

AMENDED AND RESTATED BYLAWS  
OF THE BARRISTERS CLUB OF SAN FRANCISCO  
(As of December 11, 2013)

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ARTICLE I

Association and Mission

Section 1.1     Name

The name of this association shall be “The Barristers Club of San Francisco” (the “Club”).

Section 1.2     Mission Statement

The mission of the Barristers Club of San Francisco is to foster professional growth, provide opportunities for community service, and serve as an advocate for its members.

Section 1.3     Membership

All members of The Bar Association of San Francisco (“BASF”) shall also be members of the Club until the thirty-first day of December following the tenth anniversary of the member’s admission to the practice of law. All voting members of BASF who are also Club members shall be voting members of the Club. Directors of the Club and members appointed to the Conference of Delegates Executive Committee shall remain members of the Club for the length of their respective terms of office, provided said terms commence while a Club member. Members of the Club’s Long-Range Planning Committee need not be a Club member.

ARTICLE II

Board of Directors

Section 2.1     Purpose

The governing body of this Club shall be a Board of Directors (the “Board”) composed of no less than eleven (11) and no more than fifteen (15) voting members of the Club. The Board shall determine the Club’s mission; set policy and procedures to fulfill the Club’s mission; and inform, support, and motivate the membership in fulfilling the Club’s mission.

Section 2.2     Term of Office

The term of office for all Directors whose terms commence on or after January 1, 2014 shall be three (3) years.

Section 2.3     Vacancies

A vacancy on the Board shall exist upon the death or resignation of a Director; upon a determination by a majority of Directors that a Director is incapacitated or otherwise unable to serve and such incapacity or inability is likely to continue beyond the expiration of the Director’s

term; or that good cause has been shown to exist for the removal of the Director or upon a Director ceasing to be a voting member of BASF. Any Officer or Director may resign his or her office at any time by giving written notice to the President of the Club. Upon the death, resignation or removal of an Officer or Director, a successor shall be appointed to serve for the unexpired term by the vote of a majority of the Directors.

Section 2.4      Duties and Responsibilities of Directors

Except as otherwise provided by these Bylaws, the management of the affairs of the Club is vested in its Board. The Board shall have power to adopt such rules for its own governance and the governance of the Club that are not inconsistent with these Bylaws. The Board's powers shall include, but shall not be limited to, the power to appoint members to fill vacancies which may occur on the Board; appoint members to fill vacancies which may occur in any of the Club's Committees or Sections; appoint or otherwise provide for such standing or special committees as it may deem in the interest of the Club and not inconsistent with the provisions of these bylaws; and execute the will of the Club. Any action required or permitted to be taken by the Board may be taken without a meeting of all members of the Board individually or collectively.

ARTICLE III

Officers

Section 3.1      Positions

Through December 31, 2014, the Officers shall be President, Vice President, Treasurer, and Secretary. As of January 1, 2015, the Officers shall be President, President-Elect, Treasurer, and Secretary. All Officers shall be ex officio members of the Board's Executive Committee.

Section 3.2      Term of Office

Officers shall serve twelve-month terms, beginning on January 1 and ending on December 31. At the conclusion of his or her term, the President-Elect shall automatically become President. If for any reason during the term to which she or he was appointed the President shall no longer be able to perform her or his duties, the President-Elect (or, through December 31, 2014, the Vice President) shall automatically succeed as the Club's President for the remainder of the term to which the President was appointed.

Section 3.3      Election of Officers

All Officers shall be elected by a majority of Directors then in office, except that the position of President shall be voted upon only through the 2014 elections. Officers shall be elected from among the Directors at the October Board meeting; except that the Diversity Director shall be elected from among the Directors by a majority of the Board members at the February Board meeting. Due to the importance of the elections, Directors should make every effort to attend in person or by phone, and at least two-thirds of the Board must be present for the election. In the event at least two-thirds of the Board is not present at the October meeting, the President of the Board shall schedule a special meeting to obtain the contemporaneous vote of at least two-thirds of the Board. Said special meeting shall occur before the next regularly scheduled meeting of the Board.

