

**ADMINISTRATIVE BYLAWS  
of the  
REAL PROPERTY LAW SECTION  
of  
CALIFORNIA LAWYERS ASSOCIATION**

**I. Name and Legal Status**

The individuals organized under these Administrative Bylaws shall be known as the “Real Property 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. The terms not defined herein shall have the same meaning as those set forth in the Association Bylaws.

**II. Purposes and Duties**

The purposes of the Section shall be: (a) to further the knowledge of the members of the Section and the public in matters pertaining to real property law, (b) to participate in the formulation, administration and implementation of programs, forums, and other activities for the education of members of the Section and the public in real property 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.

Non-voting member status in the Section (hereinafter referred to as “Associate Member”) may be permitted by the Executive Committee for any individual who is interested in the purposes and duties of the Section (as set forth in Section II herein) upon payment of the prescribed fees.

An eligible individual’s term of membership in the Section shall be for one (1) year commencing on February first of 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’s Policy (“Grace Period”). The Association Board may extend such 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.

#### **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, so long as the Section has 5,000 or more members, members representing one-twentieth of one percent (.05%) of the voting power (but not fewer than 100 members) may nominate candidates for election to the Executive Committee by a petition signed by such members not more than within 120 days before the closing date set by the Association for nominations for that election, and delivered to the Chair, or designee, on or before the closing date for nominations. All nominated applicants must also complete and submit to the Chair an application for the Executive Committee position in the form prescribed by the Association before the closing date for the petition. On timely receipt of such a petition and application, the Chair, or designee, shall confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve, and list all candidates so nominated, along with any candidates nominated by any other valid means pursuant to these Administrative Bylaws, on the ballot to be provided to the Executive Committee. The closing date for nominations shall be same date as the closing date for the acceptance of Executive Committee applications as set forth in the Association’s website. This subsection shall not apply to selection of Executive Committee members to fill a vacancy outside the regular election process.

(b) For Association President and Vice President. Prior to the regular election by the Association Board of the Association President and Vice President, members representing the same percentage of the voting power of the Section as described in subsection (a) may nominate candidates for President and Vice President of the Association, by a petition signed by such members and delivered to the Chair on or before the Section's closing date for such nominations. On timely receipt of such a petition, the Section officer then holding the position of Nominator under the Association Bylaws (the "Nominator"), or designee, shall confirm the validity of the petition, the signatures thereon, and the willingness of the individual to serve, and shall provide a list of candidates so nominated to the Chair or Secretary of the Association on or before the date set by the Association Board for receipt of such nominations. The Section's closing date for such nominations shall be five (5) business 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.**

(f) Recommendations for Nominee. Prior to the naming by the Section of a Nominee, whether during the regular election process or to name a Nominee to fill a vacancy outside the regular election process, members representing the same percentage of the voting power of the Section as described in Section 2(a) herein, may recommend candidates to become the Nominee, by a petition signed by such members, and delivered to the Chair on or before the closing date for such nominations. On timely receipt of such a petition, the Nominator, or 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 (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) one (1) individual as the Section's proposed Nominee. The Nominator, or designee, shall cause the name of the proposed Nominee to be distributed to the members of the Section no less than four (4) weeks prior to the date the Association Board has set for receipt of the names of the Sections' Nominees. The closing date for nominations shall be that certain date as posted on the Section website.

(g) 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 (2) weeks after the announcement of the Section's proposed Nominee, and delivered to the Chair on or before the business day following the end of the two (2)-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 (pursuant to any provisions of these Administrative Bylaws concerning the process for selection) a different proposed Nominee. The Nominator, or designee, 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.**

(h) 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 deliver the petition to the Chair within one (1) week after the end of such three (3)-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 one (1) month of receiving the petition.

(i) 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 (2) weeks from the date the ballots are distributed.

(j) 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-one percent (51%) of the total voting power of the Section, and at least sixty percent (60%) of the ballots so returned are in favor of recall.

(d) Limit on Recall Votes. The Section shall not hold more than one (1) recall vote during any single term of a Representative.

