



# BYLAWS

## OF THE

# RIVERSIDE COUNTY BAR ASSOCIATION

*(Revised April 14, 2006)*

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### ARTICLE I

#### Name

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

Riverside County Bar Association, Inc., a California nonprofit mutual benefit corporation (the “Association”), shall operate under the name set forth in its Articles of Incorporation. The Board of Directors may establish names for programs, activities, sections and committees of the Association.

### ARTICLE II

#### Purpose and Geographic Area

##### **Section 1 – Purpose:**

The primary purposes of the Association are to advance the science of jurisprudence; uphold and defend the Constitutions of the United States and of the State of California; maintain representative government; promote the administration of justice and the uniformity of legislation and judicial decisions; encourage a thorough legal education for all candidates for admission to the bar; apply the knowledge and experience of its members in the field of law to the promotion of the public good; maintain the honor and dignity of the legal profession; and assist the public in obtaining proper legal services. In order to directly or indirectly further the accomplishment of any of these purposes, it is also authorized to do anything which California nonprofit mutual benefit corporations now are, or may hereafter be, permitted by law to do.

##### **Section 2 – Nonprofit:**

The Association is not organized for profit. No part of the Association’s net earnings will inure to the benefit of any member, private shareholder or individual.

##### **Section 3 – Geographic Area:**

The Association shall primarily serve Riverside County, California.

## **ARTICLE III Membership**

### **Section 1 – Classes of Membership:**

There are six classes of membership: active members, ex-officio members, retired members, student members, affiliate members and honorary members.

### **Section 2 – Active Members:**

Any attorney who is an active member in good standing of the State Bar of California may apply to be an active member of this Association. An application for active membership shall be submitted to the Secretary on a form provided by the Association and shall be accompanied by payment of the current annual dues. The Secretary shall give notice of the receipt of the application to all active members.

Any active member who objects to approval of the application may file a written objection with the Secretary within 30 days after notice of the application. If written objections are not received by the Secretary from two or more active members within that time, the applicant shall be deemed admitted to membership.

If two or more timely written objections are received, the merits of the objections shall be determined by the active members according to rules of procedure to be adopted by the Board of Directors.

Only active members may vote or hold office.

Any active member whose license to practice law in the State of California is revoked or suspended, or who resigns his or her membership in the State Bar of California, shall automatically cease to be a member of this Association. Thereafter, membership in the Association may be restored only in the manner provided for the admission of new active members.

### **Section 3 – Ex-officio Members:**

All judges and full-time commissioners and referees holding judicial office in any court located in Riverside County, and justices of the California Court of Appeal with jurisdiction over causes tried in Riverside County, shall be ex-officio members. Ex-officio members shall be entitled to all the privileges of active members, except that of voting and holding office.

### **Section 4 – Retired Members:**

Any active member who has retired from the active practice of law may, upon written request, be transferred to the status of a retired member. Retired members shall be entitled to all of the privileges of active members, except that of voting and holding office. Upon written request and the payment of any differential in dues for the current year, a retired member shall be restored to active membership if he or she is otherwise qualified.

### **Section 5 – Student Members:**

Any law student regularly attending a law school may become a student member after being admitted in the same manner as an active member. Student members shall be entitled to all of the privileges of active membership except that of voting and holding office.

**Section 6 – Affiliate Members:**

Any person that does not qualify for membership as an active member, ex-officio member, retired member or student member, but is, nevertheless, interested in the goals and objectives of the Riverside County Bar Association, may join the Association as an affiliate member after being admitted in the same manner as an active member. Affiliate members shall have no privileges other than the right to attend regular meetings and social functions of the Association and to receive its publication.

**Section 7 – Honorary Members:**

The Board of Directors may elect honorary members upon such terms and conditions as may be fixed at the time of such election. Honorary members shall have no privileges other than the right to attend regular meetings and social functions of the Association and to receive its publication.

**Section 8 – Suspension and Expulsion:**

The Board of Directors may adopt policies and procedures regarding the suspension or expulsion of members. Those policies and procedures shall be effective beginning not sooner than 30 days after written notice of the policies and procedures has been given to all members. All members shall be notified annually of the current policies and procedures for suspending or expelling members at any time at which such policies and procedures are in effect. Upon suspension or expulsion, the former member shall not be entitled to any refund of dues previously paid.

