

# **Bylaws of the Ventura County Bar Association**

## **ARTICLE 1 Name; Purpose**

### **Section A. Name**

The name of this Association shall be the "Ventura County Bar Association."

### **Section B. Purpose**

The purposes of this Association shall be to promote legal excellence, high ethical standards, and professional conduct in the practice of law; To improve access to legal services for all people in Ventura County; and To work to improve the administration of justice.

## **ARTICLE 2 Membership**

Members of this Association, their respective classifications, qualifications, privileges, fees and dues shall be as follows:

### **Section A. Active Members**

Any active member of the State Bar of California is eligible to be an active member of this Association. Each active member shall have the right to exercise one vote, be eligible for election as an officer or director of the Association, and have the right to serve on committees of the Association.

### **Section B. Honorary Members**

Any person who has rendered distinguished service to the legal profession or to the State of California or to the United States may be elected as an honorary member of this Association by the majority vote of all directors. Active or retired Judges and Justices of the Courts of the United States, the Justices of the Supreme Court of California, the California District Court of Appeal, and the Judges of the Superior Court of the State of California, shall, upon application to the Secretary/Treasurer, be registered as honorary members of this Association.

### **Section C. Associate Members**

Any attorney-at-law who is not eligible to be an Active Member may be elected an Associate Member, upon the approval of the Board of Directors, provided that he/she has been admitted to practice and is in good standing before the Supreme Court of the United States or the highest court of any state or territory of the United States. Retired attorneys may be elected as Associate Members per this provision.

### **Section D. Student Members**

Any person who is not a member of any State Bar and who is enrolled as a student in good standing in a law school in Ventura County, or is a resident of Ventura County and is regularly enrolled as a student in good standing in a law school, or is a graduate of any law school who has not been admitted to practice in any State or Federal District but who has applied for and has taken the California Bar Examination at the first opportunity, shall be eligible to become a Student Member of the Association.

### **Section E. Retired Members and Emeritus Attorneys**

Active members in good standing of this Association who retire from the practice of law shall, and Emeritus Attorneys who actively participate in a pro bono program, upon application to the Secretary/Treasurer, will be registered as retired members of this Association.

#### **Section F. Admission to Membership**

Any person desiring to become a member of this Association shall file with the Executive Director of this Association a written application for membership in such form as may be prescribed by the Board of Directors. The Executive Director shall determine if the applicant qualifies for the membership status sought. Upon acceptance of the application, and upon payment of the annual dues, if applicable, the person shall be admitted to membership and shall be issued a Membership card in such form as may be prescribed by the Board of Directors.

#### **Section G. Dues**

1. All dues shall be payable in advance for the ensuing calendar year (January 1 to December 31) and shall be due and payable by January 1 of each year.
2. The annual dues for active and retired members shall be in such amount as may be prescribed by the vote of the Board of Directors.
3. Honorary members shall be exempt from the payment of dues but shall be responsible for all other financial obligations to the Association which such member may incur.
4. Modification or remission of dues may be made from time to time by the affirmative vote of two-thirds (2/3) of all members of the Board of Directors.

#### **Section H. Privileges of Honorary Members, Retired Members, and Emeritus Attorneys**

Honorary members, retired members, and emeritus attorneys shall not have the right to vote, hold office in or be a director of the Association, or serve as a committee chair. Honorary and retired members may be eligible for other privileges as determined by the Board of Directors.

#### **Section I. Resignation**

Any member may resign by giving written notice to the Executive Director. Such resignation shall be effective upon receipt and shall constitute a relinquishment of all the resigning member's rights and privileges, but shall not affect the resigning member's financial obligations to the Association, if any, which have accrued to the effective date of such resignation.

### **ARTICLE 3 Suspension; Expulsion; and Reinstatement**

#### **Section A. Suspension for Non-payment of Dues or Other Financial Obligations to the Association; Reinstatement**

1. Failure to pay dues by July 1 of each year shall result in automatic suspension of the member from the Association. Members suspended for failure to pay dues by the date established by the Association may be reinstated upon payment of dues owed along with a reinstatement fee in an amount determined by the Board of Directors.
2. Failure of a member to meet any other financial obligation to the Association - including sums due the Association as a result of participation in the Association's Lawyer Referral Service - for a period of sixty (60) days from the date the obligation was incurred shall result in automatic suspension of membership in the Association unless and until the Board of Directors determines otherwise.
3. Any delinquency in dues or any other obligation to the Association, continuing for one hundred twenty (120) days or more, unless otherwise determined by the Board of Directors, shall cause the delinquent member to be expelled from membership in the Association, thereby terminating all rights and privileges thereof.

