

Annex A

(Approved by BLS Ex Comm. on July 27, 2018)

**ADMINISTRATIVE BYLAWS
of the
BUSINESS LAW SECTION
of the
CALIFORNIA LAWYERS ASSOCIATION**

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “Business Law Section of the California Lawyers Association,” hereinafter referred to as the “Section.” The Section is an administrative unit of volunteers and a component part of the California Lawyers Association, a California nonprofit mutual benefit corporation (the “Association”), and is not a separate legal entity. These Administrative Bylaws are promulgated under Article VII, Section 4, of the Association’s corporate Bylaws (the “Association Bylaws”). In the event of any inconsistency between these Administrative Bylaws and the Association Bylaws, the Association Bylaws shall govern.

II. Purposes and Duties

The purposes of the Section shall be (a) to further the knowledge of the members of the Section in matters pertaining to business law, (b) to participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the Section in business law, (c) to act upon all matters germane to its purposes as so described in the Association’s Bylaws or referred to it by the Association’s Board of Representatives (the “Board”), and (d) to make recommendations to the Board.

III. Membership

Any individual who is an active or inactive member in good standing of the State Bar of California (the “State Bar”), a judge of a court of record in California, a full-time law professor based in California, or a registered in-house counsel (as defined in the California Rules of Court) is eligible to become a member of the Section. Any other individual is eligible to become an affiliate member of the Section. All references to members in these Administrative Bylaws shall be to members and affiliate members, unless otherwise stated.

An eligible individual’s term of membership in the Section shall be for one year commencing on February 1 each year, but no individual shall lose her or his membership status for failure to pay dues during a grace period set by the Board’s policy. The Board may extend the grace period as needed. An eligible individual shall be enrolled as a member of the Section upon request and upon payment of the prescribed fee, if any, for such term.

IV. Membership Role in Section Governance

1. Rights. Membership in the Section shall not confer upon any individual the status of a “member” of the Association within the meaning of Section 5056 of the California Nonprofit Corporation Law. Members of the Section (other than affiliate members) shall have the following rights, as set forth in these Administrative Bylaws:

- (a) to nominate candidates for election to the Section Executive Committee;
- (b) to participate meaningfully, as defined in Section IV(3)(a) and IV(3)(b), in choosing the Section’s nominee to represent the Section on the Board, for election by the Board (once nominated by the Section, the “Nominee”, and once elected by the Board, the “Representative”);
- (c) to reject the Section’s proposed Nominee;
- (d) to recall the Section’s Representative; and
- (e) to nominate candidates for election to the offices of President and Vice President of the Association.

The rights of Section members described in the remainder of this Article IV shall not apply to affiliate members.

2. Nominations for Section Executive Committee, Association Officer Positions, and Section Representative.

(a) For Executive Committee. On or before the tenth (10th) day of May each year, any Section member may nominate a Section member, including himself or herself, to serve on the Section Executive Committee, which term will commence immediately following the conclusion of the Annual Meeting that year. To be considered for appointment to the Executive Committee, a nominee or applicant must timely deliver to the Section a completed application.

This subsection shall not apply to selection of Executive Committee members to fill a vacancy outside the regular election process (see Article V, Section 4).

(b) For Association President and Vice President. On or before sixty (60) days prior to the deadline set by the Board for nominations to the office of President and Vice President of the Association, any Section member, regardless of whether such member sits as a member of the Executive Committee, may nominate any individual, including himself or herself, to serve as the Association President or Vice President provided such nominee meets the qualifications for membership on the Board set forth in the Association's Bylaws. The nomination shall be made by submitting it to the Section Chair. On timely receipt of such application, the Section Chair (or, if there is a vacancy in this position, the Section officer designated by the Executive Committee), then holding the position of Nominator under the Association's Bylaws (the “Nominator”), shall promptly confirm the qualifications and validity of the applicant and his or her willingness to serve, and shall provide a list of candidates so

nominated to the Chair or Secretary of the Association on or before the date set by the Board for receipt of such nominations.

This subsection shall not apply to fill a vacancy outside the regular election process, which shall be conducted to conform with the Association Bylaws.

