

BYLAWS

As Amended February 12, 2013

ARTICLE I NAME OF ASSOCIATION

This Association shall be called the "SAN FERNANDO VALLEY BAR ASSOCIATION."

ARTICLE II

PURPOSE

Section 1. MISSION STATEMENT. It is the mission of the San Fernando Valley Bar Association to:

- A. Represent the interests of its members and to advocate on their behalf;
- B. Educate its members and the public concerning the law, the legal profession, and the judicial system;
- C. Provide a means of communication both among its members, and between its members and the public;
- D. Promote professional growth and to enhance the quality of life of the legal community;
- E. Promote the highest standards of professionalism, competence and ethical conduct;
- F. Uphold and defend the Constitution of the United States and of the State of California and to maintain representative government;
- G. Promote meaningful access to legal representation and the justice system for all persons regardless of their economic or social condition;
- H. Preserve and enhance the ideal of the legal profession as a service profession and its dedication to public service; and
- I. Create a more inclusive legal profession by actively developing and participating in programs designed to improve diversity.

Section 2. PURVIEW. Within the purview of the Association and its Board of Trustees are issues or activities:

- A. Which are of special interest to attorneys, such as ethics, civility, professionalism, elimination of bias in the legal profession, legal education, legislation and court decisions regarding the administration of justice, law practice management, and social events for lawyers and others in the profession;
- B. Which involve the judiciary, such as judicial ethics, elimination of bias in the justice system, the administration and funding of the courts, and court rules and policies;
- C. Which encourage a positive public image of lawyers and the justice system, including pro bono activities, legal assistance to the poor, public education about the law, alternative dispute resolution, attorney's fees, and attorney-client relations issues;
- D. Which encourage the involvement and leadership of attorneys within the San Fernando Valley; and
- E. Which call upon the training and expertise of lawyers and as to which the opinion of the Association, by virtue of the legal training and expertise of its members, may be helpful to the public.

Section 3. The Association shall not participate in partisan politics or recommend or endorse any person for political or judicial office.

ARTICLE III MEMBERS

Section 1. ACTIVE MEMBERS. Every attorney who is a member in good standing of the State Bar of California or who has retired in good standing from the State Bar may become a member of this Association by vote of the Board of Trustees, and after paying the dues for the current year and any original admission fee.

Section 2. HONORARY MEMBERS. The judges of the Courts of the United States for the Central District of Los Angeles; the Justices of the Circuit Court of Appeals; the Justices of the Supreme Court of the State of California; the Justices of the Court of Appeals, Second District; the Judges, Commissioners, or Referees of the Superior Court of the County of Los Angeles and the Municipal Court and Justice Courts of the Judicial Districts located in the San Fernando Valley area; and any other Judge, Commissioner, or Referee, including Bench Officers of the Workers' Compensation Appeals Board, desiring to become a member of this Association, during the time they respectively hold the said offices; and such persons distinguished for public service or eminence in the law, as may be elected by a vote of the Board of Trustees, shall be Honorary Members of this Association without payment of dues, and they shall have all the privileges of membership, except that of voting.

Section 3. ASSOCIATE MEMBERS. Any law student or graduate law student not yet admitted to the Bar shall be permitted to join as an Associate Member of this Association.

Legal Assistant/Paralegals and Legal Secretaries, who work under the direction and supervision of an attorney at a law office, government agency, or other entity, may become non-voting members of this Association by vote of the Board of Trustees.

Non-attorneys who are employed in law-related professions may become non-voting members of this Association by vote of the Board of Trustees, and after paying the dues for the current year as determined by the Board of Trustees, and any original admission fee. For purposes of these Bylaws, "related professions" includes accountants, health care professionals, real estate professionals, or other professionals who work closely with attorneys as consultants or expert witnesses.

Section 4. VOTING PRIVILEGES OF MEMBERS. Only active members may vote on any matter coming before the Association; but honorary and associate members shall be entitled to enter into any discussion pertaining thereto.

Section 5. DISPLAY OF SFVBA NAME AND LOGO. A member or associate member who is in good standing may inform the public and others of his or her membership in the Association, and may display the Association's name and logo, according to rules adopted by the board of trustees. The display must not be misleading. Rules for the display of the name and/or logo may apply generally, or specifically to one or more members or associate members, or in a particular circumstance, as the board determines. A member or associate member shall stop and/or modify the use and/or display of the name and/or logo as requested by the Association at any time. The privilege of displaying the Association's name and/or logo is not assignable or otherwise transferable by a member.