4. A member who has been suspended or expelled from membership pursuant to the provisions of this subsection may apply for reinstatement to the Board of Directors, providing information to the Board of Directors through the Executive Director why he/she should be reinstated. The Board of Directors may reinstate such a member by majority vote.

#### **Section B. Suspension for Failure to Respond to the Client Relations Committee**

1. All members of this Association, of whatever classification, shall promptly reply in writing to correspondence from the Clients Relations Committee relating to inquiries from members of the public concerning professional activities of members of the Association including, but not limited to, the matter of fees.

2. A member's failure to cooperate with the Mandatory Fee Arbitration process; failure to properly and timely comply with the lawful requests of a Fee Arbitrator; or the failure to reply in writing within thirty (30) days following a request of the Clients Relations Committee, shall be deemed sufficient reason for suspension of membership in the Association.

3. The Clients Relations Committee shall duly report such failure to the Board of Directors for such action the Board may deem appropriate, including suspension or expulsion as a member in good standing from the Association for such period as determined. The member shall be given notice and an opportunity to be heard.

4. A member who has been suspended or expelled from membership pursuant to the provisions of this subsection may apply for reinstatement to the Board of Directors, providing information to the Board of Directors through the Executive Director why he/she should be reinstated. The Board of Directors may reinstate such a member by majority vote.

#### **Section C. Suspension and Expulsion for Other Grounds**

1. Any member who is suspended or disbarred from the practice of law by the State Bar of California or by the final decree of any court shall automatically be terminated from membership in this Association. Such suspended or disbarred person, if thereafter reinstated to the practice of law in California, shall not have a right of membership renewal, unless

a. That attorney makes a written request to the Board of Directors affirmatively seeking membership renewal, which sets forth the basis for granting such membership renewal, and

b. Such membership renewal is approved by the Board of Directors upon an affirmative vote of a majority of the entire membership of the Board of Directors.

2. A penalty ruling of the State Bar Court or of any court suspending any member from the practice of law shall automatically terminate membership in the Association. The right to request membership renewal will arise after completion of the term of the suspension actually imposed as a condition of probation.

3. A member who has been disciplined, suspended or expelled pursuant to the provisions of this subsection may apply for reinstatement to the Board of Directors, providing information to the Board of Directors through the Executive Director why he/she should be reinstated. The Board of Directors may reinstate such a member by majority vote.

### **ARTICLE 4 Voting and Property Rights**

#### **Section A. Voting**

Active members in good standing shall have the right to vote on all matters presented to the membership of the Association. Honorary members, retired members, and emeritus attorneys shall have no voting rights.

## **Section B. Property Rights**

No member shall have any property rights to any assets of the Association.

# **ARTICLE 5 Board of Directors; Management**

## **Section A. Board of Directors**

The control and management of the affairs of the Association are vested in the Board of Directors, consisting of fifteen to twenty-two (15-22) members; the President, Vice President, Secretary/Treasurer, Past-president and ten to seventeen (10-17) additional members elected from the active members of the Association. Each member of the Board of Directors shall be entitled to one (1) vote.

## **Section B. Term of Office; Directors**

1. The term of office of those non-officer directors elected from the active members of the Association shall be for two (2) years, except for the immediate Past-president who shall serve for one year. The term of each director shall commence on the first day of January of each year.
2. Failure of an officer or director to attend regularly scheduled Board of Directors meetings more than three times in one year without a justifiable reason shall be grounds for removal from the Board by a majority vote of the Board of Directors.

## **Section C. Powers and Duties**

1. The Board of Directors is empowered to take all actions not inconsistent with these Bylaws, that it deems necessary to direct the management and operation of the Association and to safeguard the Association's funds and other assets.
2. The Board of Directors must authorize all expenditures of funds by the Association.

## **Section D. Meetings**

1. The Board of Directors shall meet regularly at least ten (10) times in each calendar year and shall keep a record of its proceedings. It shall meet at such times and places as may be ordered by the President.
2. Notice shall be provided to each director at least five days in advance of the meeting.
3. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors at such time and place as the call may designate. No business shall be transacted at any special meeting except the business specified in the call. Notice of any special meeting shall be provided at least two days before the date of such meeting and such notice shall specify the business to be transacted. The President may authorize a special meeting of the Board of Directors to be conducted by conference call, email or other electronic means, provided no individual member of the Board objects after notice.