#### **V. Executive Committee**

**1. Duties.** The Section shall be administered by an Executive Committee. The Executive Committee shall assist the Association Board in matters relating to the Section and all other matters referred to the Executive Committee by the Association Board. The Executive Committee shall supervise and direct the affairs and policies of the Section, in accordance with the Association's Bylaws and subject to the oversight of the Association Board. The Executive Committee is not deemed to be an Advisory Committee of the Association unless specifically designated as such by the Association Board.

**2. Composition and Election.** The Executive Committee shall consist of a minimum of five (5) members and a maximum of nineteen (19) members elected by the incumbent members of the Executive Committee. Nominations for such election may be made by the Executive Committee acting as a nominating committee, but may also be

made by the membership of the Section pursuant to Section 2(a) herein. Applicants for election to the Executive Committee must submit a completed application to the Chair, or designee, by the closing date set forth in the Association's website. 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 and shall be a member of the Section for the duration of membership on the Executive Committee. Members must be admitted to practice law in California (including inactive members and judicial officers); must be in good standing with the State Bar; and either have experience in the real estate industry for at least three (3) years, one (1) of which as a licensed attorney; or three (3) years as a licensed attorney.

**4. Term of Office; Removal; Vacancies.** Approximately one-third of the members of the Executive Committee shall be elected each year for terms of three (3) years each; except that the term for any member elected as Chair shall be extended for a fourth year.

The Chair or the Executive Committee acting as a whole may remove any Executive Committee member who fails to attend three (3) consecutive Executive Committee meetings. 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 noon on the second day following the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws. Family leave shall be granted to an Executive Committee member for a period not to exceed two (2) years within which time such member may return to the Executive Committee to complete the remainder of his/her term of office. At the discretion of the Executive Committee, the position left vacant by a member due to family leave may be filled by election of the Executive Committee. The person filling the vacancy shall serve on the Executive Committee for the remainder of the term left open by the member on family leave.

**5. Meetings; Action without Meeting.** Meetings of the Executive Committee may be called by the Chair or by a majority of the members of the Executive Committee. Written notice of such meetings shall be mailed to the members of the Executive Committee at least six (6) days prior to such meeting or shall be given in person, by telephone, or by electronic mail at least four (4) days prior to such meeting. At meetings of the Executive Committee, the majority of its members shall constitute a quorum for the transaction of any business. The Executive Committee may act without a meeting by a poll of its members. In such event, no less than 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. Officers.**

(a) Election; Qualification. On or before the date such officer's term commences each year, the Executive Committee shall elect a Chair, one or more Vice-Chairs, 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 three (3) years of service on the Executive Committee. For purposes of these Bylaws, the term Chair includes Co-Chairs. The Executive Committee may elect no more than two (2) Co-Chairs.

(b) Term. Officer terms shall begin and end at noon on the second day following the adjournment of the applicable year's Annual Meeting of the Association Board, as set pursuant to the Association Bylaws. In the event of a vacancy among the officers, the Executive Committee may elect a successor to fill the unexpired term. The term for all officer positions shall be for a maximum of one (1) year.

(c) Chair. The Chair shall preside at all the meetings of the Section and the Executive Committee; and shall supervise the other officers in the administration of the day-to-day activities of the Section, subject to the oversight of the Association Board and in accordance with the Association Bylaws. The Chair may, for a specific period of time, designate her/his duties to one or more Executive Committee members.

(d) Vice Chair(s). Vice-Chairs are the members who are in their third year of membership on the Executive Committee. A 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) Treasurer. The Treasurer shall advise the Chair and Executive Committee on the finances of the Section. The Treasurer may be any member or advisor of the Executive Committee and shall be selected by a majority vote of the membership of the Executive Committee.

(f) Nominator. The Nominator shall be the Chair or one of the Co-Chairs. Pursuant to the Association Bylaws, Art. III, Sec. 1, only one person at a time may be selected to be the Nominator and, therefore, Co-Chairs cannot share that responsibility. The Nominator must recommend the individual recommended by the Executive Committee. The Nominator shall provide the name of the Nominee to the Secretary of the Association pursuant to Article IV Section 3(c) of the Association's Bylaws following the Executive Committee's election of such Nominee pursuant to the provisions of this Article V, Section 6(f). The Executive Committee's election of a Nominee shall be subject to the provisions of Article IV, Section 3 herein.

