

BYLAWS  
OF  
FEDERAL BAR ASSOCIATION – SAN DIEGO CHAPTER  
a nonprofit mutual benefit corporation

Revised 2014

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ARTICLE I

Offices

1.1 Principal Office. The principal administrative office for the transaction of the business of the corporation shall be at such place as the Board of Directors shall establish from time to time.

1.2 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where this corporation is qualified to do business.

ARTICLE II

Purposes

2.1 Purposes. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The specific purpose of this corporation is to operate the San Diego Chapter of the National Federal Bar Association and, as such, to advance jurisprudence and to promote the welfare, interests, education, and the professional growth and development of the Federal legal profession. Within the scope of the foregoing purposes, the objectives of the corporation include:

- a. to serve as the representative of the Federal legal profession in San Diego County;
- b. to promote the sound administration of justice;
- c. to enhance the professional growth and development of members in the legal profession;
- d. to promote high standards of professional competence and ethical conduct in the Federal legal profession;
- e. to promote the welfare of attorneys and judges employed by the Government of the United States;
- f. to provide meaningful services for the welfare and benefit of the members of the corporation;

- g. to provide quality educational programs to the Federal legal profession and the public;
- h. to keep members informed of developments in their respective fields of interest;
- i. to keep members informed of the affairs of the National Federal Bar Association and the corporation, to encourage their involvement in their activities, and to provide members the opportunities to assume leadership roles; and
- j. to promote professional and social interaction among members of the Federal legal profession.

Notwithstanding any other provisions of these Bylaws to the contrary, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), or its Regulations, as they now exist or may hereafter be amended (the "Regulations").

2.2 No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

2.3 Powers. The corporation shall exercise all the rights and powers conferred on nonprofit corporations under the Nonprofit Mutual Benefit Corporation Law, as that law is now in effect or may at any time be amended. The corporation shall be empowered to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation. Notwithstanding the powers granted to the corporation, it is expressly provided that the grant of the rights, powers, privileges and authority by any provision of these Bylaws or by any statute relating thereto will not be effective if and to the extent that the grant of such rights, powers, privileges and authority, if effective, would cause the corporation to fail to qualify as an organization described in Section 501(c)(6) of the Code, or its Regulations.

2.4 Dissolution. Upon dissolution of the corporation, (1) all liabilities and obligations of the corporation shall be paid, satisfied and discharged, (2) all assets held by the corporation upon a condition requiring return, transfer or conveyance, which condition occurs because of the corporation's dissolution, shall be returned, transferred or conveyed in accordance with such requirements and (3) all remaining assets of the corporation shall be distributed to the National Federal Bar Association; provided, however, should the National Federal Bar Association no longer be in existence or exempt from tax under Section 501(c)(6) of the Code, then all remaining assets of the corporation shall be distributed only for tax exempt purposes to one or more organizations which are exempt from tax under Section 501(c)(3) of the Code, except that no payment, distribution or transfer shall be made upon dissolution that would cause the corporation to fail to qualify as an organization described in Section 501(c)(6) of the Code.

## ARTICLE III

### Membership

#### 3.1 Membership.

a. Eligibility. Any person who has established their membership with the National Federal Bar Association and who has selected, or been assigned, the corporation as such person's local chapter, shall be a member of the corporation.

b. Voting Class of Membership. There shall be one class of voting members of the corporation.

c. Dues. The Board of Directors may, from time to time, establish the dues required for membership in the corporation in addition to any dues paid to the National Federal Bar Association.

d. Expiration. A member's membership in the corporation shall automatically expire upon the earlier of (i) the expiration of the member's membership in the National Federal Bar Association or (ii) termination of the member's affiliation with the corporation as the member's local chapter.