## **Section E. Quorum**

Half (1/2) of the Board of Directors plus one (1) shall constitute a quorum. A smaller number may adjourn any meeting to a subsequent time.

## **Section F. Executive Committee**

1. The Executive Committee shall be composed of the President, Vice President, and Secretary/Treasurer. The Past-President may also participate as a voting member, but shall not be obligated to do so. The Executive Director of the Association shall be a non-voting member of the Executive Committee.

2. The Executive Committee shall exercise such powers and authority in the management of the business of the Association, as they deem appropriate, subject to the ratification by a majority vote of the Board of Directors, except that said Committee shall not have the power to adopt, amend or repeal these Bylaws.

3. The Executive Committee shall have the sole power to hire or terminate the Executive Director. The Executive Committee shall have the power to ratify and approve the hiring of positions to serve under and at the direction of the Executive Director.

#### **Section G. Expulsion of Directors**

1. Should any Director be absent without good cause from any two (2) board meetings during a calendar year, his/her or her office shall be declared vacant. An unexplained absence shall be presumed without good cause. No office shall be declared vacant without thirty (30) days notice to the holder and a reasonable opportunity to submit within such thirty (30) day period evidence to the Board of Directors that any absence was upon good cause. An absence due to a calendar commitment to a client, court or the State Bar, illness or accident of the member or relative or a vacation [not to exceed thirty (30) days], shall be presumed good cause. Whether any other reason constitutes "good cause" shall be in the sole discretion of the Board of Directors.

2. Any Director who moved his/her principal office outside the boundaries of Ventura County, from where he/she was elected, shall cease to be a Director. A vacancy shall be deemed thereupon to exist and shall be filled accordingly.

### **ARTICLE 6 Officers**

#### **Section A. Elected Officers**

The Association shall have a President, Vice President, and Secretary/Treasurer. Any active member of this Association, who also resides or maintains a law office in the County of Ventura, is eligible to be an officer of this Association.

#### **Section B. Term of Office**

The term of office of the Officers shall be for a period of one year commencing on the first day of January each year, and continuing until their successors take office.

#### **Section C. President**

1. It shall be the duty of the President to preside at all meetings of the Association, and with the advice of the Board of Directors, to appoint the standing committees provided for in these Bylaws, and such special committees as the President may deem appropriate, or which may be provided for by action of the Board of Directors of the Association.

2. The President shall have the power to call special meetings of the Association, or the Board of Directors, or any committee.

3. The President shall be empowered to make appointments to committees and to designate alternate delegates to the annual conference of State Bar Delegates and shall have such other powers and perform such other duties, not inconsistent with the Bylaws of the Association, as are usually possessed or exercised by presiding officers.

4. The President shall be the chair of the Board of Directors.

#### **Section D. Vice President**

1. It shall be the duty of the Vice President to perform the duties of the President of the Association during his/her absence or inability to act.

2. The Vice President shall succeed the President in case of death or resignation of the President, shall be the Vice President and shall serve as President during the year following his/her term as Vice President.

#### **Section E. Secretary/Treasurer**

1. The Secretary/Treasurer shall keep the minutes and records of the Association and Board of Directors and shall perform such other duties as may be assigned by the Association, the Board of Directors, or the President.

2. The Secretary/Treasurer shall be instructed to report to the President with respect to the interpretation of the Bylaws.

3. The Secretary/Treasurer shall review the financial reports of the VCBA and report his/her findings to the Board of Directors.

### **ARTICLE 7 Bar Association Executive Director**

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

### **ARTICLE 8 Elections**

#### **Section A. Time**

Except as otherwise provided in these Bylaws, the Association shall hold a regular, annual election to select a Secretary/Treasurer and non-officer directors.

#### **Section B. Nominating Committee**

1. The President, prior to June 15 or within fifteen (15) days after the call for a special election, shall appoint a committee to select qualified candidates for election to the Board of Directors, including those officers to be elected pursuant to Article 6 Sections A and B. The nominating committee shall consist of the President, Vice President, Secretary/Treasurer, and past presidents of the Association willing and able to serve who are active members of the Association. The nominating committee shall make its report to the secretary of those candidates who have been selected and are willing to serve for each elective position not later than July 15 or within one (1) month after the call for a special election. Within one (1) week after receiving the candidates names from the nominating committee, the Secretary/Treasurer shall forward to each member a list of the candidates nominated.

