

AMENDED AND RESTATED
BYLAWS
OF
THE BAR ASSOCIATION OF SAN FRANCISCO
A California Nonprofit Mutual Benefit Corporation
(Dated as of April 17, 2012)

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ARTICLE I

Offices

Section 1.1 Principal Executive Office.

The principal executive office of the corporation (hereinafter referred to as the "Association") shall be located at 301 Battery Street, Third Floor, San Francisco, California 94111. The Board of Directors of the Association (hereinafter referred to as the "Board") may change the location of this office. Any such change shall be noted on these Bylaws by the secretary of the Association, opposite this Section 1.1, or this Section 1.1 may be amended to state the new location.

Section 1.2 Other Offices.

Other offices of the Association may at any time be established at any place or places specified by the Board.

ARTICLE II

Membership

Section 2.1 Membership Categories.

There shall be four classes of members of the Association: attorney members; honorary members; student members; and legal professional members; however, only attorney members shall be members within the meaning of Section 5056 of the California Corporations Code. The respective classifications, qualifications, and privileges of the four classes of members shall be as follows:

(a) Attorney Members.

Any attorney who is admitted to practice before the Supreme Court of the United States, or before the courts of the United States located in the State of California, or before the court of last resort of any state, territory or possession of the United States or of any foreign country, is eligible to be a member of this Association (each such member shall hereinafter be referred to as an "Attorney Member"). Only Attorney Members shall (i) be members within the meaning of Section 5056 of the California Corporations Code; and (ii) have the right to vote on matters for which members are provided voting rights under these Bylaws or for which the California Nonprofit Corporation Law requires that a vote be provided to members. Each Attorney Member shall be entitled to one vote on any such matter.

(b) Honorary Members.

Any person who has rendered distinguished service to the legal profession or to the State of California or to the United States may be an honorary member. In addition, each judge or justice of the United States District Court, Northern District of California, the United States Court of Appeals for the Ninth Circuit, the Supreme Court of the United States, the California Supreme Court, the Court of Appeal, First Appellate District, the Superior Court for the City and County of San Francisco and the dean of each accredited law school in Northern California while in office may be an honorary member. Honorary members shall enjoy all privileges of membership except those restricted to Attorney Members.

(c) Student Members.

A person who is regularly enrolled in a law school in the State of California as a candidate for the first professional law degree or a graduate of any law school who has not been admitted to practice in any State or Federal District but who has applied for and has taken the California Bar Examination at the first opportunity or a person pursuing a paralegal degree is eligible to be a student member of this Association. Student members shall not be eligible for the various insurance plans offered members but shall otherwise enjoy all privileges of membership not restricted to Attorney Members. Student members may join any committee or section but may not be an officer of a section or member of the executive committee of a section or vote on the election of officers or members of the executive committee or section.

(d) Legal Professional Members.

A person who meets one of the following definitions is eligible to be a legal professional member:

(1) an individual qualified through education, training, or work experience or employed or retained by a lawyer, law office, governmental agency, or other

entity in a capacity or function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically-delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal concepts that, absent such assistant, the attorney would perform the task, or

(2) an individual employed by a legal organization and who exercises full-time management responsibilities, including day-to-day operations of the legal organization and supervision of all non-legal staff, or

(3) an individual who manages an important function in a legal organization which renders high-level technical services to that organization such as financial management, human resources management, systems management or library management, or

(4) an individual who performs essentially all of the management or administrator duties for a legal organization without a full-time administrator, exercising independent judgment without close daily supervision, or

(5) an individual who spends a significant portion of his or her time providing professional services to lawyers or law offices.

Legal professional members shall not be eligible for the various insurance plans offered members but shall otherwise enjoy all privileges of membership not restricted to Attorney Members. Legal professional members may join any committee or section but may not be an officer of a section or member of the executive committee of a section or vote on the election of officers or members of the executive committee or section.

Section 2.2 Membership Dues.

(a) Provision for, and changes in, dues, classification, qualifications and privileges may be made by the affirmative vote or written consent of a majority of the entire membership of the Board.

(b) For dues based on admission dates, the date of admission to the practice of law before any court in the United States or of any foreign country is controlling regardless of continuity of practice except that any period of necessary absence from law practice by reason of service in the Armed Forces of the United States or under such other circumstances as the Board may deem proper shall be excluded; and

(c) The calendar year of the date of admission to practice shall count as a full year regardless of the month of admission, except lawyers admitted after September 30 shall be charged first year dues for the following year.

(d) Honorary members of the Association shall have no obligation to pay membership dues.

Section 2.3 Loss of Membership and Resignation.

(a) Members who fail to pay dues to the Association on or before January 1 in the year due shall, subject to waiver by the Board, be deemed to have submitted their resignation.

(b) Any member may resign by giving written notice to the Association's Membership Director. Such resignation shall be effective upon receipt by the secretary of the Association and shall constitute a relinquishment of all the resigning member's rights and privileges.

(c) Any and all rights of a member in the Association cease upon death, resignation, or other termination of membership.

Section 2.4 Membership Applications and Agreements.

A person entitled to membership based on the criteria set forth above may obtain membership by submitting an application to the Association in the form prescribed by the Board and paying the membership dues, if any, prescribed by the Board. Upon approval of any such application by the Association, the applicant will be a member of the Association in the class for which the Association determines the applicant is eligible. Any membership so issued shall continue until it terminates as provided by these Bylaws.

ARTICLE III

Meetings of Attorney Members

Section 3.1 Place of Meetings.

Meetings of the Attorney Members shall be held at the principal executive office of the Association or at such other place within California designated by the Board.

Section 3.2 Special Meetings.

There shall be no regularly scheduled meeting of the Attorney Members. However, a special meeting of the Attorney Members may be called for any purpose or purposes at any time by the President or the Secretary or by the Board. The President or Secretary shall call a special meeting promptly after receipt by him or her of a petition therefor signed by at least one hundred (100) Attorney Members or as otherwise required by these Bylaws. No business shall be transacted at any such special meeting except the business specified in the notice for such meeting.

Section 3.3

Notice of Meetings.

(a) Written notice of each meeting of the Attorney Members shall be given not less than ten (10) days or more than ninety (90) days before the date of the meeting to each Attorney Member entitled to notice; provided, however, that if notice is given by mail and is not mailed by first-class, registered, or certified mail, the notice shall be given not less than twenty (20) days (or, in the case of special meetings, not less than thirty-five (35) days) before the meeting. The notice shall state the place, date, and time of the meeting and the general nature of the business to be transacted.

(b) The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to Attorney Members.

(c) Notice shall be given either personally or by mail or by other means of written communication (including electronic mail), addressed to an Attorney Member at the address of the Attorney Member appearing on the books of the Association or given by the Attorney Member to the Association for the purpose of notice, or, if no such address appears or is given, at the place where the principal office of the Association is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted to the recipient by the person giving notice by electronic means. An affidavit of the giving of any such notice in accordance with the foregoing provisions, executed by the Secretary or any agent of the Association, shall be prima facie evidence of the giving of the notice.

(d) If any notice addressed to an Attorney Member at the address of the Attorney Member appearing on the books of the Association is returned to the Association by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Attorney Member at such address, all future notices shall be deemed to have been duly given without further mailing if the notices shall be available to the Attorney Member upon written demand of the Attorney Member at the principal executive office of the Association for a period of one year from the date of the giving of the notice or to all other Attorney Members.

Section 3.4

Quorum.

The presence in person of at least one hundred (100) of the Attorney Members shall be necessary to constitute a quorum at any meeting of the Association.

Section 3.5

Adjourned Meeting and Notice.

Any meeting of the Attorney Members, whether or not a quorum is present, may be adjourned by the vote of a majority of the Attorney Members present at such meeting, but in the absence of a quorum, no business of the Association may be conducted at any meeting. No meeting may be adjourned for more than forty-five (45) days. It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at it, other than by announcement at the meeting at which the adjournment is taken; provided, however, that if, after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Attorney Member who, on the record date notice of the adjourned meeting, is entitled to vote at the meeting, as in the case of the meeting as originally called. At the adjourned meeting the Association may transact any business which might have been transacted at the original meeting.

Section 3.6

Record Date.

(a) The Board may fix, in advance, a record date for the purpose of determining the Attorney Members entitled to notice of any meeting of Attorney Members or entitled to exercise rights in respect to any other lawful action. The record date so fixed shall be not more than ninety (90) days nor less than ten (10) days before the date of the meeting for the purpose of determining the Attorney Members entitled to notice of any meeting of Attorney Members, nor more than sixty (60) days prior to any other action. When a record date is so fixed, only Attorney Members of record at the close of business on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed. A determination of Attorney Members of record entitled to notice of a meeting of Attorney Members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

(b) If no record date is fixed by the Board:

(1) The record date for determining Attorney Members entitled to notice of a meeting of Attorney Members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the date on which the meeting is held.

(2) The record date for determining Attorney Members entitled to vote at a meeting of Attorney Members shall be the day of the meeting.

(3) The record date for determining Attorney Members entitled to cast written ballots with respect to corporate action shall be the day the first written ballot is mailed or solicited.