3.2 Other Classes of Membership. The Board of Directors, by appropriate resolutions, may, from time to time, establish another class or classes of members for the corporation. None of such other class or classes of members, nor the constituents thereof, shall be or have rights and privileges of voting statutory members as defined in Section 5056 of the Nonprofit Corporation Law of the State of California. The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of the Bylaws, as amended from time to time. The Board may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the corporation as the Board, in its discretion, may determine. The Board of Directors may thereby confer specified rights on the members except as otherwise specified in the corporation's Articles of Incorporation or Bylaws.

3.3 Admission and Termination. Except as otherwise specifically provided in these Bylaws, the words "members" or "membership" shall refer to all classes of membership (voting and non-voting). All members shall endorse the purposes of the corporation and must agree to adhere to the policies and procedures adopted from time to time by the Board of Directors. A member shall be admitted to the membership by (a) acceptance of written application on such forms as may be from time to time required by the Board of Directors, and (b) payment of all applicable initiation fees and annual dues as the Board of Directors shall establish for each class of membership from time to time. A member shall remain in good standing as a member, provided that all initiation fees, subsequent dues, assessments, and fees, together with such penalties for late payment as may be determined by the Board of Directors, have been paid within the period(s) set by the Board of Directors and the member continues to meet all of the other requirements of membership.

3.4 Property Rights. Except as provided in Section 3.5, no member shall have any right or interest in any of the property or assets of the corporation.

3.5 Nonliability. Pursuant to California Nonprofit Mutual Benefit Corporations Law Section 7350, no member shall be personally liable for the debts, liabilities, or obligations of this corporation.

3.6 Nontransferability. No member may transfer for value or otherwise a membership or any right arising therefrom, and all rights of membership shall cease upon the member's death.

## ARTICLE IV

### Membership Meetings

4.1 Place of Meetings. All meetings of members shall be held either at the principal office of the corporation or at any other place within the State of California, which may be designated by the Board of Directors pursuant to the authority hereinafter granted to the said Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation.

4.2 Annual Meetings. A meeting of the members of the corporation (or written or electronic ballot in lieu thereof) shall be held on an approximately annual basis at such place, date and time as determined by resolution of the Board of Directors. Unless elected by written ballot pursuant to Section 4.9, Directors shall be elected by the voting members at the annual meeting of members. The Board of Directors shall designate a slate of candidates for election and nominations shall also be taken from the floor at the annual meeting. The persons receiving the greatest number of votes shall serve as Directors.

4.3 Other Regular Meetings. Other regular meetings of the members shall be held at such time and place as determined by the voting members or the Board of Directors to be appropriate.

4.4 Special Meetings. Special meetings of members, for any lawful purpose or purposes whatsoever, may be called at any time by the President, the Board of Directors, or by one or more members holding five percent (5%) or more of the voting power of the corporation. Upon such request in writing by any person or persons other than the Board entitled to call a special meeting of members, stating the business to be transacted at the special meeting, mailed to the principal office of the corporation, or delivered to the President, the President-Elect, or Secretary, it shall be the duty of the officer to cause notice to be given, within twenty (20) days from receipt of such a request, to the members entitled to vote thereat of the meeting scheduled and to be held not less than thirty-five (35) days nor more than ninety (90) days after the receipt of such a request.

4.5 Notice of Meetings. A notice of each annual meeting, written or electronic ballot for election of Directors or otherwise, if any, and special meeting shall be given by the President or, in case of his failure or refusal, by any other officer or any Director; shall specify the place, date and time of the meeting or the date on which the ballot shall be returned, if applicable; in the

case of an annual meeting at which Directors shall be elected, shall specify the names of all those who are candidates for election of Directors at the time the notice is given, and in the case of special meetings, the nature of the business to be transacted thereat. Such notice shall be given in writing to every member of the corporation who, on the record date for notice of the meeting, is entitled to vote thereat. Such notice shall be given either personally or by sending a copy thereof by email or by first-class mail to the member's email address or mailing address appearing on the books of the corporation, at least ten (10) days but no more than ninety (90) days prior to the date fixed for such meeting.