2. The Nominating Committee shall consider proposed nominees for the positions of Secretary/Treasurer and non-officer directors. Further, that notice of the appointment of the Nominating Committee, and the fact that nominations are being considered by the Nominating Committee for submission to the Board, shall be provided to all members of the Bar.

3. The Committee shall submit the list of nominees to the Board of Directors not later than the September meeting of the Board of Directors.

4. The Board shall adopt, amend, or reject the report of the Nominating Committee and shall then notify each active member of the Association of the slate of nominees.

5. The active members in good standing may nominate additional candidates for Secretary/Treasurer and non-officer directors, provided that each additional nomination shall be in writing, shall specify the position for which the additional nomination is made, shall be signed by nine (9) members other than the candidate, all of whom are active members in good standing at the time of nomination, and shall be filed

in the office of the Association not later than noon on the third Tuesday of October. Such written nomination must be accompanied by a "Consent to Candidacy" signed by the nominee.

### **Section C. Voting**

1. If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among the nominees. If, after the close of nominations, the number of people nominated for the Board is not more than the number to be elected, the Association may without further action declare that those nominated and qualified to be elected have been elected.
2. Without limiting the generality of the foregoing, if the Association now or hereafter publishes, owns or controls a magazine, newsletter or other publication, and publishes material in the publication soliciting votes for any nominee for Director or Officer, it shall make available to each other nominee an equal amount of space in the same issue of the publication, with equal prominence, to be used by the nominee for purposes reasonably related to the election.
3. On written request by any nominee for election and accompanying payment of the reasonable costs of mailing (including postage), the Association, within ten (10) business days after the request (provided payment has been made), shall mail to all members, or to such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the Association within five (5) business days after the request allows the nominee, at the Association's option, the right to do either of the following: (1) at reasonable times, to inspect and copy the record of all the members' names, addresses and voting rights, upon five (5) business days prior written demand on the Association, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary/Treasurer of the Association, on written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which such a list has been compiled or as of a date subsequent to the date of demand, specified by the member. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.
4. The Association may not decline, on the basis of the content of the material, to publish or mail material that is otherwise required hereby to publish or mail on behalf of any nominee, except that the Association or any of its agents, officers, Directors or employees may seek and comply with an order of the Superior Court allowing them to delete any material that the Court finds will expose the moving party to liability.
5. No Association funds may be expended to support a nominee for Director or Officer after there are more people nominated for Director or Officer than can be elected.
6. The candidates receiving the highest numbers of votes shall be elected as Directors and Officers.
7. Not later than September 7 prior to the next annual meeting or, if a special election has been called, within two (2) weeks after the last day for filling petitions for candidacy, the Secretary/Treasurer shall cause a ballot to be prepared and mailed to those persons who are Regular Members. The ballot shall list all elective offices to be filled at the next election and, in alphabetical order, the names of the candidates for each office.
8. Each member desiring to vote shall, according to the direction on the ballot, mark his or her ballot to show said member's choice of each elective office, and shall return the ballot to the Secretary/Treasurer by first class mail. To be valid, the envelope containing the ballot must be postmarked not later than October 5 prior to the next annual meeting or, if a special election has been called, within one (1) week from the date of mailing by the Secretary/Treasurer.
9. The Secretary/Treasurer shall tabulate the results prior to the next annual meeting, or, if a special election has been called, shall tabulate the results within two (2) weeks from the date of mailing, and shall certify the results, in writing, to the President within one (1) week of tabulation.
10. With the approval of the Board of Directors, the President shall establish a method of handling and counting the ballots whereby the integrity of the secret ballot system will be maintained.

11. At the next annual meeting, the presiding officer shall announce the names of those persons elected. If a special election has been called, the result will be announced at the next regular or annual meeting, whichever occurs first, by the presiding officer. A person elected to office at a special election shall assume office immediately upon certification of the election results by the Secretary/Treasurer to the President.

## **ARTICLE 9 Vacancies**

Vacancies in any Office, or in the position of Director shall be filled by a majority vote of the Board of Directors then in attendance. An appointee shall hold the appointed position until the end of the term and the installation of his/her successor.

## **ARTICLE 10 Meetings of Members**

### **Section A. Annual Meeting**

There shall be an annual meeting of the members of the Association at such place in Ventura County and at such time as shall be fixed by the President.