3. For Section Representative to Association.

(a) Recommendations for Nominee. On or before sixty (60) day's prior to the deadline set by the Board for nominations to the Board, any Section member, regardless of whether such member sits as a member of the Executive Committee, may nominate a Section member, including himself or herself, to serve as the Section's Representative to the Association provided such nominee meets the qualifications for membership on the Board set forth in the Association's Bylaws. Nominations shall be submitted in writing to the Chair of the Section. The Nominee shall be selected by a majority vote of the Executive Committee. Following the selection, the Executive Committee Chair or the person then holding the position of Nominator under the Association Bylaws, shall announce to the Section Membership the identity of the Nominee.

This subsection shall not apply to fill a vacancy outside the regular election process, which shall be conducted to conform with the Association Bylaws.

(b) Rejection of Section's Proposed Nominee. No later than two weeks after the announcement of the Section's proposed Nominee, Section Members representing twenty percent (20%) of the voting membership of the Section may reject the proposed Nominee by delivering to the Section Chair a petition signed by such members. On timely receipt of the petition, the Chair shall confirm the validity of the petition and the signatures thereon, and shall promptly remove the proposed Nominee's name from consideration as the Section's Nominee, whereupon the Nominator shall promptly select an alternate Nominee (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) and cause the name of the alternate proposed Nominee to be distributed to the members of the Section. The provisions of this subsection (b) shall apply to each alternate proposed Nominee.

4. Recall of Section's Representative.

(a) Initiating A Recall. Either the Chair, at least 1/3 of the Executive Committee members, or members representing at least twenty percent (20%) of the Section membership, may initiate a recall vote of the Section's Representative. If the recall process is initiated by members of the Executive Committee other than the Chair, or by Members of the Section, they must present the Chair with a petition signed by either at least 1/3 of the Executive Committee members or at least 20% of the Section members, asking that the Representative be recalled. On receipt of such petition, the Chair shall confirm the validity of the petition and the signatures thereon, and shall then promptly call a recall vote, to be held within one month of the submission of a valid petition to the Chair.

(b) Recall Vote by the Executive Committee. Unless the Section's Representative at issue is no longer in that office at the time set for commencement of the recall

vote, a recall vote initiated by either the Chair or other members of the Executive Committee shall be held by written ballot distributed to the Executive Committee by either electronic mail or, if an in-person meeting of the Executive Committee has been scheduled, by paper ballot. Executive Committee members who do not attend the in-person meeting shall be allowed to vote via electronic mail. The ballot shall clearly state that the purpose of the ballot is to allow Executive Committee members to vote on the recall of the Section's Representative, and shall identify the Representative by name. The ballot shall provide an opportunity to indicate approval or disapproval of the recall.

(c) Executive Committee Recall Vote Quorum and Voting Requirements. A recall vote by the Executive Committee shall be successful only if the number of valid ballots returned equals or exceeds a number representing a quorum of the members of the Executive Committee, and at least *sixty percent (60%)* of the ballots so returned are in favor of recall.

(d) Recall Vote by Members of the Section. Unless the Section's Representative at issue is no longer in that office at the time set for commencement of the recall vote, a recall vote initiated by Section members shall be held by written ballot distributed by electronic mail to the email address of record for each Section member. The ballot shall clearly state that its purpose is to allow the Section members to vote on the recall of the Section's Representative, and shall identify the Representative by name. The ballot shall provide an opportunity to indicate approval or disapproval of the recall, and shall state on its face or in an accompanying notice the date and manner by which it must be returned in order to be counted.

(e) Section Member Recall Vote Quorum and Voting Requirements. A recall vote initiated by the Section's members shall be successful only if the number of valid ballots returned within the time period specified equals or exceeds twenty percent (20%) of the Section membership, and at least sixty percent (60%) of the ballots so returned are in favor of recall.

(f) Report to Board of Recall Vote. If a recall vote is properly initiated and successful in accordance with this Article IV, Section 4, that vote shall constitute a recall vote (if approved under Section 4(d) of this Article), or vote of no confidence in the Representative (if approved under Section 4(c) of this Article), under the Association Bylaws, and the Chair immediately shall report the results of that vote to the Board for removal vote of the Section's Representative in accordance with the Association Bylaws Article IV, Section 7(a).

V. Executive Committee

1. Duties. The Section shall be administered by an Executive Committee. The Executive Committee shall assist the Board in matters relating to the Section and all other matters referred to the Executive Committee by the Board. The Executive Committee shall supervise and direct the affairs and policies of the Section, in accordance with the Association's Bylaws and subject to the oversight of the Board. The Executive Committee is not deemed to be an Advisory Committee of the Association unless specifically designated as such by the Board. These bylaws are intended to provide maximum flexibility to the Executive Committee and, unless specifically provided otherwise, the Executive Committee shall have broad discretion to administer the Section, consistent with the purpose of the Section, in the manner the Executive Committee deems best.

