

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

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “Public 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 public 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 public 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”), and (d) to make recommendations to 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 purposes of the Section, in the manner the Executive Committee deems best.

The mission of the Section is to (a) promote excellence and integrity in the practice of public law through educational publications, webinars, and conferences, and by recognition of exemplary practitioners through the Ronald M. George Public Lawyer of the Year Award; (b) and to encourage and support law school students’ and young lawyers’ interest in careers in public law.

III. Membership

1. Regular Members. 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 of the Section.

2. Affiliate Members. Upon payment of the prescribed dues, persons described in this subparagraph 2 shall be enrolled as affiliate members of the Section.

Affiliate members shall have all the privileges of section membership, except to (i) hold office as an elected or appointed officer of the Section or any committee of the Section, (ii) become members of the Executive Committee, or (iii) participate in the selection of officers or the nomination of members of the Executive Committee.

Persons, other than those referred to in subparagraph 1 above, may become affiliate members of the Section if such persons have shown a capacity to contribute to the Section. Persons have shown an interest in and demonstrated a capacity to contribute to the Section if such persons:

- (a) Are employed by a public entity;
- (b) Either through employment or volunteer activities regularly appear, or have done so in the past, before public entities;
- (c) Have expertise in one or more fields of interest, or any subfield of interest of the section; or
- (d) Have demonstrated an interest in the role, purpose and/or effect of public entities and/or public lawyers. Persons referred to above may include: lawyers licensed to practice in other jurisdictions, judges of courts of record of other jurisdictions, law school graduates, law school students, and lay persons.

3. Membership Term; Fees. 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 Corporations Code. 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

(f) For Executive Committee. Any Regular Member of the Section may submit a nomination application for appointment to the Section Executive Committee. Applications for the Executive Committee shall be submitted to the Section Executive Committee on or before the deadline for the submission of applications. Applicants must demonstrate a commitment to the area of public law.

(g) For Association Board. Any Regular Member of the Section may submit an application to the Executive Committee for appointment as the Section's representative to the Association Board. The Regular Member shall have served as the Chair of the Executive Committee unless otherwise nominated by the Executive Committee. The qualifications of the Nominee shall be those set forth in the Association Bylaws.

(h) For Association President and Vice President. Any Regular Member of the Section may submit an application to the Executive Committee for nomination as Association President or Vice President. The Regular Member shall have served as the Chair of the Executive Committee unless otherwise nominated by the Executive Committee. The qualifications of the Nominee shall be those set forth in the Association Bylaws.

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

Members representing a majority of the voting membership of the Section may reject the Executive Committee's 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 Executive Committee 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 shall promptly remove the proposed Nominee's name from consideration as the Section's Nominee, whereupon the Executive Committee shall name (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) a different proposed Nominee. The Executive Committee 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.

(i) Petition to Initiate Recall. Members representing a majority of the Executive Committee or twenty-five percent (25%) of the voting membership of the Section may initiate a recall vote of the Section's Representative to the Association Board by a petition signed by such members during the Representative's term of office, and delivered to the Chair or Secretary of the Executive Committee within one week of any 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 sixty (60) days of receiving the petition.

(j) Recall Vote by Written Ballot. The recall vote shall be held by written ballot distributed by electronic mail to the email 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.

(k) Recall Vote Quorum and Voting Requirement. The recall vote of the 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 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.

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.

2. Composition and Appointment. The Executive Committee shall consist of a minimum of twelve (12) members and a maximum of seventeen (17) members. Upon receiving Section member applications pursuant to Section IV.2.a, the incumbent members of the Executive Committee shall appoint members to the Executive Committee upon a majority vote. Appointments to the Executive Committee must be submitted to the Association Board no later than July 1. The Association Board may, under circumstances described in the Association Bylaws, disapprove individuals appointed 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 except for reimbursement for reasonable expenses for their services on the Executive Committee.

3. Qualifications. Executive Committee members must be current members of the Section in good standing and demonstrate a commitment to the field of public law.

4. Term of Office; Removal; Vacancies.

a. **Term of Office.** Executive Committee terms of office 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 (the "appointment effective date"). The terms for all members of the Executive Committee shall be a minimum of three (3) years from the appointment effective date, with said terms to be staggered. When the three (3) year term of office has expired, a member's term of office shall be extended by one (1) year (up to a total of three (3) additional years), for each year the member is elected to serve as an officer. There is no limit on the number of terms that an Executive Committee member may serve. Upon the expiration of the Executive Committee member's term, the member may reapply for the Executive Committee consistent with these bylaws.

b. **Removal.** The Executive Committee may, by majority vote, remove any Executive Committee member who fails to attend three (3) consecutive regular meetings.

c. **Vacancies.** 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. For a vacancy occurring in the final year of office, the Executive Committee may request that the vacancy be filled with an appointment for the remainder of the unexpired three-year term and an additional three year term.

5. Meetings; Action without Meeting.

(a) Meetings. 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 or emailed to members of the Executive Committee at least five (5) days prior to such meeting or shall be given by telephone or email at least two (2) days prior to such 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. All meetings of the Executive Committee shall be open to Section members unless otherwise closed. 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.

(b) Closed Session. The Executive Committee may meet in closed session for: (i) 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) considering, discussing, and making decisions recalling the Section Representative; (iii) considering candidates for the Public Lawyer of the Year 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.

(c) Special Meetings. If the Chair determines a need for action prior to the next scheduled meeting, the Executive Committee may act without a meeting by a poll of its members. In such event, a majority of the 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 email or regular mail.

(l) Bylaws. Notwithstanding the provisions of this section, amendments of these bylaws shall be governed solely by the provisions of Section VI, below.

6. Officers.

(a) Election; Qualification. On or before July 1 of each year, the Executive Committee shall elect a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer from among the committee members who to be eligible to serve shall, at the time of assuming such office, have served at least one (1) year as a member of the committee or as otherwise specified below. The Executive Committee may combine the functions of Vice Chair, Secretary and/or Treasurer, and recommend to the Association Board such other officers as deemed necessary to fulfill the functions of the Section. The slate of officers shall be presented to the Association Board for confirmation no later than the deadline established by the Association Board. The Association Board may, under circumstances described in the Association Bylaws, disapprove the slate of officers.

(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.

(d) Vice Chair(s). The Vice-Chair(s) may be assigned such responsibilities as assigned by the Executive Committee. The Vice-Chair(s) 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. In absence of the Secretary, the Chair may appoint a substitute secretary who shall file the minutes with the Secretary.

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

7. Advisors. The Chair may from time-to-time appoint nonvoting advisors to the Executive Committee for such terms and purposes as determined by the Chair and the Executive Committee. Advisors shall serve at the pleasure of the Chair and shall have served on the Executive Committee, unless otherwise approved by the Executive Committee. An Advisor must participate in the work of the Executive Committee in order to be eligible for travel reimbursement for attendance at Executive Committee meetings.

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.

(b) 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.

(c) Composition of the Committees. The members of the standing and ad hoc committees shall be selected from members of the Section by any method determined by the Executive Committee.

9. Nominations to Association Board. The Executive Committee shall nominate one Regular Member to represent the Section on the Association Board (the “Nominee”). The Nominee shall have served as the Chair of the Section unless otherwise nominated by the Executive Committee. Preference shall be given for current members of the Executive Committee. The qualifications of the Nominee shall be those set forth in the Association Bylaws.

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.