### **Section B. Regular Meetings**

There may be regular meetings of the members of the Association at such places in Ventura County and at such times as shall be fixed by the President.

### **Section C. Special Meetings**

The Association shall hold special meetings of members upon the call of the President or the Board of Directors and at such place in Ventura County and at such time as shall be fixed in the call. The President shall promptly call a special meeting upon written request therefore signed by no less than forty active members. No business shall be transacted at any such special meeting except that specified in the call and notice thereof to the active members.

### **Section D. Presiding Officer**

At all meetings of the Association, the President, or in his/her absence, the Vice President or Secretary/Treasurer, in that order, shall preside.

### **Section E. Quorum**

1. Five percent (5%) of the members shall constitute a quorum for the transaction of business at a meeting of the members.
2. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

### **Section F. Adjournment**

Any meeting of the Association may be adjourned to a future date by a vote of a majority present irrespective of the presence of a quorum.

### **Section G. Rules of Order**

Except as otherwise provided by the Bylaws, the meetings of the Association shall be conducted in accordance with the latest version of Roberts' "Rules of Order". At all meetings of the Association the order of business shall be as prescribed by the Presiding Officer.



## **ARTICLE 11 Political Activity: Provisions for Membership Ballot on Special Questions**

### **Section A. Partisan Politics Prohibited**

This Association shall not take part in any political activity nor recommend any person for any political office, other than a judicial office. No member of the Association shall authorize the use of his/her status as an officer or director of the Association to be used in connection with any political activity.

### **Section B. No Endorsement of Judges without a Plebiscite**

With the exception of the activities of the Association's standing Judicial Evaluation Committee and its communications to the Office of the Governor of the State of California regarding judicial appointments, when acting on behalf of the Association as provided herein, the Board of Directors shall not take any position with respect to, or make any public announcement concerning the election, or removal of a judge without first submitting to the active members, by ballot, the question of whether the Association should support, oppose, or take no position with respect to such election or removal.

### **Section C. Plebiscite Procedure for Judicial Elections**

1. The Association shall conduct a plebiscite to obtain the opinions of the active members concerning any individual who is a candidate in a contested judicial election in the County of Ventura.
2. Candidates for an election shall be those persons who have duly qualified as such with the County Clerk or other election official.
3. As early as practicable, the Association shall prepare a ballot wherein the candidates shall be listed by name, and in the event an incumbent is running for a position in question, said incumbent shall be listed first and designated "incumbent;" all other candidates shall be listed in alphabetical order. In the event there is no incumbent, all candidates shall be listed in alphabetical order. Each active member of the Association shall be furnished a ballot, instructions on the correct and timely procedure of completing and casting the ballot, and, if provided by any particular candidate, a candidate's statement regarding said candidate. The balloting procedure shall be in accordance with that set forth in Article 11, Section F of these Bylaws.
4. Upon the day following the latest date upon which said ballot can be received at the office of the Association, the ballots shall be counted by the Executive Committee of the Association, or their designees.
5. The results of the vote shall be duly certified at the next regular or special meeting of the Board of Directors, and thereafter released to the members and to the press without comment as to any endorsement. The information released shall include the number of ballots distributed, the number of ballots cast, and the numerical tally.

### **Section D. Special Questions**

The Board of Directors may, by a majority vote of all Directors, submit to the members by a special membership ballot, in accordance with the provisions of this Article, propositions that concern the following matters:

1. Proposed changes of substantive or procedural law;
2. Matters involving the rule of law or professional ethics;
3. Matters that affect the public confidence in the judiciary and the Bar;

4. Matters that affect the public interest in the administration of justice;
5. Matters affecting business of the Association.

#### **Section E. Procedure**

Any such issue shall first be presented to the Board of Directors by a member of the Association in good standing. The Board, by a majority vote, shall then determine the following:

1. Whether said issue falls within the limits established under Section D, above; and
2. If said issue is of sufficient significance to be presented to the membership.
3. If the Board finds in the affirmative on both subsections 1 and 2 above, the matter shall be submitted to the general membership by plebiscite for vote in accordance with the provisions of Section F of Article 11 herein below.

#### **Section F. Manner of Voting**

Where it is provided under these Bylaws that the membership is entitled to vote on a special question, the vote shall be conducted in the manner hereinafter provided.