ARTICLE IV ADMISSION FEES AND DUES

Section 1. FEES and DUES. The admission fees and the annual dues, if any, shall be fixed by the Board of Trustees in their discretion, payable at such time as they may determine. Any such admission fees and annual dues may be increased or reduced by a majority vote of the Board of Trustees.

Section 2. DUES DELINQUENCIES. Any member failing to pay the annual dues within six months after the same become due, may be suspended by the Board of Trustees, after due notice, and shall only be reinstated upon payment of all dues, or remission by the Board of Trustees.

ARTICLE V OFFICERS

Section 1. ELIGIBILITY. Only active members of the Association in good standing shall be eligible to hold office in the Association.

Section 2. OFFICES. The offices of the Association shall consist of a President, Vice President/President-Elect, Secretary, Treasurer, and fifteen Trustees who with the President, Vice President/President-Elect, Secretary and Treasurer shall constitute the Board of Trustees of the Association.

Section 3. IMMEDIATE PAST PRESIDENT: TRUSTEE APPOINTMENT. The Officers and Trustees herein provided for shall be elected as herein provided for in ARTICLE VI, ELECTIONS, except that the Immediate Past President shall automatically be one of the fifteen Trustees referred to in Section 2 above and two of the fifteen Trustees shall be appointed by the President with the approval of the Board of Trustees. In the event that a New Lawyer is not elected to the Board of Trustees in any given election, the President's appointments shall be subject to the provisions of Article XII, Section 3 below.

Section 4. TERM OF OFFICE; OFFICERS. All officers shall assume the duties of their office on the first day of the month immediately following certification by the Secretary of their election in accordance with Article VI, Section 5, and shall serve for one calendar year there from.

Section 5. TERM OF OFFICE, TRUSTEES. Trustees appointed by the President shall each serve until September 30 following their appointment. Other Trustees (except the Immediate Past President of the Association) shall hold office for two-year terms, and shall assume the duties of their office on the first day of the month immediately following certification by the Secretary of their election in accordance with Article VI, Section 5. A Trustee may not serve more than two (2) consecutive elected terms of office as a Trustee in accordance with Article VI, Section 2 of these Bylaws. Provided, however, that one or more additional Trustees may serve pursuant to the provisions of Article XVI of these Bylaws; such service pursuant to Article XVI shall be for a maximum two-year term, which limitation is subject to waiver by the Board of Trustees.

Section 6. VACANCIES. Except as follows, a vacancy on the Board of Trustees or any other office shall be filled by the vote of the remaining members of the Board of Trustees at any regular or special meeting of the Board of Trustees. A vacancy among the Trustees appointed by the President as provided above may be filled by the President with approval of the Board of Trustees.

ARTICLE VI ELECTIONS

Section 1. ELECTION DAY. The Association shall hold an annual election of Officers and Trustees of the Association, which shall be completed by September 10 of each year, which day is hereby declared to be the Election Day, unless the same falls on Saturday, Sunday, or holiday, in which event, the last preceding business day shall be the Election Day.

Section 2. NOMINATING COMMITTEE. The Nominating Committee shall be composed of eight (8) members: The President, Immediate Past President, Vice President/President-Elect and five (5) members in good standing of the Association. These five members shall be elected by the Board of Trustees. Of the five members selected by the Board of Trustees, no more than two members of the Nominating Committee are to be Trustees who still have one year remaining on their term of office. No other officers shall serve on the Nominating Committee. The Chair of the Nominating Committee shall be the Immediate Past President.

It shall be the duty of the Nominating Committee to establish rules and procedures for the nomination of candidates, and the conduct of elections. The Nominating Committee shall meet prior to June 1 of each year and shall elect its own secretary. The Nominating Committee shall nominate one or more active members of the Association for each of the offices of President-Elect, Secretary, Treasurer, but not more than two (2) people for each of these offices, and shall automatically nominate the current President-Elect only for the office of President, and shall nominate not less than nine (9) or more than twelve (12) active members of the Association for the positions of Trustees to be filled at the election. No member of the Nominating Committee shall be nominated for any office or for a Trustee position. No person may be nominated for the position of Trustee who is currently completing his or her second consecutive elected term of office. However, a person may be nominated who has previously served two (2) consecutive elected terms as Trustee and who has not served as a Trustee for an intervening period of at least one year. For purposes of this Section, "term of office" shall not include completing by appointment an unexpired term of office created by the resignation, or incapacitation, of a Trustee.