4.6 Adjourned Meetings. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at any such meeting. No meeting may be adjourned for more than 45 days, annual or special, to another time or place. It shall not be necessary to give any such notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by an announcement at the meeting at which such adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

4.7 Quorum. The presence in person or by proxy of ten percent (10%) of the voting power of the corporation shall constitute a quorum for the transaction of business. If however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third (1/3) of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 4.5 of these bylaws. The members present at a duly called or held meeting at which a quorum is present may continue to do 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.

4.8 Voting. Except as otherwise provided in these Bylaws, each voting member in good standing is entitled to one vote on each matter submitted to a vote of the members. Single memberships in which two (2) or more persons have an indivisible interest shall be treated as provided in Section 7612 of the Nonprofit Mutual Benefit Corporation Law of the State of California. Voting shall be by voice vote, unless the chair of the meeting at which such vote takes place directs such voting to be by ballot. No single vote shall be split into fractional votes. Cumulative voting for the election of Directors or otherwise shall not be authorized.

4.9 Action Without Meeting by Written or Electronic Ballot. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written or electronic ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written or electronic ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the

number of votes cast by ballot. Ballots shall be distributed to members in accordance with Section 4.5 hereof, and, in any election of Directors by written or electronic ballot, the ballot shall name the candidates for Directors, and shall provide a space entitled “withhold” in which a member may indicate that the authority to vote for the election of Directors is withheld. All ballots distributed in accordance with this Section 4.9 shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. All written or electronic ballots distributed in accordance with this Section 4.9 shall specify the time by which the ballot must be received in order to be counted.

4.10 Proxies. Every member entitled to vote shall have the right to do so in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation; but no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force.

4.11 Conduct of Meetings. Meetings of members shall be presided over by the President of the corporation, or in his absence, by the President-Elect, if any, and in the absence of both of them, by the chair chosen by a majority of the members present. The Secretary of the corporation shall act as the secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another member to act as Acting Secretary of the meeting.

## ARTICLE V

### Board of Directors

5.1 Powers. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the California Nonprofit Corporation Law and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, the Board of Directors. The Board of Directors shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of this corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

5.2 Number of Directors. The authorized number of Directors shall be not less than five (5) and not more than fifteen (15) until changed by a duly adopted amendment of this section of these Bylaws in accordance with Section 9.2 below. The exact number of Directors shall be fixed from time to time, within the limits of this section, by a resolution of the Board of Directors. The number of Directors is hereby fixed at eleven (11). The eleven Directors are the President, President-Elect, six Vice-Presidents, Chief Financial Officer (Treasurer), Secretary, and Immediate Past President.

5.3 Election of Directors; Terms. The members of the Board of Directors shall be elected by the members at each annual or special meeting of the members of this corporation or by written or electronic ballot in accordance with Section 4.9. Directors shall serve for a three-

year term beginning on the first day of the corporation's fiscal year; provided, however, that a Director's term shall not expire until his or her successor is elected. The number of open Director positions may vary from year to year based on the tenure of the Director selected as President-Elect under Section 6.2. Provided, also, that in the 2014 election only, one-third of the open Director positions will be three-year terms, one-third will be two-year terms, and one-third will be one-year terms. The term of any Director who is selected (pursuant to section 6.2) to serve as President-Elect will be extended to the end of that Director's year as Immediate Past President. No Director may serve consecutive three-year terms. Three-year terms by the same Director must be separated by a break of at least one year. However, a Director may serve consecutive terms if at least one is a partial (one- or two-year) term.

5.4 Vacancies. Vacancies in the Board of Directors during a fiscal year may be filled by a majority of the remaining Directors then in office, though less than a quorum. Each Director elected shall hold office until his or her successor is elected. A vacancy or vacancies shall be deemed to exist (i) in the case of the death, resignation or removal of any Director, or (ii) if the authorized number of Directors is increased without election of the additional Directors so provided for, or (iii) in case of failure at any time to elect the full number of authorized Directors. If any Director tenders his or her resignation to the Board of Directors, then the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

5.5 Place of Meeting. All meetings of the Board of Directors may be held at any place within or without the State of California, which has been designated from time to time by resolution of the Board or by the written or electronic notice of the President.