1. The Board of Directors shall make reasonable provision to prescribe, fix, and determine the form of the question, matter or proposition to be referred to the Association, and the time within which said vote shall be cast.
2. The proponents and opponents of the particular question, matter or proposition, may prepare statements in support of their respective positions to accompany the ballot. In the event more than one argument is submitted by advocates of a particular side of a question, an attempt will be made, under the direction of the President, time permitting, to seek a consensus statement from the various proposers of arguments. If a consensus cannot be reached the President may prepare a statement that, in the President's judgment, most fairly and clearly states the position of the side for which the argument is advanced. The statements in question shall not exceed that which can be typed single spaced, on one side of an 8-1/2" by 11" sheet of paper, per each question, matter or proposition on a single ballot. By majority vote of the Board, longer statements may be permitted.
3. Each active member of the Association shall be furnished a ballot, instructions on the correct and timely procedure of completing and casting the ballot, and statements for or against the question, matter or proposition, if such statements have been furnished. The balloting procedure shall be in accordance with that set forth in Article 8, Section C, Subsection 8 of these Bylaws.
4. Upon the day following the latest day upon which said ballot may be received at the Association Offices, the ballots shall be counted by the Executive Committee, or their designees.
5. The results of the vote shall be duly certified at the next regular or special meeting of the Board of Directors, and thereafter released to the members and the public, in such manner as may be provided in these Bylaws.
6. The question, matter, or proposition that was the subject of the vote shall be determined by a majority vote of the members who properly cast their ballots. The public announcement of the result of the vote shall include information as to the number of ballots cast, and the numerical tally.
7. If the Board of Directors, by a vote of not less than two-thirds (2/3) of all members, determines that an issue falls within the limits established under subparagraphs 1 or 2 of subsection D, hereinabove, but, further determines that the delay occasioned by submission of the question to the active members would impair the effectiveness of any action to be taken by the Association, the Board of Directors may take and publicly announce a position on such matter; provided, further, that the public announcement shall clearly state that the position taken is that of the Board of Directors of the Association and shall state the number of Directors voting in support of, in opposition to, and taking no position with respect to, the question submitted.

## **ARTICLE 12 Committees, Sections and Affiliated Organizations**

### **Section A. Standing Committees**

1. The Association shall have standing committees established by resolution of the Board of Directors. The standing committees are:

a. Client Relations Committee

The purpose of the Client Relations Committee is (1) to make recommendations as to the reasonableness of fees in disputes between attorney and client, and (2) to oversee disputes between attorneys and clients in accordance with the Mandatory Fee Arbitration rules. The aforesaid duties will be carried out in accordance with rules and regulations established by the Board of Directors as amended from time to time.

b. Mandatory Continuing Legal Education (MCLE)

The purpose of the MCLE Committee is to cooperate with the State Bar of California in its continuing education program, and to arrange for the presentation of course and panel discussions of current interest to Ventura County lawyers.

c. Conference of Delegates

Resolutions on proposed legislation are prepared and presented by the Association's Delegation to the Conference of Delegates of the 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 Board of Directors 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 Directors' position, if any, as to such resolutions. To the extent that the Board of Directors 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 Directors.

d. Lawyer Referral and Information Service

The purposes of this Committee are to monitor the policies and procedures which govern the operation of the Association's Lawyer Referral and Information Service Program; to recommend to the Board of Directors such changes as may be necessary or desirable; to maintain and promote the public service aspects of the Program; and to maintain an effective liaison with the Legal Aid Society of Ventura County so as to insure that every person who needs an attorney may readily obtain one.

e. Nominating Committee

The purpose of the Nominating Committee is to discharge those duties described in these Bylaws in Article 8, Section B (1-5).

f. Personnel Committee

The Personnel Committee shall oversee the personnel functions of the Association, and shall make recommendations, when requested by the Board of Directors, concerning the hiring, evaluation, compensation, benefits, or termination of Association employees, and other functions as the Board so directs. In the case that a Personnel Committee is not appointed, the Executive Committee will act as the Personnel Committee. The Personnel Committee shall not, however, have authority regarding the hiring of the Executive Director and other Association personnel. This authority resides solely with the Executive Committee.

g. CITATIONS Magazine Editorial Board

The CITATIONS Magazine Editorial Board shall oversee and direct the production of CITATIONS Magazine.

#### h. Judicial Evaluation Committee

The purpose of the Committee shall be to, at the request of the appointing authority, evaluate the qualifications of all candidates seeking appointment to the office of Judge of the Ventura Superior Court; to the office of Justice of the First District Court of Appeal of the State of California; and to the office of the Justice of the Supreme Court of the State of California.

