical order, the Secretary, or the Treasurer, shall preside as Chair, in that order. In the absence of the Secretary, the Chair of the meeting shall designate a Secretary for such meeting, who shall take minutes of the proceedings.

The Chair of the meeting shall prescribe the rules of the meeting. The Chair shall have the right and power to adjourn any meeting at any time, without a vote of the members, if the Chair shall determine such action to be in the best interests of the Association and its members.

Section 17. PAPER BALLOTS AND ONLINE BALLOTS.

Any action which may be taken at any regular or special meeting of the members may be taken without a meeting by distribution of a paper ballot or online ballot to every member entitled to vote on the matter. Such paper ballot or online ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and may provide a reasonable time within which to return the ballot to the Association. The annual election of five directors by the members (Article IV, Section 3) shall be by paper ballot or online ballot rather than as part of the annual regular meeting. The paper ballot or online ballot pursuant to this Section shall be valid only when the number of votes cast within the time period specified equals or exceeds the number established as the quorum for a meeting of the members. Paper ballots or online ballots may not be revoked.

All solicitations of votes by paper ballots or online ballots shall (1) indicate the number of responses needed to meet the quorum requirement, (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted.

In every action or election conducted by way of an online ballot, the members may elect to cast their vote by way of a paper ballot. In every action or election conducted by way of an online ballot, unless

a member affirmatively elects to vote by way of a paper ballot, the member shall only have the option of voting online.

Section 18. RECORD DATE FOR MEETINGS AND PAPER BALLOTS AND ONLINE BALLOTS.

The Board may fix the record date for the purpose of determining the members entitled, in connection with any regular or special meeting of members or paper ballot or online ballot, to receive notice or to vote or exercise any right of membership in respect to any lawful action, such record date to be not more than 60 nor less than ten days before the date of the meeting or the day on which the paper ballot is to be mailed or access to the online ballot is provided. If no record date is fixed, the record date shall be 30 days in advance of the meeting, or in the case of action by paper ballot without a meeting, the day on which the first paper ballot is mailed, or in the case of action by online ballot, the day on which access to the online ballot is provided.

Section 19. MEMBERSHIP RECORDS.

The Association shall maintain a current record containing the names, addresses and voting rights of the members of the Association. Changes in membership shall be recorded, together with the date on which the membership changed. The membership records shall be available for inspection and copying only by the officers, directors and (for a purpose reasonably related to his or her interest as a member) members of the Association and such other persons as the Board may from time to time authorize, and no other persons. Such inspection and copying may occur at reasonable times, upon five business days prior written demand upon the Association, which demand shall state the purpose for which the inspection rights are requested; or the membership records may be made available as otherwise provided by law or as reasonably determined by the Board. However, the membership record is a corporate asset and, without the consent of the Board, may not be used by any person for any purpose unrelated to a member's interest as a member.

Section 20. ANNUAL REPORT.

An annual report shall be prepared after the Board of Directors accepts the audited financial statements for the previous year, and information about the Association shall be made available to requesting members, pursuant to the requirements of the California Corporations Code (the “Code”).

ARTICLE IV
BOARD OF DIRECTORS

Section 1. NUMBER OF DIRECTORS.

The authorized number of directors shall not be more than nineteen.

Section 2. COMPOSITION OF DIRECTORS.

One director shall be the President of the Association; one director shall be President-Elect and one director shall be the Immediate Past President. One director shall be a California Attorney Member of the Association having his or her principal office in the South County Division; one director shall be a California Attorney Member of the Association having his or her principal office in the East County Division; and one director shall be a California Attorney Member of the Association having his or her principal office in the North County Division, or in the event a director does not have his or her principal office within the South County, North County, or East County Division, the director shall be a California Attorney Member who has served as President of the respective Division’s regional Bar Association Board within the last two years. One director shall be the chair of the Forum for

Emerging Lawyers who shall serve for a one year term. The remaining twelve directors shall be nominated and elected from the California Attorney Membership of the Association. If the President-Elect is elected from the Third Year Class, he or she shall be a nineteenth board member during his or her year as President-Elect. If the President-Elect is elected from the Second Year Class, he or she shall be the eighteenth board member during his or her year as President-Elect.

