

BYLAWS OF

National Lawyers Guild, San Francisco Bay Area Chapter A California Nonprofit Public Benefit Corporation

PREAMBLE

The National Lawyers Guild is an association dedicated to the need for basic change in the structure of our political and economic system. We seek to unite the lawyers, law students, legal workers, and jailhouse lawyers of America in an organization, which shall function as an effective political and social force in the service of the people, to the end that human rights shall be regarded as more sacred than property interests.

Our aim is to bring together all those who regard adjustments to new conditions as more important than the veneration of precedent; who recognize the importance of safeguarding and extending the rights of workers, women, farmers, and minority groups upon whom the welfare of the entire nation depends; who seek actively to eliminate racism; who work to maintain and protect our civil rights and liberties in the face of persistent attacks upon them; and who look upon the law as an instrument for the protection of the people, rather than for their repression.

Article 1

Section 1 CONSTITUTION APPLICABLE

The San Francisco Bay Area Chapter of the National Lawyers Guild hereby repeals its local Constitution as amended through June 1973, and adopts the Constitution of its parent body, the National Lawyers Guild.

Section 2 BY-LAWS APPLICABLE

These By-Laws passed by the membership on September 1, 2004 shall supersede all earlier By-Laws.

Article 2

Section 1 NAME

The name of this organization shall be the National Lawyers Guild, San Francisco Bay Area Chapter.

Section 2 OBJECTIVES & PURPOSES

The primary objectives and purposes of this organization shall be:

- (a) To aid in making the United States and the State Constitutions, the law, and the administrative and judicial agencies of government responsive to the will of the American people;
- (b) To protect and foster our democratic institutions and the civil rights and liberties of all the people;
- (c) To promote justice in the administration of the law;
- (d) To aid in the establishment of government and professional agencies to supply adequate legal service to all who are in need and cannot obtain it;
- (e) To aid in the adoption of laws for the economic and social welfare of the people;
- (f) To keep the people informed upon legal matters affecting the public interest;
- (g) To encourage in the study of the law a consideration of the social and economic aspects of the law;

(h) To improve the ethical standard which must guide the lawyer in the performance of his or her professional and social duties; and

(i) To promote world unity through collaboration among the Bars of the members of the United Nations.

Section 3 PRINCIPAL OFFICE

The principal office of the corporation (hereafter referred to as the "organization" or "Chapter") for the transaction of its business is located in City and County of San Francisco, California.

Section 4 OTHER OFFICES

The Chapter may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Executive Board may, from time to time, designate.

Section 5 GEOGRAPHIC AREA

The designation San Francisco Bay Area as used above shall include the following counties of the State of California: Alameda, Contra Costa, Marin, San Francisco, San Mateo, Santa Clara, Solano and Sonoma. Nothing in this section shall preclude membership of those residing outside these counties in northern California or Hawaii.

Article 3 - MEMBERS

Section 1 DETERMINATION AND RIGHTS OF MEMBERS

The organization shall have one class of member. No person shall have more than one membership in the organization. Except as expressly provided in or authorized by the Articles of Incorporation or By-laws of this organization, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2 QUALIFICATIONS OF MEMBERS - NO DISCRIMINATION

The following persons who agree with the objectives of the organization as set forth herein, shall be admitted to membership without regard to sex, sexual orientation, gender expression, age, color, race, national origin, religious or political belief or affiliation, formal educational level, or condition of restraint within any institution:

(a) Lawyers - any person who at the time of application for membership is authorized to practice law anywhere. Only lawyers shall be counted for the purpose of State Bar requirements for participation as delegates to the State Bar Conference of Delegates at the annual bar convention.

(b) Law students - any person who attends law school. Law students shall be concurrent members of their law student chapter and full-voting members of this Chapter. A law student member may retain that membership status for one year following graduation or until he or she becomes eligible for another membership category, whichever comes first.

(c) Legal workers - any person who is currently working, or who has worked, or who is training to work in any office, collective or other institution, which has as its primary function the provision of or administration of legal services, information or education; or, as an individual, provides or administers legal services, information, or education as a major component of her or his work.

(d) Jailhouse lawyers - any person who is incarcerated in a jail or prison and who is regularly engaged in providing legal services to other prisoners. A jailhouse lawyer member may retain that membership status for one year following release from incarceration or until he or she become eligible for another membership category, whichever comes first. Jailhouse lawyers shall be members-at-large unless the Chapter shall elect to include them in its membership.

(e) Nothing in this section shall prohibit friends of the Chapter from joining as such. However, such friends shall not be voting members of the Chapter.

Section 3 ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application therefor in writing and upon payment of dues.

Section 4 NON-LIABILITY OF MEMBERS

A member of this organization is not, as such, personally liable for the debts, liabilities, or obligations of the organization.

