

ORANGE COUNTY BAR ASSOCIATION
A California Nonprofit Mutual Benefit Corporation

BYLAWS
(As Amended January 1, 2014)

ARTICLE 1
Purposes, Name, Principal Office, and Notice

Section 1.1 Purposes

The purposes of the Orange County Bar Association (“Association”) are to: enhance the system of justice; to provide access to the system of justice; to assist in the delivery of legal services to the community; to maintain the honor and dignity of the judiciary and the legal profession; to promote the ethical standards of the legal profession; to advance the benefits enjoyed by the legal profession; to encourage cordial relations within the legal profession; to educate those in the legal profession; to inform the community about the system of justice and the legal profession; and to promote the betterment of the community which it serves.

Section 1.2 Name

The name of this nonprofit mutual benefit corporation is the Orange County Bar Association.

Section 1.3 Principal Office

The principal office for transacting business of the Association shall be at such address in Orange County, California, as may be fixed from time to time by the Board of Directors.

Section 1.4 Notice

When notice is required to be given to a member or members, it may be given either in a regular publication of the Association or by separate notice, either of which shall be mailed or sent electronically according to the address records of the Association.

ARTICLE 2

Membership, Dues, and Assessments

Section 2.1 Membership

Membership of the Association shall consist of active members, associate members, and honorary members, as those items are defined in this Article.

Section 2.2 Active Members

All persons admitted to practice law in any state of the United States or in Washington, D.C., or who are certified as emeritus attorneys by the State Bar of California, are eligible to be active members. Except as otherwise provided in these Bylaws, only active members shall have the right to vote for Association officers and directors and the right to serve as Association officers, directors, and section chairpersons.

Section 2.3 Associate Members

A person who does not qualify to be an active member under Section 2.2 is eligible to be an associate member if the person satisfies at least one of the following requirements:

- (a) The person is regularly enrolled as a student at a law school, or is a law school graduate waiting to take the first regularly scheduled California State Bar examination given after the person has graduated or is awaiting the results of that examination; or,
- (b) The person is over 60 years old and retired from the practice of law and has been an active member of the Association at least ten (10) years.

Associate members shall not have the right to vote for or be eligible to be Association officers, directors or section chairpersons, except a person listed in subdivision (b) of this Section who is a member of the Senior Lawyer Section may vote for and serve as that section's chairperson.

Section 2.4 Honorary Members

The Board of Directors may elect as honorary members persons distinguished for public service or eminence in the law and, during the time that they hold office, justices, judges, magistrate judges, commissioners, and other judicial officers sitting in Orange County. Honorary members shall not pay any dues, shall not have a vote or be eligible to be Association officers, directors, or section chairpersons. Unless the Board of Directors votes otherwise, honorary membership shall be deemed renewed every year that the honorary member remains eligible, and not renewed when the honorary member is no

longer eligible. The Board of Directors may vote to renew the honorary membership of a judicial officer who has lost eligibility due to retirement.

Section 2.5 Admission to Membership

All persons desiring to become an active or associate member of the Association shall submit to the Association a written application signed by the applicant under penalty of perjury. Within sixty (60) days after receiving such application for membership, written notice shall be given to Association members that the applicant is seeking Association membership and that each member shall have thirty (30) days from the date of such notice to submit to the Association written objection to the applicant's membership. At the end of this thirty (30) day period, and if no written objection is received, the applicant's name shall be submitted to the Board of Directors for approval. If timely written objection is received by the Association, the Board of Directors shall consider the application at the next meeting after notice to the applicant of the objections to the applicant's membership. A majority vote of the Board of Directors is necessary for membership approval. If membership is not approved, the applicant may resubmit an application ninety (90) days or more after the vote denying approval.

Section 2.6 Application Fee and Dues

The Board of Directors may set an application fee to be submitted by the applicant with the application. In the event of rejection, any dues paid shall be returned to the applicant. Membership dues, including section dues, shall be determined by the Board of Directors, which has complete authority to set various dues by different categories. The Board of Directors shall have the power to remit or waive the dues of any member, or members, entirely or partially, and shall give particular attention to waivers based upon financial hardship. Dues shall accompany the initial application and shall be payable on January 1 of each year thereafter. Admission of new members shall be effective on the first day of the next succeeding quarter following approval by the Board of Directors, and annual dues for the initial year shall be prorated on a quarterly basis accordingly.