**Section 9 – Bases for Expulsion from the Association and Suspension of Membership Based on the Conduct of the Member:**

In addition to all other provisions in the Bylaws governing the membership status of the members, any member may be subject to suspension or expulsion from the Association by the Board of Directors, based on the member's conduct for any the following:

(a.) **Criminal Convictions.**

Being convicted of a felony in any federal or state court in any State of the United States, regardless of whether or not the conviction occurred before or after the adoption of this Policy.

Being convicted of a misdemeanor, if the offense constitutes a "Crime of Moral Turpitude," regardless of whether or not the conviction occurred before or after the adoption of this Policy. For the purposes of this section, a "Crime of Moral Turpitude" shall include, but is not necessarily limited to: Murder; Robbery; Fraud; Embezzlement; Theft; Rape; Sexual Assault; Any Criminal Sexual Activity Involving a Minor; or any other such crimes as the Board of Directors determines to be a "Crime of Moral Turpitude" on a case by case basis.

Being convicted on any offense in any other country, if the offense that is the basis of the conviction is equivalent to a felony conviction or a "Crime of Moral Turpitude," regardless of whether or not the conviction occurred before or after the adoption of this Policy.

(b.) **Disbarment/Suspension from Practice.**

Being disbarred or suspended by any State Bar of the United States, or, by the Federal Bar of the District of Columbia, regardless of whether or not the disbarment and/or suspension occurred before or after the adoption of this Policy.

(c.) **Breach of the Rules of Professional Conduct.**

Any breach of the California State Bar Rules of Professional Conduct, the American Bar Association's Model Rules of Professional Conduct, and all amendments and replacements which may be promulgated, regardless of whether any such breach occurred before or after the adoption of this Policy. If there is a conflict among any provisions, the California State Bar Rules shall be controlling.

**Section 10 – Procedure for making Determinations Concerning Suspension and Expulsion of Members under this Policy:**

The Board of Directors shall have the exclusive discretionary authority to determine whether or not a member should be suspended or expelled under this Policy. The Board of Directors shall undertake to determine whether or not a member shall be suspended or expelled, upon receiving information that the member has engaged in conduct that warrants suspension or expulsion under this Policy. The Board of Directors shall have exclusive authority to determine the length of any suspensions under this Policy. All decisions concerning whether or not to suspend or expel a member, and concerning the length of any suspensions, shall be on a case by case basis.

Following the determination by the Board of Directors that a member should be suspended or expelled under this Policy, the following procedure shall be implemented:

- (a.) Notice shall be sent by first class mail to the most recent address of the member as shown on the Association's record, setting forth the proposed suspension expulsion and the reasons thereof. Such notice shall be sent at least fifteen days before the proposed effective date of the suspension or expulsion.
- (b.) The member being suspended or expelled shall be given an opportunity to be heard, either orally or in writing, in a hearing to be held not fewer than five (5) days before the effective date of the proposed suspension or expulsion. The hearing will be held by a special member Expulsion Committee composed of not fewer than three (3) members of the Board of Directors appointed by the President. The notice to the member of proposed suspension or expulsion shall state the date, time, and place of the hearing on a proposed expulsion. The Expulsion Committee may, on its own motion or on the request of the effected member, postpone the date of the hearing. However, any request for a postponement by the member shall not affect the date the suspension or expulsion is to go into effect.
- (c.) Following the hearing, the Expulsion Committee shall make a final determination following the hearing on whether or not the decision to suspend or expel shall be upheld. The decision by the Expulsion Committee shall be final.

**ARTICLE IV  
Dues and Assessments**

**Section 1 – Dues:**

Annual dues shall be paid by active members, retired members, affiliate members and student members. Ex-officio members and honorary members shall not be liable for dues.

The Board of Directors shall set the amount of dues to be charged each of the four classes of members from whom dues are payable. Within each class, the Board of Directors may establish two

or more categories of membership and set a different level of dues for each category. Any change in the definition of those categories or the amount of dues charged each category shall not go into effect until approved by the active members.

Upon a showing of hardship or other good cause, the Board of Directors may waive all or any portion of the dues otherwise payable by a particular member or group of members.

