

Annex C

ADMINISTRATIVE BYLAWS of the FAMILY LAW SECTION of CALIFORNIA LAWYERS ASSOCIATION July 18, 2018

I. Name and Legal Status

The individuals organized under these Administrative Bylaws shall be known as the “Family Law Section of the California Lawyers Association,” hereinafter referred to as the “Section.” The Section is an administrative unit of volunteers and a component part of the California Lawyers Association, a California nonprofit mutual benefit corporation (the “Association”), and is not a separate legal entity. These Administrative Bylaws are promulgated under Article VII, Section 4, of the Association’s corporate Bylaws (the “Association Bylaws”). In the event of any inconsistency between these Administrative Bylaws and the Association Bylaws, the Association Bylaws shall govern.

II. Purposes and Duties

The purposes of the Section shall be (a) to further the knowledge of the members of the Section in matters pertaining to family law, (b) to participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the Section in family law, (c) to act upon all matters germane to its purposes as so described in the Association’s Bylaws or referred to it by the Association’s Board of Representatives (the “Association Board”), and (d) to make recommendations to the Association Board.

III. Membership

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

Affiliate member status in the Section in the following categories may be permitted by the Executive Committee upon payment of the prescribed fees. The Section allows two categories of affiliate membership, as follows:

- a. Law Student membership -- any current law school student can join the Section.
- b. Family Law Affiliate membership – any non-attorney that is an affiliate of the family law practice.
 1. For purposes of this provision, “Family Law Affiliate” is defined as someone whose profession regularly brings them into close connection with the practice of family law.

The Executive Committee, by a majority of its voting members, may be permitted to create additional categories of affiliate membership. Such action shall define the qualifications of each additional affiliate membership status.

An eligible individual's term of membership in the Section shall be for one year commencing on February 1 each year, but no individual shall lose her or his membership status for failure to pay dues during a grace period set by the Association Board's policy. The Association Board may extend the grace period, as needed. An eligible individual shall be enrolled as a member of the Section upon request and upon payment of the prescribed fee, if any, for such term. Such fees shall be prescribed by the Association Board and shall be collected by the State Bar for transfer to the Association, or collected directly by the Association, to be used for the purposes of defraying costs and expenses for the Section. A judge of a court of record in California shall not be required to pay a fee to become a member of the Section.

IV. Membership Role in Section Governance

1. Rights. Membership in the Section shall not confer upon any individual the status of a "member" of the Association within the meaning of Section 5056 of the California 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 Section member may nominate herself or himself for election to the Executive Committee by delivering a nomination application to staff designated by the Association by the closing date of nominations, as set in the Association's Appointments' Policy.

(a) For Association President and Vice President. Prior to the regular election by the Association Board of the Association President and Vice President, section members may nominate candidates for President and Vice President by a petition signed by such members not more than two (2) weeks before the closing date for nominations for that election, and delivered

to the Chair or the Secretary of the Section on or before the closing date for nominations. Such petition shall be valid upon receiving the following number of signatures:

1. So long as the Section has 4,000 or fewer members, ten percent (10%) of the voting power
2. So long as the Section has more than 4,000 members, five percent(5%) of the voting power, so long as a minimum of 400 members is required

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 fourteen (14) days before the date referred to in the previous sentence. This subsection shall not apply to selection of Association President or Vice President to fill a vacancy outside the regular election process.

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

(a) Recommendations for Nominee. Prior to the naming by the Section of a Nominee, whether during the regular election process or to name a Nominee to fill a vacancy outside the regular election process, members representing the same percentage of the voting power of the Section as described in Section 2(b) may recommend candidates to become the Nominee, by a petition signed by such members, and delivered to the Chair or the Secretary of the Section on or before the closing date for such nominations. On timely receipt of such a petition, the Nominator, or a designee, shall promptly confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve, and shall review the list of all persons so recommended, along with any candidates recommended by any other valid means pursuant to these Administrative Bylaws, prior to naming 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 seven (7) days prior to the date the Association Board has set for receipt of the names of the Sections’ Nominees.