Section 5 FEES, DUES AND ASSESSMENTS

The annual dues payable to the Chapter by members shall be the same as required by the national office. Dues shall be paid on an annual basis according to a dues schedule approved by the Executive Board. Members may make a written request of and receive in writing from the Executive Board, Executive Committee or the Finance Committee permission to maintain membership without the payment of dues for good cause shown or to pay dues in installments. For calendar years following a year in which dues were paid, members who fail to pay dues without a waiver shall be considered as lapsed, but may continue to receive informational mailings. Such members continue to be considered lapsed until they either pay dues or secure a dues waiver. A member who is lapsed for three (3) consecutive calendar years shall be stricken from the roles. A lapsed member may be reinstated to membership if he or she tenders current dues, and membership shall be reinstated immediately upon tender of current dues. Members who have been stricken from the roles shall apply to join as a new member.

Section 6 LOSS OF MEMBERSHIP

Failure to pay dues to the organization as specified by the Executive Board and as specified in Section 7 of this Article shall result automatically in loss of membership in the organization.

Section 7 RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the organization shall cease on termination of membership.

Article 4 - GOVERNANCE AND MEETINGS

Section 1 GOVERNANCE

The highest governing authority of this Chapter shall be the annual membership meeting. The regular business and affairs of the Chapter shall be conducted by an Executive Board, Executive Committee and officers in the interim period between annual membership meetings, which business shall be subject to the action of the membership. The power to conduct the regular business and affairs of the Chapter includes the expending of all sums of money reasonably necessary therefor and the determining of programs and policies, which will tend to

promote the objectives of the organization. Special and regular membership meetings may be called from time to time by the Executive Board at times and places designated by it.

Section 2 ANNUAL MEETING

The members shall meet annually during September, October or November of each year for Updated 01/01/2013
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the purpose of electing the Executive Board and officers and transacting other business as may come before the meeting. Cumulative voting for the election of the Executive Board and officers shall not be permitted. The candidates receiving the highest number of votes up to the number of the Executive Board members to be elected shall serve a two-year term. The candidates for officers receiving the highest number of votes shall serve a one-year term. Each voting member shall cast only his or her vote. Voting may be by voice vote or secret ballot for contested positions. The annual meeting of members for the purpose of electing the Executive Board and officers shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Section 3 SPECIALLY CALLED MEETINGS OF MEMBERS

Specially called meetings of the members shall be called by the Executive Board or the President of the Chapter. In addition, specially called meetings of the members for any lawful purpose may be called by forty (40) or more of the members or 20% of the membership whichever is less.

Section 4 PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Chapter or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Executive Board.

Section 5 NOTICE OF MEETINGS

(a) **Time of Notice:** Whenever members are required or permitted to take action at a meeting,

a written notice of the meeting shall be given by the Secretary of the organization or staff designated by the Executive Board not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date of the notice of the meeting, is entitled to vote there at; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty

(20) days before the meeting.

(b) **Manner of Giving Notices:** Written notice of any members' meeting shall be given

either personally or by mail or other means of written communication including e-mail, addressed to the member at the most recent address or e-address of such member given by the member to the Chapter. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication including e-mail

(c) **Contents of Notice:** Notice of a membership meeting shall state the place, date, and time of the meeting, and (1) in the case of a specially called meeting, the general nature of the business to be transacted, and notice that no other business may be transacted, or (2) in the case of the annual meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these By-Laws, however, any proper matter may be presented at the annual meeting for such action. The notice of any meeting of members at which the officers and Executive Board are to be elected shall include the names of all those who are nominees at the time notice is given to members.

Section 6 PROCEDURES FOR MEMBERS TO SPECIALLY CALL A MEETING

In order for members to initiate a specially called meeting, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President at his or her place of business or residence and to the Executive Board at the Chapter office. The President or Executive Board receiving the request or staff designated by the Executive Board shall promptly cause notice to be

given to the members entitled to vote that a specially called meeting will be held, stating the place, date and time of the meeting, the general nature of the business to be transacted, and notice that no other business may be transacted. The date for any such meeting shall be fixed by the Executive Board or Executive Committee and shall not be more than sixty (60) days after the receipt of the request for the meeting. If notice of the meeting is not given within twenty (20) days before the date of the meeting or the date for the meeting has not been fixed by the Executive Board or Executive Committee within (40) days after the receipt of the request, persons calling the meeting may give the notice themselves.

Section 7 PROPOSAL APPROVAL

Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting:

- (a) Removal of members of the Executive Board or of officers without cause;
- (b) Filling of vacancies on the Executive Board or of officers by members;
- (c) Amending the Articles of Incorporation or By-Laws; and
- (d) An election to voluntarily wind up and dissolve the organization.

