

**ADMINISTRATIVE BYLAWS  
of the  
LITIGATION SECTION  
of  
CALIFORNIA LAWYERS ASSOCIATION**

**I. Name and Legal Status**

The individuals organized under these Administrative Bylaws shall be known as the “Litigation 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 all aspects of litigation whether before judicial, quasi-judicial or administrative tribunals and alternative dispute resolution, (b) to participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the Section in the area of litigation 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 “Association Board”), (d) to make recommendations to the Association Board, (e) to assist in the formulation, administration and implementation of legislation, rules of court, jury instructions and similar items related to litigation; (f) contact with governmental agencies and other activities designed to assist members of the of the California Lawyers Association and/or members of the Section; and (g) such other purposes as may be deemed from time-to-time by the Executive Committee of the Section.

**III. Membership**

Any individual who is a member in good standing of the State Bar of California (the “State Bar”) or a judge of a court of record in California is eligible to become a Regular Member (“Regular Member” or “Member”) of the Section.

Any other individual, upon request and upon payment of the prescribed yearly fee, shall be enrolled as an Affiliate Member (“Affiliate Member”) of the Section. Affiliate Members shall have all the privileges of Section membership, except to hold office as an elected or appointed officer of the

Section or of any committee of the Section, to become a member of the Executive Committee or to participate in the selection of officers or the nomination of members of the Executive Committee.

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 Association Board's policy. It is the intent of this section to make membership an annual, renewable status such that an eligible individual may become an Affiliate or Regular Member, as applicable, repeatedly. 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. The Executive Committee, in its discretion, may elect to waive the fee requirement for individuals or classes of individuals subject to Association Board approval.

#### **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 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.

#### **2. Nominations by Section Membership**

(a) For Executive Committee. Any Member may nominate herself or himself or any other Member for election to the Executive Committee by delivering a nomination application to staff designated by the CLA by the closing date for nominations, as set in the CLA's Appointments' Policy.

(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 one and one-half percent (1.5%) of the voting power may nominate candidates for election as

Association President and Vice President by a petition signed by such members on or before such closing date for nominations as shall be set by the Executive Committee, and delivered to the Chair or the Secretary of the Section on or before the closing date for nominations. On timely receipt of such a petition, the Section officer then holding the position of Nominator under the Association Bylaws (the “Nominator”) shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual 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 Association Board for receipt of such nominations. The Section’s closing date for such nominations, as set by the Executive Committee, shall be at least five 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) 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, members representing the same percentage of the voting power of the Section as described in Section 2(b) may recommend candidates to become the Nominee, by a petition signed by such members, and delivered to the Chair or the Secretary of the Section on or before the closing date for such nominations (such closing date to be determined by the Executive Committee). On timely receipt of such a petition, the Nominator shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve, and shall review the list of all persons so recommended, along with any candidates recommended by any other valid means pursuant to these Administrative Bylaws, prior to naming (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) one individual as the Section’s proposed Nominee. The Executive Committee shall set the closing date in such a manner to timely permit the Nominator to cause the name of the proposed Nominee to be distributed to the members of the Section no less than three weeks prior to the date the Association Board has set for receipt of the names of the Sections’ Nominees.

(b) Rejection of Section’s Proposed Nominee. Members representing twenty percent (20%) of the voting membership 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 or Secretary 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 Nominator shall name (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) a different proposed Nominee. The Nominator shall promptly 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) Petition to Initiate Recall. Members representing ten percent (10%) of the

voting membership of the Section may initiate a recall vote of the Section's Representative by a petition signed by such members within any three-month period during the Representative's term of office, and delivered to the Chair or Secretary of the Section within one week after the end of such three-month period. On timely 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 receiving the petition.

(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 member of the Section. The ballot shall clearly set forth that the purpose of the ballot is to allow the 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 two weeks 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-five percent (25%) of the total voting power 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.

## I. 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 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 a minimum of seventeen (17) members elected by the incumbent members of the Executive Committee, taking into account the Association's then-current Appointments Policy (if any) and any relevant appointment policy adopted by the Executive Committee. Nominations for such election may be made by the Executive Committee acting as a nominating committee (with the Executive Committee able to delegate such power to a committee of the Executive Committee) but may also be made by the membership of the Section pursuant to Article IV, Section 2(a), above. Nominations for appointment to the Executive Committee must be submitted to the Association Board at least five (5) days before the date the nominees are scheduled to be elected. 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; provided, however, the Executive Committee shall have the power to authorize reimbursement of an Executive Committee member or Advisor for expenses incurred in connection with his or her service pursuant to such terms and procedures adopted by the Executive Committee and subject to Association Board oversight.

**3. Qualifications.** Executive Committee members must be current members of the Section in good standing.

**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 (3) years each; except that a member's term of office shall be extended for so long as such member serves as an officer of the Executive Committee. The Chair may remove any Executive Committee member who fails to attend three (3) consecutive Executive Committee meetings and the Executive Committee, by a 2/3rds vote excluding the vote of the member proposed to removed, may remove any member with or without cause. 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, which selection shall need to be ratified by a majority vote of the Executive Committee. 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. There shall be no waiting period before a Section member, who had previously been a member of the Executive Committee, may again be elected to the Executive Committee.

