

Adopted 8.14.18

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

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “Environmental 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 to: further the knowledge of the Members of the Section (defined below) in matters pertaining to environmental law; to participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the Section in environmental law; 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 “Association Board”); and, to make recommendations to the Association Board.

The Section does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities, operations, elections, or appointments.

III. Membership

1. Categories. Section membership includes the following categories and types of members:

(a) Regular Member. Any individual who is an active or voluntarily inactive member in good standing of the State Bar of California, a judge of a court of record in California, a registered in-house counsel under California Rules of Court or a full-time law professor teaching in California is eligible to become a Regular Member of the Section. Regular Members shall have all of the privileges of Membership. In addition, Regular Members may hold any office for which they are eligible and to which they are elected or appointed.

(a) Affiliate Member. Any individual interested in and willing to contribute to Section activities may become an Affiliate Member of the Section.

(b) Student Member. Any student pursuing a law degree may become a Student Member of the Section.

2. Term. An eligible individual's term of Membership in the Section shall be for one year commencing from February 1 of each year but no individual shall lose her or his Membership status for failure to pay dues during any grace period established by the Association Board's policy. 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. Such fees shall be prescribed by the Association Board and shall be collected by the State Bar for transfer to the Association, or collected directly by the Association, to be used for the purposes of defraying costs and expenses for the Section.

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. Regular Members of the Section 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 in choosing the Section's nominee to represent the Section on the Association Board, for election by the Association Board (once nominated by the Section, the "Nominee," and once elected by the Association 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 Regular Members described in the remainder of this Article IV shall not apply to Affiliate Members or Students Members.

2. Nominations by Section Membership

(a) For Executive Committee. Any Regular Member may nominate themselves for Membership to the Executive Committee by submitting a completed application to the Executive Committee in the form specified by the Executive Committee and by the application deadline.

(b) For Association President and Vice President. Prior to the regular election by the Association Board of the Association President and Vice President, members representing at least two percent (2%) of the Regular Members of the Section may nominate candidates for President and Vice President of the Association, by a petition signed by such members and delivered to the Chair of the Section on or before the Section's closing date for such nominations. Separately, the Executive Committee may nominate candidates for President and Vice President of the Association. The Chair shall provide a list of candidates so nominated to the Chair or Secretary of the Association on or before the date set by the Association Board for receipt of such nominations. The Section's closing date for such nominations shall be fourteen days before the date referred to in the previous sentence. This subsection shall not apply to selection of Association President or Vice President to fill a vacancy outside the regular election process.

3. Recommendations for and Rejection of Section's Proposed Nominee.

(a) Qualifications. Current or former Executive Committee members are eligible to become the Section Nominee.

(b) Recommendations for Nominee. Prior to the naming by the Section of a Nominee, whether during the regular election process or to name a Nominee to fill a vacancy outside the regular election process, Regular Members may recommend eligible members as candidates to become the Nominee by completing the application provided by the Section and delivering the petition to the Chair of the Section on or before the closing date for such nominations. On timely receipt of such an application, the Chair or the Chair's designee shall promptly confirm the willingness of the individual to serve, and shall review the list of all persons so recommended. The Executive Committee shall, by majority vote of all its members then in office, name one individual as the Section's proposed Nominee. The Chair shall cause the name of the proposed Nominee to be distributed to the Members of the Section no less than four weeks prior to the date the Association Board has set for receipt of the names of the Sections' Nominees. The closing date for nominations shall be ten days before the first date referred to in the previous sentence. No member may serve as both the Section Representative and upon the Executive Committee.

(c) Rejection of Section's Proposed Nominee. Members representing twenty percent (20%) of the Regular Members of the Section may reject the Section's proposed Nominee by a petition signed by such members within two weeks after the announcement of the Section's proposed Nominee, and delivered to the Chair of the Section on or before the business day following the end of the two-week period. 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 Chair shall name a different proposed Nominee. The Chair shall promptly cause the name of the alternate proposed Nominee to be distributed to the Regular Members of the Section. The provisions of this subsection (b) shall apply to each alternate proposed Nominee.

4. Recall of Section's Representative.

(a) Petition to Initiate Recall. Members representing twenty percent (20%) of the Regular Members of the Section may call for the Executive Committee to vote on whether to recall the Section's Representative by a petition signed by such members and delivered to the Chair or Secretary of the Section. On receipt of the petition, the Chair shall confirm the validity of the petition and the signatures thereon and shall, within one month of receiving the petition, place a vote on whether to recall the Section's Representative on the next agenda of the Executive Committee.

(b) Recall Vote by Written Ballot. The recall vote shall be held by written ballot distributed by electronic mail to the e-mail address of record for each Regular Member. The ballot shall clearly set forth that the purpose of the ballot is to allow the Regular 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 by which it must be returned in order to be counted. The required return date shall not be less than one week from the date the ballots are distributed.

(c) Recall Vote Quorum and Voting Requirement. The recall vote shall be successful only if the number of valid ballots returned within the time period specified equals or exceeds twenty percent (20%) of the Regular Members of the Section, and at least sixty percent (60%) of the ballots so returned are in favor of recall.