(g) Nominee. A proposed Nominee may be recommended to the Executive Committee in one of the following procedures: (i) by the Section's members pursuant to Article III, Section 3(a) herein, (ii) by any member of the Executive Committee, including Advisors, or (iii) pursuant to any policy adopted by the Executive Committee. The Section's Nominee shall meet the qualifications set forth in Article IV, Section 4 of the Association Bylaws and shall be elected by a majority vote of the

Executive Committee.

(h) The Executive Committee may remove the Section's Representative by a two-thirds (2/3) vote of all its members then in office.

**7. Advisors.** The Executive Committee may appoint up to seventeen (17) nonvoting members ("Advisors") to the Executive Committee, in the sole discretion of the Executive Committee, from among the members of the Section or members of the judiciary. Advisors shall be nominated by a member of the Executive Committee and approved by the Executive Committee. Prior to the meeting on the election of such Advisors, the Chair or designee, shall confirm each Advisor nominee's availability and willingness to serve. If approved by the Executive Committee, the Chair or designee shall inform the Advisors of the appointment.. Advisors shall be appointed for a term of one (1) year. The term of any Advisor may be renewed consecutively for any number of terms, upon re-nomination and approval of the Executive Committee. The Chair or the Executive Committee acting as a whole may remove any Advisor who fails to attend three (3) consecutive Executive Committee meetings.

## **8. Committees.**

(a) Standing Committees. The Executive Committee shall have the power to create standing committees from time to time and such standing committees shall serve at the pleasure of the Executive Committee. Each standing committee may appoint subcommittees.

(b) Committee Officers. Each standing committee shall have a chairperson and may have such other officers as may be required who shall be selected by, and serve at the pleasure of, the Executive Committee. Such officers shall have such powers and duties as the Executive Committee may from time to time determine, subject to these Administrative Bylaws and the Association Bylaws.

(c) Ad Hoc Committees. The Chair 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 by any method determined by the Executive Committee.

(e) Minutes of Committee Meetings. Subject to the authority of the Executive Committee, committees may determine their own meeting rules. Minutes shall be kept of each meeting of any committee and shall be filed with the Chair.

## **VI. Section Meetings**

**1. Meetings and Notices.** The Section may hold such meetings as may

be called by the Executive Committee upon notice given to the members of the Section at least fifteen (15) days prior to said Section meeting. Notice of meetings shall be given by mail, electronic mail or in an official publication of the Association.

**2. Quorum.** The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

**3. Rules of Order.** All meetings of the Section shall be conducted in accordance with Robert's Rules of Order, Revised.

## **VII. Amendments to Administrative Bylaws**

These Administrative Bylaws may be amended by the Executive Committee by the vote of two-thirds (2/3) of all of the Executive Committee's members then in office, at a meeting duly called for the purpose of considering such amendment, provided that no amendment shall take effect until approved by the Association Board. These Administrative Bylaws may not be amended to eliminate any of the membership rights listed in Article IV, Section 1. These Administrative Bylaws and all amendments hereto shall be filed with the Secretary of the Association.

### **CERTIFICATE OF CO-CHAIRS**

We, the undersigned, do hereby certify:

(1) That we are the duly elected and acting Co-Chairpersons of the Real Property Law Section of the California Lawyers Association, a California nonprofit public benefit corporation; and

(2) That the foregoing Bylaws, comprising of 10 pages, constitute the Bylaws of such corporation as adopted by the Executive Committee of the Corporation at a duly constituted meeting held on April 19, 2018.

[Signatures in counterparts on the next two pages.]

IN WITNESS THEREOF, we have subscribed our names, this \_\_\_\_ day of \_\_\_\_\_, 2018.

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Gary Laturno, Co-Chair

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Christine Gregorak, Co-Chair



IN WITNESS THEREOF, we have subscribed our names, this 27 day of April  
2018.

  
\_\_\_\_\_  
Gary Laturno, Co-Chair

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Christine Gregorak, Co-Chair