5.6 Organization Meetings. Following the annual meeting of the members, the Directors shall hold a regular meeting for the purpose of organizing the Board and transacting such business as may come before the meeting. Pending such organization meeting, all officers and Directors of this corporation shall hold over, except any Director who ceases to qualify as a Director. A Director elected at such meeting of shall forthwith become a member of the Board of Directors.

5.7 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held as specified and noticed by the Board of Directors or by the President of this corporation.

5.8 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Secretary or by any two (2) of the Directors.

5.9 Notice of Meetings; Attendance. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing Resolution of the Board of Directors shall be given to each Director not less than forty-eight (48) hours before the date of the meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate



messages, facsimile, electronic mail, or other electronic means, and not less than four (4) days before the date of the meeting if given by first-class mail.

5.10 Consent to Meetings. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present (i) signs a written waiver of notice, or (ii) signs a consent to the holding of such meeting, or (iii) approves the minutes thereof. Each Director who attends the meeting without protesting, prior thereto or at its commencement, shall be deemed conclusively to have consented to the holding of the meeting and to have waived the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

5.11 Action Without Meeting. Pursuant to California Nonprofit Mutual Benefit Corporations Law Section 7516, any action required or permitted to be taken by the Board of Directors under any provision of the California Nonprofit Corporation Law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents may be in counterparts and may be obtained via facsimile or electronic mail. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the California Nonprofit Corporation Law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this section only, "all members of the Board" shall not include any "Interested Director" as defined in Section 5.18.

5.12 Telephonic Meetings. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through use of telephone or similar communications equipment shall constitute presence in person at such meeting.

5.13 Quorum. A majority of the Directors in office from time to time shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided in Section 5.14. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law, or by the Articles of Incorporation, or by these Bylaws.

5.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time set for the rescheduled meeting to the Directors who were not present at the time of the adjournment.

5.15 Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; provided that such compensation shall be reasonable and shall be comparable to that compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any Director from serving this corporation in any other capacity, including as an officer, agent, employee, consultant or otherwise, and receiving reasonable compensation therefor.

5.16 Indemnity for Litigation. This corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or officer of this corporation, to the full extent allowed under the provisions of Section 7237 of the California Nonprofit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 7237, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

5.17 Standard of Conduct. Pursuant to Section 7231 of the California Nonprofit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of this corporation whom the Director believes to be reliable and competent in the matters presented;
- b. Legal counsel, independent accountants or other professionals as to matters which the Director believes to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the Director does not serve, as to matters within the committee's designated authority, which committee the Director believes to merit confidence. Provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

5.18 Self-Dealing Transactions. As used in this section, a "self-dealing contract" is any contract or transaction (i) between this corporation and one or more of its Directors, or between this corporation and any corporation, firm or association in which one or more of the Directors has a material financial interest, or (ii) between this corporation and a corporation, firm or association of which one or more of its Directors are Directors of this corporation (collectively, "Interested Director(s)"). Pursuant to Section 7233 of the California Nonprofit Corporation Law, no self-dealing contract shall be void or voidable because such Interested Director(s) or corporation, firm or association are parties or because such Interested Director(s) are present at

the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing contract, if:

a. Membership Approval. All material facts are fully disclosed to or otherwise known by the members and the self-dealing contract is approved by the members in good faith without including the vote of any membership owned by such Interested Director(s); or

b. Board or Committee Approval. All material facts are fully disclosed to or otherwise known by the Board or committee and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith (without counting the vote of the Interested Director(s)), and, in the case of a self-dealing contract described above, the Board or committee resolves and finds that the contract is just and reasonable at the time it is authorized, approved or ratified; or

c. Just and Reasonable Contract. The person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the corporation at the time it was authorized, approved or ratified.