2. Composition and Election. The Executive Committee shall consist of the number of members it deems appropriate from time to time. Nominations for election may be made by the Executive Committee acting as a nominating committee. Nominations for appointment to the Executive Committee must be submitted to the Board at least five days before the date the nominees are scheduled to be elected. The Board may, under circumstances described in the Association Bylaws, disapprove individuals nominated for service on the Executive Committee. Members of the Executive Committee shall not receive compensation for their services on the Executive Committee, but shall have expenses reimbursed, subject to the Association's policies.

3. Qualifications. Executive Committee members must be current members of the Section in good standing and may not be affiliate members.

4. Term of Office; Removal; Vacancies. Approximately one-third of the members of the Executive Committee shall be elected each year for terms of three years each; except that a member's term of office may be extended to serve as an officer in a fourth year, or as Chair, Vice Chair or Chair-elect in a fifth year, or as Chair in a sixth year. The Chair or the Executive Committee acting as a whole may remove any Executive Committee member who fails to attend three or more Executive Committee meetings in a single Section membership year. Any vacancy in Executive Committee membership occurring prior to the normal expiration of the term for any reason may be filled for the unexpired portion of the term by the Executive Committee. Executive Committee terms shall begin at the conclusion of the applicable year's Annual Meeting of the Board, as set pursuant to the Association Bylaws.

5. Meetings; Action without Meeting. Meetings of the Executive Committee may be called by the Chair or by a majority of the members of the Executive Committee. Written notice of such meetings shall be mailed to the members of the Executive Committee at least six calendar days prior to such meeting or shall be given in person, by telephone, or by electronic mail at least 48 hours prior to such meeting. A member of the Executive Committee may waive notice of a meeting in a signed writing delivered to the Secretary of the Section, whether before or after the meeting. In addition, attendance at a meeting without protesting the lack of notice prior to or at the commencement of the meeting shall constitute waiver of notice of that meeting. At meetings of the Executive Committee, the majority of its members shall constitute a quorum for the transaction of any business. Unless otherwise provided for in these Bylaws, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Executive Committee. The Executive Committee may act without a meeting by a poll of its members. In such event, at least a majority of its members must agree on any action taken. A poll of the members of the Executive Committee may be conducted by the Chair in person, by telephone, or by electronic mail. The Chair of the Executive Committee shall report the results of any poll to the Executive Committee at the next duly noticed meeting of the Executive Committee. Meetings of the Executive Committee will be open to all members of the Section, except to the extent any closed sessions are held at the discretion of the Chair of the Executive Committee.

6. Officers.

(a) The incumbent Chair of the Section shall appoint, subject to a confirmatory vote of the Executive Committee, his or her successor Chair of the Section. The Chair so appointed shall appoint one or more Vice-Chairs, a Secretary, a Treasurer and such other officers as the appointed Chair shall deem desirable, each of whom shall be a member of the Executive Committee. The Chair shall be selected from among the Executive Committee members who shall at the time of assuming office have completed at least two years of service on the Executive Committee. The appointments for the Chair and other officers shall be made on or before the deadline set by the Association.

(b) Term. Officer terms shall be for one year and begin and end immediately following the adjournment of the applicable year's Annual Meeting. In the event of a vacancy among the officers, the Executive Committee may elect a successor to fill the unexpired term.

(c) Chair. The Chair shall preside at all meetings of the Section and the Executive Committee, shall administer the affairs of the Section and shall supervise the other officers in the administration of their functions.

(d) Vice Chair(s). The Vice-Chair selected by the Chair or, if none is selected by the Chair prior to or within a reasonable time after the Chair's absence or inability to act, by the Executive Committee, shall perform all the duties of the Chair during the latter's absence or inability to act, and when so acting shall have all the powers of the Chair and be subject to all the restrictions upon the Chair. Vice Chairs will have additional responsibilities and duties as determined by the Executive Committee.

(e) Secretary. The Secretary shall keep minutes of meetings of the Section and Executive Committee.

(f) Treasurer. The Treasurer shall advise the Chair and Executive Committee on the finances of the Section.