Section 8 QUORUM FOR MEETINGS

(a) A quorum shall consist of forty (40) or more of the members of the voting members or 20% of the membership whichever is less.

(b) The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

(c) In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

(d) When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However 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. A meeting shall not be adjourned for more than forty-five (45) days.

(e) Notwithstanding any other provisions of the Article, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 9 MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this organization, or these By-Laws require a greater number.

Section 10 VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote, except that voting at the chapter annual meeting shall be governed by Article 5 of these bylaws. Members entitled to vote shall not be permitted to vote or act by proxy. Members dues must be current in order to vote. Lapsed members may tender dues up to the date and time of any membership vote in order to make their dues current. New members must join and pay dues in accordance with a schedule which shall be set by an Election Committee and approved by the Executive Board.

Section 11 CONDUCT OF MEETINGS

Meetings of the members shall be presided over by the President of the Chapter, or his or her designee or, by a majority of the voting members, present in person. The Secretary of the organization shall act as secretary of all meetings of members, provided that on his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles of Incorporation of this organization, with the Constitution of the National Lawyers Guild, or law.

Article 5 - EXECUTIVE BOARD

Section 1 GENERAL GUIDELINES

The Executive Board and officers shall meet at least once a month except during the months of July and August, when less frequent meetings may be called. Action of the Executive Board shall be by a majority vote of Board members present at any regularly called meeting. A quorum shall be one third of the Executive Board members excluding the student members. Students shall count towards the quorum as full voting members. However, due to student schedules, the Student Executive Board members shall not be included in determining the size of the Executive Board.

Section 2 EXECUTIVE BOARD

The Executive Board shall be comprised of: the five officers (President, Vice-President, Recording Secretary, Treasurer, and Student Vice-President); one representative member in good standing from each law school chapter within the geographic area of the Chapter and 16 at-large members. Members in good standing of the program committees are encouraged to run and represent those committees but shall be elected at-large.

Section 3 OFFICERS

The officers of this organization shall be a President, a Vice-President, a Recording Secretary, a chief financial officer who shall be designated as the Treasurer, and a student Vice-President. No offices may be held by the same person. The Vice-President shall be responsible for acting as a liaison with all program committees which do not have a representative elected to the Executive Board.

Section 4 QUALIFICATIONS

Any member in good standing may serve as a member of the Executive Board or an officer of this organization. The law student vice president shall be a law student in good standing.

Section 5 TERMS OF OFFICE

Each at-large Executive Board member shall serve a two-year term. Election of at-large Executive Board members shall be staggered such that one-half shall be newly elected each year. Officers shall serve a two-year term.

Section 6 ELECTION

(a) Executive Board members and officers shall be elected by a vote of the members. Such vote may be by secret ballot. Members may vote in person at the annual meeting, through the web as adequate technology is available and as prescribed by the elections committee and approved by the Executive Board, or by affirmatively requesting and returning an absentee ballot within the time and manner prescribed by the elections committee and approved by the Executive Board. The law student Vice-President shall be selected by all law student members in a manner to be determined by the law student members.

(b) Members in good standing may nominate themselves simply by announcing their candidacy for the Executive Board position or office, in accord with rules established by the Elections Committee. The Executive Board, Chapter Committees, and any member in good standing for the Executive Board or office, in accord with the rules established by the Elections Committee and approved by the Executive Board. The Executive Board may also create a nominating committee, which may propose nominees for the annual election.

(c) The Executive Board shall appoint an Election Committee which shall establish procedures to run a fair election, and which shall conduct the election. The Election committee shall report to the Board, which shall have final authority to approve procedures for the election. A preliminary set of election procedures shall be publicized before the Executive Board meetings at which they are approved. A final and Board-approved set of election procedures shall be publicized before the election date.

(d) The election shall be held at the annual membership meeting held in accordance with these Bylaws and the election procedures established by the Election Committee, as approved by the Executive Board.

(e) Each law student chapter representative to the Executive Board shall be selected in a manner to be determined by the student members of each law student chapter. The representative shall be a member in good standing of the Chapter or law school chapter, and shall serve at the pleasure law school chapter he or she represents for a one-year term on the Executive Board.

Section 7 NATIONAL

Any member of the Chapter who is an officer of the national organization or a member of the National Executive Board shall be an ex-officio member of the Chapter Executive Board, but shall not have the right to vote unless she or he is an elected officer of the Chapter, an elected member of the Executive Board, or a representative of a committee selected for the Executive Board.

Section 8 PROGRAM COMMITTEES

By a majority vote of the Executive Board, the Chapter shall affirm whether any program committee may function in the name of the Chapter and may terminate recognition of any committee.