(4) The record date for determining Attorney Members entitled to exercise any rights in respect of any other lawful action shall be at the close of business on

the day on which the Board adopts the resolution relating to the matter, or the 60th day prior to the date of such other action, whichever is later.

Section 3.7 Voting.

(a) The only members entitled to vote at any meeting shall be Attorney Members in whose name memberships stand on the records of the Association on the record date for notice determined in accordance with Section 3.6.

(b) Except as may be otherwise provided in the Articles of Incorporation of the Association (hereinafter referred to as the "Articles)" or these Bylaws, each Attorney Member shall be entitled to one vote on each matter submitted to a vote of the Attorney Members. Attorney Members shall not have cumulative voting rights.

(c) Voting at a meeting of the Attorney Members may be by voice vote or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by an Attorney Member at any election before the voting begins.

(d) If a quorum is present, the affirmative vote of the majority of the voting power represented and voting at the meeting (which affirmative vote also constitutes at least a majority of the required quorum) shall be the act of the Attorney Members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Corporation Law, the Articles, or these Bylaws.

(e) In any election of directors or officers, the candidates receiving the highest number of votes are elected.

Section 3.8 Proxies.

Persons entitled to vote a membership may do so only in person. Voting rights may not be exercised by proxies.

Section 3.9 Validation of Defectively Called or Noticed Meetings.

The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote who was not present signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by these Bylaws or by the California Nonprofit

Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting, except the general nature of the following proposals must be specified, to the extent applicable, in any such waiver, consent, or approval: (i) removal of directors without cause; (ii) the filling of vacancies on the Board; (iii) transactions in which a director has a material financial interest; (iv) amendment of the Articles; and (v) such other matters, if any, as may be expressly required by law.

Section 3.10 Approval by Written Ballot.

(a) Any action which may be taken at any meeting of members, including without limitation the election of directors of the Association, may be taken without a meeting if the Association distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association.

(b) Approval by written ballot pursuant to this Section 3.10 shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Ballots shall be solicited in a manner consistent with Section 3.3(c). All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) Written ballots may not be revoked.

(e) Directors or officers may be elected by written ballot.

(f) The provisions of this Section 3.10 do not apply to a ballot distributed at a meeting of members.

Section 3.11 Action by Written Consent.

Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consents shall be filed with the minutes of the proceedings of the members.

Section 3.12 Inspectors of Election.

(a) In advance of any meeting of members, the Board may appoint inspectors of election to act at the meeting and any adjournment of the meeting. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairperson of any such meeting may, and on the request of any member shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members, the majority of present members shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot without a meeting as provided for in Section 3.10, the Board may also appoint inspectors of election.

(b) The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all members.

(c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

ARTICLE IV

Officers and Board of Directors

Section 4.1 Officers.

The officers of the Association shall be a president (hereinafter referred to as the "President"), a president-elect (hereinafter referred to as the "President-Elect"), a treasurer (hereinafter referred to as the "Treasurer"), and a secretary (hereinafter referred to as the "Secretary"). Each officer of the Association shall serve for a term of one (1) year, to begin on January 1 of the year after which the officer is elected (or a date, designated by the Board, in December of the year in which the officer is elected), and until his or her successor takes office. Subject to waiver by the Board, only Attorney Members who are active members of the State Bar of California, in good standing, and residents of the Counties of Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano or Sonoma are eligible to be elected or appointed to be, or may serve as, an officer of the Association.

Section 4.2 Board of Directors.

(a) The composition of the Board shall be as follows:

(1) The number of regular (i.e., non-ex-officio) directors (“Regular Directors”) shall be not less than fifteen (15) nor more than eighteen (18) until changed by amendment of the Articles or by a Bylaw duly adopted by approval of the Attorney Members. The number of Regular Directors shall be sixteen (16) unless it shall be changed, within the limits specified, by the Board. Each Regular Director shall hold office for a term of three (3) years, to begin on January 1 of the year after which the Regular Director is elected (or a date, designated by the Board, in December of the year in which the Regular Director is elected), and until his or her successor takes office. To the extent possible, the terms of an equal number of Regular Directors shall expire each year. Each Regular Director shall have one vote on Board matters.

(2) The President, the President-Elect, the Secretary, and the Treasurer of the Association during their incumbency, and the president, the vice president, the treasurer, and the secretary of the Barristers Club during their incumbency, shall be ex-officio directors (“Officer Directors”). Each Officer Director shall have one vote on Board matters.

(3) Two individuals selected under Section 4.3(j) shall be ex-officio directors (“Minority Bar Directors”). Each Minority Bar Director who continues to meet the requirements of Section 4.2(b) shall serve for a term of one (1) year, to begin on January 1 of the year after which such Minority Bar Director was selected under Section 4.3(j). Each Minority Bar Director shall have one vote on Board matters.

(b) Subject to waiver by the Board, only Attorney Members who are active members of the State Bar of California, in good standing, and residents of the Counties of Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano or Sonoma are eligible to be elected or appointed to be, or may serve as, a director of the Association.

Section 4.3 Election of Officers and Directors.

(a) Except for any President-Elect who holds such office as a result of a vacancy as described in Section 4.4, the President-Elect shall automatically succeed to the office of President for the following year upon expiration of the term of the President.

(b) On or before September 1 of each year, the Board shall select a nominating committee of twelve (12) members which shall include the immediate past President, who shall serve as the committee’s chair, the immediate past president of the Barristers Club, the current diversity director of the Barrister’s Club, one (1) Minority Bar Director, two (2) members of the Board and six (6) other members of the Association who shall not be members of the Board (hereinafter referred to as the “Nominating

Committee”). The Secretary shall publish the names of the members of the Nominating Committee in a legal journal of general circulation in San Francisco County as soon as practicable. The members of the Nominating Committee shall be composed of persons who have contributed to or participated actively in the Association’s work and who reflect, insofar as possible, given the Nominating Committee’s size, the diversity of the Association’s membership, including, but not limited to, lawyers with disabilities and lawyers of different ages, races, ethnic backgrounds, sexual orientation, gender, size of firm and type of practice (e.g., public and private sectors, civil and criminal, plaintiff/prosecution and defense oriented, and substantive practice areas). The Board shall adopt guidelines for the Nominating Committee’s guidance, and the executive director of the Association shall ensure that the guidelines are provided each year to the Nominating Committee’s chair. On or before September 20 of each year, the Nominating Committee shall nominate candidates for President-Elect, Treasurer, Secretary, and Regular Directors, and, if there be no incumbent President-Elect, a candidate for the office of President, and publish the names of such candidates in a legal journal of general circulation in San Francisco County within five (5) business days thereafter.

(c) The Nominating Committee shall nominate one person for each vacant office and no more persons than there are vacancies for Regular Directors.

(d) At any time after September 20, up to and including October 15, other nominations for any office, including that of President (but only if a candidate for that office shall have been nominated by the Nominating Committee, as hereinabove provided) or Regular Director, may be made by a writing signed by at least one percent (1%) of the Attorney Members and filed with the Secretary. The name(s) of such additional nominee(s) shall be published in a legal journal of general circulation in San Francisco County as soon as practicable. No nomination shall be valid unless made as herein provided.

(e) If there is one nominee for any office, then such nominee will be deemed elected. If there is the same number of nominees for Regular Director as the number of Regular Directors to be elected, then such nominees will be deemed elected.

(f) If there is more than one nominee for any office or more nominees for Regular Director than the number of Regular Directors to be elected, an election shall be held by written ballot in accordance with the provisions of Section 3.10. In connection therewith, as soon as practicable the President or Secretary shall appoint an elections committee of five (5) members, excluding members of the Board and the Nominating Committee (hereinafter referred to as the “Election Committee”), to conduct such election.

(g) The Election Committee will cause ballots and each nominee’s statement to be distributed to all Attorney Members. To be validly cast, a ballot must be returned with an identifiable verification that it is from an Attorney Member. No person

may cast more than one (1) ballot, nor vote for more nominees than there are vacancies to be filled.

(h) The Elections Committee may make such rules and regulations for conducting such ballot as it may deem appropriate in the interest of insuring a complete, accurate and secret ballot and the promulgation of information about the candidates including their respective positions on relevant issues. The Elections Committee shall adopt a plan each year for publication of the positions of each candidate for office in such manner as it may deem proper at the expense of the Association as budgeted by the Association for the fiscal year in which the election shall take place.

(i) Campaigns for election to such offices shall be conducted without written campaigning except as promulgated by the Elections Committee. If three (3) or more members seek election to the same office, there shall be a run-off election between the contestants with the two highest vote counts in the original election unless one such contestant receives at least 50% of the total ballots cast for that office, in which case such contestant shall be the winner. The run-off election shall be conducted by written ballot in accordance with the provisions of Section 3.10 and shall be completed before December 15. The successful candidate shall take office on January 1 in the year after the election or a date, designated by the Board, in December of the year in which the officer is elected.

(j) On or before November 20 of each year, the Board shall, in consultation with the Coalition of Minority Bars of the Bay Area, select two individuals to serve as Minority Bar Directors for the succeeding calendar year. The Minority Bar Directors shall serve staggered two-year terms.