**5. Meetings; Action without Meeting.** Meetings of the Executive Committee may be called by the chairperson 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 (6) days prior to such meeting or shall be given in person, by telephone, or by electronic mail at least four (4) 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 by the commencement of the meeting shall constitute waiver of notice of that meeting. An agenda for such meeting of the Executive Committee shall be provided along with the formal notice and the business of the Executive Committee shall be limited to the agenda so provided. At meetings of the Executive Committee, a 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 made by a majority of the Executive Committee members present at a meeting duly held at which a quorum is present is the act of the Executive Committee. Meetings may be conducted in person, telephonically, or in such other manner in which members can effectively communicate with one another. Except for extenuating circumstances, the Executive Committee shall endeavor to hold at least four (4) in-person meetings each calendar year. The Executive Committee may act without a meeting by the written consent of greater than fifty percent (50%) of its members; provided, however, that such written consent must be solicited from all members at substantially similar times and in substantially similar form and, should at least twenty-five (25%) of the members so

request, such written consent shall not be effective for a period of twenty-four (24) hours so as to permit discussion regarding the proposed written consent. Such written consent shall be procured by a poll of the members of the Executive Committee by electronic mail, which shall be timely conducted by the Chair at the request of any member of the Committee. The Secretary shall maintain records of the consents. The Executive Committee may meet in closed session for: (a) considering and making decisions regarding nominations for serving on the Executive Committee, as Section Representative, or as President or Vice President of the Association; (b) considering, discussing, and making decisions recalling the Section Representative; and (c) any other purpose that a majority of the Executive Committee participating in the meeting at which a quorum is present agree on. Minutes shall be kept of each meeting and shall be maintained by the Secretary.

## **6. Officers.**

(a) Election; Qualification. On or before the date set by the Executive Committee, the Executive Committee shall elect a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer. The Chair shall be selected from among the Executive Committee members who shall at the time of assuming office have completed at least one year as of service on the Executive Committee and who has served at least one year as Officer of 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; provided, however, that the Chair may appoint an interim officer if the need so arises prior to the Executive Committee's election of a successor.

(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 or if unavailable a Vice Chair shall serve as the Section's "Nominator" for purposes of the Association.

(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 appoint nonvoting Advisors to the Executive Committee, in the sole discretion of the Executive Committee, from among the members of the Section or members of the judiciary. The chair of each standing committee, if not already a member of Executive Committee, shall be an Advisor. In addition, members of the Executive

Committee whose term has ended (and who have not been elected to a new term) shall have the option to serve as an advisor of the Executive Committee for the year following the expiration of his or her term. The number of Advisors shall be determined by the Executive Committee in its discretion and Advisors shall be nominated by a member of the Executive Committee and approved by the Executive Committee at a meeting duly called for the purpose of considering nominations for Advisors. Following the meeting, the Chair (or Chair-Elect) shall confirm each Advisor nominee's availability and willingness to serve, and shall then appoint the Advisors. Advisors shall be appointed for a term of one year. The term of any Advisor may be renewed consecutively for any number of terms, upon nomination each year by an Executive Committee member and approval by the Executive Committee. The Chair may remove any Advisor who fails to attend three (3) consecutive Executive Committee meetings and the Executive Committee acting as a whole may remove any Advisor for any reason, with or without cause. The Executive Committee has the power to make Interim or mid-year appointments of Advisors from time to time. The immediate past Chair will normally be appointed to serve as an Advisor for at least two consecutive one-year terms.

## **8. Committees.**

(a) 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. 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. The members of any such standing committee shall select its officers. The Executive Committee may veto or remove any committee officer. 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 from members of the Section including Affiliate Members or of any other section of the Association by any method determined by the Executive Committee. Membership in the Section shall be preferred, but not strictly required, for service on any committee. The Executive Committee may, on recommendation of the Chair or any chair of any standing or *ad hoc* committee, remove and/or replace any committee member with or without cause if deemed to be in the best interests of the Section.

(e) Section Committee Meetings. Subject to the authority of the Executive Committee, Section committees may determine their own meeting rules.

(f) Budget. The chair of each standing committee shall provide an annual

budget to the Treasurer of the Executive Committee at such date and in such manner as shall be determined by the Treasurer (subject to change by vote of the Committee).

**9. Association Representation.** The Executive Committee shall have the power, by majority vote, to (1) nominate the Section's Representative; (2) request removal of the Section's Representative (for any reason or no reason at all) (which request shall constitute the Executive Committee's expression of no confidence in the Section's Representative); (3) nominate candidates for the Association's President and Vice-President roles; and (4) take such actions as may be warranted in regards to the Section's relationship with the Association. The procedure for the request for removal of the Section's Representative shall be as follows: 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 a majority vote of the Executive Committee is obtained, the Nominator 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. Section Meetings**

**1. Meetings and Notices.** The Section may hold a 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 fifteen (15) days prior to the Section meeting. Notice of meetings shall be given by mail, electronic mail or in an official publication of the Association.

**2. Quorum.** The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

**3. Rules of Order.** All meetings of the Section shall be conducted in accordance with rules of procedure adopted by the Executive Committee.

### **I. 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