The report of the Nominating Committee, signed by the Chairperson and Secretary, stating the names of the persons nominated shall be forwarded to the Secretary of the Association not later than June 10 of each year. The report of the Nominating Committee shall be mailed to each active member of the Association by the following July 1, or such report shall be published in any bulletin or publication of the Association prior to July 1. If the report is mailed to the active members by July 1, no separate report need be given.

Section 3. ADDITIONAL NOMINATIONS. Additional nominations for any office, except that of President or President-Elect, or for the position of Trustee may be made by filing with the Secretary of the Association at any time on or before July 25 a written nomination signed by at least twenty (20) active members of the Association in good standing.

Section 4. BALLOTS. A ballot containing the names of the nominees for each office and with the names of all nominees for the position of Trustee, (each elective office to be placed in alphabetical order) shall be mailed to each active member of the Association entitled to vote not later than August 25, of each year. Except as herein provided, the ballot shall be of such form and shall contain such instructions as may be prescribed by the Board of Trustees. Incumbents shall be designated as such on the ballot. The Committee's nominees shall be designated as "Committee Nominee" on the ballot. Each active member shall be entitled to one vote for each officer and for each position of Trustee to be filled at the election. No write-in votes shall be counted. The Election Committee, in accordance with the instructions furnished with each ballot, shall refuse to count ballots not received by 5 p.m. on the Election Day, at which time the voting shall cease.

Section 5. VOTE COUNTING. Immediately upon the closing of the balloting the votes shall be counted by the persons designated to perform that function by the President of the Association (the Election Committee) provided no person shall serve in such function who is a nominee for any office on the ballot. The results of the election shall be certified to the President in writing by the Secretary within 96 hours of the conclusion of the counting of the ballots, and in no event later than the last day of September.

Section 6. VOTES NEEDED TO ELECT. Only a plurality of votes cast shall be required to elect a candidate, provided that where there are more than three candidates for an office (not including the Board of Trustees) and no candidate receives a majority of the vote, there shall be runoff elections between the two candidates receiving the highest number of votes; which election shall be conducted under the provisions of this Article. The nominee who receives the greatest number of votes for the position of Trustee shall be declared elected. In case of a tie vote for any office or for any position of Trustee, a ballot shall be taken at the next regular monthly meeting of the Board of Trustees as between tying nominees and the one receiving the greatest number of votes shall be declared elected. A Trustee shall not vote for themselves in the event of a tie.

Section 7. PERMISSIBLE SOLICITATION. Unless otherwise prohibited by an election guideline, there shall be no restrictions imposed on the solicitation of support for a candidate from the members of the Association, nor any restrictions on the means by which a candidate chooses to publicize his or her candidacy among the members of the Association. Within a reasonable time prior to any election, the Board of Trustees may distribute to each member of this Association an Election pamphlet containing biographical data concerning each candidate. Such data shall be supplied by each candidate desiring to have same distributed, and the subjects on which the candidate is invited to supply information shall be the same for each candidate. Each candidate's biography shall be limited to one page of not more than two hundred-fifty (250) words. The Executive Director shall set the cost of space within the pamphlet. The Board of Trustees may promulgate election guidelines.

ARTICLE VII MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Association shall be held in September or October at a time and place to be determined by the Board of Trustees.

Section 2. NOTICE. Notice of the annual meeting shall be given by the Secretary, in writing, addressed and mailed to each of the members of the Association at least five (5) days prior to said meeting. Such notice may be published in any bulletin published by the Association and mailed to members of the Association, in which event a separate notice need not be given. The term "mail", as used in these Bylaws, shall include, but not be limited to, mail through the United States Postal Service, e-mail to the extent that the Board of Trustees can ensure its reasonable delivery, facsimile transmission, or such other means by which notice shall be expected to be received.