Section 2.7 Membership Cards and Certificates

The Executive Committee may provide from time to time for the issuance of membership cards or certificates to Association members.

Section 2.8 Termination of Membership

The membership of any honorary member shall terminate as specified in Section 2.4, or on resignation of an honorary member. The membership of any active or associate member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The failure of the member to promptly pay dues.
- (c) The failure of the member to continue to be eligible for membership.
- (d) The determination by the Board of Directors or a committee designated to make such determination that the member has failed in material and serious degree to observe the Code of Ethics of the Association, as such Code is defined in Article 8 herein.

Section 2.9 Procedure for Expulsion

Following the determination by the Board of Directors that a member should be expelled under Section 2.8 (c) or 2.8 (d), the following procedure shall be implemented:

- (a) Notice shall be sent by mail by prepaid, first-class postage, or certified mail to the most recent address of the member as shown on the Association's and California State Bar's records, setting forth the proposed expulsion and the reasons thereof. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, in a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member Expulsion Committee composed of not fewer than three (3) directors appointed by the President. The notice to the member of proposed expulsion shall state the date, time, and place of the hearing on proposed expulsion.
- (c) Following the hearing, the Expulsion Committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision by a majority of the committee shall be final.
- (d) Any person expelled from the Association shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the unexpired period of the dues payment.

ARTICLE 3

Meetings of Members

Section 3.1 Regular Meetings

The Association shall hold an annual meeting of members in January of each year on a date set by the President. The Association shall hold other regular meetings of members at such places and times as shall be determined by the Executive Committee or by the Board of Directors.

Section 3.2 Special Meetings

The Association shall hold special meetings of members upon the call of the President. The President shall call a special meeting when requested by a majority of the Board of Directors, or when requested in writing by five (5) percent of the Association's active members.

Section 3.3 Notice of Meetings

Notice of regular or special meetings of the members shall be given in accordance with Section 1.4 of these bylaws no less than thirty (30) days. The notice shall state the time, date, and place of the meeting and the general nature of the business to be transacted.

Section 3.4 Quorum

Two (2) percent of the active members of the Association shall constitute a quorum for conducting business at any regular or special Association meeting.

Section 3.5 Rules of Order

Except as otherwise provided by these Bylaws, regular or special Association meetings shall be conducted under Roberts "Rules of Order." At all meetings of the Association, the order of business shall be prescribed by the President.

ARTICLE 4 Board of Directors

Section 4.1 Board of Directors

The Association shall have a Board of Directors that shall be composed of the five (5) officers of the Association described in Section 5.1, and the directors described in this Article 4. The directors shall consist of eleven (11) elected directors at-large, eight (8) directors appointed pursuant to Section 6.9, and one (1) director appointed by the Young Lawyers' Division subject to the qualification requirements of Section 11.4.

Section 4.2 Powers and Duties

The Board of Directors shall generally manage the affairs of the Association subject to, and in accordance with, the Association's Articles of Incorporation, and these Bylaws, duly promulgated policies and procedures of the Association, and applicable state and federal laws. The Board of Directors shall have the power to employ such

employees as it may in its discretion deem proper, and perform such other duties as prescribed by these Bylaws or Resolutions of the Association. The Board of Directors may delegate to the Executive Committee, the President, or to the employees of the Association such duties as deemed necessary or advisable for the normal functioning of the Association.

Section 4.3 Meetings

The Board of Directors shall meet no less than quarterly as determined by the Board of Directors, and shall keep a record of its proceedings. It shall make its own rules as to time, places, and notices of meetings and its own rules of procedure.

Section 4.4 Quorum

A quorum of the Board of Directors shall consist of a majority of Directors entitled to vote.

Section 4.5 Reports

The Board of Directors shall cause an annual audit of all Association books and internal control systems conducted by a qualified independent auditor to be submitted to the Board no later than 150 days following the close of the Association's fiscal year.

Section 4.6 Attendance

Any member of the Board of Directors who has three absences within any calendar year will be deemed to have submitted his or her resignation from the Board of Directors to the Executive Committee. The Executive Committee shall determine whether or not such resignation is accepted.

Section 4.7 Vacancies

Any vacancy among the elected directors may be filled by the Board of Directors, and such director so appointed shall hold office for the unexpired term of the vacated directorship.