Section 9 ADMINISTRATIVE COMMITTEES

The Executive Board shall designate from time to time administrative committees, which shall act in an advisory capacity to the Executive Board. The Executive Committee or the Executive Board may appoint the members of such committees. Members may consist of persons who are on the Executive Board, on the Executive Committee, are officers, or who are members of the Chapter, unless otherwise set forth in these By-Laws. Members shall serve at the pleasure of the Executive Board.

(a) **Finance Committee.** The Executive Board shall appoint a Finance Committee, which shall include the Treasurer and other chapter members to carry out the functions set forth below. The duties of the Finance Committee shall be: 1) To oversee the financial well being of the organization; 2) To develop and execute fundraising plans.

(b) **Executive Committee.** The Executive Committee shall consist of the elected officers. It Updated 01/01/2013
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shall carry out administrative functions and plan Executive Board meetings. The Executive Board may delegate to the Executive Committee any of the powers and authority of the Executive Board in the management of the business and affairs of the organization, except with respect to:

1) The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all members. 2) The filling of vacancies on the Board or on any committee, which has the authority of the Board.

3) The amendment or repeal of By-Laws or the adoption of new Bylaws.

4) The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable.

5) The appointment of committees of the Board or the members, thereof.

6) The approval of any transaction to which this organization is a party and in which one or more of the Executive Board has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofits Public Benefit Corporation Law, as amended.

(c) All Administrative Committees shall keep regular minutes of their proceedings, cause them to be filed with the Chapter records, and report the same to the Executive Board from time to time as the Executive Board may require.

Section 10 VACANCIES

Vacancies among the elected officers and Executive Board may be filled by majority vote of the Executive Board. If the office of President becomes vacant, it shall be filled by the Vice- President.

Section 11 DUTIES

It shall be the duty of the Officers and Executive Board to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this organization, or by these By-Laws.

(b) Appoint and remove, employ and discharge, and except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all, agents and employees of the organization.

(c) Supervise all agents and employees of the organization to assure that their duties are performed properly.

(d) Meet at such times and places as required by these By-Laws and keep complete records of such meetings.

(e) Authorize reasonable nomination and election procedures for the selection of Executive Board members by the members, in accordance with Section 5520 of the California Nonprofit Public Benefit Corporation Law, as amended.

Section 12 COMPENSATION

The officers and Executive Board of the Chapter shall serve without compensation.

Section 13 EXPENDITURES

The expenditure of organization funds to support a nominee for any office or for the Executive Board is prohibited.

Section 14 ASSETS

Upon dissolution, following payment of all debts and windup expenses, the remaining assets of the organization are to be paid over to organizations whose tax-exempt status has been

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recognized by the Internal Revenue Service or to other public charities.

Section 15 MEETING ATTENDANCE

(a) Any member of the Executive Board, excluding student members elected by law school chapters, forfeits their seat on the board following four missed board meetings in a calendar year.

(b) The Executive Committee by majority vote may waive the requirements of Article 5, Section 15(a) if they are aware of exceptional circumstances.

(c) Any board member subject to the requirements of Article 5, Section 15(a) may request a leave of absence from the board for up to the length of that member's term. The Executive Committee shall decide whether to grant a leave of absence by majority vote. While a member is on a leave of absence, their seat will not count toward a determination of quorum but will not be considered "vacant" under the terms of these bylaws.

(d) At Large Members of the Executive Board whose principal location is outside of Alameda and San Francisco Counties may attend meetings by phone, video conference or other remote means approved by the Executive Committee.

Article 6

Section 1 AMENDMENT

The members of this organization may adopt or amend By-laws or amend the Articles of Incorporation not inconsistent with the constitution of the National Lawyers Guild and subject to any provision of law applicable to the amendment of By laws of public benefit nonprofit corporations, at any regular or specially called membership meeting. In accordance with Article 5, Section 6 of these bylaws, the Election Committee appointed by the Executive Board shall create a process for members to propose By-law amendments as part of the election rules distributed before each annual membership meeting. Notice of such action shall be given in writing to the membership and shall conform to IV-5 of these By-Laws.

Article 7

Section 1 FISCAL YEAR

The fiscal year of the organization shall begin on the first day of January and end on the last day of December in each year.

Article 8

Section 1 PROHIBITIONS OF PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profits from the operation of the organization, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the organization in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and fixed by resolution of the Executive Board; and no such person or person shall be entitled to share in the distribution of, and shall not receive, any of the organization assets on dissolution of the organization. All members, if any, of the organization shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the organization, whether voluntary or involuntarily, the assets of the organization, after all debts have been satisfied, then remaining in the hands of the Executive Board, shall be distributed by the Executive Board to a nonprofit public benefit corporation which provides legal education and/or legal services in the public interests.