

AMENDED AND RESTATED BYLAWS
OF THE BARRISTERS CLUB OF SAN FRANCISCO
(As of December 4, 2025)

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AMENDED AND RESTATED BYLAWS
OF THE BARRISTERS CLUB OF SAN FRANCISCO

(As of December 8, 2025)

ARTICLE I

Association and Mission

Section 1.1 Name

The name of this association will 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 attorney members of The Bar Association of San Francisco (“**BASF**”) will 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 will be voting members of the Club. Directors of the Club and members serving on the Conference of Delegates Executive Committee will remain members of the Club for the length of their respective terms of office, provided said terms commence while a Club member. Officers of the Club will remain members of the Club for as long as they remain an Officer of the Club, provided that their first term as an Officer commences while a Club member.

ARTICLE II

Board of Directors

Section 2.1 Purpose

The governing body of this Club will 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 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 2.2 Term of Office

The term of office for all Directors will be three (3) years, provided that any Director who is an Officer of the Club will remain in-office as a Director until they are no longer an Officer of the Board.

Section 2.3 Vacancies

A vacancy on the Board will 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 their 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 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 will 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 include, but are not 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

The Officers of the Club will be President, President-Elect, Treasurer, and Secretary. All Officers will be ex officio members of the Board's Executive Committee.

Section 3.2 Term of Office

Officers will serve twelve-month terms, beginning on January 1 and ending on December 31. At the conclusion of their term, the President-Elect will automatically become President for the following year. If for any reason during their term the President is no longer be able to perform their duties, the President-Elect will 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

The Officers will be elected from among the Directors at the October Board meeting. A quorum of at least two-thirds of the Directors must be present. Proxy voting is not permitted. Up to two Diversity Directors will be elected from among the Directors by a majority of the Board members at the February Board meeting.

Voting for Officers will be conducted by voice vote and may be by secret ballot provided that any Director, including the President, who is present at the meeting requests a secret ballot in advance of the voting.

If no Director calls for a secret ballot, the President will call for a voice vote of the Directors in attendance. Each Director may cast one (1) vote.

If a secret ballot is requested by a Director, ballots will be distributed immediately to each Director in attendance. Any Director attending remotely may vote by email sent only to the Barristers Club Director. The Barristers Club Director will be responsible for tallying the votes and advising the President of the results of the vote. The final vote count will not be disclosed to the Board as a group; except that any Director may request that the Club Director advise him/her of the final vote tally directly.

Due to the importance of the elections, Directors should make every effort to attend in person or remotely, 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 will schedule a special meeting to obtain the contemporaneous vote of at least two-thirds of the Board. Said special meeting will 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 by advising the President and Secretary not later than the date of the September Board meeting. Concurrent with declaring their intent to run, a candidate must either submit a candidate statement of no more than three hundred (300) words summarizing their “platform” and reasons for running, or provide such information orally to the Board at the September meeting. If the information is provided orally, the candidate should summarize their statement in writing to the President after the conclusion of the September meeting. The President will distribute the list of declared candidates and their written candidate statements/summaries to the entire Board at least one week prior to the October Board meeting.

During the October Board meeting (or if applicable, the special election meeting), the candidates for each Officer position will have up to five (5) minutes to address the Board. After each candidate has had the opportunity to address the Board, members will have the opportunity to deliberate for up to twenty-five (25) minutes as appropriate and then vote. This process will 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 will be eliminated as candidates and a re-vote will be taken with the remaining two candidates.

Section 3.4 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. The President will preside at all meetings of the members and of the Board, and will also serve as an ex officio member of BASF’s Board of Directors (“**BASF Board**”) and the Club’s Executive Committee. The President will be an ex-officio member of all Barristers Committees and Sections and will have such other powers and duties as the Board may prescribe.

Section 3.5 President-Elect

The President-Elect will perform all duties of the President during their 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 BASF Board and the Club’s Executive Committee. The President-Elect will have such other powers and duties as the Board may prescribe.

Section 3.6 Treasurer

The Treasurer will supervise the keeping of the accounts of the Club in a thorough and proper manner in coordination with the Barristers Club Director, 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 their office and will have such other powers and duties as the Board may prescribe. The Treasurer will 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 BASF Board and the Club’s Executive Committee.

Section 3.7 Secretary

The Secretary, or their nominee, will keep minutes of all meetings of the Board, conduct the correspondence of the Club, and serve as the Board's parliamentarian. 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 BASF Board and the Club's Executive Committee.