Section 3. SPECIAL MEETINGS. Special meetings may be called, at any time, by the President, by the Board of Trustees, or by petition signed by 20 members of the Association. The number of special meetings by petition shall not exceed three (3) a year. The notice of special meetings shall specify the business to be transacted at the special meeting.

Section 4. QUORUM. Fifty active members shall constitute a quorum for the conduct of business at any meeting of the members of the Association.

ARTICLE VIII BOARD OF TRUSTEES

Section 1. POWERS. The Board of Trustees constituted as provided by these Bylaws, together with any amendments thereto, shall be the governing body of this Association, and shall manage the affairs of the Association subject to and accordance with the Bylaws. All appropriations of the funds of the Association in excess of \$5,000 must be made by the Board of Trustees.

The Board of Trustees shall have the power to institute and maintain on behalf of the Association all necessary actions, proceedings, and prosecutions directed by the Association, or which in the discretion of the Board of Trustees may be necessary or proper to carry out the will or objectives of the Association; and it shall perform such other duties as may be prescribed by the By-Laws or resolutions of the Association.

Section 2. DUTIES. The Board of Trustees shall meet at least eight times a year and shall keep a record of its proceedings. The Board of Trustees shall report its proceedings at the annual meeting of the Association; and at every regular meeting and annual meeting of the Association it shall report any business which in its judgment shall require the action of the Association.

Section 3. QUORUM. A majority of the members of the Board of Trustees shall constitute a quorum.

Section 4. ATTENDANCE AND VACATION OF OFFICE. The Board of Trustees shall have the right to declare vacant the office of any elected or appointed Trustee if such Trustee (1) fails to attend three (3) meetings of the Board of Trustees within a particular year or (2) fails to make required payment of dues within sixty (60) days after the same have become due and payable. Upon the Trustee's failure to attend three (3) meetings, the Trustee shall be given written notice of the Board of Trustees' intended action to declare his or her office vacant. The Trustee shall be afforded an opportunity to appear and appeal such intended action to the Board of Trustees. If a Trustee fails to attend four (4) meetings of the Board of Trustees within a particular year, the Board of Trustees shall declare such office vacant, and the Board of Trustees shall have no obligation to afford the Trustee an opportunity to appeal such decision.

Section 5. TRUSTEE APPOINTMENT TO LOS ANGELES COUNTY BAR ASSOCIATION. During the period within which the Association is entitled to appoint a Trustee of the Los Angeles County Bar Association, the Immediate Past President shall be deemed appointed as such Trustee, to serve for a period of one (1) year, commencing with his or her appointment; provided, however, that if such officer shall determine not to accept such appointment, the President of the Association shall appoint such Trustee from any of the remaining Officers of the Association. If none of the Officers of the Association accept such appointment, the President may appoint such Trustee from the Association's Trustees.

Section 6. CONFERENCE OF DELEGATES. Resolutions on proposed legislation are prepared and presented by the Association's Delegation to the Conference of Delegates of California Bar Associations. Upon the preparation of such resolutions, the Delegation shall notify the Executive Committee of the existence of such resolutions. The Executive Committee or the Board of Trustees shall have the right, but not the obligation, to comment on any or all of the resolutions and advise the Delegation of the Board of Trustees' position, if any, as to such resolutions. To the extent that the Board of Trustees takes a position as to any resolution, the Delegation shall state such position as the official position of the Association. The position of the Association on such matters may be established by a majority vote of the Board of Trustees.

Section 7. APPOINTMENT OF ABA DELEGATE. During the period within which the Association is entitled to appoint a Delegate to the American Bar Association, the Executive Committee shall nominate a member to serve for a two-year period as specified by the ABA. The Executive Committee shall also nominate an alternate. The recommendation of the Executive Committee shall be presented to the Board of Trustees for approval. The Delegate shall provide the Executive Committee with any resolutions about which the Delegate may have an opportunity to vote. The Executive Committee and the Board of Trustees shall have the right, but not the obligation, to comment on any or all of the resolutions and advise the Delegate of the Board of Trustees' position, if any, as to such resolutions. To the extent that the Board of Trustees takes a position as to any resolutions, the Delegate shall state such position as the official position of the Association. The position of the Association on such matters may be established by a majority vote of the Board of Trustees.