Directors interested in running for one or more Officer positions should declare their intent to run not later than the date of the September Board meeting. The President shall distribute the list of declared candidates to the entire Board at least one week prior to the October Board meeting.

During the October Board meeting (or special election meeting), the candidates for each Officer position shall have the opportunity to address the Board. After each candidate has had the opportunity to address the Board, members shall have the opportunity to deliberate as appropriate and then vote. Through October 2013, this process shall begin with the election of the President, then the Vice President, then the Treasurer, and then the Secretary. Beginning October 2014, this process shall begin with the election of the President-Elect, then the Treasurer, and then the Secretary.

If more than two Directors are candidates for a single office and if no candidate receives a majority of the votes cast, the Directors receiving the fewest number of votes on each ballot shall be eliminated as candidates and a re-vote shall be taken with the remaining two candidates.

#### Section 3.4      President

The President shall be chief executive officer of the Club and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs of the Club. He or she shall preside at all meetings of the members and of the Board. He or she shall also serve as an ex officio member of BASF's Board of Directors ("BASF Board") and the Club's Executive Committee. He or she shall be an ex-officio member of all Barristers Committees and Sections and shall have such other powers and duties as the Board may prescribe.

#### Section 3.5      President-Elect

The President-Elect shall perform all duties of the President during his or her absence or inability to act, and, when so acting, shall have all the powers of the President. The President-Elect shall serve as an ex officio member of the BASF Board and the Club's Executive Committee. The President-Elect shall have such other powers and duties as the Board may prescribe. The office of President-Elect shall commence on January 1, 2015.

#### Section 3.6      Vice President

The Vice President shall perform all duties of the President during his or her absence or inability to act, and, when so acting, shall have all the powers of the President. The Vice President shall serve as an ex officio member of the BASF Board and the Club's Executive Committee. The Vice President shall have such other powers and duties as the Board may prescribe. The office of Vice President shall terminate on December 31, 2014.

#### Section 3.7      Treasurer

The Treasurer shall supervise the keeping of the accounts of the Club in a thorough and proper manner and shall render statements of financial affairs of the Club in such form as often as required by the Board or the President. The Treasurer shall perform all other duties commonly incident to his or her office and shall have such other powers and duties as the Board may prescribe. The Treasurer shall oversee and regularly report on the fundraising and revenue generating activities of the Club. The Treasurer shall serve as an ex officio member of the BASF Board and the Club's Executive Committee.

Section 3.8      Secretary

The Secretary, or his or her nominee, shall keep minutes of all meetings of the Board, conduct the correspondence of the Club, and serve as the Board's parliamentarian. The Secretary shall have such other powers and duties as the Board may prescribe. The Secretary shall serve as an ex officio member of the BASF Board and the Club's Executive Committee.

Section 3.9      Diversity Director

The Diversity Director shall be responsible for leading the Board's efforts to have the Club reflect the diverse legal community of the San Francisco Bay Area. Such duties shall include efforts to ensure the inclusion of diverse cultural, economic, social, and personal backgrounds within the Club, its Board, Sections, and Committees. The Diversity Director shall be responsible for ensuring that the improvement and maintenance of diversity be considered in practice and community-based programs and events, and shall provide a report to the Board on the progress of such efforts at the monthly Board meetings.

Section 3.10    Minority Bar Director

The Minority Bar Director shall assist the Diversity Director in the Board's efforts to have the Club reflect the diverse legal community of the San Francisco Bay Area. Such duties shall include efforts to ensure the inclusion of diverse cultural, economic, social, and personal backgrounds within the Club, its Board, Sections, and Committees. The Minority Bar Director shall also assist the Diversity Director in ensuring that the improvement and maintenance of diversity be considered in practice and community-based programs and events. On or before December 31 of every other year, the Board shall, in consultation with the Minority Bar Coalition, select one individual to serve as a Minority Bar Director. The Minority Bar Director shall serve for a term of two (2) years, to begin on January 1 of the year after which such Minority Bar Director was selected. Each Minority Bar Director shall have one vote on Board matters. The position of Minority Bar Director shall not be subject to the provisions of Article V. The office of Minority Bar Director shall commence on January 1, 2014.