Section 4.4 Vacancies.

(a) In the event that at any time any vacancy occurs in any office, the vacancy shall be filled in the following manner:

(1) In the event of a vacancy in the office of President, the President-Elect shall succeed to that office for the remainder of the former President's term as well as for the following year, the Treasurer shall become President-Elect, the Secretary shall become Treasurer, and the Board shall appoint an individual as Secretary;

(2) In the event of a vacancy in the office of the President-Elect, the Treasurer shall become President-Elect, the Secretary shall become Treasurer, and the Board shall appoint an individual as Secretary;

(3) In the event of a vacancy in the office of the Treasurer, the Secretary shall become Treasurer, and the Board shall appoint an individual as Secretary;

(4) In the event of a vacancy in the office of the Secretary, the Board shall appoint an individual as Secretary;

(5) The officer filling a vacancy shall fill the term of the officer he or she replaces.

(b) In the event that at any time there is a Regular Director vacancy, the Board may in its discretion allow the vacancy to remain unfilled or (subject to Section 4.11) fill such vacancy. A Regular Director so elected shall fill the term of the Regular Director he or she replaces.

(c) In the event that at any time there is a Minority Bar Director vacancy, the Board may in its discretion allow the vacancy to remain unfilled or fill such vacancy in consultation with the board of directors of the Coalition of Minority Bars of the Bay Area. A Minority Bar Director so selected shall fill the term of the Minority Bar Director he or she replaces.

Section 4.5 Absences.

If any director (other than the president, vice president, treasurer, and the secretary of the Barristers Club) is absent from more than five Board meetings in any calendar year, without being excused by the Executive Committee (as defined in Section 5.2) in its sole discretion, he or she shall be deemed to have submitted his or her resignation unless the Executive Committee has declined to accept such resignation if it is satisfied that the cause for such absences was extraordinary, will not recur in the future, and that the director is committed to regular attendance thereafter.

Section 4.6 Re-Election and Re-Appointment.

No officer or director shall be re-elected or re-appointed, immediately following a full term, to a succeeding term in the same position but may be elected to the same position immediately following a service of less than a full term in that position.

Section 4.7 Powers and Duties of the President.

The President shall have such powers and duties as are usually exercised by such an officer. He or she shall preside at the meetings of the Board. He or she shall have power to call special meetings of the Association, of the Board, or of any committee and to make appointments and fill vacancies, except appointments or vacancies for which other provision is made in these Bylaws. With the advice and consent of the Board, the President may name delegates and alternates of this Association to conventions or meetings of the State Bar of California (the delegates and alternates so named shall hereinafter be referred to as the "Conference of California Bar Associations"), a representative or representatives in the House of Delegates of the American Bar Association, and such other representatives to legal associations or bodies as may be

deemed proper by the Board. The President may also deal with such other matters as may be placed in his or her charge at any meeting of the Association or of the Board.

Section 4.8 Powers and Duties of the President-Elect.

In the absence of the President, the President-Elect shall have the powers and duties of the President.

Section 4.9 Powers and Duties of the Treasurer.

Subject to the power of delegation as hereinafter provided, the Treasurer shall collect and take charge of, and, under the direction of the Board, shall disburse, all the funds of the Association. He or she shall make an annual written report to the Board, showing the amount of money received and the amount disbursed by him or her since the last annual report and the assets and liabilities of the Association. He or she shall keep regular accounts, which shall at all times be open to the inspection of all the members of the Board and at all reasonable times open for the information of the Attorney Members. He or she shall have the authority, with the approval of the Board, to invest monies of the Association in accordance with the standards of care and judgment set forth in the applicable laws of the State of California. He or she shall cause an audit of the accounts, and a certified statement of the financial condition, of the Association to be made annually by a certified public accountant or by a firm of certified public accountants selected by him or her but subject to the approval of the Board. The reasonable charge for such audit shall be paid out of the funds of the Association. He or she shall not permit collection or disbursement of funds or assets of the Association except by one or more employees of the Association bonded by a bonding company and in an amount to be determined annually by the Board. While the Treasurer shall have the responsibility for the faithful carrying out of the duties assigned to that office, he or she shall, with the consent of the Board, have the right to delegate their execution, under his or her supervision, to employees of the Association.

Section 4.10 Powers and Duties of the Secretary.

Subject to the power of delegation as hereinafter provided, it shall be the duty of the Secretary: (a) to give notice of all meetings of the Association, all notices required by these Bylaws, all notices required by law and not otherwise provided for herein, and such other notices as may be directed by the Association, the President, or the Board; (b) to notify officers and members of their election, and appointees to offices or committees of their appointment; (c) to keep a complete and accurate permanent record of all proceedings at all meetings of the Association and of the Board; (d) to keep membership records showing the names, business addresses, and classification of each member; (e) to keep a record of all other matters of which a record is required by law or shall be deemed advisable by the Association or the Board to be kept by him or her; (f) to, under the direction of the Board, take charge of and preserve all the records of the Association; (g) to

keep at all times an up-to-date inventory of the property of the Association; (h) to preserve and safeguard said property; (i) to assist the Treasurer in the collection of dues; and (j) to perform the usual duties of a secretary. All records kept by the Secretary shall be open at all times to the inspection of all members of the Board, and at all reasonable times shall be open for the information of the Attorney Members. The Secretary shall also perform, from time to time, all duties which may be required by the Board. While the Secretary shall have the responsibility for the faithful carrying out of the duties assigned to that office, he or she shall, with the consent of the Board, have the right to delegate their execution, under his or her supervision, to employees of the Association.

Section 4.11 Powers and Duties of the Board.

Except as otherwise provided by these Bylaws, the management of the affairs of the Association is vested in the Board. The Board shall have power to adopt such rules for its own government and for the government of the Association as are not inconsistent with the provisions of these Bylaws. On behalf of the Association, the Board's powers shall include, but shall not be limited to, the power to:

(a) appoint an Executive Director upon such terms and conditions as it shall determine; the Executive Director shall have such powers and perform such duties as are usually possessed or exercised by chief executive officers; the Executive Director shall have the responsibility for directing the activities of all members of the Association staff, which responsibility shall include the sole authority to hire, retain and terminate such personnel and to establish compensation for such personnel within budgetary limits established by the Board of Directors; whenever possible, however, the Executive Director shall apprise the members of the Executive Committee in advance regarding the hiring or termination of director level and above personnel; under the President's direction, the Executive Director shall carry out all of the staff functions necessary and appropriate to implement the actions of the Board of Directors; the Executive Director shall keep the President and the Board of Directors informed on matters important to the Association; the Executive Director shall serve at the pleasure of the Board of Directors.

Section 4.12 Meetings of the Board.

(a) There shall be regular meetings of the Board at such times during each month as may be determined by the Board. Regular meetings shall be held at the headquarters of the Association or at such other place in California as ordered by the President. Notice thereof shall be given to each director at least five (5) days in advance of each meeting.

(b) Special meetings of the Board may be called at any time by the President or by seven (7) directors. Special meetings shall be held at the headquarters of the Association or at such other place in California 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 given at least two (2) days before the date of such meeting and such notice shall specify the business to be transacted.

(c) Notice of any regular or special meeting of the Board may be given by first-class mail or personally by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each director at the director's address as shown on the records of the Association or as may have been given to the Association by the director for the purposes of notice or, if the director's address is not shown on the Association's records or is not readily ascertainable, at the place where the meetings of the directors are regularly held. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the director or is delivered to a common carrier for transmission, or is actually transmitted to the director by the person giving notice by electronic means. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the director or to a person at the office of the director who the person giving notice has reason to believe will promptly communicate it to the director.

(d) Notice of a meeting need not have been given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(e) Presence of at least nine (9) of the directors at a meeting of the Board constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles, these Bylaws, or the California Nonprofit Corporation Law.

(f) Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment, other than conference telephone, constitutes presence in person at that meeting if all of the following apply: (i) each director participating in the meeting can communicate with all of the other directors concurrently;

(ii) each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association; and (iii) the Association adopts and implements some means of verifying both of the following: (A) a person participating in the meeting is a director or other person entitled to participate in the Board meeting, and (B) all actions of, or votes by, the Board are taken or cast only by the directors and not by persons who are not directors.

(g) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

(h) Any action required or permitted to be taken by the Board may be taken without a meeting if all directors 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 the unanimous vote of such directors.

Section 4.13 Membership Ballot on Special Questions.

(a) Except when causing the Association to act or acting on behalf of the Association as provided in Schedule 3 of these Bylaws, the Board shall not take any position with respect to or make any public announcement concerning the nomination, appointment, election, or removal of a judge (including those specified in Schedule 3 of these Bylaws), without first submitting to the Attorney Members by a written, secret ballot the question whether the Association should support, oppose, or take no position with respect to such nomination, appointment, election, or removal; provided, however, that the Board may take and publicly announce a position on a matter referred to in this Section 4.13 if a meeting of the Board is held and not less than two-thirds of the entire Board by affirmative vote or by written approval determine that the delay occasioned by submission of the question to the Attorney Members would impair the effectiveness of any action to be taken by the Association; and provided further that the public announcement shall clearly state that the position taken is that of the Board and shall state the number of directors voting in favor of and against such position.

