

BY-LAWS OF  
THE EARL B. GILLIAM BAR ASSOCIATION

ARTICLE I  
NAME AND PLACE OF BUSINESS

Section 1. NAME. The name of this Association, hereinafter referred to as the Association, shall be the Earl B. Gilliam Bar Association, Inc., as stated in the Constitution.

Section 2. PRINCIPAL OFFICE. The principal office for the transaction of business of the Association shall be at such address in the County of San Diego, State of California, as may be fixed from time to time by the Executive Committee.

ARTICLE II  
CLASSES OF MEMBERSHIP

Section 1. REGULAR. Any person licensed to practice law by the Supreme Court of the State of California, who is a member in good standing of the State Bar of California or is a member of the Bar of any other State and who is neither an associate nor honorary member, shall be a regular member.

Section 2. ASSOCIATE. Any person who is not a member of a Bar nor entitled to practice before the highest court in any State, but has successfully earned a Juris Doctorate is eligible to become an associate member of this Association if that person otherwise meets the requirements of regular membership. Associate members shall not hold office, but shall have all of the other rights and privileges of regular members.

Section 3. STUDENT MEMBERSHIP. Any person who is a bona fide law student regularly enrolled in any law school or has graduated from any law school, but is not a member of the State Bar of California, is eligible to become a student member of this Association, if that person otherwise meets the requirements of membership. Student members shall not vote or hold office, but shall have all of the other rights and privileges of regular members.

Section 4. HONORARY. Any person who is a judge or a distinguished non-resident attorney may be elected as an honorary member of the Association upon the majority vote of the executive committee at a regularly scheduled executive committee meeting.

Section 5. LIFE MEMBERSHIP. Any person who is licensed to practice law who pays the life membership fee.

Section 6. MEMBER FEES

Initial membership fees for the Association shall be as follows, however, the Board of Directors is empowered upon due consideration to raise these fees at such times and in such amounts as are prudent or necessary for the successful operation of the Association.

A. Regular Member: \$60.00

- B. Associate Member: \$40.00
- C. Honorary Member: \$60.00
- D. Student Member: \$10 per annum.
- E. Life Member: \$500 (one time basis)

Members three (3) months delinquent in dues may be dropped from the membership, but payment of dues to date shall entitle such person to reinstatement.

#### ARTICLE IV MEETINGS

Section 1. MEETINGS OF MEMBERS, QUORUM. There shall be an annual meeting of the active members of the Association in the month of October of each year. Said meetings shall be held at such place in San Diego County at such time as ordered by the Executive Committee. Notice thereof shall be mailed or electronically sent to each active member at least ten (10) days in advance of such meeting. A quorum shall require the attendance of not less than 25% of the then-existing active and paid members of the Association. Special meetings of active members may be called at any time by the Executive Committee or by the President. The President shall call a special meeting promptly after receipt by the President of a petition therefor signed by at least 10 members or 5% of of then active and paid current members, whichever is greater. Special meetings shall be held at such place in San Diego County as the call may designate. No business shall be transacted at any such special meetings except the business specified in the call. Notice of any such special meeting shall be mailed or electronically sent at least five (5) days before the date of such meeting and such notice shall specify the business to be transacted. The presence of at least 10% of the active members of the Association shall be necessary to constitute a quorum at any meeting of the active members; but a smaller number may adjourn any such meeting to a subsequent time.

Section 2. MEETINGS OF THE EXECUTIVE COMMITTEE. There shall be regular meetings of the Executive Committee at such times during each month as may be determined by said Committee. Said meetings shall be held at such place in San Diego County as ordered by the President. Notice thereof shall be mailed or electronically sent to each Committee member at least three (3) days in advance of each meeting. Special meetings of the Committee may be called at any time by the President or by a majority of all of the members of the Committee. Special meetings shall be held at such place in San Diego County as the call may designate. No business shall be transacted at any special meeting except the business specified in the call. Notice of any such special meeting shall be mailed or electronically sent at least two (2) days before the date of meeting and such notice shall specify the business to be transacted. Except as otherwise specified in these By-Laws, four (4) members of the Executive Committee shall constitute a quorum; but a smaller number may adjourn any meeting to a subsequent time. Executive Committee meetings may be held telephonically.