(b) Rejection of Section’s Proposed Nominee. Members representing twenty percent (20%) of the voting membership of the Section may reject the Section’s proposed Nominee by a petition signed by such members within two weeks after the announcement of the Section’s proposed Nominee, and delivered to the Chair or Secretary of the Section on or before the business day following the end of the two-week period. On timely receipt of the petition, the Chair, or designee, 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 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, or designee, shall confirm the validity of the petition and the signatures thereon, and shall then promptly call a recall vote, to be held within thirty (30) 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 two weeks from the date the ballots are distributed.

(c) Recall Vote Quorum and Voting Requirement. The recall vote shall be successful only if the number of valid ballots returned within the time period specified equals or exceeds fifty (50) percent of the total voting power of the Section, and at least two thirds (66.77 percent) of the ballots so returned are in favor of recall.

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

V. Executive Committee

1. Duties. The Section shall be administered by an Executive Committee. The Executive Committee shall assist the Association Board in matters relating to the Section and all other matters referred to the Executive Committee by the Association Board. The Executive Committee shall supervise and direct the affairs and policies of the Section, in accordance with the Association's Bylaws and subject to the oversight of the Association Board. The Executive Committee is not deemed to be an Advisory Committee of the Association unless specifically designated as such by the Association Board. These bylaws are intended to provide maximum flexibility to the Executive Committee and, unless specifically provided otherwise, the Executive Committee shall have broad discretion to administer the Section, consistent with the purpose of the Section, in the manner the Executive Committee deems best.

2. Composition and Election. The Executive Committee shall consist of a minimum of fifteen (15) members, but no more than nineteen(19), nominated by the incumbent members of the Executive Committee. The total number of committee members shall always be an odd number. Nominees for Executive Committee membership shall be selected via the Applications policies approved by the Association Board. In addition, Section members shall have the rights set forth in Article IV, paragraph 2. Nominations for appointment to the

Executive Committee must be submitted to the Association Board by the Chair, or designee, at least five (5) days before the date the nominees are scheduled to be appointed. The Association Board may, under circumstances described in the Association Bylaws, disapprove individuals nominated for service on the Executive Committee. Each member of the Executive Committee shall take an oath of office. Members of the Executive Committee shall not receive compensation for their services on the Executive Committee.

3. Qualifications. Executive Committee members must be current members of the Section in good standing. Affiliate members of the Section shall not be eligible to serve in any capacity on the Executive Committee.

4. Term of Office; Removal; Vacancies. Approximately one-third of the members of the Executive Committee shall be appointed each year for terms of three (3) years each; except that a member's term of office may be extended by service as an elected or appointed officer. Under no circumstances shall a member's term of office exceed eight (8) years. The Chair, or the Executive Committee acting as a whole, may remove any Executive Committee member who fails to attend, in person, three (3) consecutive Executive Committee meetings. Additionally, an Executive Committee member, not serving as an officer, may be removed, with or without cause, by a unanimous vote of the officers. An Executive Committee member that is serving as an officer, may be removed, with or without cause, by a two-thirds (2/3) vote of the entire committee membership. Any vacancy in Executive Committee membership occurring prior to the normal expiration of the term for any reason may be filled for the unexpired portion of the term by the Executive Committee. Executive Committee terms shall begin and end at the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws. No Executive Committee member shall be eligible for an additional term of service until at least one full Executive Committee year has elapsed since the end of the member's preceding term or time as an Advisor.

5. Meetings; Action without Meeting. Meetings of the Executive Committee may be called by the chairperson or by a majority of the members of the Executive Committee. Written notice of such meetings shall be given in person, by telephone, or by electronic mail at least four (4) calendar days prior to such meeting. A member of the Executive Committee may waive notice of a meeting in a signed writing delivered to the Secretary of the Section, whether before or after the meeting. In addition, attendance at a meeting without protesting the lack of notice by the commencement of the meeting shall constitute waiver of notice of that meeting. At meetings of the Executive Committee, the majority of its voting members shall constitute a quorum for the transaction of any business. Minutes of each Executive Committee meeting shall be kept. Unless otherwise provided for in these Bylaws, every act or decision done or made by a majority of members present at a meeting duly held at which a quorum is present is the act of the Executive Committee. The Executive Committee may act without a meeting by a poll of its members. In such event, a majority 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.