(b) The Board may by a majority vote of all directors submit to the Attorney Members a written, secret ballot on any question, matter, or proposition, and a majority of the votes cast by the Attorney Members shall govern the Association upon the matter submitted, if and provided that not less than one-half (1/2) of the Attorney Members vote thereon. A similar ballot by mail or electronically shall also be conducted by the Board promptly following its first meeting held after the filing with the Secretary of a written request therefore signed by one-third (1/3) or more of the Attorney Members. The

Board shall make reasonable provision to prescribe, fix, and determine the form of the question, matter, or proposition to be referred to the Association and the time within which such vote shall be cast.

(c) In submitting a question to the Attorney Members under this Section 4.13, the Board may include its recommendation on the question, may include written statements in support of and in opposition to the question submitted, and shall fix the time within which the vote shall be cast. The Board shall publicly announce the result of the vote. The public announcement shall state the number of votes to support, to oppose, and to take no position with respect to the question submitted.

Section 4.14 Certain Prohibitions on Conduct of Officers and Directors.

(a) The President, President-Elect, and Executive Director of the Association shall not, in their personal capacity, during the period of occupancy of their respective positions, publicly oppose, endorse, or provide any form of campaign contribution, endorsement, or assistance to, or permit the use of his or her name regarding:

(1) any candidate for San Francisco District Attorney, City Attorney, or Public Defender; or

(2) any candidate for elective or appointive judicial office in the state courts of California.

(b) Neither the Treasurer nor the Secretary shall, in his or her capacity, during the period of occupancy of his or her position, publicly oppose or endorse:

(1) any candidate for San Francisco District Attorney, City Attorney, or Public Defender; or

(2) any candidate for elective or appointive judicial office in the state courts of California.

(c) Section 4.14(b) shall not, however, prevent the Treasurer or Secretary from making a contribution to any such candidate, so long as the contribution is made solely in his or her individual capacity, with no identification of his or her status as an officer of the Association, either for identification or attribution purposes.

(d) Subject to the exceptions for members of the Judiciary Committee set forth in this Schedule 2 to these Bylaws, directors are not restricted as to endorsement, opposition, and/or financial assistance to any political candidate or judicial nominee or candidate, so long as such activity is done solely in the Board member's individual capacity, with no identification of his or her status as a member of the Board, either for identification or attribution purposes.

Section 4.15 Fundraising on Behalf of Outside Individuals or Entities

The primary fundraising responsibility of this Association is to raise monies to support the programs and activities of the Association, The Bar Association of San Francisco Foundation, and the Volunteer Legal Services Program of The Bar Association of San Francisco.

Any request from other individuals or entities for (a) funds; (b) an endorsement for fundraising purposes; or (c) staff involvement or assistance related to fundraising, shall come first to the Executive Director for review.

No requests from other entities for funds, endorsements, or staff involvement or assistance related to fundraising will be considered or approved if they are not related to the Mission of the Association.

The Association shall not fund any requests from other individuals or entities, or endorse fundraising by other individuals or entities, or devote staff efforts to the fundraising activities by other individuals or entities, without the prior approval of the Executive Director, the Executive Committee, or the Board.

The Executive Director may authorize funds up to \$500 to outside individuals or entities, if in the Executive Director's reasonable judgment the disbursement of funds to those outside individuals or entities will not be detrimental to the financial health of the Association.

The Executive Director may authorize an endorsement for fundraising purposes if in the Executive Director's reasonable judgment the fundraising effort of those outside individuals or entities does not pose a conflict for the Association.

The Executive Director may authorize staff involvement in assisting other individuals or entities to raise funds if in the Executive Director's reasonable judgment the fundraising effort of those outside individuals or entities does not pose a conflict for the Association and the staff time devoted to any such effort would be *de minimis*.

The Executive Director shall present all other appropriate requests to the Executive Committee or the Board for their review and approval.

The Executive Director shall periodically report to the Board all instances in which funds, endorsements, or staff involvement in fundraising for other individuals or entities has been authorized.

All decisions made by the Executive Director or the Executive Committee under this Section are subject to the review of the Board.

ARTICLE V

Committees and Sections

Section 5.1 Creation.

The Association shall have such committees and sections as the Board may from time to time establish. Notwithstanding the foregoing, there shall be a committee on the Judiciary (hereinafter referred to as the "Judiciary Committee") established as more fully described in Schedule 3 to these Bylaws. The provisions of Schedule 3, and not this Article, shall apply to the Judiciary Committee.

Section 5.2 Executive Committee of Board.

(a) There shall be an executive committee of the Board (hereinafter referred to as the "Executive Committee"), to serve at the pleasure of the Board. The members of the Executive Committee shall be the President, the President-Elect, the Treasurer, and the Secretary of the Association, the President of the Barristers Club, one other officer of the Barristers Club designated by the President of the Barristers Club (which such officer shall rotate at each meeting of the Executive Committee held under Section 5.2(b)), and one Regular Director (which such director shall rotate at each meeting of the Executive Committee held under Section 5.2(b)). The Executive Committee, to the extent provided in the resolution of the Board or in these Bylaws, shall have all the authority of the Board, except that the Executive Committee, regardless of Board resolution, shall not:

- (1) Approve any action which, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a mutual benefit corporation.
- (2) Fill vacancies on the Board.
- (3) Fix compensation of the directors.
- (4) Amend or repeal bylaws or adopt new bylaws.
- (5) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.
- (6) Appoint any other committees of the Board or the members of such committees.

(b) Meetings of the Executive Committee shall be held from time to time as determined by the Executive Committee. Minutes shall be kept of each Executive Committee meeting and shall be filed with the corporate records of the Association.

(c) The Executive Committee shall review any compensation packages (including all benefits) of the Executive Director and the chief financial officer, regardless of job title and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such employee is hired, when the term of employment of such employee is renewed or extended, and when the compensation of such employee is modified, unless the modification applies to substantially all of the employees of this corporation.

Section 5.3 Other Committees.

(a) The classes of the other committees of the Association shall be:

(1) Standing Committees, created by resolution of the Board for the investigation and study of matters relating to the accomplishment of the general purposes, business, and objectives of the Association of a continuous and recurring character, within the limitations of the power conferred. Upon request of the Board in its discretion, each Standing Committee shall submit to the Board periodic reports that include an evaluation of the Standing Committee's accomplishments during the preceding year, the record of member participation, and plans and priorities for the coming year.

(2) Special Committees, created by resolution of the Board defining the powers and duties of such committees, to investigate and study matters relating to specific purposes, business, and objectives of the Association of an immediate or non-recurring character. The life of any Special Committee shall continue until December 31 of the year of its creation, unless continued by action of the Board.

(3) Advisory Committees, created by resolution of the Board and associated with any Standing or Special Committee of the Association, for the purpose of enabling such Standing or Special Committee to have the advice and opinion of a cross section of the members of the Association. An Advisory Committee shall function under the direction and supervision of the Standing or Special Committee to which it is related.

(b) Unless otherwise stated in the provision creating a Committee of the Association, the President shall appoint members to serve on Committees of the Association and shall, subject to the concurrence of the Board, designate annually the Chair and Vice Chair of every Committee of the Association. The President shall appoint a member of the Board to serve as liaison with each Committee of the Association. In the event of the resignation, death, or disqualification of any member of a Committee, the President shall appoint a successor to serve for the unexpired term. If the President-Elect, during his or her term as President-Elect, wishes to designate the Chair and Vice Chair of any Committee of the Association to serve during the following year, he or she may do so and, in that event, the approval of such appointments by the Board may be made by either the Board serving at the time the President-Elect makes such appointments or by the Board serving during the following year.

(c) The number and tenure of members of the Committees of the Association shall be:

(1) Standing Committees. Unless these Bylaws otherwise provide, the number of members of each Standing Committee shall be designated by the resolution creating it, and each member of a Standing Committee shall serve until December 31 of the year of his or her appointment. Standing Committees may allow non-Attorney Members to serve when the non-Attorney Member works in a related field or has special knowledge pertaining to the subject area of the Standing Committee. Each Standing Committee shall, subject to the approval of the Board, adopt guidelines for membership of non-Attorney Members. Each Standing Committee's guidelines may further restrict the definition of non-Attorney Member eligibility further than provided for in this section.

(2) Special Committees. The number of members of each Special Committee shall be designated by the resolution creating it, and each member of a Special Committee shall serve until December 31 of the year of his or her appointment.

(3) Advisory Committees. The number of members of each Advisory Committee shall be designated by the resolution creating it, and each member of an Advisory Committee shall serve until December 31 of the year of his or her appointment.

(d) Meetings of each Committee of the Association shall be held upon call of its Chair.

Section 5.4

Sections

(a) Any member of the Association shall be eligible for membership in one or more Sections of the Association, and may become a member by the filing of an appropriate application and the payment of Section dues. Sections may allow non-Attorney Members to serve when the non-Attorney Member works in a related field or has special knowledge pertaining to the subject area of the Section. Each Section shall, subject to the approval of the Board, adopt guidelines for membership by non-Attorney Members. Each Section's guidelines may further restrict the definition of non-Attorney Member eligibility further than provided for in this section.