All phases of the Committee's activity are absolutely confidential and shall not be disclosed to anyone other than another Committee member or an authorized representative of the Governor's office. Communications between the Committee and any authorized representative of the Governor's office shall be absolutely privileged and confidential, and shall not be discoverable in any judicial or administrative proceeding.

The Committee shall operate in a manner consistent with these Bylaws and within the Judicial Evaluation Committee Operating Rules, as approved by the Board of Directors.

#### i. Executive Committee

The Executive Committee is comprised of the President, Vice President, and Secretary/Treasurer of the organization. The powers of the Executive Committee shall be those delineated in Article 5, Section F of these Bylaws.

2. Subject to the approval of the Board of Directors, the Vice President shall by the end of December preceding the year of his/her term designate the chair of each committee, appoint the members of the committee, one member of which may be a member of the Board of Directors.
3. These committees shall be charged with such powers and duties as may be provided in the enabling resolution of the Board of Directors or these Bylaws. Such committees shall continue in existence, unless modified, consolidated, or dissolved by the Board of Directors.
4. The chair shall continue in service until a successor is appointed.

### **Section B. Special Committees**

Special committees shall be created by the President of the Association or by resolution of the Board of Directors, which resolution shall define the powers and duties of such committees. The purpose of such committees shall be to investigate and study matters pertaining to specific purposes, business and objects of the Association of an immediate or non-reoccurring character. The life of any special committee shall cease at the end of the next annual meeting following its creation unless continued by action of the Board of Directors.

### **Section C. Sections**

1. Sections shall relate to particular fields of procedural or substantive law, and be open to all members of the Association who elect to join said section.
2. Sections may be altered, dissolved, or added by the Board of Directors whenever deemed necessary or advisable.
3. Subject to the approval of the Board of Directors, the executive committee of a section may establish annual section membership dues and other fees, in addition to any administrative fees set by the Board of Directors. Such dues and fees shall be fixed at amounts adequate to pay for the expenses incurred by the section in serving its membership.

### **Section D. Affiliated Organizations**

1. Affiliations are already existing organizations with their own organizational rules. The Association can affiliate with these organizations for:

- a. A specific temporary purpose (e.g. fundraising, charity activity, etc...), or
  - b. Permanent affiliation where the two organizations work hand in hand (e.g. East County Bar Association).
2. Each affiliated organization shall select officers pursuant to their bylaws/tradition.
  3. Each affiliated organization may establish annual dues and may establish registration fees for particular programs sponsored by the affiliated organization. Such dues and fees shall be deposited in the general fund of the Association, and disbursed in the regular course of business by those authorized to disburse Association funds upon proper request as defined by the Bylaws of the affiliated organization which shall have collected the funds.
  4. Each affiliated organization shall comply with the provisions of Article 11, Section F of these Bylaws.

### **ARTICLE 13 Code of Ethics**

The Code of Ethics shall be those rules 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 Cannons of Professional Ethics of the American Bar Association, and the VCBA Civility Code.

### **ARTICLE 14 Amendments to Bylaws**

#### **Section A. Proposals for Amendments**

1. Proposals for amendments to the Bylaws may be submitted to the Board of Directors by any member of the Board of Directors or by a petition signed by 10 of the active members of the Association in good standing.
2. The Board of Directors shall determine whether the proposed amendment will affect any substantive rights of the general membership.
  - a. In the event that the Board of Directors determines that there will be no substantive effect of the amendment, the vote of the Board shall be sufficient to approve the amendment.
  - b. If there is a substantive effect, then the Board of Directors shall direct that the amendment be submitted to a general vote of the Bar Membership, either through written ballots or through electronic responses through the Bar's Website by active members of the Bar in good standing. Approval of any such amendment shall require more than fifty percent (50%) votes submitted.
  - c. If written ballots are used, the voting procedure shall generally conform to that set forth in Article 11, Section F of these bylaws.

#### **Section B. Votes on Amendments**

The Bylaws may be amended as follows:

By a majority vote of the active members in good standing, provided the vote is conducted by written or electronic ballot, with a copy of the proposed changes available for review. A majority, as used in this Article, shall consist of the majority of the ballots counted. In order for ballots to be counted, they must conform to the balloting instructions accompanying the ballot. The voting procedure shall generally conform to that set forth in Article 11, Section F of these Bylaws.