Section 3. ELECTION OF DIRECTORS.

Fifteen Directors shall be elected by paper ballot or online ballot (Article III, Sections 16 and 17) to serve for a term of three years. By paper ballot or online ballot (Article III, Sections 16 and 17) and not at the annual regular meeting of members, there shall be five directors elected each year to serve three year terms. Of these five, four shall be elected from the members at large and one shall be elected from one of the three judicial divisions described in Section 2 of this Article. The designation of the judicial divisions appearing on the paper ballot or online ballot shall depend upon the termination of the term of office of the director previously elected from that division so that the Board shall always include a representative from each of the three judicial divisions and twelve members at large. Each year, the chair of the Forum for Emerging Lawyers will serve on the Board for one year.

Nominations for the five directors elected by the members in a year may be made by filing a candidate nomination form with the Secretary after April 30 but not later than August 1 of such year. If by the close of business on August 1st there are fewer than four at-large candidates or no regional candidates, the President or Chair of the Leadership Outreach Committee shall extend the deadline for the respective vacancy for thirty days. The candidate nomination form shall include the nominee's declaration of candidacy, the nominee's confirmation of his or her California Attorney Membership in good standing in the Association for at least thirty-six of the last forty-eight months at the time of nomination, and any additional information requested. If, between the date of nomination and the date of election a nominee shall cease to be eligible, his or her name may be stricken from the ballot by action of the Board.

A paper ballot shall be mailed, or access to an online ballot shall be provided, to each California Attorney Member on or before October 15, setting forth the names of the nominees. The Board shall also disseminate a statement of qualifications prepared by each nominee. Each voting member may mark a paper ballot or online ballot, and may cast a vote for one nominee for the judicial division position and may cast votes for the nominees for the at-large position in a number not to exceed the number of at-large positions. Only those paper ballots or online ballots which are received by the Secretary by 5:00 p.m. on the second Friday of November, and containing votes cast for no more nominees than there are vacancies to be filled shall be counted. Voting members may not write-in or submit a vote for any person not named as a confirmed and eligible candidate. The President shall name a committee of not less than three directors to serve on the elections subcommittee. The elections subcommittee shall review the election process each year and shall canvass the ballots and report the results to the Board and membership.

All California Attorney Members of the Association shall be eligible to vote on all elected positions of the Board to be filled (except those filled by the Board pursuant to Section 6 hereof) and the nominees receiving the highest number of votes for the vacancy to be filled shall be elected. In the election at large, those nominees equal in number to the positions to be filled, who receive the greatest number of votes shall be elected.

In the case of a tie vote, the winner shall be determined forthwith in this manner: the outgoing President of the Association shall, if possible, promptly notify the tied candidates to meet with him or her, or to designate proxies to meet with said President at a time and place he or she shall specify,

and he or she shall break the tie by lot or coin-toss in the presence of the candidates or proxies. Should the outgoing President, in his or her sole discretion, deem it impossible so to notify the tied candidates, he or she may in the same manner break the tie in the presence of any two directors. Should the outgoing President not be present at the counting of the ballots, then any outgoing Vice President may act in his or her place.

The Board may, from time to time, as reasonably necessary, promulgate rules and regulations for the conduct of elections provided that such rules and regulations shall not unreasonably impair members' opportunities to seek nomination and to solicit votes.

Section 4. CONSECUTIVE TERMS.

A sitting director may not be a candidate for election to the Board unless the sitting director was elected by the Board to fill a vacancy and has served less than one-half (1/2) of a full three (3) year term. There must be at least a one-year break between two terms as director.

Section 5. POWERS OF DIRECTORS.

Subject to the powers of the members as provided by law or as herein set forth, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. Without limiting the generality of the foregoing and in addition to powers enumerated elsewhere herein and conferred by law, the Board shall have the following powers:

(a) To select and remove officers, agents and employees of the Association; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws, and fix their compensation.

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

(c) To change the principal office for the transaction of the business of the Association from one location to another within the County of San Diego; to fix and locate from time to time one or more subsidiary offices of the Association within the County of San Diego; to designate any place within or without the State of California for the holding of any directors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and security therefore.

(e) To adopt, amend and repeal Bylaws, except where a vote of the members is required under the California Nonprofit Mutual Benefit Corporation Law.