(b) The officers of each Section shall consist of a chair and vice-chair to be elected annually by the members of that Section, subject to confirmation by the Board. The chair shall serve a term of not longer than three years in total from the time of his or her first election. Each Section may designate other officer positions in addition to the chair and vice-chair and shall have an Executive Committee of not fewer than five members appointed by the Chair of that Section subject to confirmation by the Board. Said officers shall also serve as members of the executive committee for that Section.

Additional members of the executive committee for any Section shall be appointed by the Chair of that Section, subject to confirmation by the Board. Where it is not possible, for whatever reason, for a Section to designate an Executive Committee as described in this bylaw, the Section must seek approval from the Executive Committee of the Board of Directors of the Association not to do so.

(c) Each Section authorized or created pursuant to this Article V may also be governed by the bylaws for such Section adopted by such Section, which bylaws shall not conflict with the Articles, these Bylaws, and any directives issued by the Board. A certified copy of the bylaws of each Section and of all amendments thereto shall be filed with the Secretary immediately upon adoption.

(d) The executive committee of a Section shall have the authority to fix dues for membership in that Section in an amount of not less than \$35.00 per year.

(e) All dues and other funds collected by a Section shall be deposited with the Association to the credit of that Section. Subject to the preceding sentence, Section funds may be drawn upon and expended as may be directed by the executive committee of that Section to further the educational and professional objectives of that Section. Expenditures for social events, contributions to other organizations, and any other expenses not directly relating to the educational and professional objectives of the Section in excess of a total of \$500 annually shall be incurred only with the prior authorization of the Executive Committee of the Board of Directors of the Association, or its designee.

(f) In order to reimburse the Association for the direct and indirect expenses incurred on Section-related activities, the following sums shall be deducted from Section balances as the expenses are incurred and the revenue received:

(1) All direct costs expended on Section activities (e.g., printing, postage, mail handling charges, etc.);

(2) One-half of all Section dues;

(3) An administrative charge per person, per event, as determined by the Executive Committee; and

(4) Fifty percent (50%) of the net proceeds from any activity, event, or educational program.

(g) In January of each year, the Executive Director of the Association shall report to the Board and the Chair of each Section the accumulated balance in each Section's account. The Board, or its delegate, after consulting with the executive committee of the Section, may direct that part of the surplus funds in any Section's account be transferred to the Association's general account whenever it appears to the Board that

said surplus funds exceed the reasonable needs of the Section for the balance of the calendar year.

ARTICLE VI

Representation of the Association

Section 6.1 Board Only.

The Board is the only body which may authorize representation of the Association before judicial, legislative, administrative or executive bodies of the Federal, State or local governments and who may authorize publication of any report or recommendation on behalf of the Association.

Section 6.2 Representation Before Judicial and Administrative Bodies.

A Section, Committee, or member of the Association must obtain the prior approval of the Board in order to represent the Association before any judicial or administrative body in connection with adjudication. The position to be taken before such body on behalf of the Association must be approved in advance by the Board. A substantially complete copy of any proposed pleadings or briefs to be filed on behalf of the Association in connection with such matters shall be submitted in advance of filing for review by the Board for approval or approval in principle.

Section 6.3 Representation Before Legislative, Administrative, and Executive Bodies.

Except as provided in Section 6.6, a Section, Committee, or member of the Association must obtain the prior authorization of the Board to appear on behalf of the Association before any legislative, administrative, or executive body. A substantially complete copy of any proposed testimony, report, draft legislation, or other presentation to be submitted to such bodies shall be submitted in advance to the Board for approval or approval in principle.

Section 6.4 Publications of Reports and Recommendations.

Except as provided in Section 6.6, a Section, Committee, or member of the Association shall submit a substantially complete copy of any report or recommendation on behalf of the Association or any of its Sections or Committees prior to its publication (whether oral or written) to the Board for approval or approval in principle.

Section 6.5 Representation by Sections, Committees, and Members.

A Section, Committee, or member may participate in meetings with other persons in the preparation of reports, recommendations, or proposed positions on behalf of the Association. Such participation may include discussions, correspondence, circulation of draft reports, and recommendations. Unless a report or recommendation to be considered in such participation has been approved or approved in principle by the Board, the Section, Committee, or member shall make it clear that its proposals are the views of the individual member or members and not a position adopted by the Association.

Section 6.6

Legislative Representation and Issuing of Reports to the Public by Sections and Standing Committees of the Association.

Sections and Committees of the Association, and the Barristers Club and the Barristers Club Sections and Committees (collectively and individually referenced in this Section 6.6 of the Bylaws as “Sections”) are authorized to take public positions, issue reports, and appear before legislative, administrative, or executive bodies in rule-making proceedings (but not in adjudicatory proceedings) provided that:

(a) the position represented by the Section is clearly stated to be the position of the Section and not the position of the Association;

(b) the position presented has been adopted by the Section in accordance with procedures and subject matter guidelines approved in advance by the BASF Executive Committee;

(c) notice of the position to be presented, including a substantially complete copy of any written materials or proposed testimony, is submitted to the Board at least seven (7) days in advance of the date such materials are to be presented; such notice shall also state the number of Section Executive Committee members voting in favor of and in opposition to the position;

(d) upon review of a position to be presented by a Section pursuant to these procedures, the Board must approve the continuing authorization for the Section to present the position and/or may adopt the position on behalf of the Association, may withdraw the authorization for the Section to present the position as the views of such Section, or may take such other and further action as it deems desirable.

Section 6.7 Conference of California Bar Associations.

The provisions of Schedule 4 to these Bylaws, and not this Article, shall apply to the conduct of the members (selected by the President under Section 4.7 of these Bylaws) of the Association’s Delegates to the Conference of California Bar Associations.

ARTICLE VII

Barristers Club

Section 7.1 Membership.

(a) All Attorney Members of the Association shall also be members of the Association's Barristers Club (hereinafter referred to as the "Club") until the thirty-first day of December following the member's tenth year of admission to the practice of law. There shall be no additional dues payable for such membership.

(b) Directors of the Club and members of the Club appointed to the Executive Committee of the Conference of Delegates shall remain members of the Club for the length of their term, provided said term commences while a Club member.

Section 7.2 Organization and Relationship to the Association.

(a) The Club shall conduct its affairs in accordance with its by-laws.

(b) When not in direct conflict with the officially announced policy of the Association, the Club, acting in accordance with its by-laws, may take such positions on matters of public affairs as it deems proper without the prior approval of the Board.

(c) The Club shall be represented on the delegation of the Association to the Conference of State Bar delegates (both as delegates and alternate delegates) in the same proportion as its membership bears to the total membership of the Association. The Association's delegates and alternate delegates chosen from the Club for this purpose shall be appointed by the President from a list compiled and submitted by the board of directors of the Club to the President.

Section 7.3 Finances.

The Board shall, at the beginning of each year, allot to the Club such sum of money as the Board determines is necessary for the Club to have in carrying out its program. Additional sums may be allotted during the year when and if the Board determines such allotment is necessary. The Club shall, at the end of each year, render a financial report to the Board, stating the nature and amount of the disbursements from these allocated funds.

ARTICLE VIII

Indemnification of Directors, Officers, Employees, and Other Agents of the Association; Purchase of Liability Insurance

(a) To the fullest extent permitted by law, the Association shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) 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 by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this Article, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

(b) On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the person has met the applicable standard of conduct set forth in Section 7237(b) or 7237(c) and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Regular Directors and Officer Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of such directors who are not parties to that proceeding, the Board shall promptly call a special meeting of Attorney Members pursuant to Section 3.2. At that meeting, the Attorney Members shall determine under Section 7237(e) of the California Corporations Code whether the person seeking indemnification has met the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) and, if so, the members present at the meeting in person shall authorize indemnification.

(c) To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code in defending any proceeding covered by those Sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

(d) The Association shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any 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, whether or not the Association would have the power to indemnify the person against the liability under the law.

ARTICLE IX

Annual Report

(a) The Association shall notify each Attorney Member yearly of the Attorney Member's right to receive a financial report pursuant to this Article. Except as provided below, upon written request of an Attorney Member the Association shall promptly cause the most recent annual report to be sent to the requesting Attorney Member. An annual report shall be prepared no later than 120 days after the close of the Association's fiscal year. The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association. Such report shall contain the following information in appropriate detail:

- (1) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.
- (2) A statement of the place where the names and addresses of the current members are located.
- (3) Any information required by California Corporations Code Section 8322.

(b) This Article applies only if the Association receives more than ten thousand dollars (\$10,000) in gross revenues or receipts during the fiscal year. Each Attorney Member and director must nonetheless receive the information referred to in item 3 above within 120 days after the close of the Association's fiscal year, whether or not such information is requested.

ARTICLE X

Corporate Records

Section 10.1 Maintenance and Inspection of Articles and Bylaws.