Section 4.8 Term Limitations

No director shall serve more than two (2) consecutive three-year terms as a member of the Board of Directors. In the event that an individual is appointed by the Board to fill a vacancy that arises between annual elections, that individual may subsequently serve for two (2) consecutive three-year terms. The terms of this section do

not apply to individuals elected as officers of the Association after having served for one (1) or more terms as a member of the Board of Directors.

ARTICLE 5 **Officers and Executive Director**

Section 5.1 Officers

The Association shall have the following officers: President, President-Elect, Secretary, Treasurer, and Immediate Past President.

Section 5.2 President

The President shall be chairperson of, and preside at all meetings of, the Board of Directors and the Executive Committee. Unless otherwise provided for in these Bylaws, the President shall appoint committee chairpersons. The President shall be an ex-officio member of all committees, with the right to vote at all committee meetings. The President shall initiate and coordinate the programs of the Association and shall have such other powers and perform such other duties not inconsistent with the Association's Articles of Incorporation and these Bylaws. The President shall be the official spokesperson for the Association and may delegate this authority in specific instances. The President shall be the ex-officio head of the Association delegation to the Conference of Delegates of California Bar Associations and shall advise and assist the chairperson of the Association delegation before and during the Conference.

Section 5.3 President-Elect

The President-Elect shall be an active aide to the President and shall be thoroughly acquainted with the affairs and personnel of the Association. Except as otherwise expressly provided in these Bylaws, the President-Elect shall serve on all committees, as a member ex-officio with the right to vote. The President-Elect shall perform the duties of the President during the President's absence or inability to act. The President-Elect shall automatically become the President upon the conclusion of the term of office of the President or upon a vacancy to the office of President. If the President-Elect succeeds to the office of President due to a vacated presidency, the President-Elect shall serve as President for the balance of the vacated term and for the succeeding term.

Section 5.4 Treasurer

The Treasurer shall have charge of all funds of the Association and shall keep books of account and render reports as requested by the Board of Directors, the Executive Committee, or as required by law. The Executive Committee may designate employees of the Association to assist the Treasurer. The Treasurer shall assume the duties of

President and President-Elect upon their absence. The Treasurer shall be chairperson of the Finance Committee.

Section 5.5 Secretary

The Secretary shall keep full and correct minutes of the meetings of the Association, the Board of Directors, and the Executive Committee.

Section 5.6 Immediate Past President

The Immediate Past President shall assist the President as needed.

Section 5.7 Vacancies

The Board of Directors shall fill any vacancy in the office of Secretary or Treasurer. If there is a vacancy in the offices of both President and President-Elect at the same time, the Board of Directors shall appoint an acting President who shall serve until the expiration of the term of the vacated presidency, and the Treasurer shall assume the office of President-Elect until a new President-Elect is elected.

Section 5.8 Executive Director

The Executive Director shall be an employee of the Association hired by the Board of Directors, and shall act pursuant to delegated authority by the officers of the Association, directly report to the Executive Committee and to the Board of Directors, and be responsible for the day to day management of the Association's business.

Section 5.9 Bonding

The Executive Director, and all responsible for Association funds, may, at the discretion of the Board of Directors, be bonded by a bonding firm approved by the Board of Directors in such amount consistent with the Association funds as shall be approved by the Board of Directors. Bonding costs shall be paid by the Association.

Section 5.10 Indemnification

(a) Right of Indemnity. To the full extent permitted by law, the Association shall indemnify its directors, officers, employees and other persons described in Section

7237 of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding," as that term is used in such Section and including an action by or in the right of the Association, by reason of the fact that such person is or was a person described by such Section.

"Expenses," as used in this Section 5.10, shall have the same meaning as in Section 7238(a) of the California Corporations Code.

(b) Approval of Indemnity. Upon written request to the Board of Directors by any person seeking indemnification under Section 7238(b) or Section 7238(c) of the California Corporations Code, the Board of Directors shall promptly determine in accordance with Section 7238(e) of the Code whether the applicable standard of conduct set forth in Section 7238(b) or Section 7238(c) has been met, and if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of directors who are not parties to such proceeding, the Board of Directors or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7238(b) or Section 7238(c) has been met.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Association prior to the final disposition of the proceeding upon receipt by the Association of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Association therefore.