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

Section 6. **VACANCIES.**

In the event there is a vacancy, if the vacating director was the Immediate Past President, the vacancy shall not be filled for the remainder of the year. In the event the vacating director was the President-Elect and if that director had been elected from the third year class, the vacancy shall not be filled for the remainder of the year. In the event the vacating director was the Forum for Emerging Lawyers representative, a new Chair of the Forum for Emerging Lawyers shall be selected as set forth in Article VII, and that new Chair shall serve as the Forum for Emerging Lawyers representative.

For all other vacancies that occur, the vacancy shall be filled by the Board according to the following procedure. Vacancies shall be filled by a majority of the directors then in office from eligible members as defined in Article III of these Bylaws. The Board shall have the discretion to select a replacement who shall serve for the remainder of the vacating Director's unexpired term. The Board shall also have the discretion to allow the vacating Director's seat to remain vacant.

Any director elected by the Board to fill a vacancy is eligible to be an officer at the next regular election of officers. In the event the vacating director was the President, the President-Elect shall immediately assume the position of President for the remainder of the term of the departing President and shall continue as President for the following term. In the event the vacating director was the Secretary or Treasurer, the Board shall elect a successor officer in accordance with the election procedures set forth in Article V of these Bylaws. In the event the vacating director was the President-Elect, the Board shall elect a successor officer in accordance with the election procedures set forth in Article V of these Bylaws except that the successor may only be selected from the Third Year Class.

Section 7. **RESIGNATION & REMOVAL**

A director may resign effective upon giving written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office as provided in Article III, Section 11, or as provided in California Corporations Code Sections 7221-7223. If any director misses four regularly scheduled Board meetings in a calendar year, he or she shall be immediately removed from office unless the Executive Committee excuses in writing one or more of the absences.

Section 8. **PLACE OF MEETING.**

Regular meetings of the Board shall be held at any place within the County of San Diego which has been designated by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Association. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 9. **REGULAR MEETINGS.**

The Board shall hold regular meetings at such time as it shall determine.

Section 10. **SPECIAL MEETINGS.**

Special directors' meetings may be called by the Board or by the President, or in the absence of the President, by the President-Elect, by a Vice President, or by any two directors, and not by any other person or persons.

Special meetings of the Board shall be held upon four days notice by first class mail or 48 hours notice delivered personally, by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), or by electronic transmission. Notice shall be addressed to the director at his or her address, telephone number, facsimile number, or electronic-mail address, as it is shown upon the records of the Association, or if a physical address is not so shown on such records or is not readily ascertainable, the notice may be sent by first class mail to him or her at the place in which the meetings of the directors are regularly held. The notice need not specify the purpose of any regular or special meeting. Notice of a meeting need not be given to any director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. VALIDATION OF MEETING.

The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as if the meeting had been duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. PARTICIPATION BY TELEPHONE, ETC.

If a Director presents good cause circumstances and obtains prior approval from the President, then the Director may participate in no more than two meetings per calendar year through use of conference telephone, electronic video screen communications, or other communications equipment. Members of the Board may participate through use of conference telephone, electronic video screen communications, or other communications equipment so long as all members participating in such meeting can hear one another and can communicate directly and simultaneously to all other participants. Participation in a meeting pursuant to this section constitutes presence in person at such meeting, for no more than two meetings per calendar year.

Section 13. QUORUM.

One half of the directors then in office plus one shall constitute a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. An affirmative vote of three-quarters of the directors in office is required in order to take a position on issues presented by initiative referenda.

Section 14. VOTING BY PROXY NOT ALLOWED.

No member of the Board may vote on any issue by proxy. All votes must be cast by the individual member personally; provided that a director participating in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment may, where a paper ballot is required, communicate during the meeting his or her vote confidentially or openly to the Executive Director, who shall deliver a paper ballot on behalf of such director.

Section 15. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 16. ADJOURNMENT.

A majority of the directors present, whether or not a quorum is present, may adjourn any 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 shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice need not comply with the time in which notice must be given prior to a meeting as required by Section 10 of this Article, but should be given as far in advance as is reasonably practicable under all the circumstances existing at the time of adjournment.

Section 17. COMPENSATION AND REIMBURSEMENT OF EXPENSES.