The Association shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in California, the original or a copy of its Articles and Bylaws as amended to date, which shall be open to inspection by the Attorney Members at all reasonable times during office hours. If the principal executive office of the Association is outside the State of California and the Association has no principal business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

Section 10.2 Access to Membership List.

(a) Subject to subdivision (b) of this Section, and unless the Association provides a reasonable alternative pursuant to this subdivision (a), an Attorney Member may do either or both of the following as permitted by this subdivision:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Association, which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified in the demand as the date as of which the list is to be compiled.

The rights set forth in this subdivision may be exercised by:

(1) Any Attorney Member, for a purpose reasonably related to such person's interest as an Attorney Member. Where the Association reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to this subdivision, it may deny the Attorney Member access to the list.

(2) The authorized number of Attorney Members (as defined in California Corporations Code Section 5036) for a purpose reasonably related to the Attorney Members' interest as Attorney Members.

The Association may, within ten (10) business days after receiving a demand under this subdivision, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under this subdivision, such as an offer to mail promptly any material, shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the Association fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Association does not meet the proper purpose of the demand made pursuant to this subdivision.

(b) Pursuant to Section 8331 of the California Nonprofit Corporation Law, the Association may petition the superior court of the proper county for an order setting aside the demand for the membership list.

Section 10.3 Maintenance and Inspection of other Corporate Records.

The accounting books, records, and minutes of proceedings of the members and the Board and any committees of the Association shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Association. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any Attorney Member at any reasonable time for a purpose reasonably related to the Attorney Member's interests as an Attorney Member. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary corporations, if such exist.

ARTICLE XI

Association Assets; Winding Up or Dissolution

Section 11.1 Association Assets.

All of the assets of the Association shall during its existence be deemed to be held in trust by the directors of the Association for the purposes set forth in the Articles.

Section 11.2 Winding Up or Dissolution.

In the event of a winding up or dissolution, after paying or adequately providing for the debts and obligations of the Association, the directors shall dispose of any remaining assets for legal educational purposes in such manner as may be directed by decree of the Superior Court of the State of California in and for the City and County of San Francisco upon petition filed for that purpose by said directors.

ARTICLE XII

Adoption, Amendment, or Repeal of Bylaws.

Section 12.1 Power of Members.

New bylaws of the Association may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the Attorney Members represented and voting at a duly held meeting at which a quorum is present (which

affirmative votes also constitute a majority of the required quorum) or written ballot in conformity with Section 3.10.

Section 12.2 Power of Directors.

Subject to the right of the members as provided in Section 12.1 to adopt, amend, or repeal these Bylaws, and subject to the limitations in Section 7150 of the California Nonprofit Corporation Law on the powers of directors to adopt, amend, or repeal Bylaws relating to certain matters, these Bylaws may be adopted, amended, or repealed by an affirmative vote of a majority all directors.

ARTICLE XIII

Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

SCHEDULE 1

MISSION STATEMENT

The Bar Association of San Francisco champions equal access to justice and promotes humanity, excellence, and diversity in the legal profession.

We provide legal services to disadvantaged and underserved individuals in San Francisco. We create opportunities for legal service in the community and encourage participation by our members.

We advance professional growth and education, and elevate the standards of integrity, honor, and respect in the practice of law.

We cultivate diversity and equality in the legal profession, provide a collective voice for public advocacy, and pioneer constructive change in society.

SCHEDULE 2

JUDICIARY COMMITTEE

Section 1. Policy Statement.

(a) Scope. There shall be a Judiciary Committee of the Association (hereinafter “the Committee”) which shall be concerned with the selection of judges for the Superior Court for the State of California, in and for the City and County of San Francisco. The Committee may also be concerned with the selection of judges for the United States District Court for the Northern District of California, the United States Court of Appeals for the Ninth Circuit, the Supreme Court of California, the California Court of Appeal, First Appellate District, or any other court connected with the administration of justice in the City and County of San Francisco as the Committee deems appropriate. As is further specified in this Schedule 2, the Committee shall evaluate candidates for judicial office, including judges under consideration for elevation, and make a report of such evaluation to the appointing and recommending authority in the matter of appointments of such judges and to the Board in the matter of election of candidates to such judicial offices. In the discharge of this responsibility, the Committee shall consider the character, temperament and professional aptitude and experience of such candidates for judicial office without regard to political considerations.

(b) Reports Upon Request. Upon receipt of a request for evaluation of a candidate for judicial office, as submitted by the appointing authority, or duly constituted recommending or approving authority, the Committee shall evaluate the person in accordance with the procedures set forth in this Schedule 2 and shall make its report to the said authority.

(c) Sua Sponte Reports. In those cases where a majority of the members (but not less than 8) present at a meeting of the Committee desire to evaluate a candidate for judicial office, but there has been no such request therefor, the Committee may proceed with an evaluation and report as hereinafter provided and the report may, at the Committee’s discretion, be forwarded to the appropriate appointing, recommending or approving authority of the legal jurisdiction, or to an appropriate committee of the State Bar of California or of the American Bar Association for action.

(d) Evaluation of Candidates for Election to Judicial Office. The Committee shall evaluate candidates seeking election to the Superior Court for the State of California, in and for the City and County of San Francisco, as set forth hereinafter. The Committee shall conduct an evaluation of all candidates for each judicial office in which there is a contested election. The Committee may evaluate all incumbents who appear on the ballot but are unopposed.

Section 2. Judiciary Committee.

(a) Membership. The Committee shall consist of the President-Elect and twenty-one (21) members of the Association of recognized standing, judgment and independence. The President may also attend meetings, deliberate, and consult with the Committee; however, she or he shall not vote nor be counted for the purpose of determining a quorum.

(b) Appointment. The members of the Committee shall be appointed by the President, subject to the approval of the Board. Insofar as possible, the President shall appoint to the Committee persons representing a broad cross-section of the Bar.

(c) Term. The terms of the appointed members of the Committee shall be three (3) years, but such terms shall be staggered so that seven (7) members shall be appointed annually. Any member may be removed at the discretion of the President upon the recommendation of the Chair of the Committee, or at the discretion of the President with the approval of the Board.

(d) Chair. The Chair of the Committee shall be appointed by the President to serve for a term of one (1) year. No person shall be appointed Chair who has not served as a member of the Committee for at least one (1) full year prior to the beginning of his or her term as Chair.

(e) Vacancies. In the event of a vacancy on the Committee, the President shall appoint a qualified person to fill the unexpired term of the member, subject to the approval of the Board.

(f) Eligibility For Reappointment. No member of the Committee shall be eligible for reappointment to the Committee until after a lapse of one (1) year from the expiration of his or her term or from his or her resignation from the Committee; provided, however, that a member who has been appointed for a term of less than three (3) years, whether to fill a vacancy or otherwise, may be reappointed for a new, full three (3) year term.

(g) Disqualification. No person who seeks appointment or election to any judicial office shall be eligible for appointment as a member of the Committee. "Judicial Office" means the positions identified in Section 1(a) of these By-Laws subject to routine evaluation by this Committee and does not include judge pro tem positions. Any member of the Committee who seeks or is under consideration for appointment or election to a judicial office shall forthwith resign or be removed from the Committee and shall be ineligible for appointment to the Committee for a period of two (2) years thereafter.

Section 3. Member's Duty of Fidelity.

(a) No member of the Committee shall make any advance commitment as to how he or she will vote at any Committee meeting concerning the qualifications of any person to be considered by the Committee.

(b) Except as herein otherwise specifically provided, the discussions at the Committee meetings pertaining to the qualifications of persons to be considered by the Committee shall be completely confidential; and no member of the Committee shall disclose to anyone not a member of the Committee any of the deliberations or the action taken by the Committee or any statement made at a Committee meeting pertaining to the qualifications of any person whose name has been submitted to, or has been considered by, the Committee.

(c) It shall be regarded as a violation of the fidelity a member owes to the other members of the Committee, to the Association, and to the public trust undertaken upon becoming a member of the Committee for any member to make a commitment or disclosure in violation of this Section. Any member who makes such a commitment or disclosure shall be subject to immediate removal as a member of the Committee by the President. Any member so removed shall have a right to appeal to the Board, but the appeal shall be restricted to the factual question of whether the member made the commitment or disclosure which resulted in removal as a member of the Committee.

Section 4. Conflicts of Interest.

(a) Determination of Conflict by Member. Each member of the Committee shall determine whether a conflict exists between the interests of that member and the duty of that member to the Committee in connection with the evaluation of a particular candidate, and, if a conflict exists, the member shall so advise the Chair and shall withdraw from participation in the evaluation of the candidate as required by Section 4(d). The member shall not disclose to the members of the Committee, other than the Chair, the facts that result in the conflict.

(b) Determination of Conflict by Chair or Committee. Each member of the Committee, who has not withdrawn pursuant to Section 4(a), shall disclose to the Committee any fact which may give rise to a conflict, including past or present personal, professional, and/or financial relationship with any candidate to be evaluated by the Committee. The Chair shall determine whether a conflict exists between the interest of the affected member and their duty to the Committee. If the member disagrees with the Chair's determination, the member can request that the matter be put to a vote by the Committee. The Committee shall then determine, by majority vote of the quorum present, whether a conflict exists. Such vote by the Committee shall occur outside of the presence of the affected member. If a conflict is found, the affected member shall be so advised and

shall withdraw from participation in evaluation of the candidate in question as required by Section 4(d).