ARTICLE IV

Meetings of Directors

Section 4.1      Types of Meetings

There shall be two types of Board meetings: regular meetings and special meetings. Except as otherwise provided herein, all business of the Board may be transacted at either type of meeting.

Section 4.2      Regular Meetings

Regular meetings shall be held once per month on a regular schedule to be determined by the Board. No notice of regular meetings is required unless the Board changes the date, time, or place of a regular meeting, in which case three (3) days' notice of the change or changes shall be given to each Director.

Section 4.3      Special Meetings

Special meetings may be called by the President or by a majority of the Board upon one (1) day's notice to each Director.

Section 4.4      Quorum

A majority of the Board shall be sufficient to transact business on behalf of the Board at any meeting. The transactions of any meeting of the Board at which a quorum is not present, or at which a quorum is present but where such transactions are not supported by a majority of the Board shall be valid if subsequently approved by such written consent of absent members as is necessary to establish that the transaction is supported by a majority of the Board. The Secretary shall enter such transactions and the fact of the approval by majority in the minutes of the next Board meeting.

Section 4.5      Voting

Except as provided in Article III with respect to the election of Officers, all voting at meetings of the Board shall be oral unless a request for secret ballot is made by any Director, in which event the vote shall be by secret ballot. No Director shall be permitted to vote by proxy. When appropriate, the Board may conduct a vote by any reasonable, recordable means of communication available to the Board. Such vote may be called at the discretion of the President when necessary to carry out the business of the Club. Voting via email shall not be effective unless at least two-thirds of the Directors participate in the vote.

Section 4.6      Action by Email

Any action required or permitted to be taken by the Board may also be taken via email.

Section 4.7      Attendance

Members of the Board shall be expected to attend no less than 75% of scheduled Board meetings. Each Director's attendance shall be recorded with the minutes as total number of meetings absent against total number of meetings held during that Director's term. In the event a Director misses in excess of 25% of scheduled meetings, the President shall, in consultation with the Director, determine whether such absences are the result of an extraordinary illness or other circumstance deemed unlikely to recur during the remainder of the Director's term. If a determination is made that a Director shall be unable to satisfy his or her responsibilities as a Director, the Board may request his or her resignation.

ARTICLE V

Nomination and Election of Directors

Section 5.1      Nominating Committee Appointment

A Nominating Committee shall nominate candidates for the office of Director. The Board shall appoint the Nominating Committee before August 1 each year. The Nominating Committee shall consist of the immediate past President and the current Diversity Director, who shall serve as co-chairs, and three voting members of the Club who are not current members of the Board.

## Section 5.2      Solicitation of Candidates

The Club shall use its resources to notify potential candidates of the available Board positions and to attract candidates who represent the diverse membership of the Club.

## Section 5.3      Candidates' Statements

Potential candidates must submit a statement to the Nominating Committee no later than September 1. Statements should state the candidate's professional background, may describe the candidate's involvement in Club activities, and may include such other matters as the nominee wishes, provided that the text of the total statement does not exceed 350 words. The nominee's statement shall not include the names of endorsers.

## Section 5.4      Nominations

The Nominating Committee shall nominate up to five (5) candidates to become Directors from among the Club members who have timely submitted candidate statements. The Nominating Committee shall strive to nominate a balanced slate of candidates reflecting the rich diversity of the Club's membership.

## Section 5.5      Challenges to the Nominations

Prior to the first Tuesday in November, any Club member may challenge the nomination of any candidate nominated to become a Director by the Nominating Committee and may do so by submitting a written statement, not to exceed 350 words, explaining the basis for the objecting Club member's challenge. The written statement must be signed by the objecting Club member and any other Club members who support the challenge and the stated reasons therefor. Upon receipt of a Club member's challenge, the Nominating Committee shall consider the reasons given for the challenge, shall determine whether the reasons provided for the challenge raise concerns sufficient to doubt the ability, character, commitment, or integrity of the challenged candidate to fulfill the responsibilities of the office of Director, and based upon that determination, shall either appoint or not appoint the challenged candidate to become a Director. Should the Nominating Committee decide not to appoint the challenged candidate, the Nominating Committee shall inform the challenged candidate of the decision and provide said candidate with the opportunity to respond by submitting a written statement not to exceed 350 words within one week of the Nominating Committee's decision. The Nominating Committee shall consider the challenged candidate's response and determine in its sole, exclusive, and unreviewable discretion whether to reinstate the challenged candidate as a Director. The Nominating Committee shall not otherwise disclose the fact that a challenge has been made to a candidate's nomination nor the bases therefor to any person outside the Nominating Committee.