**Section 2 – Delinquencies:**

Annual dues are payable in advance on January 1 of each year. Not later than December 1 of each year, the Chief Financial Officer shall mail statements to each member liable for annual dues, setting forth the amount due from that member for the following year.

Dues are delinquent if not paid on or before January 1. To any member whose dues remain delinquent on February 1, the Chief Financial Officer shall promptly send by first class mail a notice that the member's dues are delinquent and that his or her membership will terminate 30 days after the date of mailing unless the dues are paid in full before that termination date. If a member fails to pay the dues in full prior to the termination date, his or her membership automatically terminates on that date.

**Section 3 – Assessments:**

The active members may, by a two-thirds vote of those voting, levy one-time assessments in addition to the annual dues. The amount of any assessment shall be the same for all active members. No other class of members shall be responsible for any assessment. Upon approval of an assessment, the Chief Financial Officer shall give 30-days' written notice to all active members of the date payment of the assessment is due. Notices of any delinquencies in the payment of the assessment shall be given by the Chief Financial Officer in the same manner, in accordance with a comparable schedule, and with the same consequences as described in section 2 of this article.

**ARTICLE V  
Officers**

**Section 1 – Officers:**

The officers of the Association shall be a President, a President-Elect, a Vice President, a Chief Financial Officer, a Secretary, and four Directors-at-Large.

**Section 2 – President:**

The President shall be a member of all committees of the Association, shall preside at all meetings of the members or of the Board of Directors, and shall have such other powers as are usually exercised by a presiding officer and which are not inconsistent with these Bylaws.

**Section 3 – President-Elect:**

The President-Elect shall exercise all duties of the President in his or her absence, shall be the chairperson of the Nominating Committee, shall be the vice-chairperson of the Lawyer Referral Service Committee, and shall perform such other duties as may be delegated by the President.

**Section 4 – Vice President:**

The Vice President shall preside at all meetings of the members or of the Board of Directors in the absence of the President and the President-Elect, shall be responsible for the programs for general membership meetings, and shall perform such other duties as may be delegated by the President.

**Section 5 – Chief Financial Officer:**

The Chief Financial Officer shall be responsible for the performance of the following tasks: collecting, taking charge of, investing and disbursing all funds of the Association, and keeping regular accounts of those funds; making a written report annually showing the amount of money received and disbursed during the year; preparing a proposed annual budget for the Association, and reporting to the President and the Board of Directors at such times as either may reasonably request concerning whether the actual income and expenses of the Association are greater than, equal to or less than the approved budget; and rendering additional reports when requested by the President or the Board of Directors

**Section 6 – Secretary:**

The Secretary shall be responsible for the performance of the following tasks: keeping minutes and the records of the Association; giving notice of meetings; giving notice to members of special actions pertaining to them; keeping a membership roll showing the name and place of residence or business of each member and the date when that member commenced the practice of law in Riverside County, the manner in which and the cause and date of termination of membership of such as shall cease to be members, and other changes in the status of memberships; making reports as required by these Bylaws or the orders of the Association; conducting the correspondence of the Association; and doing all other things usually performed by the holder of such an office. In addition, the Secretary shall be the chairperson of the Membership Committee.

**Section 7 – Directors-at-Large:**

The Directors-at-Large shall perform such duties assigned to them by the Board of Directors, and shall otherwise do all things usually performed by the member of the board of directors of a mutual benefit nonprofit corporation.

**ARTICLE VI  
Elections of Officers**

**Section 1 – Terms of Office:**

The President-Elect, the Vice President, the Chief Financial Officer, and the Secretary shall be elected annually for a one-year term.

At the conclusion of his or her term, the President-Elect shall be declared President for the following year. If, before the President-Elect assumes the office of President, it becomes known to the Board of Directors that the President-Elect is unable or unwilling to serve as President, then the office of President shall be filled at the annual election or, if necessary, by a special election called by the Board of Directors.

The Directors-at-Large shall be elected to two-year staggered terms.

The term of office is from September 1 to August 31. Unless the Board of Directors decides otherwise, the installation of officers shall be held at the annual membership meeting in September of each year. The date of the formal installation shall not affect the time at which the officers' actual terms of office begin or end.