The directors shall receive no compensation for their services. Directors may be reimbursed for expenses reasonably necessary to the business of the Association which are approved by the Board.

Section 18. GOVERNANCE STRUCTURE.

Policy decisions are made by the Board of Directors. To develop and recommend policies, the Board may establish Board Committees and Working Groups as needed. To address matters that require immediate consideration, the Board has established an Executive Committee

Section 19. EXECUTIVE COMMITTEE.

The Executive Committee shall be composed of the President, President-Elect, Secretary and Treasurer. The Immediate Past President shall be an ex-officio member of the Executive Committee without a vote. This Committee shall meet upon the call of the President or any two Executive Committee members and shall have the authority to act in the place of the Board on emergency matters and shall have such additional authority as may be granted to it by the Board. Minutes of the meeting of the Executive Committee shall be separate and distinct from the minutes of the Board meeting.

Section 20. OTHER COMMITTEES.

(a) The Board may, by resolution adopted by a majority of directors then in office, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be at the discretion of the President. The Policy Manual details approved committees

(b) In addition to Board committees, there may be standing, special committees, taskforces and/or working groups of the Association as designated by Board resolution. The President shall appoint the chair of such committees, the members thereof, and shall designate a member of the Board to serve as liaison between the committee and the Board. All such appointments shall be subject to the approval of the Board and shall be for a term of one year.

(c) The chair of any committee may be removed by a majority vote of the quorum of Board members present at a duly noticed regular or special meeting of the Board. Any chair of any committee whose removal as a committee chair is to be voted upon shall be given five days written notice of the meeting at which the vote of removal is scheduled to be taken.

(d) In no event shall any committee be authorized to bind, or act on behalf of, the Association without authorization of the Board.

(e) No expense shall be incurred by a committee without the consent of the Board, the President or the Executive Director, and all income thereof shall belong to and be remitted to the Association. In its discretion the Board may from time to time adopt, amend or terminate revenue sharing programs with regard to committees.

(f) No committee shall, without the express prior consent of the Board, represent any client.

Section 21. PURVIEW POLICY.

In order to respond to requests for the Association to take positions on policy issues, the Board shall develop and implement a purview policy consistent with the Mission Statement and Goals of the Association. (see policy manual)

ARTICLE V
OFFICERS AND OTHER POSITIONS

Section 1. OFFICERS.

The officers of the Association shall be a President, President-Elect, Vice Presidents, a Secretary and a Chief Financial Officer who shall be designated the Treasurer, and who shall be elected as provided herein. Such officers shall have the duties of these offices as set forth herein and such other duties as shall be assigned to them by the Board. The President-Elect shall be elected at the regular November meeting of the Board; other officers shall be elected at the regular June meeting of the Board. All such officers shall take office commencing with the next annual members' meeting of the Association. After serving a year in the office, the President-Elect shall assume the office of President on the first Friday of December of the following year, or immediately upon the vacancy of the office of the President.

Section 2. ELECTION.

(a) GENERAL PROVISIONS

(1). Elections of the President-Elect, Secretary and Treasurer are to be made by members of the Board.

(2). A Board member who is eligible to run for President-Elect, Secretary or Treasurer shall place his or her name in nomination by declaring his or her intent to run for office.

(3). For the purposes of this section, "Third Year Class members" shall mean members in the third year of their term. "Second Year Class members" shall

mean members in the second to last year of their term. "First Year Class members" shall mean members serving the first year of a full three year term.

(b) DECLARATION OF CANDIDACY FOR PRESIDENT-ELECT

(1). All Second and Third year class members who will have served as members at least 365 days by the election shall be eligible for election as President-Elect, except that no person who has previously served as President shall be eligible. At the October meeting of the Board any eligible interested Second or Third Year Class member shall declare their candidacy for the office of President-Elect.

(2). In the event there is a sole candidate for President-Elect who later withdraws his or her candidacy after the October Board meeting and prior to the November Board meeting, a special board meeting shall be called prior to the regular November Board meeting for the purpose of announcing declarations of candidacy by any other Second or Third Year Class member.