The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, Parliamentarian and two other current Directors of the Board.

Section 3. ORDER OF BUSINESS. At the annual meeting, subject to changes by a vote of the Executive Committee, the order of business shall be as follows:

- A. Report of President;
- B. Reports of Secretary and Treasurer;
- C. Reports of Standing Committees;
- D. Reports of Special Committees;
- E. Old Business;
- F. New Business; and
- G. Election of Officers.

## ARTICLE V OFFICERS

Section 1. PRESIDENT. The President shall preside at all meetings of the Association and meetings of the Executive Committee. The President shall perform all duties ordinarily incident to the President's office, and shall recommend such action as the President deems proper. The President shall set the meeting agenda and shall be responsible for determining whether items brought to the Board's attention shall be placed on agenda for action.

Section 2. VICE-PRESIDENT. The Vice-President shall act as President in the absence of the President, shall plan programs in cooperation with the Executive Committee, and shall perform such other duties as may be assigned to the Vice-President by the President of the Association.

Section 3. SECRETARY. The Secretary shall keep minutes of meetings, shall send out notices, and shall be the custodian of correspondence files. The Secretary shall act as administrative assistant to the President, shall assist committee chairmen in carrying out the work of committees and shall perform such other duties as may be assigned to the Secretary by the Executive Committee. Upon being succeeded in office, the Secretary must turn over all Association records and correspondence to the Secretary's successor.

Section 4. TREASURER. The Treasurer shall receive and disburse all funds of the Association, and shall deposit or invest its money in a manner approved by the Executive Committee. The Treasurer shall submit at the annual meeting a report of monies received and expended, amounts due the Association, and an estimate of the resources and expenditures for the ensuing year.

Section 5. EXECUTIVE DIRECTOR. The Executive Committee may hire and assign duties to an Executive Director of the Association, who shall be assigned duties and given compensation by the Executive Committee.

## ARTICLE VI NOMINATION AND ELECTION OF OFFICERS

Section 1. NOMINATION. The President shall appoint any four (4) members of the Association to be a nominating committee to select candidates for the office and to report names of nominees to the Secretary not less than one (1) month before the next annual

meeting of the Association. Nominations may also be made from the floor during the annual meeting by any member in good standing in the Association. However, upon adoption of the Association's Constitution and these By-Laws, the officers must be elected immediately from the floor.

Section 2. ELECTION. Officers shall be elected at the annual meeting by secret ballot of the Board of Directors present at the Annual Meeting.

## ARTICLE VII COMMITTEES

Section 1. DESIGNATION OF STANDING COMMITTEES. There may, subject to availability of resources, be Standing Committees on:

- A. Legislation;
- B. Ethics and Grievances;
- C. Unauthorized Practice;
- D. Judicial Appointments and Elections
- E. Employment;
- F. Membership; and
- G. Community Advocacy.

Section 2. JURISDICTION OF STANDING COMMITTEES.

A. LEGISLATION COMMITTEE. This Committee shall report to the Association as frequently as necessary on proposed legislation affecting the practice of law and to make recommendations and to support or oppose any pending Bills as directed by the Association. It may work with the State Bar of California on legislation related to the legal profession. To the extent the California Association of Black Lawyers maintains a Legislative Committee, it shall be the responsibility of the Chair of the Legislative Committee to liaison with CABL and to participate as a member of that committee.

B. ETHICS AND GRIEVANCE COMMITTEE. This Committee shall investigate all complaints of unprofessional conduct against members of the legal profession in this community and shall report with recommendations to the Executive Committee. It shall also be the duty of the Committee, without waiting for formal complaint, to investigate any case of alleged professional misconduct which may come to its attention, and report with recommendations to the Executive Committee. The Executive Committee in grievance cases will take such action and institute such proceedings as it deems proper.