**Section 2 – Qualifications:**

Candidates for the offices of President-Elect and Vice President must have been active members of the Association for at least five years immediately prior to the election. Any active member of the Association may be a candidate for the offices of Chief Financial Officer, Secretary, and Director-at-Large.

**Section 3 – Nominating Committee:**

The President-Elect shall be the chairperson of the nominating committee. The nominating committee shall consist of the President-Elect, the chairpersons of each section of the Association, two persons appointed by the President-Elect from among the President and past-presidents of the Association, and the President-Elect of the Riverside County Barristers. The Executive Director of the Association shall be a non-voting member of the committee. Notice of the names of the members of the committee shall be given to the members of the Association at least 10 days before the committee's first meeting.

The nominating committee shall nominate one candidate for each of the offices of President-Elect, Vice President, and Chief Financial Officer, at least two candidates for the office of Secretary, at least two candidates for each of the Director-at-Large offices the term of which will end that year, and at least two candidates for any other office that is otherwise vacant.

At a membership meeting in March, the President shall announce the names of the candidates nominated by the nominating committee. In addition, notice of the names of those candidates, together with a copy of section 4 of this article, shall be given to all members not later than April 1.

**Section 4 – Nominating Petitions:**

In addition to those candidates nominated by the nominating committee, any number of additional candidates for any office may be nominated by a nominating petition. A nominating petition must name the office for which the person is being nominated, must be signed by the proposed candidate and at least four other active members, and must be delivered to the Secretary on or before April 10.

**Section 5 – Withdrawal by Candidate:**

If, following nomination, any candidate withdraws his or her name from consideration, with the result that there are less than the minimum number of candidates for that office as specified in section 3 of this article, the nominating committee shall nominate enough additional candidates to bring the number of candidates up to that minimum.

**Section 6 – Elections:**

General elections are conducted by mail in June of each year. In addition to the names of all candidates, the ballot shall contain a blank "write-in" space for each office. No later than June 1, the ballot shall be mailed to each active member in such form, with such instructions and with such return date as may be prescribed by the Board of Directors. Special elections shall be conducted in accordance with procedures adopted by the Board of Directors.

**Section 7 – Vacancies:**

A vacancy exists when an officer resigns or is removed from an office prior to the completion of his or her term.

A vacancy in the office of President shall be immediately filled by the President-Elect, who shall serve as President during the unexpired term as well as for the following year. A vacancy in the

office of President-Elect shall be filled at a special election. Vacancies in the offices of Vice President, Chief Financial Officer, Secretary, or Director-at-Large shall be filled by a qualified active member appointed by the Board of Directors.

If a vacancy in the office of Director-at-Large occurs prior to June 1 of the first year of the term, the person appointed by the Board of Directors shall complete only that year. At the next general election, the members shall elect a person to serve the second year of the term. In all other cases, a person elected or appointed to fill a vacant office shall serve for the unexpired term of the office.

## **ARTICLE VII**

### **Board of Directors**

#### **Section 1 – The Board of Directors:**

The Board of Directors shall consist of the officers, the immediate past President of the Association, and the current President of the Riverside County Barristers.

No person may serve in the same office or director position for more than four consecutive years. In any circumstance in which a term of more than four years would result, the office of that director shall be vacant at the end of the fourth year.

Subject to any other provision of these Bylaws concerning the filling of a vacancy in a particular office, any vacancy in an office or directorship may be filled upon the election by the Board of Directors (or otherwise in accord with Section 7224 of the California Corporations Code) of an active member of the Association to serve as such director through the next August 31 or until a successor is elected and qualified, if later.

#### **Section 2 – Meetings:**

Regular meetings of the Board of Directors shall be held monthly, at a time and date to be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President, the President-Elect, the Secretary, or any two directors, upon 48 hours notice if in person, by telephone, or by telefacsimile, upon three days notice if sent by e-mail, or upon four days notice if sent by first class, registered or certified mail.

Six members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors. Any issue before the Board of Directors is decided by a majority of those directors present.

Only active members of the Association may attend meetings of the Board of Directors, except those meetings or portions of meetings which are conducted in closed session. Meetings shall be conducted in closed session only when discussing matters concerning personnel, pending litigation, pending contract negotiations, or other confidential matters of a similar nature.