Pursuant to California Nonprofit Mutual Benefit Corporations Law Section 7234, interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies a contract or transaction as provided in this Section 5.18.

#### 5.19 Resignation and Removal.

a. Pursuant to California Nonprofit Mutual Benefit Corporations Law Section 7224(c), any Director may resign at any time by giving written notice to the President or to the Secretary of this corporation.

b. Pursuant to California Nonprofit Mutual Benefit Corporations Law Section 7222, any Director may be removed at any time without cause by a majority vote of: (i) all of the members of this corporation if there are fewer than 50 members; or (ii) the members if there are 50 or more members of this corporation.

## ARTICLE VI

### Officers

6.1 Officers. The principal officers of this corporation shall be a President, President-Elect, Immediate Past President, Chief Financial Officer (Treasurer) and Secretary. One person may hold two or more offices. The President, President-Elect, Chief Financial Officer (Treasurer), and Secretary shall constitute the Executive Committee.

6.2 Election of the President-Elect; Assignment of Officers. The President-elect of this corporation shall be elected annually by the Board of Directors in accordance with this Article VI, and shall hold this office for one calendar year, followed by one calendar year as

President and one calendar year as Immediate Past President. Assignment of Directors to serve in the remaining officer roles will be made by the President.

6.3 Removal and Resignation.

a. Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors (subject, in each case, to the rights, if any, of an officer under any contract of employment).

b. Any officer may resign at any time by giving written notice to the Board of Directors, or to any officer of this corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not prejudice the rights of the corporation under any contract to which the officer is a party.

6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

6.5 President. The President shall serve as the Chief Executive Officer of this corporation. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of this corporation. The President shall serve as an ex officio voting member of all committees, and shall have such other powers and duties as may be designated from time to time by the Board of Directors. The President shall be a member of the Board of Directors and preside at all meetings of the Board of Directors. The President shall have such other duties and authority as may be designated from time to time by the Board of Directors.

6.6 President-Elect. The President-Elect shall perform such duties as are delegated by the President. In the event of the absence or inability to act of the President, the President-Elect shall perform the duties of the President, and in so acting shall have all of the powers of the President. The President-Elect shall automatically succeed to the office of the President upon the expiration of the incumbent's term.

6.7 Vice Presidents. There shall be six (6) Vice Presidents of the corporation: Vice President for Membership, Vice President for Public Relations, Vice President for Community Outreach, Vice President for Legal Education, Vice President for Professional Advancement, and Vice President for Fundraising. Each Vice President will oversee a committee consisting of chapter members. Each Vice President may, but is not obligated to, nominate one or more committee chairs to run the committee's activities. Any Committee Chair will be recommended by the Vice President and approved by the President. The Vice President and committee chairs may recruit as many members as they deem necessary to carry out the committee's activities. The Vice Presidents shall have such powers and duties as may be designated from time to time by the Board of Directors.

6.8 Chief Financial Officer. The Chief Financial Officer (who may also be called the Treasurer) shall oversee the financial and accounting matters of this corporation with respect to the receipt and deposit of funds. The Chief Financial Officer shall keep the corporation's tax-exempt status current with the Internal Revenue Service. The Chief Financial Officer shall have such other powers and duties as may be designated from time to time by the Board of Directors.

6.9 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of this corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of this corporation, and shall deliver the Annual Statement required by Section 8.6 to the Directors. The Secretary shall oversee and coordinate all Director elections. The Secretary shall maintain all records of CLE events and shall keep the corporation's CLE provider status current with the State Bar of California. The Secretary shall have such other powers and duties as may be designated from time to time by the Board of Directors.

6.10 National Delegate. The National Delegate shall represent the corporation at all National Federal Bar Association meetings.

