

Appendix A

ADMINISTRATIVE BYLAWS of the CALIFORNIA YOUNG LAWYERS ASSOCIATION SECTION of CALIFORNIA LAWYERS ASSOCIATION

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “California Young Lawyers Association Section of the California Lawyers Association,” hereinafter referred to as the “Section” or “CYLA”. 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 the practice of law in California, (b) to participate in the formulation, administration and implementation of programs, forums, and other activities for the education and development of members of the Section consistent with the Section’s mission, as set forth *infra*, (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.

Mission Statement: “We advance practical skills, leadership and pro bono opportunities, networking, and support to meet the unique needs of California’s diverse community of new lawyers.”

III. Membership

Any individual who meets the following qualifications is a regular member of CYLA: (1) 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, and (2) at the beginning of the membership period has eight or fewer years of active membership in the State Bar.

An eligible individual’s term of membership in the Section shall be for one year commencing on February 1 each year, but to the extent the Association sets a fee for CYLA membership, 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. Such fees, if any, 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

Article I **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. On the occasion of the regular election of Executive Committee members:

Any CYLA member may nominate herself or himself for election to the Executive Committee by delivering a nomination application to staff designated by the CLA on or before the closing date for nominations, as set in the CLA’s Appointments Policy. Further, the Executive Committee may act as a nominating committee and nominate At-Large Members for election by delivering a nomination application on behalf of a CYLA Member (with their agreement to same) to staff designated by the CLA on or before the closing date for nominations, as set in the CLA’s Appointments Policy. Nominations for Section Liaisons shall be directed to the Section appointing the Section Liaison, and nomination for the At-Large Members shall be directed to the CYLA Executive Committee.

Except as otherwise provided in Section V.2.B below, the closing date for nominations shall be set by Executive Director in conformity with the Appointments Policy and timely announced to the members.

This subsection shall not apply to selection of Executive Committee members to fill a vacancy outside the regular election process and/or At-Large Members being nominated and elected pursuant to section V.2.b below.

(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 the same percentage of the voting power of the Section as described in subsection (a) may nominate candidates for President and Vice President of the Association, by a petition signed by such members and delivered to the Chair or the Secretary of the Section on or before the Section’s

closing date for such 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 shall be 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(a) 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. 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. Any current Executive Committee member or Advisor may also recommend candidates to the Nominator. The Nominator 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 Nominator shall cause the name of the proposed Nominee to be distributed to the members of the Section no less than 30 days 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 five days before the first date referred to in the previous sentence.

(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 60 days 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 15 days 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 total voting power of the Section, and at least sixty percent (60) of the ballots so returned are in favor of recall.

(d) Recall Vote by Executive Committee. The Executive Committee can recall a Board Representative through a no confidence vote if at least sixty percent (60%) of the Executive Committee are in favor of such no confidence vote.

(e) Limit on Recall Votes. The Section shall not hold more than one recall vote during any single term of a Representative.

(f) No Confidence Decision. The Executive Committee may remove the Section's Representative by a two-thirds vote of all its members then in office.

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 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 Section Liaisons (one for each of the Association's Sections), At-Large Members (amount as provided for in Section V.2.b below), and four Officers (collectively, "Executive Committee Members").

- a. **Section Liaisons.** Each Section shall appoint one Section Liaison from among the nominees submitted under Section IV.2(a) above or from among such other Section members as the Section deems appropriate to

consider in its sole discretion. The Section Liaison's responsibilities are to (i) perform all duties of a CYLA Executive Committee Member and (ii) coordinate between the Section Liaison's appointing Section and CYLA. Section Liaisons will attend all Section Executive Committee meetings at the Section's expense. A Section Liaison is not a member of the appointing Section's executive committee.

- b. **At-Large Members.** At-Large Members. There shall be a minimum of four At-Large Members, however, up to fifteen At-Large Members may be added within the discretion of the Executive Committee. In addition to the nomination and election process set forth in Section IV.2(a) above, At-Large Members may be nominated by the Executive Committee acting as a nominating committee from time to time and as useful to advance the interests of the CLYA. However, sufficient notice shall be provided to designated CLA staff prior to election of any At-Large Member.
- c. **Officers.** Officers are chosen and serve as discussed in Section V.6 below.