(3). In the event only one Director declares himself or herself to be a candidate for the office of President-Elect, such candidate shall be deemed elected only after receiving confirmation by a majority of a quorum of the Board at the regular November Board meeting either by secret ballot or by motion. If a majority vote is not cast in favor of the election of such candidate, then members of the Board who are serving in their Second or Third year again shall be eligible to declare their candidacy. If no Second or Third year class member declares his or her candidacy, then all remaining members of the Board shall be eligible to declare their candidacy. In these events only, the declaration of candidacy shall occur at the specially-convened December meeting and the election for the office of President-Elect shall occur at said meeting.

(c) DECLARATION OF CANDIDACY FOR SECRETARY AND TREASURER

(1). All Board members in the First and Second Years Class shall be eligible for election as either Secretary or Treasurer, with the exception of the Forum for Emerging Lawyers Representative and any First or Second Year Class member who has not served for at least 120 consecutive days prior to the announcement of his or her candidacy. No Board member may serve as Secretary and Treasurer at the same time.

(2). The declaration of a member of the First or Second Year Class for the offices of Secretary and Treasurer, respectively, shall be made at the June meeting (revision adopted 6/8/99).

(3). The election shall take place at the regular June meeting (revision adopted 6/8/99), with declarations and balloting for the office of Treasurer preceding declarations and balloting for the office of Secretary.

(4). n the event only one Director declares himself or herself to be a candidate for either the office of Secretary or Treasurer, such candidate shall be deemed elected only after receiving confirmation by a majority of a quorum of the Board either by secret ballot or by motion at the regular June Board meeting. If a majority vote is not cast in favor of the election of such candidate, then members of the Board who are serving in their First or Second year again shall be eligible

to declare their candidacy. If no First or Second year class member declares his or her candidacy, then all remaining members of the Board shall be eligible to declare their candidacy.

(d) BALLOTING.

As to each of the offices of President-Elect, Secretary-Elect and Treasurer-Elect, these procedures shall apply:

(1). The President and Secretary shall count the ballots jointly.

(2). Voting shall be by secret paper ballot. The President and Secretary shall distribute the ballots, collect, and count them. The President shall announce the vote. The actual number of ballots cast for each candidate shall not be disclosed; only the winning of such office shall be announced.

(3). Upon commencement of balloting, each Board member present, including the President, has the right to vote for his or her choice by casting a single vote for such person from among all of the candidates. Pursuant to Article IV, Section 14, proxies are not permitted and are not a valid vote.

(4). In order to be elected to any office, the candidate must receive more than 50% of the votes of the quorum present and voting. In the event no candidate receives a majority of the votes cast, the candidate receiving no votes and the candidate with the least number of votes, shall be removed from the ballot and a further ballot for the office shall be taken among the remaining candidates. If there is a tie for the least number of votes, the tying candidates shall engage in an elimination election, as described in paragraph (5). The candidate receiving the greatest number of votes in the elimination election shall remain in consideration while other candidates in the elimination election shall be eliminated from further consideration and a further ballot for the office shall be taken among the remaining candidates until a candidate emerges with a majority of the votes cast.

(5). If at any time two or more candidates are tied in an elimination election, a second ballot shall be taken to allow any Board member to change his or her vote or abstention. If the tie continues, an elimination election shall be held among those tied. In the event there is a tie among three or more candidates, an elimination election shall be held among two of the tied candidates, determined by lot. The candidate who receives the greatest number of votes in that elimination election shall then run against the third candidate in the elimination election chosen by lot, if necessary. This procedure shall be repeated so many times as may be necessary to complete the elimination election. The candidate winning the elimination election shall then run against the candidate(s) originally received the greatest number of votes under paragraph (4).

(6). Following the determination of the final two candidates for any office there shall then be balloting to determine the winner for that office and the candidate receiving the majority of valid votes cast shall be deemed elected. In the event the votes for the candidates for a particular office are equally divided, there shall be up to 2 successive rounds of balloting to determine if the tie can be broken. If, after 2 successive rounds of balloting, the votes for a candidate remain equally divided, the following procedures shall apply:

a) a) If two candidates are running for a particular office, the votes from the second round of balloting shall be placed in a ballot container. One vote shall be drawn at random by the Secretary. The remaining votes shall then be counted with the individual having the most number of votes declared the winner of the election for that particular office.

