

# BYLAWS OF THE SHASTA-TRINITY COUNTIES BAR ASSOCIATION

## ARTICLE I

### Name, Purposes, and Principal Office

Section 1.1. Name. The name of this corporation is the Shasta-Trinity Counties Bar Association (“STCBA”).

Section 1.2. Purposes. The purpose of the STCBA are: To promote the ethical and successful practice of law in Shasta and Trinity Counties; to cultivate cordiality, cooperation, and the exchange of ideas, information, and communication among its members; to improve the education of its members; to promote a better understanding of the legal profession by the public; and to support and improve upon the judicial system of the United States and the State of California.

Section 1.3. Principal Office. The principal office for the transaction of the activities and business of the STCBA is as may be hereafter fixed by the Board of Directors in the City of Redding, County of Shasta, California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another in Shasta County.

## ARTICLE II

### Membership, Dues, and Assessments

Section 2.1. General. Membership of the STCBA shall consist of two classes of members: active and honorary, as defined herein.

Section 2.2. Active Members. Any member of the State Bar of California, who resides or maintains a law office in Shasta or Trinity Counties is eligible to be an active member of the STCBA. Active members shall consist of two classes of members: those in good standing and those not in good standing, as defined herein.

Section 2.3. Honorary Members. Each judge of the courts in Shasta and Trinity Counties shall be honorary members of the STCBA. Honorary members shall not pay any dues and shall not vote or be eligible to be an officer or director of the STCBA.

Section 2.4. Good Standing. Each active member who has paid the required dues described herein prior to March 1st of each calendar year shall be in good standing.

Section 2.5. Annual Dues. Regular annual dues for active members for each year shall be determined by the Board of Directors, with approval of a majority of the active members present at the last regular or special meeting preceding that calendar year, there being a quorum present. The dues shall be payable on January 1st of each year and shall be delinquent on or after March 1st of each year.

## ARTICLE III

## Meetings of Members

Section 3.1. Regular Meetings. The STCBA shall hold an Annual Meeting of members in the third calendar quarter on a date and at a place to be fixed by the President. The STCBA shall hold other regular monthly meetings at such places and times as shall be determined by the President with the concurrence of the Board of Directors.

Section 3.2. Special Meetings. The STCBA shall hold special meetings of members upon the call of the President. The President shall call a special meeting at the request of a majority of the judges of the Superior Court of Shasta and Trinity Counties, or upon the signed and written request of five percent (5%) or more of the active members in good standing who state the general nature of business proposed to be transacted at such meeting.

Section 3.3. Notice of Meetings. Notice of regular and special meetings shall be given by first-class mailing, personal deliver, or email to each active member at the address of such member shown in the STCBA records no less than ten (10) days, nor more than ninety (90) days prior to the meeting. The notice shall state the time, date, and place of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted or (2) for the annual meeting and regular meetings, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in Section 3.4 of these bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 3.4. Quorum.

(a). Defined. Five percent (5%) of the active members in good standing of the STCBA shall constitute a quorum for the conduct of business at any meeting of the STCBA, provided, however, that if any regular or annual meeting is actually attended in person by or proxy by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section 3.3 of these bylaws.

(b). Laws of Quorum. Subject to Section 3.4 of these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 3.5. Voting

(a). Eligibility. Each active member in good standing shall be entitled to cast one vote at any meeting of the members. Honorary members and active members not in good standing shall have no voting rights.

(b). Manner of Casting Votes. Voting may be made by show of hands, voice, or ballot, except that any election of directors must be by ballot if demanded by any active member in good standing at the meeting before the voting begins.

(c). Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law.

Section 3.6. Proxies. Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written revocable proxy, signed by the person and filed with the Secretary of the STCBA. Any form of proxy distributed to any member shall

afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors and officers, any form of proxy that a member marks "withhold," or marks otherwise in a manner indicating that the authority to vote for the election of directors and officers is withheld, shall not be voted either for or against the election of a director and/or officer. Revocation of proxies shall be filed with the Secretary of the STCBA.