ARTICLE IX DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR

Section 1. PRESIDENT. It shall be the duty of the President to preside at all meetings of the Association; to appoint the committees provided for in these Bylaws and such other special committees and delegates as he or she may from time to time deem necessary, or which may be provided for by action of the Board of Trustees or the Association. He or she shall have such other duties not inconsistent with the Articles and Bylaws of the Association as are usually possessed or exercised by presiding officers. He or she shall be ex-officio chairperson of the Board of Trustees.

Section 2. VICE PRESIDENT/PRESIDENT-ELECT. It shall be the duty of the Vice President/President-Elect to preside at all meetings at which the President is absent, and he or she shall have the powers and prerogatives of the President in the event of the President's absence or inability to act. The Vice President/President-Elect shall succeed to the office of President upon expiration of the President's term of office.

Section 3. SECRETARY. It shall be the duty of the Secretary to keep a record of the proceedings of all meetings of the Association, of the Board of Trustees, and all other matters of which a record shall be ordered by the Board of Trustees. He or she shall notify the officers and all members of committees of the election or appointment and shall issue notices of all meetings, keep a record of the name and office address of all members showing the date when they became members and of the cause and date of termination of the membership of persons as shall cease to be members. He or she shall be the ex-officio secretary of the Board of Trustees.

Section 4. TREASURER. The Treasurer shall collect and take charge of, and under the direction of the Board of Trustees shall disburse all funds of the Association; and his or her records and books shall be open to inspection of any member of the Board of Trustees at all times. The Treasurer shall make a full written report within ten days of the close of the fiscal year of the Association. The accounts shall be audited by a certified public accountant under the supervision of the Board of Trustees at such times as the Board deems appropriate.

Section 5. EXECUTIVE DIRECTOR. The Executive Director is the chief administrative officer of the Association. The Executive Director shall be guided by policies established by the Board of Trustees and shall have direct charge of all administrative and staff operations. The Executive Director shall report to the Executive Committee of the Board of Trustees of the Association. The Executive Director recommends and participates in formulation of Association goals, objectives, and policies. The Executive Director serves as an ex officio member of the Board of Trustees, the Executive Committee of the Board of Trustees, and all committees and sections of the Association.

ARTICLE X COMMITTEES & SECTIONS

Section 1. STANDING COMMITTEES. The Association shall have such standing committees as may be determined from time to time by the Board of Trustees. The chairpersons and other officials of each such committee and the members thereof shall be appointed by the President. The President shall appoint officials and members of all standing committees as soon as practicable after the annual election of officers; all such appointees shall serve from the time of their appointment until the annual meeting next after their appointment or until their successors are appointed. The President shall have the power to fill vacancies in any standing committees.

Section 2. SPECIAL COMMITTEES. Special Committees formed to consider and act upon any particular matter, may be established from time to time (1) by action of the President, or (2) by action of the Board of Trustees at any duly constituted meeting or, (3) by action of the members of the Association at any duly constituted meeting. The President shall appoint the officials and members of any such special committees as soon as practicable after the formation of such committee is authorized; and all such appointees shall serve the time of their appointment until the work of the committee is concluded or until the annual meeting next after their appointment, or until their successors are appointed, whichever occurs first. The President shall have the power to fill vacancies on any special committee. Any special committee shall continue in existence so long as necessary to consider and act upon the particular matter for which it was formed, or until earlier dissolution by action of the President, Board of Trustees, or members of the Association, whichever is the originating source of the special committee.

Section 3. EXECUTIVE COMMITTEE. There shall be an Executive Committee consisting of the President, Vice President/President-Elect, Treasurer, Secretary, and Immediate Past President. The Executive Committee shall be empowered to act for and on behalf of the Board of Trustees when the latter is not in session provided, however, that the Committee shall act in accordance with the generally established policies and procedures of the Association. The actions of the Executive Committee shall be reported in writing to the Board of Trustees. All decisions by the Executive Committee of major significance, including all decisions involving the expenditure of more than \$5,000, shall be submitted to the Board of Trustees for ratification at its next meeting. Notwithstanding the above, any member of the Executive Committee may request that any action of the Committee be submitted to the Board for ratification. If an Executive Committee member requests ratification by the Board, the action of the Executive Committee shall not become final until it is ratified. A majority of the Executive Committee shall constitute a quorum for the transaction of business. A majority vote of Executive Committee members present at a duly held Executive Committee meeting shall be required to validate any act of the Executive Committee.