Nominations for appointment to the Executive Committee must be submitted to the Association Board under the procedures set forth in the Association's Appointment Policy. Association Board must approve all CYLA Executive Committee appointments, in its sole discretion. 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 current members of the Section in good standing. The following factors will be considered to promote the breadth and reflect the diversity of the California Young Lawyers Association Membership:

- (a) Length of time in the practice of law
- (b) Proven commitment to volunteer work
- (c) Personal recommendations for the appointment
- (d) Educational background
- (e) Geographic location of residence and work
- (f) Size of law firm or of practice
- (g) Types of employment and types of specific interests represented by law practice or employment (e.g., in-house counsel, public, private, etc.; personal injury, litigation, and plaintiff or defense)
- (h) Prior contributions to and/or participation in CYLA's activities
- (i) Any other factors that reflect or further the CYLA's mission and/or further CYLAs' inclusion and diversity objectives, including, but not limited, to gender, gender identity, gender expression, sexual orientation, age, race, religion, physical and/or mental disability

Factors that weigh against the consideration of a candidate for Executive Committee are:

- (a) the applicant's record of public discipline from the State Bar
- (b) Applicant who has been subject to State Bar disciplinary probation

4 Term of Office; Removal; Vacancies. Each Section Liaison and At-Large Member shall serve a two year, nonrenewable term. Section Liaison terms shall be staggered in the same groupings as Board Representatives under CLA Bylaws Article IV, § 3(a). Two At-Large Members seats will become vacant every year. Officers may serve as a Section Liaison or At-Large Member after completion of their term as Officer, provided that no person shall accrue more than a total of four years as an Executive Committee Member. The Chair or the Executive Committee acting as a whole may remove any Executive Committee member who fails to attend three consecutive Executive Committee meetings, fails to attend five total Executive Committee meetings during his or her time as a member of such Committee, or for acts of dishonesty or fraud relating to such member's position as a member or as a member of the California State Bar. 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 appointing Section as to Section Liaisons and the Executive Committee as to At-Large Members and Officers. Executive Committee Member 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; 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 ten days prior to such meeting or shall be given in person, by telephone, or by electronic mail at least five 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. The Executive Committee may act without a meeting by a poll of its members. In such event, no less than fifty percent (50%) 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. Provided, however, that if there is a tie for any poll taken, and all members of the Executive Committee have voted, the Chair shall, in the Chair's discretion either (a) not count his/her vote in the poll in order to break the tie, or (b) take a new poll which his/her vote will not be taken in the poll in order to break the tie.

6 Officers.

(a) Election; Qualification. On or before the date set by the Executive Committee, the Executive Committee shall elect a Chair, Vice-Chair, a Secretary, and a Treasurer. The Officers 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; however, where insufficient candidates meet the one year of service on the Executive Committee requirement to fill all four officer positions, it may be waived by the Executive Committee. Each Officer must qualify as a CYLA member at the time of assuming office. The deadline to submit Officer appointments to the Executive Director shall be set by the Association Board through the Appointments Policy, for the Association Board's approval. For avoidance of doubt, if a Section Liaison becomes an officer, she is no longer a Section Liaison.

(b) Term. Officer terms are one year. No individual may serve more than three one-year terms as an Officer, and no more than one year as the Chair. 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 the Nominator under these Administrative Bylaws and the CLA Bylaws.

(d) Vice-Chair. The Vice-Chair shall preside, in the absence of the Chair, at all the meetings of the Section and the Executive Committee, and shall assist in the supervision of 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.

(e) Secretary. The Secretary shall keep minutes of meetings of the Section and Executive Committee. The approved minutes will be kept on file with the CLA staff. The Secretary shall also act in the stead of the Chair if the Chair is absent or unable to act and shall oversee the programming activities of CYLA in cooperation with the Programming committee, Communications committee and Governance committee.

(f) Treasurer. The Treasurer shall advise the Chair and Executive Committee on the finances of the Section, shall collaborate with CLA to ensure that the budget is appropriately managed, and shall present an Annual Budget to the Association Board. The Treasurer shall also chair the Governance committee of CYLA.

7. Advisors. The Executive Committee may appoint up to seventeen 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. Before May 1 of each year, 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 Secretary 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 two years. 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 or the Executive Committee acting as a whole may remove any Advisor who fails to attend three consecutive Executive Committee meetings or fails to maintain a valid license to practice law (provided, however, that judicial advisors shall not be removed for failure to maintain a valid license to practice law). Interim appointments of Advisors to fill the remainder of a two-year term left vacant by the removal or resignation of an Advisor, shall be made by the Executive Committee Chair. The immediate past Chair will normally be appointed to serve as an Advisor for at least one two-year term.

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 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 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 or *ad hoc* committee, remove and/or replace any committee member if deemed to be in the best interests of the Section.

(e) Minutes of Committee Meetings. Subject to the authority of the Executive Committee, a standing 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.

(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 approval by vote of the Executive Committee).

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.

Adopted by the Board of Representatives of the California Lawyers Association on July 14, 2020.