## ARTICLE IV

### Officers and Directors

Section 4.1. Officers. The STCBA shall have a President, Vice-President, and Secretary/ Treasurer.

Section 4.2. Directors. The STCBA shall have five (5) directors consisting of the President, Vice-President, Secretary/Treasurer, the immediate past-President of the STCBA, and one Director-At-Large.

Section 4.3. Election. The three officer/directors and the one Director-At-Large shall be elected at the annual meeting of the members and shall serve a one-year term commencing on January 1st of the following year. The immediate past-President shall also serve a one-year term commencing on January 1st of the year following the annual meeting at which officers/directors are elected. In the event of a vacancy on the Board of an officer or director, the President shall, with the approval of the Board, appoint a replacement who shall serve the remainder of the term of the vacating officer or director.

Section 4.4. Eligibility. Only active members in good standing may be nominated, elected, or appointed as an officer or director.

Section 4.5. Powers and Duties of Directors. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the bylaws regarding actions that require the approval of the members, the STCBA's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction. The Board shall have a meeting at least once a calendar quarter, to be called by the President, Vice-President, or any two (2) Board members and notice shall be given to the director in the same manner as provided in Section 3.3 unless waived. The directors may, when necessary, act between meetings in the best interests of the STCBA, subject to notification and ratification at the next meeting of directors, or members, as is appropriate.

Section 4.6. Powers and Duties of Officers.

(a). President. Subject to the control of the Board, the President shall be the general manager of the STCBA and shall supervise, direct, and control the STCBA's activities, affairs, and officers. The President shall preside at all members' meetings and at all Board meetings. The President shall have such other powers and duties as the Board or bylaws may prescribe.

(b). Vice-President. In the absence or disability of the President, the Vice-President shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-President shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(c). Secretary/Treasurer.

(1). Book of Minutes. The Secretary/Treasurer shall keep of cause to be kept, at the STCBA's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary/Treasurer shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

(2). Membership Records. The Secretary/Treasurer shall keep or cause to be kept, at the STCBA's principal office or at a place determined by Board resolution, a record of the STCBA's members, showing each member's name, address, and class of membership.

(3). Notices, Seal, and Other Duties. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these bylaws to be given. The Secretary/Treasurer shall keep any corporate seal in safe custody and shall have such other powers and perform such other duties as the Board by the bylaws may prescribe.

(4). Books of Account. The Secretary/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the STCBA's properties and transactions. The Secretary/Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.

(5). Deposit and Disbursement of Money and Valuables. The Secretary/Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the STCBA with such depositories as the Board may designate, shall disburse the STCBA's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Secretary/Treasurer and of the financial condition of the STCBA, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

## ARTICLE V

### Committees

Section 5.1. Section Committees. The Board may create committees representing areas of legal practice as it deems appropriate. Action or resolutions of these committees shall be reported at the next regular meeting following such action or resolution.

Section 5.2. Special Committees. The Board may create committees for other special purposes as the Board deems necessary or appropriate. Actions or resolutions of these committees shall be reported at the next regular meeting following such action or resolution.

## ARTICLE VI

### Miscellaneous

Section 6.1. Amendments to Bylaws. These bylaws supersede any bylaws previously adopted by the STCBA and may be amended at any regular, annual, or special meeting by a two-

thirds (2/3) vote of those present and in accordance with the provisions of Article III of these bylaws.

Section 6.2. Politics. The STCBA shall neither vote upon, not make any public recommendations, endorsements, or related actions concerning candidates for any public office.

Section 6.3. State Bar Convention. The STCBA shall send at least one (1) delegate to the annual State Bar Convention, such delegate to be a member of the STCBA in good standing and, with the approval of the Board, be appointed by the President. All registration fees, and reasonable accommodation, travel, and meal expenses of the designated delegate(s) shall be paid or reimbursed by the STCBA.

#### CERTIFICATE OF SECRETARY/TREASURER

I certify that I am the duly elected and acting Secretary/Treasurer of the STCBA, that the above bylaws are the bylaws of this corporation as adopted by the membership.

  
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SECRETARY/TREASURER