Section 4. LAWYER REFERRAL & INFORMATION SERVICE COMMITTEE. The President shall appoint annually the Chair of the Lawyer Referral & Information Service (“LRIS”) Committee. The Committee shall oversee the operation of the LRIS in accordance with the Minimum Standards of the State Bar of California and the Statement of Rules of Operations adopted by the Board of Trustees.

- A. The Committee shall consist of not more than (11) persons who shall be appointed as follows: the President shall appoint six (6) members from the Association at large, at least one of whom shall be from the Board of Trustees and one (1) public member, not a lawyer; and the Chair of the Committee shall appoint four (4) members, one of whom shall be from the Association at large. The Chair shall designate the Vice Chair.
- B. At least seventy-five percent (75%) of the Committee shall be active members of the State Bar of California, and at least 50% of the Committee shall not receive referrals from the LRIS. Members of the Committee shall be selected, to the extent possible, to fairly represent the diverse composition of the Association including minorities, women, lawyers in firms of various sizes, sole practitioners, public lawyers, and lawyers in various geographic areas.
- C. The LRIS shall be administered by a staff director who shall keep the Executive Committee and Board of Trustees fully informed regarding the operations and finances of the LRIS.

Section 5. SECTIONS. The President of the Association, Board of Trustees, or the Association at its annual meeting may establish such Sections for the educational advancement of the members of the Association as are deemed appropriate.

- A. Except as membership in the Section may be restricted under a rule enacted by the Section and approved by the Board of Trustees, any member of the Association shall be eligible for membership in one or more Sections of the Association, any may become a member upon filing of an appropriate application and the payment of Section dues, if any.
- B. Each Section shall have a chairperson who shall be appointed annually by the President of the Association. Each Section may annually elect a vice-chairperson, secretary and such other officers and subcommittees, as they deem appropriate, subject to confirmation by the Board of Trustees. The Chairperson shall serve as the liaison to the Board of Trustees and shall report periodically to the Board of Trustees. Any officer or member of a Section must be member of the Association.

- C. The Board of Trustees shall have the authority to fix dues for membership in a Section or Sections and shall establish rules and regulations for the collection of such dues. All such dues and other funds, if any, collected from a Section shall be deposited with the Association's Treasurer to the credit of the Association and may be drawn upon and expended as may be directed by the Board of Trustees.
- D. **Representation of the Association.** Recognizing that there may be a need for Sections to express their public positions promptly, and recognizing also the need to avoid conflicting statements by Sections, the Board of Trustees has adopted the following policy relating to public statements by Sections. For the purposes of this policy, "public statements" shall be defined as any public statement or statement likely to be communicated beyond the membership of the Association. To the end, the Board of Trustees adopts the following policy.

A Section shall be authorized to make a public statement on proposed legislation, an amicus curiae brief, or a ballot initiative, that such Section believes is important and affects the members of such Section so long as 1) the Section makes such public statement on behalf of the Section only, not the entire Association, and 2) the President of the Association has been given an opportunity to review and authorize such public statement. The Section shall give the President five (5) business days notice of the public statement that it would like to make. To the extent that such public statement requires immediate action and the Section can demonstrate such urgency to the President, the President, in those circumstances only, need only be given two (2) business days to review and authorize such public statement. It shall be the responsibility of each Section seeking to make any such public statement to ensure delivery of the requested public statement by e-mail, fax, mail or personal delivery to the President. The Section will be required to call the President concurrently with delivery to advise the President that a request has been submitted. A Section shall copy any and all requests to the Executive Director.

With any such request, the Section shall provide the President (and the Executive Director) with any letter that the Section is seeking to adopt or a summary of any brief that the Section is seeking to support. In addition, the Section shall be required to present a brief synopsis, a brief review of any relevant case citation, and a brief discussion of any existing contrary public statement, assuming one exists. The President, or his or her designee, shall then have the relevant time periods above to review and authorize the Section to make the requested public statement. In his or her discretion, the President may bring the request to either the Executive Committee or the Board of Trustees.

Authorization by the President shall not be unreasonably withheld. If the President, or his or her designee, fails to respond in the relevant time period to any such request, the Section shall be entitled to make the requested public statement as if it were so authorized by the President or his or her designee.