7. Advisors. The Chair may appoint nonvoting Advisors to the Executive Committee from among the members of the Section or members of the judiciary (even if not members of the Section). Advisors shall be appointed for a term of one year. The term of any Advisor may be renewed consecutively for any number of terms. The Chair may remove an Advisor at any time and for any reason.

8. Ad Hoc Committees.

(a) Ad Hoc Committees. The Chair of the Executive Committee shall have the power, without the need for Executive Committee approval, to appoint such *ad hoc* committees as are necessary or desirable for the purpose of furthering the objectives of the Section.

(b) **Selection of Committee Members.** The members of ad hoc committees shall be selected from members of the Section by any method determined by the Executive Committee. The Executive Committee may, on recommendation of the Chair or any chair of any *ad hoc* committee, remove and/or replace any committee member if deemed to be in the best interests of the Section. The Executive Committee may impose additional minimum requirements for selection as a committee member.

(c) **Minutes of Committee Meetings.** Subject to the authority of the Executive Committee, a Section committee may determine their own meeting rules. Minutes shall be kept of each meeting of any committee and shall be filed with the Section Secretary.

VI. Standing Committees

1. **Establishment of Standing Committees.** The Executive Committee shall have the power to create standing committees from time to time and such standing committees shall serve at the pleasure of the Executive Committee.

2. **Committee Officers.** Each standing committee shall have a chairperson and vice chair, and such other officers, including co-chairs and co-vice chairs, as may be required or desirable who shall be selected by, and serve at the pleasure of, the Executive Committee. Such officers shall have such powers and duties as the Executive Committee may from time to time determine, subject to these Administrative Bylaws and the Association Bylaws. The Executive Committee may impose additional minimum requirements for selection as a standing committee officer.

3. **Budget.** The chair of each standing committee shall provide an annual budget to the Treasurer of the Executive Committee by the date set by the Executive Committee each year.

4. **Selection of Standing Committee Members.** The members of standing committees shall be selected from members of the Section by any method determined by the Executive Committee. The Executive Committee may, on recommendation of the Chair or any chair of any standing committee, remove and/or replace any standing committee member if deemed to be in the best interests of the Section. The Executive Committee may impose additional minimum requirements for selection as a standing committee member.

5. **Minutes of Standing Committee Meetings.** Subject to the authority of the Executive Committee, a standing committee may determine its own meeting rules. Minutes shall be kept of each meeting of any standing committee and shall be filed with the Section Secretary.

VII. Section Meetings

1. Meetings and Notices. There may be an in-person Section meeting held in conjunction with the Annual Meeting of the Association. The Section may also hold such other meetings as may be called by the Executive Committee upon notice given to the members of the Section at least 15 days prior to the Section meeting. Notice of meetings shall be given by mail, electronic mail, or in any publication of the Association.

2. Quorum. The members of the Section present at any meeting shall constitute a quorum for the transaction of business. Affiliate Members will not be counted in establishing the quorum. Unless otherwise provided for in these Bylaws, the affirmative vote of a majority of the members voting at a duly held meeting shall be the act of the members.

3. Written Consent. If the members of the Section are required to vote on any matter set forth in these Administrative Bylaws, the vote may be taken at a meeting or by e-mail, other electronic vote, or through any other medium that the Executive Committee of the Section determines is reasonably secure. Notwithstanding the foregoing, no affiliate Member will be entitled to vote.

4. Minutes of Section Meetings. Minutes shall be kept of each meeting of the Section and the Section Executive Committee.

VIII. Amendments to Administrative Bylaws

These Administrative Bylaws may be amended, supplemented or repealed by the Executive Committee by the vote of two-thirds (2/3) of all its members present and voting at any meeting at which a quorum is present and which is duly called for the purpose of considering such amendment pursuant to notice (or waiver of notice) complying with Article V.5 (or by a two-thirds (2/3) vote of the members of the Executive Committee polled pursuant to the provisions of Article V.5), provided that no amendment shall take effect until approved by the Board. Before the Executive Committee may vote on a proposed amendment to these Administrative Bylaws, notice must be given to the members of the Executive Committee of the proposed amendment no less than 7 days before the amendment is to be considered. These Administrative Bylaws may not be amended to eliminate any of the membership rights listed in Article IV, Section 1. These Administrative Bylaws and all amendments hereto shall be filed with the Secretary of the Association.