(d) Limit on Recall Votes. The Section shall not hold more than one recall vote during any single term of a Representative. This section does not apply to recall action by the Executive Committee pursuant to Article V, Section 9.

V. Executive Committee

1. Duties. The Section shall be administered by an Executive Committee. The Executive Committee shall assist the Association Board in matters relating to the Section and all other matters referred to the Executive Committee by the Association 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 Association Board. The Executive Committee is not deemed to be an Advisory Committee of the Association unless specifically designated as such by the Association Board. These Administrative 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 seventeen (17) members selected by the incumbent members of the Executive Committee from the timely applications submitted pursuant to Section IV. 2(a). Nominations for appointment to the Executive Committee must be submitted to the Association Board by the date stated in the Association's Appointments Policy. The Association Board may, under circumstances described

in the Association Bylaws, disapprove individuals nominated for service on the Executive Committee. Each member of the Executive Committee shall take an oath of office. Members of the Executive Committee shall not receive compensation for their services on the Executive Committee.

3. Qualifications. Executive Committee members must be Regular Members of the Section in good standing.

4. Term of Office; Removal; Vacancies. Approximately one third (1/3) of the Executive Committee members shall be appointed each year for terms of three (3) years each; except that nothing herein shall prevent membership on the Executive Committee for a fourth year to permit service as Chair, Vice-Chair, or Chair-Elect; or for a fifth year to permit service as Chair. The Chair or the Executive Committee acting as a whole may remove any Executive Committee member who fails to attend three (3) consecutive Executive Committee meetings or for other reasons if deemed necessary by the Executive Committee to be in the best interests of the Section. 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 Chair. Executive Committee terms shall begin and end at noon on the second day following the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws.

5. Meetings

(a) Generally. Unless otherwise provided for in these Administrative Bylaws, every act or decision done or made by a majority of the Executive Committee members present at a meeting duly held at which a quorum is present is an act of the Executive Committee. 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 eight (8) days prior to such meeting or shall be given in person, by telephone, or by electronic mail at least five (5) days 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 of the committee.

(b) Action without Meeting. The Executive Committee may act without a meeting by a poll of its members. In such event, no less than a simple majority of the entire membership of the Executive Committee 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.

(c) Closed Session. The Executive Committee may meet in closed session for:

(i) The purpose of considering and making decisions regarding nominations for serving on the Executive Committee, as Section Representative, or as President or Vice President of the Association;

(ii) The purpose of considering, discussing, and making decisions recalling the Section Representative;

(iii) The purpose of considering, discussing, and making decisions regarding nominees for the Annual Lifetime Achievement Award; and,

(iv) Any other purpose that a majority of the Executive Committee participating in the meeting at which a quorum is present agree upon.

6. Officers.

(a) Election; Qualification. The Executive Committee shall elect a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer for the following term. The Chair, one or more Vice-Chairs, Secretary, and Treasurer shall be selected from among the Executive Committee members who shall at the time of assuming office have completed at least one year of service on the Executive Committee.

(b) Term. Officer terms shall begin and end at noon on the second day following the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws. 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 the meetings of the Section and the Executive Committee, and shall supervise the other officers in the administration of the day-to-day activities of the Section, subject to the oversight of the Association Board and in accordance with the Association Bylaws. The Chair shall serve as nominator of the Section Nominee consistent with the Association Bylaws Article III, Section 1.

(d) Vice-Chair(s). The sole or ranking Vice-Chair 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.

(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 Executive Committee may from time to time appoint nonvoting Advisors to the Executive Committee to serve at the pleasure of the Executive Committee for terms and purposes it may determine.

8. Committees.

- (a) Standing Committees. There shall be the following standing committees:
 - (i) Education
 - (ii) Legislation
 - (iii) Publications

The Executive Committee shall have the power to create other standing committees from time to time and such standing committees shall serve at the pleasure of the Executive Committee. Each standing committee may appoint subcommittees.

(b) Committee Officers. Each standing committee shall have a chairperson and vice chairperson, and such other officers as may be required 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.

(c) 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 for the purpose of furthering the objectives of the Section.

(d) Selection of Committee Members. The members of the standing and *ad hoc* committees shall be selected by the Executive Committee from Members of the Section. The Executive Committee may, on recommendation of any standing or *ad hoc* committee, remove and replace any committee member who failed to attend three (3) consecutive committee meetings, or if deemed necessary for other reasons by the Executive Committee to be in the best interests of the Section.

9. Removal of Section Representative. The Chair or any two Executive Committee members may request an action item be placed upon the next Executive Committee agenda to hold a no confidence vote regarding the Section Representative. If at least two-thirds (2/3) of the Executive Committee members then in office vote that they have no confidence in the Section Representative, the Chair shall immediately forward such recommendation to the Association Board for a removal vote of the Section Representative in accordance with Association Bylaws Article IV, Section 7(a).

VI. Amendments to Administrative Bylaws

These Administrative Bylaws may be amended by the Executive Committee by the vote of two-thirds (2/3) of all its members then in office, at a meeting duly called for the purpose of considering such amendment, provided that no amendment shall take effect until approved by the Association Board. 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.