(c) Prohibition Against Campaign Assistance. No member of the Committee, without first withdrawing from the Committee, shall publicly oppose, endorse or provide any form of campaign contribution, endorsement or assistance to any candidate for election who is eligible to be evaluated by the Committee pursuant to Section 11. In all events, no present or former member of the Committee who has participated in the evaluation of a candidate pursuant to Section 11 shall thereafter personally publicly oppose, endorse or provide any form of campaign contribution or assistance to any such candidate in connection with the election for which the Committee provided its evaluation and in which the member participated.

(d) Withdrawal in Case of Conflict. In the event of a conflict of interest, the member shall not participate in the discussion of the qualifications of the candidate, shall not be present during, nor participate in, any voting on the qualifications of the candidate and shall not address any member of the Committee regarding the candidate, except that he or she may address the Chair. In the Chair's discretion, the information may or may not be disclosed to the Committee.

(e) Each member shall forebear making reference to, and affirmatively assume the responsibility for preventing the use of, or reference to, his or her membership on the Judiciary Committee in connection with the members support of or opposition to any candidate for office within the jurisdiction of the Committee.

Section 5. Meetings.

(a) Notice. The Committee shall hold such meetings as the Chair may call on not less than twenty-four (24) hours notice. Notice may be given by telephone.

(b) Quorum. Eight (8) members of the Committee shall constitute a quorum, which quorum must exist at any time a vote is taken.

(c) Absences. Any member who has three (3) unexcused absences in any calendar year from meetings of the Committee called pursuant to Section 5(a) shall be removed by the President on recommendation of the Chair.

(d) Evaluation Categories. In determining the qualification of candidates for judicial office, the members shall vote to assign one of the categories defined below to the person evaluated:

(i) "Qualified" -- meaning that the candidate possesses the attributes listed in Section 7(b) so as to indicate the ability to satisfactorily perform the judicial function for which she or he is being considered.

(ii) “Well-Qualified” -- meaning that the candidate possesses all the attributes required for a rating of “Qualified” and possesses one or more of those positive attributes to such a high degree as to be indicative of superior fitness to perform the judicial function for which he or she is being considered.

(iii) “Exceptionally Well-Qualified” -- meaning that the candidate possesses all the attributes required for a rating of “Well-Qualified” and possesses several or all of those positive attributes to such an extremely high degree to be indicative of exceptional fitness to perform the judicial function for which she or he is being considered.

(iv) “Not Recommended for Appointment/Election At This Time” -- meaning that the candidate lacks one or more of the attributes required for a rating of “Qualified” at the time of evaluation but that the Committee considers the deficiency capable of correction in the future, e.g., lack of experience.

(v) “Not Qualified” -- meaning that the candidate lacks one or more of the attributes required for a rating of “Qualified” to such an extent that the Committee doubts the candidate’s fitness to perform satisfactorily the judicial function for which he or she is being considered.

(vi) “No Action” -- meaning that a majority of the Committee consisting of at least eight members has been unable to assign one of the other categories to the candidate.

(e) Voting. Each member shall be allowed one vote on each category described below. Vote by proxy is not allowed. The President may not vote.

(i) The Chair shall determine the extent of deliberation as to any person under consideration and then shall put the matter to the vote, voting first on the category “Qualified”. If a majority vote (consisting of at least eight votes) is cast, the vote shall then be so taken on the category “Well-Qualified” and if a majority vote (consisting of at least 8 votes) is cast, the vote shall then be so taken on the category “Exceptionally Well-Qualified.”

(ii) If there is not a majority consisting of at least eight votes in favor of “Qualified,” the vote shall then be so taken on the category “Not Recommended For Appointment/Election At This Time” and if there are not sufficient votes cast, the vote shall then be so taken on the category “Not Qualified,” and if there are not sufficient votes for that category, the action of the Committee shall be “No Action.”

(f) Minutes. The Chair shall keep minutes of the Committee meetings and shall include therein information concerning attendance and presence of a quorum, the Committee’s evaluation as to each candidate’s qualification, and the number of votes which determined that evaluation. At the beginning of each meeting, the minutes for the

previous meeting shall be approved or corrected. The minute book shall be available for inspection by the members of the Committee at reasonable times.

Section 6. Reconsideration of Evaluation.

(a) Any candidate for appointive or elective judicial office who, pursuant to the procedures provided in Section 8, receives notification that he or she has been rated by the Committee as “Not Qualified” or “Not Recommended For Appointment At This Time,” may file a Request for Reconsideration of the Committee’s action. The candidate’s Request shall be in writing, and addressed to the Chair of the Committee and must be received by the Chair no later than 48 hours after the candidate’s receipt of notification of his/her rating. The request shall state the basis upon which the candidate contends the initial evaluation was flawed.

(b) When the Chair of the Committee receives a Request for Reconsideration pursuant to the procedures provided in Section 6(a), the Chair shall give notice of the Request to all members of the Committee and shall specify a date and time when the Committee will meet and vote on whether or not to grant the candidate’s Request. The meeting may be held by conference call or in person.

(c) At that meeting, the Committee shall consider all relevant factors, including the following: (1) whether there may be additional facts or information not previously ascertained that are relevant to the candidate’s qualifications; (2) the extent to which additional facts or information would aid the Committee as to the determination of a material issue; and/or (3) the extent to which affording a candidate a further opportunity to address the Committee would assist the Committee in determining a material issue or merely be cumulative. At the conclusion of the discussion, the Committee shall vote on the Request for Reconsideration. Reconsideration must be supported by a vote of a majority in number (but no less than 8) of the members participating.

(d) When the vote of the Committee is to reconsider the evaluation, the Chair shall set a date and time for a meeting of the Committee at which reconsideration will take place, which shall be as soon as practicable. The Chair shall notify the candidate of the date and time of the meeting and of his/her right to be re-interviewed by the Committee at that meeting.

(e) At that meeting, the candidate shall, at the candidate’s option, be re-interviewed by the Committee. After an opportunity for discussion, the Committee shall follow the voting and recordation procedures provided in Sections 5(d)-5(f).

Section 7. Procedure for Investigation and Evaluation of Candidates.

(a) Questionnaire. The Chair shall send each candidate a standard form of questionnaire or may use the questionnaire provided by the appointing authority. The Chair shall also request the candidate to disclose any past or present participation in the

Association, such as membership, participation and/or positions on committees or sections, or past or present appointment or election as an officer or Board member.

(b) Investigation. In conducting its investigation, the Committee shall inquire into, among other matters, the following attributes of the candidate being evaluated:

- (i) integrity and character;
- (ii) judgment and intellectual capacity;
- (iii) professional experience;
- (iv) industry and diligence;
- (v) judicial temperament, including whether the candidate would be courteous and considerate of counsel, parties, witnesses and jurors, and whether the candidate is even-tempered;
- (vi) decisiveness;
- (vii) ability to transcend personal biases;
- (viii) professional ability and knowledge of the law;
- (ix) health;
- (x) general reputation in the community;
- (xi) civic and community activities.

(c) The Chair may appoint a subcommittee to conduct an investigation of the qualifications of each candidate. In order to obtain information to supplement that contained in the questionnaire, members of the Committee shall confer with judges, lawyers and others having knowledge of the person's aforementioned attributes, and may take other reasonable steps to obtain information. Efforts shall be made to verify all information, and a special effort shall be made to verify information from sources who decline to have their names disclosed to the Committee.

(d) Interviews. Each candidate being evaluated shall be personally interviewed by the Committee (unless the candidate refuses).

(e) Non-Cooperating Candidates. The Committee shall evaluate those persons who decline to return the questionnaire or to appear for interview on the basis of the best information the Committee can obtain.

(f) Committee Evaluation Meetings. The Committee shall meet for the purpose of evaluation, subcommittees (if any) shall report to the Committee, and pertinent information obtained by other members of the Committee shall be presented. The Committee shall carefully consider at the meeting whether or not such person possess the qualities prescribed in Section 7(b). Following due deliberation, the Committee shall determine the qualification of such person by vote in accordance with the provisions of Section 5.

(g) Report. The evaluation may be reported only as provided in Sections 8 and 10, following.

Section 8. Procedure for Report.

(a) Subject to the exceptions provided in Section 8(b) and Section 10 below, the Report of the Committee shall be made and transmitted as soon as practicable, consistent with the necessity of proper investigation and evaluation of the candidate, to the appointing or confirming authority, or, in the case of an elective candidate, to the Board and the public. Pending release of the formal report, the candidate shall forthwith receive notice of the Committee's rating. In the event that a candidate has received a rating of "Not Qualified" or "Not Recommended For Appointment At This Time", he or she shall additionally receive a brief narrative statement of reasons for the rating. In the case of candidates for appointive office, the transmission of the narrative statement to the appointive or confirming authority shall be made as provided in Section 8(c). In the case of candidates for elective office, the narrative statement will be made available to the Board and the public only with the written consent of the candidate.

