

Amended and Re-Styled By-Laws
of The Barristers Club of San Francisco

(Amended December 2, 2009)

ARTICLE I – ASSOCIATION AND MISSION

Section 1. Name

The name of this association will be “The Barristers Club of San Francisco”, hereinafter “Club”.

Section 2. Mission Statement

The Barristers Club of San Francisco is an organization of new lawyers committed to professional growth, community service and serving as an advocate for its members.

Section 3. Membership

All members of The Bar Association of San Francisco will also be members of the Club until the thirty-first day of December following the member’s tenth year of admission to the practice of law.

All voting members of The Bar Association of San Francisco who are also Club members will be voting members of the Club.

Directors of the Club and members appointed to the Conference of Delegates Executive Committee will remain members of the Club for the length of their term, provided said term commences 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 1. Purpose

The governing body of this Club will be a Board of Directors composed of, prior to January 1, 2006, eleven (11) voting members of the Club, and after December 31, 2005, thirteen (13) voting members of the Club. The Board of Directors will 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. Term of Office

Directors’ term of office will be two years. No person will be eligible for election or appointment to a term commencing during the one-year period immediately subsequent to his or her service as a director in which he or she has served for more than eighteen (18) consecutive months; however, the Board may appoint a prior director to complete a Board vacancy of less than one year.

Section 3. Vacancies

A vacancy on the Board will exist upon the death or resignation of a director; upon a determination by, prior to January 1, 2006, nine (9) directors, and after December 31, 2005, eleven (11) 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 The Bar Association of San Francisco. 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 will be elected to serve for the unexpired term by the vote of a majority of the directors present and voting at any organizational or regular meeting, provided that notice of such proposed action will be given to each director at least forty-eight (48) hours prior to the time of such meeting.

Section 4. Duties and Responsibilities of Directors

Except as otherwise provided by these by-laws, the management of the affairs of the Club is vested in its Board of Directors. The Board of Directors will have power to adopt such rules for its own governance and the governance of the Club that are not inconsistent with these by-laws. On behalf of the Club, its powers will include, but will not be limited to, the power to: fill by appointment all vacancies which may occur on the Board of Directors; fill by appointment all vacancies which may occur in any of the Committees or sections that are a part of the Club; provide for and maintain an official publication of the Club and make rules whereby notices published in the publication will be made; 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 by-laws; and execute the will of the Club. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of all members of the Board individually or collectively, provided all Directors consent in writing to such action.

ARTICLE III - OFFICERS

Section 1. Positions

Prior to July 1, 2005, the officers will be a president, a president-elect, a treasurer and a secretary. After June 30, 2005, the officers will be a president, a vice-president, a treasurer and a secretary.

Section 2. Term of Office

Prior to January 1, 2006, officers will serve for six-month terms. After December 31, 2005, officers will serve for twelve-month concurrent terms. 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 as president, the president-elect or vice-president, as applicable, will automatically succeed to the office of the president for the remainder of the term to which the president was appointed.

Section 3. Election of Officers

Each officer will be elected by a majority of directors then in office. For terms of office commencing on or after January 1, each officer will be elected from among the directors at the October Board meeting immediately prior to the expiration of the term then in effect; 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, attendance in person or by phone is mandatory. In the event that any director is unable to attend the October meeting for the purpose of voting, the President of the Board shall schedule a special meeting to obtain the contemporaneous vote of all directors. Said special meeting shall occur before the next regularly scheduled meeting of the Board of Directors.

All directors interested in running for an officer position should declare their intent to run for any and all officer positions at the September Board meeting and, in any event, not later than two weeks prior to the election. The President shall distribute the list of declared candidates to the entire Board of Directors 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 of Directors. After each candidate has had the opportunity to address the Board of Directors, the candidates shall leave the room, allowing the remaining members the opportunity to deliberate as appropriate and then vote. This

process shall begin with the election of the president of the Board, then the vice-president, treasurer and secretary, in succession.

Voting will be by secret ballot. It is assumed that the candidates are voting for themselves. 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 will be eliminated as candidates and a re-vote shall be taken with the remaining two candidates.