# ARTICLE VI

## Committees and Sections

### Section 6.1      Creation

The Board may establish such Committees and Sections as it deems desirable for the purpose of carrying on the activities of the Club.

## Section 6.2      Disbandment

The Board may vote to disband Committees and Sections that, in its sole discretion, no longer meet the needs of the Club or reflect the interests of its members. The Board shall make reasonable efforts to contact the active chair(s) of the affected Committee or Section, if any, prior to such a vote, affording the chair(s) and any affected Committee or Section member an opportunity to attend the Board meeting and be heard prior to the vote.

## Section 6.3      Membership

Any member of the Club may be a member of any Committee or Section, provided he or she abides by such reasonable bylaws, rules, and/or policies as the Committee or Section may establish consistent with these Bylaws and Board resolutions.

## Section 6.4      Committee or Section Bylaws, Rules, and/or Policies

All Committee or Section bylaws, rules, policies, and/or procedures are hereby incorporated into these Bylaws by reference. To the extent a conflict exists between any such Committee or Section bylaw, rule, and/or policy on the one hand and any Barristers Bylaw and/or Board resolution on the other, the Barristers Bylaw and/or Board resolution shall supersede the Committee or Section bylaw, rule, and/or policy,

## Section 6.5      Leadership

Each Committee or Section shall be managed by at least one chair. The Committee chair(s) or Section chair(s) shall be responsible for nominating their successor chair(s) from the Club's voting membership to serve one-year terms which shall commence on March 1. In the event that the Committee chair(s) or Section chair(s) are unable to appoint a successor chair, the President shall, after consulting with said Committee or Section, appoint at least one chair to serve as the chair for that particular Committee or Section to serve during that term. All chairs should be approved by the Board by a two-thirds vote at the December meeting. Members may serve as any combination of chair or co-chair for up to three years, subject to annual reappointment by the Board. If any candidate for chair or co-chair has already served in this capacity for three years, said candidate may serve additional one-year terms subject to the Board's approval for each additional one-year term. Once approved by the Board, chair(s) may appoint additional co-chairs, vice chairs, or executive committee members, and these appointments are within the discretion of the appointed chair(s).

The President may appoint from the Club's law student membership a chairperson and/or a vice chairperson for the Pre-Practice Committee for the purpose of carrying out the mission of that Committee.

Any Section or Committee chair, co-chair, vice-chair, or executive committee member may be removed from office for inefficiency, neglect of duty, or for other substantial cause only upon the vote of two-thirds of the Board. Notice of the meeting and the action contemplated shall be given to the chair, co-chair, vice-chair, or executive committee member at least fifteen (15) days in advance. The President may, after consulting with the affected Committee or Section, nominate the replacement, subject to approval by a two-thirds vote of the Board.

Section 6.6      Chair Responsibilities

Chairs are responsible for ensuring their Committees or Sections hold regular meetings apart from Continuing Legal Education seminars and sponsor activities or events each year appropriate to the purpose of such Committee or Section. Chairs shall render such reports as determined and requested by the Board or the President. A chair shall be responsible for ensuring that his or her Committee or Section puts on at least four (4) Continuing Legal Education seminars per year.