(d) Insurance. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents of the Association, against any liability asserted against or incurred by an officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE 6 **Election, Appointment and Recall of Officers and Directors**

Section 6.1 Election and Term of Offices

The President-Elect, Secretary, and Treasurer shall be elected by the members at the annual election of the Association. The term of office for each elected or appointed director, with the exception of the director representing the Young Lawyers Division who shall serve no less than one (1) year and those directors appointed to fill an unexpired term pursuant to these bylaws, shall be three (3) years or until the installation of the director's successor. Terms of elected officers and directors shall begin and end in January of each year. One-third of the elected directors shall be elected each year.

Section 6.2 Time of Election

The Association shall hold a regular annual election for the election of officers and elected directors of the Association and this election shall be completed by October 31 of each year on an election date specified by the Board of Directors.

Section 6.3 Action by Nominating Committee

By July 31 of each year, the Nominating Committee established in accordance with Section 7.2 shall report to the Board of Directors, in writing, presenting one or more nominees for each open office and for each open directorship to be filled by election, after which additional nominations may be received pursuant to Section 6.4. Association members shall be notified of the report of the Nominating Committee by a reasonable time in advance of the election. Nominees of the Nominating Committee shall fairly represent, to the extent reasonable, the diverse composition of the Association, including minorities, women, lawyers in firms of various sizes and sole practitioners, public lawyers, lawyers with various specialties, and lawyers in various geographic areas.

Section 6.4 Additional Nominations

Additional nominations for any office or directorship may be made by submitting to the President-Elect at any time on or before August 15 a written nomination signed by at least three (3) percent of the Association's active members.

Section 6.5 Ballots

A ballot containing the names of the nominees for each office, with a blank "write-in" space after each office, and containing the names of all nominees for directorships, together with appropriate "write-in" spaces, shall be mailed or emailed to each member of the Association entitled to vote not later than fifteen (15) days prior to the election date as specified by the Board of Directors pursuant to Section 6.2. The ballot shall be in such form and shall contain such information as may be prescribed by the Board of Directors.

Section 6.6 Voting

All active members of the Association shall have the right to vote for nominees named on the ballot, or for any qualified member of the Association whose name may be written on the ballot. Each member shall be entitled to vote for vacant district director offices only in one district, which shall be the district in which is located the member's mailing address on the address records of the Association at the time ballots are mailed. Each member shall have one vote for each vacant office in the member's district. Ballots must be returned to the President-Elect, according to instructions written on or furnished with the ballot, not later than 2:30 p.m., on the election date, at which time the voting shall cease.

Section 6.7 Counting

When the voting has ceased, the votes shall be canvassed and counted by a committee of at least three (3) persons consisting of the President-Elect and two (2) members or staff persons appointed by the President-Elect, and the result shall be reported to the President in writing. Each nominee shall have the right to have one (1) representative of their choosing present at the counting of ballots. In the event of any ballot irregularity, the President-Elect shall have the sole authority to determine whether the ballot shall be counted.

Section 6.8 Votes to Elect

A plurality of votes cast shall be sufficient to elect an officer or director. If two (2) or more candidates for one office shall receive an equal number of votes, a vote shall be taken at the first regular monthly meeting of the Board of Directors and a majority of those members present and voting shall be sufficient to elect a candidate.

Section 6.9 Action by Appointments Committee

The Appointments Committee established in accordance with Section 7.3 shall report to the Board of Directors, in writing, prior to the last scheduled Board Meeting of the calendar year, presenting its recommendations for appointment to the Board of Directors sufficient to fill any vacancies in the eight (8) directorships to be appointed pursuant to this Section 6.9. All recommendations of the Appointments Committee must be approved by the Board of Directors to become final. While the Appointments Committee may begin its work before the Association's annual election, its recommendations shall take into account the outcome of the election with a view to ensuring that the composition of the Board fairly represents, to the extent reasonable, the diverse composition of the Association, including minorities, women, lawyers in firms of various sizes and sole practitioners, public lawyers, lawyers with various specialties, and lawyers in various geographic areas. At least five (5) of the eight (8) active directors

appointed pursuant to this Section 6.9 shall be members from Affiliate Organizations who are also active members of the Association.

Section 6.10 Recall of Officers or Directors

Any officer or director of this Association may be recalled by a vote of two-thirds of the active members present at any regular or special Association meeting, provided that written notice of the proposed action to recall shall be given to the Board of Directors at least thirty (30) days before such meeting.