(e) VICE PRESIDENTS

(1). After election of the President-Elect, all other members who at the time of the election were serving in the second year of their term shall be deemed elected as Vice President at the commencement of their third year term, except that a member of the Board who has been elected to fill a vacancy in the Second or Third Year Class after the election of officers shall not serve as Vice President.

Section 3. **TITLES AND DUTIES**

(a) PRESIDENT.

The President shall preside as Chair at all meetings of the Association and shall perform such duties as are customary for the position. He or she shall carry out the will of the Association in all matters not in conflict with the provisions of the Bylaws of the Association. The President shall serve as chair of the Executive Committee and be an ex-officio member of all committees. He or she shall appoint all committee chairs, subject to Board approval.

(b) PRESIDENT-ELECT.

The President-Elect shall perform such duties as may be assigned to him or her by the President and the Board, and shall preside at all meetings of the membership and the Board of Directors in the absence of the President. He or she shall take office as President on the first Friday of December of the following year, or immediately upon the vacancy of the office of the President.

(c) PAST PRESIDENT.

The Immediate Past President shall serve as a voting member on the Board of Directors, and as an ex-officio member of the Executive Committee. The Immediate Past President shall perform such duties as requested by the President and as determined by the Board.

(d) VICE PRESIDENTS.

The Vice Presidents shall assist the President.

(e) SECRETARY.

The Secretary shall have responsibility for keeping the minutes of the proceedings of the Board and the Executive Committee and shall assist the President in supervision of the Association's business offices and administrative function. The Secretary shall be a member of the Executive Committee and shall serve as co-chair of the Membership Committee, shall report to the Board on membership activities and results and shall supervise the procedures for admission of new members to the Association. (Rev. 9/00)

(f) TREASURER.

The Treasurer shall supervise the collection and disbursement of funds of the Association, shall serve as Chair of the Finance Committee and the Investment Committee, and shall make monthly and annual reports to the Board. The Treasurer shall also be a member of the Executive Committee and of any Lawyer Referral and Information Service Committee of the Association. Unless otherwise established by the Board, such consideration shall occur at the regular meeting of the Board held in November of each year.

(g) EXECUTIVE DIRECTOR.

The Executive Director is the Association's highest-ranking non-volunteer official. The Executive Director is accountable to the Board for implementing the Association's priorities, policies, goals and objectives as established by the Board, and as set forth in the Bylaws. To carry out these responsibilities, the Executive Director is granted authority to manage the Association's facilities, assets, personnel, books, records and accounts, implement the Association's policies, and administer the Association's programs, services and activities. The Executive Director is responsible for providing sufficient information to the Board to enable the Board to evaluate whether the policies, goals and objectives of the Association will be accomplished. The Executive Director, although not a member of the Board or of the Executive Committee, generally has the same rights to notice of and to attend meetings of those bodies as members of those bodies have, except when the Board or the Executive Committee intends to discuss matters pertaining to the Executive Director's employment.

(h) OFFICER VACANCIES.

In the event the President leaves office, the President-Elect shall immediately assume the position of President for the remainder of the term of the departing President and shall continue as President for the following term. In the event the President-Elect leaves office, the Board shall elect a successor officer in accordance with the election procedures set forth in Article V, except that the successor may only be selected from the Third Year Class. Vacancies in the office of Vice President shall not be filled. Should the Secretary or Treasurer leave office, a successor shall be elected from members of the Board then serving the second year of their term. Vacancies shall be filled in accordance with the procedures of Section 2 of this Article V at the next regular meeting or at a time specified by the Board within 30 days thereafter.

ARTICLE VI
INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

To the fullest extent permitted by Code Section 7237, the Association shall indemnify its directors, officers, and employees, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in Code Section 7237(a), and including any action by or in the right of the Association, by reason of the fact that the person is or was a director, officer or employee. "Expenses," is as defined in Code Section 7237(a).

On written request to the Board by any person seeking indemnification, the Board shall promptly decide under Code Section 7237(e) whether the standard of conduct set forth in Code Section 7237(b) or Section 7237(c), as applicable, has been met and, if so, the Board shall authorize

indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the members of the Association. At that meeting, the members of the Association shall determine under Code Section 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding may be advanced by the Association before final disposition of the proceeding, as determined by the Board in any specific instance, on receipt by the Association 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 Association for those expenses.