Section 6.7      Board Liaisons

The President shall appoint one member of the Board to serve as liaison (“Board Liaison”) for each Committee and Section. The Board Liaison shall provide advice, guidance, and support to the chairs, vice chairs, and executive committee members in running meetings, planning programs, and accessing the benefits of the Club. Board Liaisons shall serve as a conduit between members and the Board such that Board members stay apprised of the needs of the members and the members have access to the Board. Board Liaisons should communicate with their chairs at least once every two months and should attend at least one, but preferably two, meetings of each assigned Committee or Section during the year. Board Liaisons may also choose to attend, free of charge, one program offered by each Section/Committee they serve during the year. Board Liaisons shall render such reports as determined and requested by the Board or the President.

ARTICLE VII

Public Statements, Amicus Briefs, and Co-Sponsorship

Section 7.1      Public Statements

Club members, Sections, and Committees shall obtain Board approval before making any public statement<sup>1</sup> on behalf of the Club, which expressly, or by clear inference, is represented to be the position of the Club or a Section or Committee thereof. If the Club’s name is used by a member of the Club in making any public statement, without obtaining prior Board approval, the member must make clear that the statement represents his or her views only and not necessarily those of the Club or a Section or Committee thereof. No public position shall be taken by the Club or its Committees or Sections which is in direct conflict with an officially announced position of BASF.

Section 7.2      Authorization of Public Positions

The Board shall be authorized to take a public position on behalf of its members upon an affirmative majority vote by the Board. The Board must consider sufficient facts and premises upon which to formulate a position prior to taking such a position, including hearing opposing viewpoints. The views of the membership may be solicited, such as through notice of the meeting at which the position shall be presented and discussed. The Board must be satisfied that the issue is one upon which attorneys would reasonably be expected to take a position, such as on issues involving legal matters, civil rights, and the administration of justice.

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<sup>1</sup> For purposes of this Article VII, “public statements” may include any social media postings on Facebook, Twitter, LinkedIn, and the like.

In compliance with Article VI, Section 6.6 of the BASF Bylaws, the Board shall provide the text of any public position to the BASF Board on reasonable notice, but not less than seven (7) days prior to dissemination of the position to ensure that the position is not in direct conflict with any officially announced policy of BASF.

If the President or Executive Director of BASF informs the Board of a direct conflict with BASF policy, the Board shall request to present the issue to the BASF Board, withdraw the position, or take such other action as it deems appropriate and in accordance with the BASF Bylaws and Club Bylaws. Provided BASF has not objected, or has withdrawn its objection to the proposed position, the Club shall disseminate the public position by appropriate means, which shall generally include a press release, and such other publicity as deemed appropriate by the Board. The position shall be in the name of the Club and not in the name of the Board, collectively or as individuals.

### Section 7.3      Guidelines for Amicus Briefs

Any member in good standing, including a party litigant or his representative, has the right to request that the Board file a brief on an issue involved in pending litigation and to be heard by the Board on that issue. The Club shall adhere to BASF's *Guidelines for Submission of Amicus Briefs*, available to members upon request to the Barristers Director.

### Section 7.4      Guidelines for Sponsorship

The Board shall approve sponsorship of events it believes to be of interest or value to the Club's membership. To determine whether the Club shall sponsor or cosponsor an event with another organization, the Board shall consider the identity, purpose, nature, activities, quality of instructors and materials, and other characteristics of the proposed co-sponsor. Where the purpose of the event is to raise funds in excess of the actual cost of the event, the Board shall also consider the recipient of the funds. The Club shall not use its funds to co-sponsor functions with other organizations outside the San Francisco Bay Area.

## ARTICLE XIII

### Awards

### Section 8.1      Outstanding Barristers

Each year, the Board shall name as "Outstanding Barrister" no more than three Club members in recognition of outstanding contributions to the life of the Club, commitment to the ideals of legal justice and professional excellence, promotion of the Club's role in the legal community, leadership within the organization, and motivation of other volunteers. The Board shall solicit nominations from Board members, Section and Committee chairs and vice-chairs, and Club members at large. Sitting Board members and previous recipients shall not be eligible for nomination.

Nominations shall consist of a short statement describing each nominee's qualifications for the award, focusing on the nominee's contributions to the Club, but including service in other areas.

A reasonable time before the October meeting, the Board shall finalize a list of nominees, and liaisons and Barristers staff shall develop uniform statements about each candidate. Using

these statements, the Board at its October meeting shall vote by secret ballot for up to three candidates. In the case of a tie, the Board shall hold a runoff election.