ARTICLE 7 Committees and Sections

Section 7.1 Executive Committee

There shall be an Executive Committee consisting of the President, President-Elect, Treasurer, Secretary, and Immediate Past President. The Executive Committee, except as limited by Section 7212 of the California Corporations Code or other applicable provisions of the California Nonprofit Corporation Law, shall be empowered to act for and on behalf of the Board of Directors when the latter is not in session; provided, however, that the Executive Committee shall act in accordance with the policies and procedures established by the Board of Directors. A majority of the Executive Committee shall constitute a quorum for the transaction of business. A majority vote of Executive Committee members present at a duly held Executive Committee meeting shall be required for any action of the Executive Committee. The actions of the Executive Committee shall be reported in writing to the Board of Directors.

Section 7.2 Nominating Committee

There shall be a Nominating Committee consisting of at least seven (7) active members of the Association in good standing, to be selected by the President-Elect, from the most recent past Presidents of the Association and from among other active members of the Association. Members of the Nominating Committee shall be selected, to the extent reasonable, to fairly represent the diverse composition of the Association, including minorities, women, lawyers in firms of various sizes and sole practitioners, public lawyers, lawyers with various specialties, and lawyers in various geographic areas. The Nominating Committee shall perform its duties in accordance with Section 6.3. Association members shall be notified of the names of the Nominating Committee members by a reasonable date. The President-Elect shall serve as chairperson of the committee.

Section 7.3 Appointments Committee

There shall be an Appointments Committee consisting of eight (8) to twelve (12) active members of the Association in good standing, some or all of whom may, but need not, also be members of the Nominating Committee. The President-Elect will select the members of the Appointments Committee, with input from, among others, Affiliate Organization representatives, and shall also serve as chairperson of the committee. The Appointments Committee shall perform its duties in accordance with Section 6.9.

Members of the Appointments Committee shall be selected, to the extent reasonable, to fairly represent the diverse composition of the Association, including minorities, women, lawyers in firms of various sizes and sole practitioners, public lawyers, lawyers with various specialties, and lawyers in various geographic areas. Association members shall be notified of the names of the Appointments Committee members by a reasonable date.

Section 7.4 Finance Committee

There shall at all times be a Finance Committee consisting of the Treasurer of the Association and no less than two (2) members of the Board of Directors appointed by the Executive Committee. The Finance Committee's primary function is to assist the Board of Directors in fulfilling its oversight responsibilities regarding the Association's finances in accordance with policies and procedures established by the Board of Directors.

Section 7.5 Audit Committee

There shall at all times be an Audit Committee appointed by the Executive Committee consisting of no more than five (5) members, of which no less than three (3) members shall be members of the Board of Directors, and at least one (1) of whom shall have financial expertise. A member of the Audit Committee may not be an officer or employee of the Association and may not be a member of the Finance Committee. The Audit Committee shall be responsible for recommending independent auditors for hiring by the Board of Directors and directly working with those auditors engaged to perform the annual audit required by Section 4.6 of these By-Laws. The Audit Committee's primary function is to assist the Board of Directors in fulfilling its oversight responsibilities in accordance with policies and procedures established by the Board of Directors.

Section 7.6 Standing and Special Committees

Unless otherwise provided, the President shall determine the titles, functions, and membership of all Standing and Special Committees to be formed during the President's term, in consultation with the Executive Committee. Each Committee shall have the power to fix its own time and places of meetings, and to establish its own procedures for the conduct of its business consistent with the Articles of Incorporation and these Bylaws and the directions of the President.

Section 7.7 Sections

Sections may be formed in the Association for the presentation, discussion, and study of matters pertaining to the practice of law or for such other purposes and in such manner as determined by the Board of Directors, which is responsible for the establishment of all sections. A section, once established by the Board of Directors, shall elect its own chairperson and other such officers as it may require from time to time, and shall establish its own procedures for the conduct of its business, subject to policies and procedures established by the Board of Directors. Each section shall report in writing to the Board of Directors once each year, naming its officers and summarizing its procedures and activities.

ARTICLE 8 Code of Ethics

Section 8.1 Code of Ethics

The Code of Ethics of the Association shall consist of the California State Bar Rules of Professional Conduct, the American Bar Association's Model Rules of Professional Conduct, and all amendments and replacements which may be promulgated. If there is a conflict among any provisions, the California State Bar Rules shall be controlling.