(b) Unless the Chair determines that time is of the essence in meeting the demands of the appointing or confirming authority or the election schedule, in the event that a candidate receives a "Not Qualified" or "Not Recommended For Appointment At This Time" rating, the Report shall not be transmitted to the appointing or confirming authority, or, in the case of elective candidates, to the Board and the public:

(i) until such time as the 48-hour period for a candidate's request for reconsideration, as provided in Section 6(a), has expired and no such request has been received by the Chair; or

(ii) in cases where a timely request for reconsideration has been received, until such time as the procedures provided in Section 6 have been completed.

(c) In the case of candidates for appointive office, the Report sent to the appointing authority shall include the Committee's rating for the candidate together with disclosure of any past or present participation by the candidate in the Association. For appointive candidates rated "Qualified", "Well Qualified" or "Exceptionally Well Qualified" the Report sent to the appointing authority may indicate the rating by category and the Committee's vote in each category, but votes cast by individual members of the

Committee shall not be disclosed. For appointive candidates rated by the Committee as “Not Qualified” or “Not Recommended For Appointment At This Time” either

(i) after an initial such rating has been transmitted to the candidate and reconsideration has not been requested as provided in Section 6, or

(ii) after reconsideration has been requested by a candidate and the procedures provided in Section 6 have been completed,

the Report of the Committee sent to the appointing authority shall consist of the final rating by category given to the candidate by the Committee, together with a brief narrative statement of reasons for the rating.

(d) In the case of candidates for elective office, subject to the provisions of Section 8(a) where applicable, the Report sent to the Board and the public shall include the results of the evaluation of the judicial candidate, including disclosure of any past or present participation by the candidate in the Association, together with a narrative that describes: the nature and duties of the Committee, the Committee’s procedures, the evaluation standards, the Committee’s rules regarding confidentiality, and the Committee’s evaluation category for each candidate.

Section 9. Obtaining Commitments from Appointing Authority.

(a) Ascertaining Preference. Promptly after the election or assumption of office of a person who is authorized to appoint judicial officers as contemplated in Section 1, the President shall ascertain the views of such person concerning his or her agreement to submit to the Committee for evaluation the names of persons proposed for appointment. If he or she should refuse to submit to the Committee for its investigation and report the names of persons under consideration for appointment to judicial office, the Committee may proceed in accordance with Section 1(c).

(b) Commitment Regarding Appointment. The President shall also seek the commitment of the appointing authority or the recommending authority not to appoint or recommend any person whose name has not been submitted to the Committee (as to the offices described in Section 1), or who has been evaluated as “Not Qualified.”

Section 10. Procedures for Consideration of California Supreme Court and Court of Appeals Justices Appearing on Ballot; Report to Commission on Judicial Appointments.

(a) Upon the request of a sitting Justice of the California Supreme Court or the California Court of Appeal who is being considered for judicial retention by the California electorate, the Committee shall prepare a recommendation regarding retention of that individual in the Justice’s current judicial office. The recommendation of the Committee shall be either to retain or not retain the candidate, and shall not otherwise express an

opinion as to the qualifications of the Justice. The Justice shall be evaluated solely upon whether or not he or she has demonstrated professional competence and diligent application of parties' rights and obligations under the Constitution and laws, attentiveness to the duties of office, adherence to the Canons of Judicial Ethics, and fidelity to the principle of judicial independence. The Committee shall base its decision principally upon the public record of the Justice's performance, including decisions authored by that Justice and public statements made by the Justice. The Committee, in its discretion, may request a Justice to appear before the Committee for a personal interview. Should a Justice decline a request by the Committee to appear for an interview, the Committee shall evaluate him/her on the basis of the best information the Committee can obtain. Upon request of any Justice being evaluated, the Committee shall conduct an in-person interview. In addition, the Committee shall have the discretion to employ such other investigative methods as are set forth in Section 7. The recommendation of the Committee shall be made available to the Board and the public as soon as practicable consistent with the necessity of proper investigation and evaluation of the Justice.

(b) Subject to the provisions of Section 8(b), when a nomination for appointment to the Supreme Court or to the Court of Appeal has been made and is pending before the California Commission on Judicial Appointments, the Committee may by majority vote authorize the chair of the Committee (or another member of the Committee) to advise the Commission, in writing or by personal appearance or both, at a hearing on the nomination, of the rating given the nominee by the Committee and the basis and reasons for the Committee's decision, not including the vote count or comments of particular Committee members or identity of sources of information. Any such report will also include any disclosure required by Sections 7(f) and 8(d).

Section 11. Procedures for Consideration of Candidates for Election to Judicial Office.

(a) The Committee shall evaluate all candidates in contested elections for the Superior Court and Municipal Court, and may evaluate all incumbents seeking retention. The Committee shall distribute a Personal Data Questionnaire to all candidates in contested elections for judicial office who have filed a Declaration of Intention, and may distribute a Personal Data Questionnaire to all incumbents who appear on the ballot. The Committee shall also request the candidate to disclose any past or present participation in the Association, such as membership, participation and/or positions on committees or sections, or past or present appointment or election as an officer or Board member. The Personal Data Questionnaire and disclosure of any past or present participation in the Association shall be returned by the incumbent or candidate to the Chair of the Committee. The Committee shall investigate, evaluate and render a report on all candidates who have filed a Declaration of Candidacy utilizing the procedures and criteria set forth in this article.

SCHEDULE 3

CONFERENCE OF CALIFORNIA BAR ASSOCIATIONS

The following rules and procedures shall apply with respect to the conduct of the Association's delegation ("Delegation") to the Conference of California Bar Associations ("CCBA") or any successor entity thereto:

(1) Board Participation. Members of the Board of Directors of the Association are encouraged and expected to participate as members of the Delegation and to attend the CCBA during their term as Members. Members shall be required to attend and participate in at least one meeting of the CCBA during their term as Members. Such attendance and participation may be excused for good cause.

(2) Definition of the Term "Resolution." As used herein, the term "Resolution" shall mean (a) any resolution that the Delegation intends to proffer at any meeting of the CCBA, or (b) any counter-argument to any resolution of any other bar association that the Delegation intends to proffer at any meeting of the CCBA.

(3) Development of Resolutions. Although Section VI ("Representation of Association") of these Bylaws shall not apply to Resolutions, the Delegation is nonetheless encouraged to develop Resolutions in view of the requirements of Section VI of these Bylaws. The Delegation also is encouraged to submit Resolutions concerning matters about which the Association has already adopted a recent public position. Technical resolutions on matters not affecting the orderly administration of or access to justice are discouraged, particularly where those resolutions take sides in a particular substantive area of law where the plaintiff and defense bars are customarily divided.

(4) Board Consideration of Resolutions. Between July 1 and August 15 of each year, prior to the beginning of the Delegation's caucus meetings, the Executive Committee of the Delegation shall cause a written copy of all Resolutions to be delivered to the Board in final form. The Resolutions shall be placed upon the consent calendar of a Board meeting during this period, and shall be circulated to the Board no later than two weeks prior to that meeting. Any Board member wishing to remove any Resolution from the consent calendar for debate shall notify the President at least one week prior to the Board meeting. Absent such notification, the Resolution shall be deemed approved by the Board. The President shall promptly communicate to the Chair of the Delegation which, if any, Resolutions have been removed from the consent calendar. Representatives of the Executive Committee of the Delegation who are prepared to speak regarding the merits and criticisms of each such Resolution shall thereafter attend the Board meeting. After a Resolution has been removed from the consent calendar for debate, that Resolution shall be deemed approved in principle unless it is inconsistent with a previously stated public position of the Association, or absent an affirmative vote of the majority of the Board to reject such Resolution. In debating and voting whether to reject a Resolution, Board

members are encouraged to consider the historical importance of the Delegation to the Association and its longstanding and significant role in achieving the public policy objectives of the Association.

(5) Submission of Resolutions To The CCBA By The Delegation. The Delegation shall not proffer any Resolution at any meeting of the CCBA that is identified as proposed, sponsored, or otherwise endorsed by the Association if such Resolution is inconsistent with a prior public position taken by the Association or has been rejected by an affirmative vote of the Board.

(6) Financial Support of The Delegation. The Association values the important work of its Delegation and will help to support the reasonable expenses of the Delegation at the Conference. Such support shall be made for those Conference activities that advance the Delegation's efforts to gain passage of Association resolutions or to increase and diversify the membership of the Delegation. Support levels shall be established by the Executive Director of the Association. Efforts by members of the Delegation to supplement support provided by the Association must be approved in advance by the Executive Committee of the Association, considering the activities of the CCBA in the context of the current objectives and mission of the Association.

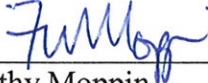
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of The Bar Association of San Francisco, a California nonprofit mutual benefit corporation, and the above Bylaws, including Schedules 1 through 3 attached thereto, collectively consisting of forty-four (44) pages, are the Bylaws of this corporation as of April 17, 2012.

Dated: May 9, 2012.

Executed at San Francisco, California.

By: _____


Timothy Moppin
Secretary