## ARTICLE IX

### Amendments

#### Section 9.1      Amendments

These Bylaws may be amended by an affirmative vote of two-thirds of the members of the Board.

## ARTICLE X

### Long Range Planning Committee

#### Section 10.1    Purpose

The Barristers Club Long Range Planning Committee (“LRPC”) shall advise the President and the Board on the long range vision of the Club, and shall work with the Board to ensure that the Club fulfills its mission as set forth in Section 1.2.

#### Section 10.2    Composition

The LRPC membership shall consist of the following five (5) voting members:

1. Current President of the Board, if willing and available to serve.
2. Immediate past President of the Board, if willing and available to serve. If the immediate past President is unwilling or unavailable to serve on the LRPC, the position shall be offered to the immediate past Vice President (if applicable), then to the immediate past Treasurer, and then to the immediate past Secretary.
3. A Board member in the first year of his or her term, if willing and available.
4. Two (2) members-at-large, selected among self-nominated candidates who previously served as Board members or Section and/or Committee leaders, i.e., as Chair or Vice-Chair. The members-at-large need not be Barristers.

In addition, the LRPC may include one (1) non-voting member who is a current or former member of the BASF Board. This member (the BASF Board member) shall be appointed with the advice and consent of the President of the BASF Board.

#### Section 10.3    Terms

##### (a)      Annual LRPC Member Terms

LRPC member terms shall be February 1 through January 31, to facilitate informed member selection and efficient transition from year to year.

##### (b)      Board President

The member holding the current Board President position shall vacate that LRPC position after the earlier of one year or resignation as President.

(c) Immediate Past President

The member holding the position of immediate past President of the Board (or other immediate past Officer) shall vacate that LRPC position after the earlier of one year or resignation.

(d) First Year Board Member

The Board member in the first year of his or her term shall vacate that LRPC position after the earlier of one year or resignation.

(e) Members-at-Large

The two (2) members-at-large may serve for a lifetime total of three (3) years, subject to annual reappointment for terms of one year by the Board.

(f) Maximum LRPC Member Term

No LRPC member may serve for more than three (3) years. The years of service need not be consecutive. The Board may modify the term provisions in any year by a vote of the majority of the Board, so long as any modifications ensure staggered LRPC member terms and a mix of current and former Barristers leadership, drawn from the larger Barristers and BASF community.

Section 10.4 Member Appointment and Vacancies

(a) Member Appointment

(1) The participation of the immediate past President or other Board Officer shall be ascertained by the current Board President before the Board's February meeting.

(2) Applications for at-large LRPC members shall be solicited in December. The Board's Executive Committee shall review the applications for the two (2) at-large membership positions and nominate candidates to the Board for consideration and appointment during the February Board meeting. The appointment shall be by majority vote of a quorum of Board members.

(3) The current Board President shall communicate with the BASF Board President regarding the appointment of the non-voting BASF Board member in advance of the February Board meeting or in the event of a vacancy.

(b) Vacancies

(1) Vacancies of the at-large members shall be filled no later than two (2) months after the vacancy is announced or discovered. New at-large members may be identified from the pool of applicants for the current LRPC term who were not selected. The Barristers Director may issue a call for applications from the BASF membership, and the replacement member shall be selected as provided by Section 10.4(a)(2).

(2) A vacancy in the positions designated for an immediate past Board Officer and the first-term current Board member shall be filled as soon as possible by the Board's Executive Committee. The LRPC shall confer with the BASF President regarding filling a vacancy in the position reserved for the BASF Board member.

Section 10.5    Meetings

The LRPC shall meet no fewer than two (2) times each calendar year, and meetings should be scheduled to ensure attendance by all LRPC members. The current Board President shall call all meetings and develop each meeting agenda with the participation of the LRPC members.

Section 10.6    Report

The current Board President shall present the LRPC minutes at the Board meeting immediately following the LRPC meeting. LRPC minutes shall be attached to and incorporated into the Board meeting minutes.