Section 4. President

The president will be chief executive officer of the Club and will, subject to the control of the Board, have general supervision, direction and control of the affairs of the Club. He or she will preside at all meetings of the members and of the Board. He or she will also serve as an ex officio member of The Bar Association of San Francisco's Board of Directors and the Association's Executive Committee. He or she will be an ex-officio member of all the Committees and sections and will have such other powers and duties as the Board may prescribe.

Section 5. President-Elect

The president-elect will perform all the duties of the president during his or her absence or inability to act, and when so acting will have all the powers of the president. The president-elect will serve as an ex officio member of The Bar Association of San Francisco's Board of Directors. The president-elect will have such other powers and duties as the Board may prescribe. The office of president-elect will terminate effective 12:00 a.m. San Francisco time July 1, 2005.

Section 6. Vice-President

The vice-president will perform all the duties of the president during his or her absence or inability to act, and when so acting will have all the powers of the president. The vice-president will serve as an ex officio member of The Bar Association of San Francisco's Board of Directors. The vice-president will have such other powers and duties as the Board may prescribe. The office of vice-president will commence effective 12:00 a.m. San Francisco time July 1, 2005.

Section 7. Treasurer

The treasurer will supervise the keeping of the accounts of the Club in a thorough and proper manner and will render statements of financial affairs of the Club in such form as often as required by the Board or the president. The treasurer will perform all other duties commonly incident to his or her office and will 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 will serve as an ex officio member of The Bar Association of San Francisco's Board of Directors.

Section 8. Secretary

The secretary, or his or her nominee, will keep minutes of all meetings of the Board, conduct the correspondence of the Club, serve as the Board's parliamentarian, give notice of all meetings of the Club and of the Board. The secretary will have such other powers and duties as the Board may prescribe. The secretary will serve as an ex officio member of The Bar Association of San Francisco's Board of Directors.

Section 9. Diversity Director

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

ARTICLE IV - MEETINGS OF DIRECTORS

Section 1. Types of Meetings

There will 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 2. Regular Meetings

Regular meetings will be held on a proscribed basis unless changed by the Board. No notice of regular meetings is required unless the Board changes the date, time or place of a regular meeting or meetings, in which case three days' notice of the change or changes will be given to each director.

Section 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. Quorum

A majority of the Board will constitute a quorum to transact business at any meeting. The transactions of any meeting of the Board at which a quorum is not present will be valid if subsequently approved by a majority of the Board. The secretary will enter such transactions and the fact of the approval by majority in the minutes of the next board meeting.

Section 5. Voting

Except as provided in Article III with respect to the election of officers, all voting at meetings of the Board will be oral unless a request for secret ballot is made by any director, in which event the vote will be by secret ballot. No director will 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.

Section 6. Action by Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board will individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as a unanimous vote of such directors.

Section 7. Attendance

Members of the Board of Directors will be expected to attend no less than 75% of scheduled Board meetings. Each Director's attendance will 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 will, 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 will 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

The annual election of directors will be held in the following manner.

Section 1. Nominating Committee Appointment

A Nominating Committee will make nominations for the office of director. The Board will appoint the Nominating Committee before August 1 each year.

For 2007, its membership will be comprised of the two immediate past presidents, who will serve as co-chairs, the current Diversity Director and two voting members of the Club who are not current members of the Board.

Beginning in 2008 and going forward, its membership will be comprised of the immediate past president and the current Diversity Director, who will serve as co-chairs, and three voting members of the Club who are not current members of the Board.

Section 2. Solicitation of Candidates

The Club will 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 3. Candidates' Statements

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

Section 4. Nominations

Prior to September 15, the Committee will appoint seven (7) candidates for terms beginning in even-numbered years and six (6) candidates for terms beginning in odd numbered years. The Committee will strive to nominate a balanced slate of candidates reflecting the rich diversity of the Club's membership.

Section 5. Challenges to the Nominations

Prior to the first Tuesday in November, any Club member may challenge the nominations, creating a contested election, by submission of a statement signed by at least one percent of the voting members of the Club, and a candidates' statement as described in Section 3.