6. Closed Session. The Executive Committee shall meet in closed session to consider and make decisions regarding nominations for serving on the Executive Committee, as

Section Representative, or as President or Vice President of the Association. The Executive Committee may meet in closed session for any other purpose that a majority of the Executive Committee participating in the meeting at which the quorum is present agree upon.

7. Officers.

(a) Election; Qualification. On or before April 15th of each year, the Executive Committee shall elect a Chair, Vice-Chair, a Secretary, and a Treasurer. The Chair shall be selected from among the Executive Committee members who shall at the time of assuming office have completed at least one year of service on the Executive Committee.

(b) Term. Officer terms shall begin and end at noon at the adjournment of the Annual Meeting of the Association Board, as set pursuant to the Association Bylaws. In the event of a vacancy among the officers, the Executive Committee may elect a successor to fill the unexpired term.

(c) Chair. The Chair shall preside at all the meetings of the Section and the Executive Committee, and shall supervise the other officers in the administration of the day-to-day activities of the Section, subject to the oversight of the Association Board and in accordance with the Association Bylaws.

(d) Vice Chair. The Vice-Chair shall perform all the duties of the Chair during the latter's absence or inability to act, and when so acting shall have all the powers of the Chair and be subject to all the restrictions upon the Chair.

(e) Secretary. The Secretary shall keep minutes of meetings of the Section and Executive Committee.

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

(g) Legislative Chair. The Legislative Chair shall be appointed by the incoming Chair. The appointment shall be made prior to the election of new Executive Committee members.

8. Advisors. The Chair may appoint nonvoting Advisors to the Executive Committee from among the members of the Section or members of the judiciary. Advisors shall be appointed for a term of one year. The term shall begin and end upon the adjournment of the applicable year's Annual Meeting of the Association. The term of any Advisor may be renewed consecutively for any number of terms, upon appointment by the Chair. The Chair may remove any Advisor who fails to attend three (3) consecutive Executive Committee meetings.

9. 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. The appointment of any officers to a standing committee shall occur by a majority vote of the executive committee. In the event a need to appoint or remove an officer to a standing committee arises between executive committee meetings, the Family Law Section chairperson shall have discretion to make such appointment. That appointment or removal shall be reviewed at the next business meeting of the executive committee. At that business meeting, the executive committee may validate, rescind, or take such other action as may be appropriate regarding the chair's appointment or removal of standing committee officers. Such officers shall have such powers and duties as the executive committee may from time to time determine.

(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 Section 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.

10. Nomination for Section Representative to Association Board. The Chair, as Nominator pursuant to the Association bylaws, shall present the name of the Section's nominee to serve on the Association Board. In the event the Chair position is vacant, the Vice-Chair shall present the name of the nominee. The identity of the nominee shall be determined by the Chair, following an affirmation by majority vote of the Executive Committee. Any member of the Executive Committee may recommend to the Chair a candidate for nomination, in addition to any candidates identified by Section members pursuant to Article IV, Section 3(a) of these Section Administrative Bylaws. The nominee need not be a member of the Executive Committee.

11. Removal of Section Representative. The Chair, or any two Executive Committee members, may request an action item be placed upon the next Executive Committee agenda to hold a no confidence vote regarding the Section representative. If two-thirds(2/3) of the Executive Committee members then in office vote that they have no confidence in the Section Representative, the Chair shall immediately forward such recommendation to the Association

Board for a removal vote of the Section Representative in accordance with Association Bylaws Article IV, Section 7(a). This authority is in addition to the right of Section membership to initiate a recall of the Section's Representative pursuant to Article IV, Section 4 of these bylaws.

VI. Amendments to Administrative Bylaws

All articles of these Administrative Bylaws, with the exception of Article V, may be amended by the Executive Committee by the vote of a majority 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. Article V 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. 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.