#### **Section 3 – Powers:**

The Board of Directors shall manage the affairs of the Association subject to and in accordance with the Articles of Incorporation and these Bylaws. It shall have the power to provide for and maintain offices for the use of the Association, provide for and employ such employees as it may in its discretion deem proper, fix the compensation for such employees, and perform such other duties and activities as may be necessary and proper to carry out the duties and purpose of the Association. The Board of Directors may also create committees of the board in accordance with California law

governing nonprofit mutual benefit corporations. Without the ratification of the members, it may adopt resolutions stating the policy or position of the Board of Directors, as opposed to that of the Association.

**Section 4 – Attendance:**

If any director is absent from three or more regular meetings of the Board of Directors without good cause, as determined by the remainder of the Board of Directors in its absolute discretion after giving the director a fair opportunity to be heard, that director position may be declared vacant by the Board of Directors.

**Section 5 – Remuneration:**

Directors shall receive no remuneration for the performance of their duties, but shall be reimbursed for expenses actually and necessarily incurred, as approved by the Board of Directors.

**ARTICLE VIII  
Finances and Records**

**Section 1 – Fiscal Year:**

The fiscal year of the Association shall be the calendar year.

**Section 2 – Budget:**

At the regular meeting of the Board of Directors in August, the Chief Financial Officer shall present to the Board of Directors a proposed budget of anticipated receipts and expenditures for the ensuing fiscal year. The proposed budget shall not be effective until approved by both the Board of Directors and the active members.

Advance notice of the time and place of the meeting at which the Board of Directors will consider the proposed budget shall be given to all active members. Any active member attending that meeting shall have the right to be heard concerning the proposed budget. Prior to that meeting, a copy of the proposed budget shall be available at the Association's office for review by any active member.

After approval by the Board of Directors, notice of the contents of the proposed budget shall be given to all active members before the adoption of the proposed budget is considered by the members at a membership meeting.

**Section 3 – Non-Budgeted Expenditures:**

The Association shall not incur, nor shall the Board of Directors commit the Association to incur, any expenses or obligations which were not included in the approved budget and which exceed \$30,000, unless approved at a regular or special membership meeting.

**Section 4 – Records:**

The records of the Association shall be open to the inspection of any director at any time. All minutes of membership meetings, all minutes of meetings of Board of Directors except those portions conducted in closed session, and all monthly balance sheets and income statements shall be open to the inspection of any active members upon reasonable notice.

## **ARTICLE IX**

### **Membership Meetings**

#### **Section 1 – Types of Meetings:**

There are three types of membership meetings: regular meetings, special meetings, and annual meetings.

Regular meetings of the members shall be held at noon on the Friday following the second Monday of each month from September through June at a place designated by the Board of Directors.

Special meetings of the members are meetings held at other times, and may be called by the President, President-Elect, Secretary, or the Board of Directors, or otherwise as provided by California law governing nonprofit mutual benefit corporations. Upon written request by at least 10 active members, the Board of Directors may call a special meeting, and shall do so if required by law.

The annual meeting of the members shall be held in September of each year, at the place and time and on the date determined by the Board of Directors.

In any month in which a special meeting or annual meeting is held, no regular meeting is required to be held.

#### **Section 2 – Quorum:**

Five percent of the active membership shall constitute a quorum at any membership meeting. Active members present in person or by proxy may be counted toward the quorum. Once a quorum has been obtained at a meeting, a smaller number may adjourn the meeting to any subsequent time.

#### **Section 3 – Notice:**

Unless specified otherwise by law or these Bylaws, any notice to a member or to the members collectively shall be given in writing, either by mail, by telefacsimile, by electronic mail, or by publication in the Association's magazine. If by first class mail, telefacsimile, or electronic mail, notice must be given 10 days in advance. If by publication or by mail which is not first class, notice must be given 20 days in advance. Notice is deemed given when the mail or the magazine is deposited with the United States Postal Service, or when the telefacsimile or electronic mail message is sent.

Notice of the business, which is proposed to be conducted at a meeting, may be given by the Secretary or by any active member. The Secretary shall give notice of the general nature of the business proposed to be conducted at a meeting if directed to do so by the Board of Directors or if requested to do so in writing by 10 active members.