ARTICLE VI - CONTESTED ELECTIONS

Challenges to the slate of candidates appointed by the Nominating Committee will create a contested election, which will be held in the manner hereinafter provided.

Section 1. Election Committee Appointment

No later than the first Thursday in November, the president will appoint from the Club's voting membership category, excluding directors and nominees, an election committee consisting of a chairperson and four (4) members. The election committee will be responsible for the conduct of the election in the following manner:

Section 2. Distribution of Ballots and Statements

The election committee will cause ballots and each nominee's statement to be sent to all voting members of the Club on or before November 15.

Section 3. Election Date

The Barristers Club must receive ballots before noon on the last business day in November.

Section 4. Valid Ballots

To be validly cast, a ballot must be returned associated with an identifiable signature or other verification of a voting member of the Club. No person may cast more than one (1) ballot, nor vote for more nominees than there are vacancies to be filled.

Section 5. Ballot Canvassing

The election committee will canvass ballots promptly after 12 noon on the date of election. All nominees will have the right to be present at such canvassing, either in person or by representative. The number of valid votes cast for each nominee will be determined by the election committee whose determination may be appealed to the Board in accordance with Section 6 below. The chairperson will retain all ballots. The chairperson of the election committee will report the results of the election to the president and to each nominee and will advise each nominee of his or her right to appeal to the Board.

Section 6. Appeal of Results

Any nominee wishing to appeal to the Board will so notify the president of the Club not later than two (2) business days following the date of election. The report of the election committee will be presented at the next meeting of the Board. At that meeting, the Board will determine any appeals presented, make any findings, resolve by lot any ties requiring resolution and declare the nominees receiving the most votes and who have not been disqualified to be elected.

Section 7. Ballot Format

Ballots will list each nominee for office, the order to be determined by lot, and a statement will appear on the ballot so stating. Ballots will also note the number of vacancies to be filled, and the method by which a valid vote may be cast, and the final date for voting.

Ballots will be accompanied by a candidate's statement as submitted by each nominee under Article 5, Section 3, in the order the nominees' names appear on the ballot.

ARTICLE VII - COMMITTEES AND SECTIONS

Section 1. Creation

The Board may establish such committees and section, as it deems desirable for the purpose of carrying on the activities of the Club.

Section 2. Disbandment

The Board may vote to disband committees and section that no longer meet the needs of the Club or reflect the interests of its members. Such a vote will be taken only after the committee or section chair and vice chair have been consulted, and the committee's or section's and the Club's membership notified of the impending vote and invited to comment.

Section 3. Membership

Any member of the Club may be a member of any committee or section, provided he or she abides by such reasonable rules as the committee or section may establish consistent with the Bylaws of the Club and resolutions of the Board.

Section 4. Leadership

Each committee or section will be managed by a chair and a vice chair. The president will appoint from the Club's voting membership a chairperson and a vice chairperson for each committee or section, to serve one-year terms which will commence on March 1. The vice chair will succeed to the chair position for the following twelve month period. No chairperson will be appointed as chair of the same committee or section for more than two consecutive years. The creation of and appointment to other positions with a committee or section and the creation of sub-committees or sub-sections is within the discretion of the chairperson and does not require Board approval. 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 the committee.

Section 5. Chair Responsibilities

Chairpersons are responsible for insuring that their committee or section hold regular meetings and sponsor activities or events each year appropriate to the purpose of the committee or section. Chairs will render such reports as determined and requested by the Board or the president.

Section 6. Board Liaisons

The president will appoint one member of the Board to serve as liaison for each committee and section to provide advice, guidance and support to the chairs and vice chairs in running meetings, planning programs, and accessing the benefits of the Barristers Club. Liaisons will 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 will render such reports as determined and requested by the Board or the president.

ARTICLE VIII - PUBLIC STATEMENTS, AMICUS BRIEFS AND CO-SPONSORSHIP

Section 1. Public Statements

Members and committees of the Club will obtain Board approval before making any public statement on behalf of the Club, which expressly, or by clear inference, is represented to be the position of the Club or a 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 committee thereof. No public position will be taken by the Club or its committees or sections which is in direct conflict with an officially announced position of The Bar Association of San Francisco.