Section 3.8 Diversity Director(s)

The Diversity Director(s) will 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 will 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(s) 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.

Section 3.9 Minority Bar Director

The Minority Bar Director will assist the Diversity Director(s) in the Board's efforts to have the 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 Club, its Board, Sections, and Committees. The Minority Bar Director will also assist the Diversity Director(s) 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 will, in consultation with the Minority Bar Coalition, select one individual to serve as a Minority Bar Director. The Minority Bar Director will 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 will have one vote on Board matters. The position of Minority Bar Director will not be subject to the provisions of Article V.

ARTICLE IV

Meetings of Directors

Section 4.1 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 4.2 Regular Meetings

Regular meetings will 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 will 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 will 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 will 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 will enter such transactions and the fact of the approval by majority in the minutes of the next Board meeting.

Section 4.5 Voting

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 is permitted to vote by proxy.

When appropriate, the Board may conduct a vote by any reasonable, recordable means of communication available to the Board, including by email. Such vote may be called at the discretion of the President when necessary to carry out the business of the Club. The provisions of this Section do not apply to the election of Officers.

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 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 is absent for more than 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 the determination is made that a Director is unable to satisfy their responsibilities as a Director, the Board may request their resignation.

ARTICLE V

Nomination and Election of Directors

Section 5.1 Nominating Committee Appointment

A Nominating Committee will nominate candidates for the office of Director. The Board will appoint the Nominating Committee before August 1 each year. The Nominating Committee will consist of the immediate past President and the current Diversity Director, who will serve as co-chairs, and three voting members of the Bar Association of San Francisco who are not current members of the Club's Board. In the event there are two Diversity Directors, only one will serve on the Nominating Committee and will be appointed by the President in consultation with each Diversity Director. When nominating three voting members of the Bar Association of San Francisco to serve on the Nominating Committee, the Board can give preference to past members of the Board.

Section 5.2 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 5.3 Candidates' Statements

Potential candidates must submit a statement to the Nominating Committee no later than September 1 each year, unless the Board provides otherwise prior to September 1. Statements should state the candidate's professional background, 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 will not include the names of endorsers.

Section 5.4 Nominations

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

Section 5.5 Challenges to the Nominations

The names of nominated candidates will be made available via the BASF website or through other electronic means at least 5 business days prior to the first Tuesday in November. 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 therefore. Upon receipt of a Club member's challenge, the Nominating Committee will consider the reasons given for the challenge, will 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, will 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 will 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 will 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 will not otherwise disclose the fact that a challenge has been made to a candidate's nomination nor the bases therefore 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 will 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 that they abide 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 will supersede the Committee or Section bylaw, rule, and/or policy,

Section 6.5 Leadership

Each Committee or Section will be managed by at least one chair. The Committee chair(s) or Section chair(s) will be responsible for nominating their successor chair(s) from the Club's voting membership to serve one-year terms which will 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 will, 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. Members may serve as any combination of chair or co-chair for up to three years. 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 approval of the Committee or Section members for each additional one-year term. Once approved, 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 BASF law student membership a chairperson and/or a vice chairperson for the Law Student's 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 will 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 will render such reports as determined and requested by the Board or the President. A chair will be responsible for ensuring that their Committee or Section puts on the number of Continuing Legal Education seminars per year that the Board deems appropriate in consideration of the mission of the Club.

Section 6.7 Board Liaisons

The President will may appoint one member of the Board to serve as liaison ("**Board Liaison**") for each Committee and Section. The Board Liaison will 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 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 VII

Public Statements, Amicus Briefs, and Co-Sponsorship

Section 7.1 Public Statements

Club members, Sections, and Committees will obtain Board approval before making any public statement¹ 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 their views only and not necessarily those of the Club or a Section or 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 BASF.

Section 7.2 Authorization of Public Positions

The Board will 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 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 6.6 of the BASF Bylaws, the Board will 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 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 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 will 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 will approve sponsorship of events it believes to be of interest or value to the Club's membership. To determine whether the 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

¹ For purposes of this Article VII, "public statements" may include any social media postings.

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 Club will 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 will 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 will solicit nominations from Board members, Section and Committee chairs and vice-chairs, and Club members at large. Sitting Board members and previous recipients will not be eligible for nomination.

Nominations will 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 will finalize a list of nominees, and liaisons and Barristers staff will develop uniform statements about each candidate. Using these statements, the Board at its October meeting will vote for up to three candidates. In the case of a tie, the Board will 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.