C. UNAUTHORIZED PRACTICE COMMITTEE. This Committee shall keep itself informed of the problems involved in the field of unauthorized practice of law; shall seek to eliminate all unlawful practices by lay agencies and the participation of attorneys therein.

D. COMMITTEE ON JUDICIAL APPOINTMENTS AND ELECTIONS. The President,

subject to the advice and consent of a majority of the entire Executive Committee, shall appoint a Committee on the judiciary, consisting of not more than seven (7) members. Each member of such Committee shall serve for a term of three (3) years, with the terms of such members staggered so that the terms of one-third (1/3) of the members (of if the number of members is not divisible by three, the terms of approximately one-third (1/3) of such members) shall expire each year. No member shall be eligible for reappointment until one (1) year after the expiration of such member's term. The President shall be an ex officio member of said Committee. In the event that this committee can not be formed for any reason during any calendar year, the Association is permitted to designate a representative to be a liaison with the California Association of Black Lawyers for Judicial Appointments under review by that organization.

This Committee shall, by such means as it may consider suitable, subject to approval of the Executive Committee, endeavor to secure the appointment or election of competent and properly qualified persons:

1. for the United States Court of Appeal for the Ninth Circuit, for the United States District Court, Southern District of California, for the Supreme Court of California, for the District Courts of Appeal, Fourth Appellate District, for the Superior Court of the County of San Diego, and for any other Court convening in the County of San Diego; and
2. for the office of the United States Attorney for the Southern District of California; for the Attorney General of California; for the District Attorney of the County of San Diego; for the City Attorney of San Diego, and for any other office connected with the administration of justice in the Courts referred to above.

This Committee shall examine whether candidates for appointed or elective office support the objectives and purposes of the Association and shall oppose the nomination or appointment of unfit candidates. It may confer on the subject with other organizations; with nominating committees; and with such political groups as may have proper interest in the matter and; in the case of candidates for appointment to any such office, with the public official in whom the power of appointment is vested. On a confidential basis it may whenever in its opinion occasion arises therefor, prepare a list or lists of persons properly qualified to hold any of the offices above mentioned, and may ascertain from members of the Association, or other members of the Bar, their choices or opinions as to the qualifications of such persons.

The Committee shall from time to time report to the Executive Committee, or to the Association as required by the Executive Committee, and may make such recommendations as it may deem advisable.

E. EMPLOYMENT COMMITTEE. This Committee shall report to the Association as frequently as necessary on legal employment vacancies at the offices of both private and public employers and shall actively seek to support members who are applying for appointment to such positions.

F. MEMBERSHIP COMMITTEE. This Committee shall diligently work to establish, maintain, and regularly increase a significant number of dues paying members of the Association. The Committee shall from time to time report to the Executive Committee, or to the Association as required by the Executive Committee, and may make such recommendations as it may deem advisable.

G. COMMUNITY ADVOCACY. This Committee shall advocate for the best interests of the African American community. The Committee shall from time to time report to the Executive Committee, or to the Association as required by the Executive Committee, and may make such recommendations as it may deem advisable.

## ARTICLE VIII APPROPRIATIONS AND EXPENSES

Appropriations of Association funds for officer or committee in excess of the appropriation authorized by the Executive Committee shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

## ARTICLE IX BOARD DECISION MAKING POLICY

When an issue impacting the rights of African-American or other minority groups is at issue the Board of Directors shall follow the following procedure. If sufficient time exists to bring the issue either to the next regularly scheduled monthly meeting or a special meeting of the board involving at least half of the existing board, that shall be the preferred mechanism for decision making. At such meetings, a majority vote of the board after every present member has had an opportunity to speak will be held to determine the board action. Only a unanimous vote of the Executive Committee of the Board may overrule a majority vote of the Board.