Section 2. Authorization of Public Positions

The Board will be authorized to take a public position on behalf of its members upon an affirmative vote by, prior to January 1, 2006, no fewer than six (6) members of the Board of Directors, and after December 31, 2005, no fewer than seven (7) members of the Board of Directors.

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 Board must be satisfied that the majority of an informed membership would support the position taken. When time permits, the views of the membership should be solicited; such as through notice of the meeting at which the position will 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.

In compliance with Article VI, Section 2(b) of the Bylaws of The Bar Association of San Francisco ("BASF"), the Barristers Club Board will provide the text of any public position to the President of BASF and the Executive Director of BASF on reasonable notice, but not less than one business day prior to dissemination of the position to assure 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 Barristers Club Board of a direct conflict with BASF policy, the Board will 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 will disseminate the public position by appropriate means, which will generally include a press release, and such other publicity as deemed appropriate by the Board.

The position will be in the name of the Club and not in the name of the Board, collectively or as individuals.

Section 3. Guidelines for Amicus Briefs

Any member in good standing, including a party litigant or his representative, has the right to request the Board to file a brief on an issue involved in pending litigation and to be heard by the Board on that issue. The Club will adhere to The Bar Association of San Francisco's *Guidelines for Submission of Amicus Briefs*.

Section 4. Guidelines for Sponsorship

The Board will approve sponsorship of events it believes to be of interest or value to the Club's membership. To determine whether the Barristers Club will sponsor or cosponsor an event with another organization, the Board will 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 will also consider

the recipient of the funds.

The Barristers Club will not use its funds to co-sponsor functions with other organizations outside the San Francisco Bay Area.

ARTICLE IX - AWARDS

Section 1. Outstanding Barristers

Each year, the Board will name as "Outstanding Barrister" no more than three Barristers Club members, in recognition of his or her 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 will solicit nominations from board members, committee chairs and vice chairs, and Barristers at large. Sitting Board members and previous recipients will not be eligible for nomination.

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

A reasonable time before the October meeting the Board will finalize a list of nominees, and liaisons and Barristers staff will develop uniform statements about each candidate. Using these statements, at its October meeting, the Board will vote by secret ballot for up to three candidates. In the case of a tie, the Board will hold a run off election.

ARTICLE X - AMENDMENTS

The Bylaws of the Club may be amended by the affirmative vote of, prior to January 1, 2006, six (6) members of the Board, and after December 31, 2005, seven (7) members of the Board.

Article XI - Long Range Planning Committee

Section 1. Purpose

The Barristers Club Long Range Planning Committee ("LRPC") shall advise the President and the Board of Directors 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 Article I, Section 2.

Section 2. Composition

The LRPC shall consist of five members: two current members of the BASF Board of Directors; a former Club President who has not served on the BASF Board of Directors; a former Club officer or section or committee chair who has not served on the BASF Board of Directors (collectively, the "at-large" members); and the current Club President, who shall serve as the LRPC's secretary.

Section 3. Terms

The BASF Directors shall rotate off of the LRPC when their terms as Directors end. The former Club President and former chair or officer shall rotate off of the LRPC after serving on the LRPC for three years. The current Club President shall rotate off of the LRPC at the end of his or her presidency.

Section 4. Vacancies

Vacancies of the at-large members shall be filled, so as to maintain the composition set forth in Section 2, no later than three months after the vacancy is announced or discovered. New at-large members shall be selected by a majority of the remaining at-large members, with the current Club President breaking any ties, and performing the selection if no at-large members remain.

Section 5. Meetings

The LRPC shall meet no fewer than two times in each calendar year, and meetings should be scheduled to ensure attendance by all LRPC members. One meeting should be scheduled after the following year's Club President has been elected, and the Club President-elect should be invited to attend that meeting.

Section 6. Report

The current Club President shall take notes of the proceedings of the LRPC, and shall present minutes of the LRPC's meetings to the Board of Directors regarding topics discussed, and decisions and/or recommendations made by the LRPC.