ARTICLE 9 Endowment

Section 9.1 Endowment

The Board of Directors may adopt any convenient means whereby gifts, donations, bequests, or devises from members and others may be received, administered, and disposed of, either through this Association or any other entity designated by the Board of Directors.

ARTICLE 10 Affiliate Organizations

Section 10.1 Eligibility

Any group composed of twenty-five (25) or more members eligible to be active members of the Association who have associated together because of their practice in a particular geographical area of Orange County, or because of their common ethnic, social, or other special interests, may constitute and be issued a certificate of membership

as an affiliate organization of the Association after formal application and at the sole discretion of the Board of Directors, provided that the following requirements are satisfied:

- (a) At least sixty (60) percent of the Affiliate Organization membership or twenty-five (25) members, whichever is greater, are members of the Association;
- (b) The Affiliate Organization agrees to be represented at the Conference of Delegates of California Bar Associations solely through the Association; and,
- (c) The Constitution and Bylaws of the Affiliate Organization do not conflict with the Association's Articles of Incorporation and these Bylaws.

Section 10.2 Application

Each group eligible for membership as an Affiliate Organization shall submit a written application for Affiliate Organization membership. The written application shall contain the names and addresses of all persons who are members of the applying organization, and shall be submitted with its Constitution and Bylaws. The Board of Directors has sole discretion to accept the application for Affiliate Organization membership. A copy of the Affiliate Organization's Constitution and Bylaws and any amendments thereafter made shall be filed with the Secretary of the Association.

Section 10.3 Requalification

Each Affiliate Organization must requalify for membership at the September meeting of the Board of Directors by presenting the names and addresses of its members evidencing compliance with Section 10.1. Failure to requalify at the September meeting shall cause automatic suspension of the Affiliate Organization, and upon suspension all rights and privileges of the Affiliate Organization shall likewise be suspended. Suspension shall terminate upon being able to requalify at any subsequent Board of Director's meeting by complying with the requirements in Section 10.1.

Section 10.4 Suspension and Expulsion

Except as provided in Section 10.3, a two-thirds vote of the Board of Directors shall be required to suspend or expel an Affiliate Organization, and the Affiliate Organization's membership shall be terminated in accordance with the terms and conditions as specified by the ruling of the Board of Directors.

ARTICLE 11 **Young Lawyers' Division**

Section 11.1 Establishment

The Association shall establish and maintain a division for lawyers who have been admitted to the practice of law for five years or less. This division shall be known as the Orange County Bar Association Young Lawyers' Division.

Section 11.2 Membership

Only a member in good standing of the Association who has been admitted to the practice of law for five (5) years or less shall be eligible for membership in the Young Lawyers' Division. The Board of Directors of the Association shall retain the exclusive right to set any additional fees or dues for membership in the division.

Section 11.3 Bylaws

The Young Lawyers' Division shall establish and maintain bylaws that shall govern the designation and election of officers, the conduct of the meetings and the general operations of the division. All bylaws, deletions and amendments thereto prior to the adoption by the division must be approved by the Board of Directors of the Association. No bylaw shall be adopted which is inconsistent with the Association's Articles of Incorporation and these Bylaws.

Section 11.4 Director's Seat

The Young Lawyers' Division shall have one seat on the Board of Directors of the Association upon certification by the Association that the division has twenty-five (25) or more active members currently enrolled in the division. This Director shall serve no less than one (1) year. Certification by the Association shall be presented at the September meeting of the Board of Directors. Failure to qualify for certification shall cause the automatic suspension of all rights and privileges to the seat on the Board of Directors. Suspension shall terminate upon any subsequent certification by the Association.

Section 11.5 Miscellaneous

Nothing contained in the provisions of this Article shall be construed as creating, authorizing or recognizing a separate or independent or autonomous entity apart from the Association. All title, interest and rights in the trade name and mark, "Orange County Bar Association Young Lawyers' Division" shall be retained by the Association.

ARTICLE 12

Amendment of Bylaws

Section 12.1 Amendment Procedures

Upon approval and recommendation by the Board of Directors, these Bylaws may be amended (a) at any regular Association meeting at which a quorum is present by a two-thirds vote of the active members of the Association present or (b) by ballot vote of two-thirds of the active members of the Association voting on the change, provided that each active member of the Association has been given a written notice containing the proposed amendment at least fifteen (15) days prior to the vote.