## ARTICLE VII

### Committees

7.1 Appointment of Committees. In addition to committees overseen by the Vice Presidents, the Board of Directors may appoint such additional committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this corporation. The appointment by the Board of any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office.

7.2 Powers and Authority of Committees. The Board of Directors may delegate to any committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of this corporation, except the following:

- a. The approval of any action for which the California Nonprofit Corporation Law also requires the approval of members of a corporation.
- b. The filling of vacancies on the Board or in any committee which has the authority of the Board.
- c. The fixing of compensation of the Directors for serving on the Board or on any committee.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

- f. The appointment of committees of the Board or the members thereof.
- g. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

## ARTICLE VIII

### Miscellaneous

8.1 Fiscal Year. The fiscal year of this corporation shall end on the last day of December of each year.

8.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of the Board of Directors, and of any committees of the Board of Directors, shall be open to inspection at the principal office of this corporation by each Director at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts at the requesting Director's expense.

8.3 Representation of Shares of Other Corporations. Any officer of this corporation is authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

8.4 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to this corporation and any and all securities owned by or held by this corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

8.5 Execution of Contracts. The Board of Directors may authorize any officer, employee, or agent to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of this corporation and such authority may be general or confirmed to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount. Provided, that pursuant to Section 7214 of the California Nonprofit Corporation Law, any such contract or instrument between this corporation and any third person, when signed by (i) the President or a Vice President, and (ii) the Secretary or the Chief Financial Officer shall be valid and binding upon this corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

8.6 Annual Statement of Certain Transactions and Indemnifications. Pursuant to Section 8322 of the California Nonprofit Corporation Law, the Board of Directors shall cause an annual statement of certain transactions and indemnifications to be delivered to the Board of Directors not later than one hundred twenty (120) days after the close of the fiscal year. If this

corporation issues an annual report, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual statement shall describe:

a. The amount and circumstances of any loans, guarantees, indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid or made during the fiscal year of this corporation to any officer or Director of this corporation; provided, that no such report need be made in the case of any loan, guaranty, indemnification or advance approved by the members; and

b. Any “covered transaction” (defined below) during the previous fiscal year of this corporation involving (1) more than Fifty Thousand Dollars (\$50,000) or, (2) which was one of a number of “covered transactions” in which the same “interested person” (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement shall describe the names of any “interested persons” involved in such covered transactions, including such “interested person’s” relationship to the transaction, and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the interested person is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a “covered transaction” is a transaction in which this corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

i. Any Director or officer of this corporation, or its parent or subsidiary; or

ii. Any holder of more than ten percent (10%) of the voting power of this corporation, or of its parent or subsidiary.

For purposes of this section, any person described in either subparagraph (i) or (ii) above is an “interested person.”

8.7 Corporate Loans, Guarantees and Advances. This corporation shall not make any advances or make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under Section 7235 of the California Nonprofit Corporation Law.

8.8 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the corporation.

## ARTICLE IX

### Effective Date and Amendments

9.1 Effective Date. These Bylaws shall become effective immediately upon their adoption.

9.2 Amendments. Pursuant to California Nonprofit Mutual Benefit Corporations Law Section 7150, the Board may adopt, amend, or repeal bylaws unless doing so would:

- a. Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;
- b. Increase or decrease the number of members authorized in total or for any class;
- c. Effect an exchange, reclassification, or cancellation of all or part of the memberships;
- d. Authorize a new class of membership; or
- e. Extend a Director's term beyond that for which the Director was elected.



CERTIFICATE OF INCORPORATOR

I, the undersigned, do hereby certify:

1. That I am the incorporator of FEDERAL BAR ASSOCIATION – SAN DIEGO CHAPTER.
2. That the foregoing Bylaws constitute the Bylaws of the said corporation adopted by me.

DATED: \_\_\_\_\_, 2014

\_\_\_\_\_  
\_\_\_\_\_, Incorporator

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