#### **Section 4 – Scope of Business:**

The scope of business, which may be voted upon at any given meeting, is determined by the content of the notice of that meeting.

If the general nature of the business to be conducted at a regular meeting is not stated in the notice of the meeting, the members may not take any action except (1) to authorize expenditures by the Association of not more than \$10,000 for purposes which were not previously approved in the budget and (2) to issue resolutions of congratulations, commendation or condolence.

If the general nature of the business to be conducted at a regular meeting is stated in the notice of the meeting, any action regarding that business may be taken at that meeting. However, any notice of a meeting at which a proposed assessment is to be voted upon shall state the exact amount to be assessed each active member.

No business shall be conducted at a special meeting except that stated in the notice.

**Section 5 – Voting:**

Unless a vote greater than a majority of the members is specifically required by law or these Bylaws, any matter to be approved by the members shall require the approval by a majority of the members present at a duly called meeting at which a quorum is present, or the approval of a majority of the votes cast by written ballot provided that the total number of votes so cast within the time period specified by the Board of Directors equals or exceeds the quorum which would be required to be present at a meeting authorizing the action.

**Section 6 – Actions Without Meetings:**

In lieu of voting at a meeting, the members may take action by voting in writing, provided that the total number of votes cast meets or exceeds the quorum which would be required to be present at a meeting authorizing the action.

**ARTICLE X  
Committees and Sections**

**Section 1 – Committees:**

Each June the President-Elect, with the advice and consent of the Board of Directors, shall determine the title, size, and function of each committee of the Association, which will exist during his or her term of office as President. Only active members, ex-officio members, retired members and student members shall serve on the committees and attend committee meetings. Non-members, affiliate members and honorary members may serve on committees and attend committee meetings upon the invitation of the particular committee. Committee members shall serve from September 1 until August 31 or until their respective successors are appointed. The Board of Directors may, from time to time, establish other committees, transfer functions from one committee to another, and direct the disbandment and discontinuance of any committee.

Any member of any committee who has three consecutive absences without good cause will be deemed to have resigned from said committee. A majority of the committee shall determine the question of “good cause.”

Each committee shall keep a written record of all its actions. A majority shall constitute a quorum at meetings of committees.

A majority of the Board of Directors shall not be members of any single committee of the Association without the unanimous approval of the Board of Directors.

**Section 2 – Sections:**

One or more sections may be formed by the Board of Directors for the presentation, discussion and study of matters pertaining to the practice of law or for such other purposes and in such manner as is

determined by the Board of Directors. The Board of Directors may also set the amount of any dues to be charged for membership in any section.

The chairperson of the section shall be appointed annually by the President-Elect. The section may elect other officers as it may require from time to time, and shall establish its own procedures for the conduct of its business, subject to compliance with these Bylaws and to supervision by the Board of Directors. Each section may determine whether persons who are not lawyers and/or lawyers who are not members of the Association may participate in the activities and meetings of the section; however, only active members of the Association may be members of the section, hold offices therein, have voting rights, and be obligated to pay any dues. Each section shall report in writing to the Board of Directors once each year, naming its officers and summarizing its procedures and activities. The Board of Directors may disband any section at any time.

**Section 3 – Activities:**

The Riverside County Barristers (“Barristers”) is recognized as an activity of the Association. The books and records of Barristers shall be made available to any member upon request. The Board of Directors may terminate its relationship with any recognized activity of the Association, but it has no power to disband the activity.

**Section 4 – Meetings and Rules:**

Each committee, section, and activity may fix its own time and place of meetings and may adopt rules for its own government and course of proceedings consistent with the Articles of Incorporation, these Bylaws, and the directions of the Board of Directors.

**ARTICLE XI  
Amendment**

**Section 1 – Proposals:**

Amendments to these Bylaws may be proposed by a resolution of the Board of Directors or by a written petition signed by 20 active members. However proposed, the Secretary shall see that proper notice of the proposal is given to all active members.

**Section 2 – Approval:**

A proposed amendment to these Bylaws becomes effective if approved by the active members at any regular or special membership meeting upon proper notice.

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