When an issue is brought to the attention of the Board, either by a member of the Board or by any member of the organization or the general public, the following shall be the policy of the Board. The issue shall be brought to the attention of the President of the Board of Directors in writing with sufficient detail to understand what information is being presented and the nature of the action sought. It shall be the obligation of the President to bring all such matters to the Executive Committee at the next scheduled meeting of the Executive Committee for their consideration and action. A majority vote of the Executive Committee to bring the matter before the full Board shall be necessary to place the item on the next Board of Directors meeting. In the event the matter requires urgent attention, at the discretion of the President or upon request from at least 25% of the then existing Directors of the Board, the President must call a special meeting of the Executive Committee to evaluate the request at the earliest possible time.

In the event that the matter is of such extreme exigency that no meeting is possible, such as for incidents of overt racial epithets in the media or among law enforcement, clear evidence

of racial discrimination requiring immediate action by the organization, or similar, the President may elect to make a statement on behalf of the organization or secure such meetings with elected or appointed officials or other leaders in the community as necessary to redress the concern. In any event, it shall be the policy of the Board of Directors that any measures taken by the President shall be reported to the Executive Committee and the Board of Directors as soon as reasonably practicable after such actions. The President is required, and may be removed from office for failing to do so, to provide a full and public accounting, in writing, of any decision taken under this section. Such accounting shall explain the rationale for the decision, the persons contacted in the community with relation to the action, and the attempts made to contact members of the Executive Committee or the Board of Directors prior to taking such action.

#### ARTICLE X.

##### ESTABLISHMENT OF BOARD POLICIES

For purposes of continuity and to further the ends of the organization, the Board of Directors may, from time to time, establish Board policies that govern the actions of the Board. Such policies may not conflict with these Bylaws but may govern the nature and scope of the work to be conducted by standing committees, may impact the direction of the organization and the specific manner of addressing the organizational mission and may address such other matters as the Executive Committee and the Board of Directors deem appropriate.

Any Board policy shall be brought to the Executive Committee for consideration and, upon approval of the Executive Committee, shall be brought to the entire Board of Directors for consideration and a vote. If the Executive Committee brings a board policy to the Board of Directors for a vote, the Board must vote on said policy.

A policy of the Board of Directors shall remain in effect after proper adoption and may only be revoked by a vote of 2/3rds of the Board of Directors. The purpose of adopting Board policies is to enable the organization to maintain continuity of action across multiple years without needing to take the extreme measure of changing the bylaws. It is the intention of this section that operational changes or shifts in focus of the organization shall not be whimsical or changed on an annual basis to meet the desires of any individual, but to solidify policies that will enable long-term, sustained action.

#### ARTICLE XI

##### PARLIAMENTARY PROCEDURE

All meetings of the Earl B. Gilliam Bar Association in accordance with Robert's Rules of Order (except where otherwise designated in these By-Laws) in keeping with democratic principles and traditions, so that each member shall have an opportunity to be heard and present such member's views for the consideration of the members.

#### ARTICLE XII

##### PARLIAMENTARIAN

Section 1. The President shall appoint a Parliamentarian. The Parliamentarian shall hold office for a one (1) year term.

Section 2. The Parliamentarian shall, when requested by the President or presiding officer at any regular or special meeting of the Executive Committee, or of the membership of this Association, rule on such parliamentary issues as may be presented to the Parliamentarian.

### ARTICLE XIII AMENDMENTS TO BY-LAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by the approval of a super majority of the Board of Directors or by the approval of 2/3rds of the voting members.

No amendment on the following matters may be adopted except by vote of the voting members of this corporation:

- (a) An amendment to Section 2 of Article III changing the authorized maximum or minimum number of directors of the corporation;
- (b) An amendment increasing the term of any director as provided by Section 5 of Article III;
- (c) An amendment increasing the quorum at a meeting of voting members established by Section 6 of Article II; or
- (d) An amendment repealing, restricting, creating or expanding the proxy rights of voting members.

### ARTICLE XIV VOTING BY PROXY

Any member may authorize another person or persons to act by a written proxy with respect to such membership executed by such person or such person's duly authorized agent and filed with the secretary of this corporation. A proxy shall be deemed executed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.

No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected by a writing delivered to this corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the

meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy.

A proxy is not revoked by the death or incapacity of the maker or the termination of a membership as a result thereof unless, before the vote is counted, written notice of such death or incapacity is received by this corporation. The proxy of a member may not be irrevocable.