The Association is authorized to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, and employees, to cover any liability asserted against or incurred by any officer, director, and employee in such capacity or arising from the officer's director's, and employee's status as such.

ARTICLE VII
SECTIONS AND DIVISIONS

Section 1. DESIGNATION OF SECTIONS AND DIVISIONS.

Sections may be formed in the Association for the presentation, discussion and study of subjects and the conduct of matters pertaining to the practice of law, or for such other purposes and in such manner as the Board may determine. New sections may be created or existing sections discontinued with the approval of the Board. The term "sections," as used in these Bylaws and the policies of the Association, is intended to also apply to divisions unless otherwise noted.

Section 2. MEMBERSHIP.

Except as provided herein, any member of the Association may become a member of any section. Section members must be members of the Association. The Board of Directors may also waive section membership fees as part of its member benefits for certain dues categories. California Attorney Members may run for election as an officer of any section. Legal Community Members may only run for election as an officer of the following sections: Alternative Dispute Resolution, Financial Professional Liaison, and Real Property Law Sections.

Section 3. OFFICERS.

Each section, must conduct an annual election of its officers who shall be in place for the succeeding SDCBA year. All elections must be completed as soon as practicable prior to the bar year transition and in time for the Board to confirm each section election at the Board’s regular December meeting. Each officer shall be deemed confirmed except any office as to who nine directors or more vote to deny confirmation. For internal section governance purposes, and as the exclusive means of section governance, sections shall establish and elect an Executive Committee, consisting of a single chairperson, , a vice-chair, and up to three at large members. . Section Chairs and Vice Chairs must be California Attorney Members of the Association. Voting members of the section may not write-in or submit a vote for any person not named as a confirmed and eligible candidate by the section prior to the election. In the event the section shall fail to elect officers before the regular December Board meeting, the President of the Association shall, with the approval of the Board, appoint officers or abolish the section. During their term, the officers of each section serve at the

pleasure of the Board, and any officer of any section may be removed by the Board for reasons including, but not limited to, those set forth in Article III, Section 11, upon the vote of nine directors at a duly noticed regular or special meeting of the Board, or by the Board without notice if consent in writing of all directors is obtained. No person so removed from office shall be eligible, whether by appointment or by election, to serve in an office of that section for the remainder of the calendar year in which the removal occurred or the succeeding calendar year. In the event a vacancy occurs in any office, except the office of chair, of any section, the chair of the section with the consent of the President of the Association shall appoint an officer to fill the unexpired term. In the event of a vacancy in the office of chair of any section, the co-chair shall serve as sole chair for their unexpired term, and if there is no co-chair, then the section shall elect a new chair at its next meeting and report the result of the election to the Board for confirmation at the first Board meeting following the election. If a section chair or a section fails to act to fill a vacancy, the President of the Association may, with the approval of the Board, appoint such officers as are appropriate or abolish the section. If a section chair election is declared a tie, and the section cannot resolve the tie at the section level, the Board shall select the section chair upon the vote of nine directors at a duly noticed regular or special meeting of the Board. The officers of each section shall be responsible for the proper keeping of records of the section and filing with the Association a report of the activities of the section for the year, including attendance figures, types of programs sponsored, speakers and other activities.

Section 4. **AUTHORITY.**

In no event shall any section be authorized to bind, or act on behalf of, the Association without authorization of the Board.

Section 5. **FINANCES.**

The Board shall have the power to levy assessments on the members of a section, in its discretion, to reimburse for expenses associated with section activities, or otherwise. No expense shall be incurred by a section without the consent of the Board, the President or the Executive Director, and all income thereof shall belong to and be remitted to the Association.

Section 6. **CLIENT REPRESENTATION.**

No section shall represent any client.

ARTICLE VIII
LIMITATIONS ON ACTIVITIES, PUBLIC STATEMENTS AND ENDORSEMENTS

Section 1. **PUBLIC STATEMENTS.**

No member, committee, section, or division shall make any public statement on behalf of or in the name of the Association (or of any committee, section or division) without the prior authorization of the Board or the President of the Association. Such prior authorization must be from the Board in the case of public statements in support of or opposition to a political candidate, ballot initiative, proposed legislation, or other proposed governmental action, as set forth in Section 4 below.