- E. **Board of Trustees Approval.** Without prior approval of the Board of Trustees, a Section shall not:
- a) Levy or collect any dues or membership fees;
 - b) Purport to represent the Association or the Board of Trustees;
 - c) Take or espouse any position that is in conflict with that of the Association or the Board of Trustees;
or
 - d) Enter into any contract.

ARTICLE XI SUSPENSIONS OR EXPULSIONS

Section 1. AUTHORITY TO SUSPEND OR EXPEL. The power to suspend or expel members of the Association, or any Officer or Trustee, shall be vested in the Board of Trustees.

Section 2. PROCEDURES. Any member, Officer or Trustee may be suspended by the Board of Trustees after due notice of hearing by the affirmative vote of not less than two-thirds of the members of the Board of Trustees, for any violation of the Code of Ethics of the Association or for any other good causes. For the purposes of this section, written notices shall include a statement of the charges filed against the member and notice of the time, date and place of hearing on such charges. At such hearing, the member charged shall be given an opportunity to be heard, to be represented by counsel, to present evidence in answer to such charges.

Section 3. DISBARMENT. The disbarment or suspension from the practice of law of any member of the Association shall ipso facto terminate his membership in the Association during the period of disbarment or suspension, after which period he or she may be reinstated by the Board of Trustees.

ARTICLE XII NEW LAWYERS' SECTION

Section 1. ESTABLISHMENT. The Association shall establish and maintain a division for lawyers who have been admitted to the practice of law for six (6) years or less. This division shall be known as the New Lawyers' Section of the San Fernando Valley Bar Association.

Section 2. MEMBERSHIP. Only a member in good standing of the Association who has been admitted to the practice of law for six (6) years or less shall be eligible for membership in the New Lawyers' Section. The Board of Trustees shall retain the exclusive right to set any additional fees or dues for membership in the Section.

Section 3. TRUSTEE'S SEAT. The New Lawyers' Section shall have one seat on the Board of Trustees upon certification by the Association that the division has 100 or more active members currently enrolled in the division. Certification by the Association shall be presented at the last meeting of the Board of Trustees of each fiscal year.

Section 4. MISCELLANEOUS. Nothing contained in the provisions of this Article shall be constructed as creating, authorizing or recognizing a separate or independent or autonomous entity apart from the Association. All title, interest and rights in the trade name and mark, "San Fernando Valley Bar Association New Lawyers' Section" shall be retained by the Association.

ARTICLE XIII CODE OF ETHICS

The Code of Ethics of this Association shall be those rules of conduct pertaining to attorneys as shall be established by the statutes and rules of professional conduct of the State Bar of California and, insofar as permitted by law, the Canons of Professional Ethics of the American Bar Association.

ARTICLE XIV AMENDMENTS

Section 1. BY BOARD OF TRUSTEES. Except for a change in the minimum or maximum numbers of Trustees, a change in membership classification or a change which would materially and adversely affect the rights of members and except for any other change which, under applicable law, requires membership action, these Bylaws may be amended by the affirmative vote of a majority of the members of the Board of Trustees present and voting at any meeting thereof provided that a quorum is present at such meeting and that notice of the proposed amendment shall have been given by mail at least ten (10) days before the meeting at which the amendment is offered for voting.

**ARTICLE XV
INDEMNIFICATION OF OFFICERS, TRUSTEES, EMPLOYEES & AGENTS**

Section 1. RIGHT OF INDEMNIFICATION. The Association shall reimburse, indemnify and hold harmless each Officer, Trustee, and employee of the Association and may reimburse, indemnify and hold harmless agents of the Association (as defined in § 7237 of the California Corporations Code) from and against all claims, liabilities, fines, costs, judgments, fees, settlements and expenses of such person which arise in whole or in part by reason of being or having been an Officer, Trustee, or employee, or agent of the Association or who at the request of the Association, acts as a director, officer, employee, or agent of another corporation, partnership, joint venture or other enterprise as to which the Trustees of the Association have by resolution expressly authorized such reimbursement, indemnification and hold harmless, if such person acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Association. Such right of indemnification shall be to the full extent allowable and in the manner provided by the California Corporations Code as it may from time to time be amended and shall insure to such persons whether or not the claim asserted is based on matters which arose in whole or part prior to the adoption of this provision and in the event of the death of such person shall inure to each person's legal successors and representatives.