If this corporation shall have one hundred (100) or more voting members, any form of proxy distributed to ten (10) or more voting members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

In any election of directors, any form of proxy in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

A proxy covering the election of a person or persons to the board of directors must list all those nominated at the time the notice of the vote is given to voting members. A proxy must state the general nature of any of the following matters:

- (a) The removal of a director or directors without cause;
- (b) An amendment to the bylaws repealing, restricting, creating or expanding proxy rights;
- (c) An amendment to the articles of incorporation;
- (d) The sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of this corporation's assets not in the usual course of business;
- (e) The principal terms of a merger agreement;
- (f) A resolution to dissolve the corporation voluntarily; or
- (g) The filling of a vacancy on the board of directors.

#### Dealing with Quorum and Actions Without a Meeting

Section 10. Manner of Acting. The act of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the board of directors, unless the act of a different number is required by law, the articles of incorporation or these bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least as many directors as is required to act for the board.

Members of the board of directors may participate in a meeting through the 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 in such a manner constitutes presence in person at such meeting.

Section 11. Action Without a Meeting of the Board. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board who are not “interested” within the meaning of the Law (presently Section 5233) shall individually or collectively consent in writing to such action. 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.

Section 12. Removal and Filling Vacancies. The board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the Nonprofit Public Benefit Corporation Law or any successor article thereto. Any vacancy occurring on the board of directors, except a vacancy created by reason of the removal of a director, as well as any directorship to be filled by reason of an increase in the number of directors shall be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 5211, or (3) a sole remaining director. The voting members may elect a director at any time to fill any vacancy not filled by the directors. A director elected to fill a vacancy shall hold office during the unexpired term of such director’s predecessor in office and until such director’s successor is elected.

## ARTICLE XV INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter “proceeding” includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the board of directors determines that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes an action brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this corporation is prohibited by the Law from

indemnifying its directors or officers against judgments, fines, settlements and other amounts, this corporation shall nevertheless indemnify each of its directors and officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the board of directors determines that such director or officer was acting in good faith and in a manner such person believed 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; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount of the advance unless it is determined ultimately that the director or officer is entitled to be indemnified as authorized in this article or by law.

The board of directors may authorize this corporation to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a director or officer of this corporation. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **ARTICLE XVI LIMITATION OF LIABILITY OF CERTAIN DIRECTORS & OFFICERS**

Limitation of Liability of Volunteer Directors and Volunteer Executive Officers to Third Parties. There shall be no personal liability to a third party on the part of a volunteer director or volunteer executive officer caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:

- (a) The act or omission was within the scope of the director's or executive officer's duties;
- (b) The act or omission was performed in good faith;
- (c) The act or omission was not reckless, wanton, intentional, or grossly negligent; and

(d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

“Volunteer” means the rendering of services without compensation.

“Compensation” means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer with the meaning of this Section 1.

“Executive officer” means the president, vice president, secretary, or treasurer of the corporation who assists in establishing the policy of the corporation.

Nothing in this Section 1 shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

This Section 1 does not eliminate or limit the liability of a director or officer for any of the following:

- (a) As provided in Section 5233 or 5237; or
- (b) In any action or proceeding brought by the Attorney General.

Nothing in this Section 1 creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a director or officer.

Section 2. Limitation of Liability of Certain Directors. Except as provided in Section 5233 or 5237, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any nonpaid director who is also a nonpaid officer, of this corporation based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such director believes to be in the best interests of the corporation; and
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE XVII  
INTERIM PRESIDENT

A committee of interested parties comprising a Think Tank is, by virtue of this section of the Bylaws, empowered to appoint an initial Interim President of the Association. Such appointment will be valid for not more than 180 days to enable the Association to obtain members and vote on the initial two-year term of its first President. At such time as the Association chooses to elect its first President, this clause will become void and shall have no further effect whatsoever. It is the purpose of this section to enable the Association to begin with ample leadership on an interim basis and ensure a smooth transition to the first elected President.