Section 2. **GRANT REQUESTS.**

No member, committee, section or division shall, without the prior authorization of the Board, make a grant request to an outside entity in the name of or with respect to the Association.

Section 3. **PRODUCT ENDORSEMENTS.**

No member, committee, section, or division shall on behalf of or in the name of the Association endorse non-SDCBA products, services, programs or publications without the written consent of the Board. The following are not considered to be "endorsements" for purposes of this Section: selecting or publicizing a vendor or provider of member-benefits; selecting, sponsoring or co-sponsoring a speaker or CLE provider; allowing a vendor or provider to sponsor an SDCBA event or operate a table at an SDCBA event.

Section 4. **ENDORSEMENTS.**

No committee, section, or division shall endorse any political candidate, ballot initiative, proposed legislation, or other proposed governmental action without consent of the Board in writing. No member, including Board members, shall, as a representative of the SDCBA or in the name of the SDCBA, endorse any political candidate, ballot initiative, proposed legislation, or other proposed governmental action without consent of the Board in writing. For purposes of the preceding two sentences, "endorse" shall mean (a) sponsoring any event for which the primary intended purpose is to support the political candidate, ballot initiative, proposed legislation, or other proposed governmental action; (b) authorizing the use of the name of the individual (as a representative of the SDCBA or in the name of the SDCBA) or entity for purposes of supporting the political candidate, ballot initiative, proposed legislation, or other proposed governmental action; (c) publishing or issuing any public statements in any form supporting the political candidate, ballot initiative, proposed legislation, or other proposed governmental action; or (d) giving or donating money (as a representative of the SDCBA or in the name of the SDCBA) in support of the political candidate, ballot initiative, proposed legislation, or other proposed governmental action.

Further, no Board Member, section, committee, division, or member of the Judicial Evaluation Committee shall endorse any candidate in contested judicial elections as to which the San Diego County Bar Association has established a judicial evaluation committee. For purposes of the preceding sentence, "endorse" shall mean (a) sponsoring any event for which the primary intended purpose is to honor, support, or raise funds for the candidate who is engaged in a contested election; (b) authorizing the use of the name of the individual or entity for purposes of supporting the candidate who is engaged in a contested election; (c) publishing or issuing any public statements in any form supporting the candidate who is engaged in a contested election; or (d) giving or donating money to support the candidate who is engaged in a contested election.

Section 5. **BOARD CANDIDATE CAMPAIGNS.**

No Board member shall use his or her name, either as an individual or as a member of the Board, to support any candidates for election to the Board. Nothing in this section prohibits the Immediate Past President from serving on the Leadership Outreach Committee nor does it prohibit Board Members from voting on the SDCBA's endorsement of candidates as proposed by the Leadership Outreach Committee.

ARTICLE IX
AMENDMENTS

These Bylaws may be amended by a majority vote of the California Attorney Members present at any duly noticed members' meeting at which a quorum is present; or by the Board at any duly noticed regular or special meeting of the Board, provided that the proposed amendment to the Bylaws is transmitted to all directors at least four days before said meeting; or by the Board without notice if consent in writing of all of the directors is obtained, except that the Board may not amend any Bylaw

fixing or changing the number of directors (Code Section 7151(b)) nor may the Board amend the Bylaws in those cases enumerated in Code Sections 7150 (member rights), 7220(a) (directors' term of office), 7220(d) (designation of directors), 7224 (filling Board vacancies created by removal), 7512(a) (quorum of members), 7613(f)(1) (member proxy rights), 7615(a) (cumulative voting) and successor sections thereto of the Code.

[Secretary's Certificate of Adoption Follows]

SECRETARY'S CERTIFICATE OF ADOPTION OF
THE AMENDED AND RESTATED BYLAWS
OF
SAN DIEGO COUNTY BAR ASSOCIATION

The undersigned certifies that [he/she] is the duly elected, qualified and acting Secretary of San Diego County Bar Association, a California nonprofit mutual benefit corporation, and that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of the corporation effective November ___, 2014, by the Board of Directors of the corporation.

The undersigned executed this certificate effective as of _____, 2014.

_____
Secretary