Section 2. PURCHASE OF INSURANCE. The Association is authorized to purchase insurance for its Officers, Trustees, and employees, and agents protecting them against liabilities and expenses described herein, and the limitation on the payment of indemnification set forth above shall not apply to limit the conditions under which an amount of insurance proceeds may be paid to an Officer, Trustee, employee, or agent.

**ARTICLE XVI
AFFILIATE ASSOCIATIONS**

Section 1. OTHER ASSOCIATIONS. Other bar associations which meet the qualifications listed below may affiliate with this Association by filing an application, and by obtaining approval of the Board of Trustees of this Association. There shall be three classes of affiliate associations as follows. Non-voting affiliate associations shall be entitled to have a non-voting seat on the Board of Trustees. Voting affiliate associations shall be entitled to have one voting seat on the Board of Trustees. Partner affiliates shall have the rights and benefits hereinafter set forth, but shall not be entitled to a seat on the Board of Trustees.

Section 2. QUALIFICATIONS. Associations meeting the following qualifications shall be eligible to be Affiliated Bar Associations ("Affiliated Associations"):

- A. Such association shall have a total membership of at least twenty-five (25) persons, not less than twenty percent (20%) of such members shall also be members of this Association at the time of the application.
- B. Such Association shall have been in continuous existence and actively conducting association business for one calendar year immediately prior to the application for affiliation;
- C. Such Association shall be geographically based in an area of interest to and/or impact upon the San Fernando Valley, or a part thereof; and
- D. Such Association shall be interested in legal matters generally, without limitation to a particular branch or subdivision of the law, provided, however, that the Board of Trustees, for good cause shown, may waive the requirement, but only if the Board finds;
 - a) That the affiliation of such Association will not adversely affect any existing section or committee of the Association; and

- b) That it is not in the best interests of the Association to create a section or committee covering the same branch or subdivision of the law as such Association.

Section 3. VOTING AFFILIATES. Associations meeting the following qualifications shall be eligible to be voting affiliated Bar Associations:

- A. Associations meeting the qualifications of Section 2 and of this Article XVI and having 100 or more members, thirty percent (30%) of whom are also members of this Association at the time of the application. Affiliate Associations shall have one voting seat on the Board of Trustees upon certification by the Association that the affiliate has 100 or more active members. Certification by the Association shall be determined at the last meeting of the Board of Trustees of each fiscal year. In all events, the person holding the Affiliate Association seat on the Board of trustees shall be a Member of the Association.
- B. In an instance wherein an Affiliate Association holds a seat on the Board of Trustees of the Association, the Association shall be entitled to hold a seat on the governing body of the Affiliate Association. The Affiliate Association shall make such seat a voting seat available if the Affiliate Association has a voting seat on the Association's Board of Trustees. In the event the Affiliate Association does not make such a seat a voting seat, then the seat such Affiliate Association holds on the Board of Trustees shall be non-voting.

Section 4. PARTNER AFFILIATES. In the even that other associations wish to share resources, ideas, co-sponsor events, or otherwise act in concert with SFVBA, but do not meet the criteria of Sections 1 and 2 herein, then, at the discretion of the Executive Committee, they may be Partner Affiliates. A request to become a Partner Affiliate shall be made to the Executive Director or President who shall refer it to the Executive Committee for review and approval. The Executive Committee shall have the authority to establish the terms and conditions, and duration of a Partner Affiliate.

Section 5. APPLICATION FOR AFFILIATION. An application for affiliation shall be submitted to the Executive Director of this Association with a list of the applicant's members at the time of application for affiliation and a list of such members during the applicant's fiscal year prior to the time of application for affiliation; evidence that the applicant meets the requires of Sections 1. (A), (B), (C) and (D) above; and such other information as may be required by the Association. The Executive Director of the Association shall inform the Board of Trustees of the Association of the applicant's compliance with Section 2 of this Article XVII.

Section 6. ANNUAL VERIFICATION OF AFFILIATED STATUS. Whether the Affiliated Associations continue to qualify as such shall be determined each year.

ARTICLE XVII TIME OF TAKING EFFECT

These By-Laws, as now amended, shall take effect immediately upon their adoption.