

# **BYLAWS NEVADA COUNTY BAR ASSOCIATION**

## **ARTICLE I NAME AND PRINCIPAL OFFICES**

**Section 1.1 Name.** The name of this unincorporated association (the “Association”) is Nevada County Bar Association.

**Section 1.2 Principal Office.** The principal office of the Association shall be located in the County of Nevada, State of California, as may be fixed from time to time by the Executive Committee.

## **ARTICLE II PURPOSES**

**Section 2.1 General and Specific Purposes.** The Association is an unincorporated association organized for purposes of operating a professional association to promote the interests of the Association’s members as well as other members of the legal profession and judiciary in the County of Nevada, and to foster fellowship among the members of the local bar, promote access to the legal community in Nevada County, promote attorney and public education, and enhance the public perception of the legal profession. Specifically, this Association is formed to, among other things:

1. Provide continuing legal education;
2. Provide social and professional networking opportunities to members of the legal community;
3. Provide an online directory of the Association’s members;
4. Provide fee arbitration services to assist members of the legal profession and members of the community in resolving disputes over fees paid for legal services;
5. Seek to improve the administration of justice in the County of Nevada by working with judges and court personnel on court administration improvement projects; and,
6. Engage in such other activities as are consistent with the above purposes as determined by the Executive Committee.

**Section 2.2. Limitations on Purposes.** Notwithstanding any other provision of these bylaws, the Association shall not support or oppose candidates for public office or otherwise participate in partisan politics other than as provided in Article X. Further, except to an insubstantial degree, the Association shall not engage in any activities or exercise any powers that are not in furtherance of its purposes, nor carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Internal Revenue Code §501(c) (6) or the corresponding provision of any future United States internal revenue law.

**Section 2.3 Tax Exempt Status. Liquidation and Dissolution.** No part of the net earnings of the Association shall inure to the benefit of any private member or individual as defined in Internal Revenue Code §501(c)(6). The Association is not organized for profit or to engage in any business or activity ordinarily carried on for profit. On liquidation or dissolution, all properties and assets remaining after payment or provision for payment of all debts and liabilities of the Association shall be distributed to (a) another nonprofit association or corporation formed to promote the common interests of members of the legal profession and/or members of the judiciary in the County of Nevada, which corporation or association is tax exempt under §501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), or (b) a nonprofit fund, foundation or organization that is operated exclusively for charitable, educational or other tax exempt purposes and which is tax exempt under §501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenues law). There shall be no distribution of the remaining properties or assets of the Association to the member of the Association upon liquidation or dissolution.

**Section 2.4 Governing Law.** The provisions of the California Corporations Code pertaining to unincorporated associations under California Corporations Code §§18000 (sometimes referred to herein as the “Law”) shall govern the conduct of the affairs of the Association, except as otherwise provided or modified herein or as permitted by the law.

## **ARTICLE III MEMBERSHIP**

**Section 3.1 Members.** The Association shall have three (3) classes of members designated Regular Members, Associate Members and Honorary Members as follows:

**3.1.1 Regular Members.** Any person who is an active member of the California State Bar or an active member of the judiciary in the State of California is eligible for membership as a Regular Member upon approval of the membership application submitted and on timely payment of such dues as the Executive Committee may fix from time to time for Regular Members. Each Regular Member in good standing shall have one (1) vote on all matters subject to the approval of the Regular Members of the Association pursuant to these bylaws, and shall be eligible to serve as a member of the Executive Committee and as an officer of the Association.

**3.1.2 Associate Members.** Associate Members may include:

1. any person who is enrolled in law school or who is a law school graduate but who has not been admitted to the California State Bar;
2. any person who is an inactive member of the California State Bar for reasons other than retirement;
3. any person who has rendered distinguished service to the community or to any federal, state or local governmental agency or authority, or
4. any person who provides goods or services to the members of the legal profession or who otherwise has an interest in the legal profession.

Any person listed above shall be eligible for membership in the Association as an Associate Member upon approval of his or her membership application and on timely payment of such dues as the Executive Committee may fix from time to time for Associate Members. Associate Members shall not be voting members of the Association. Associate Members shall not be eligible to serve as officers of the Association, excepting any Associated Member appointed to the Executive Committee as a designated officer.

**3.1.3 Honorary Members.** Honorary Members may include (i) any person who is an inactive member of the California State Bar because he or she has retired from the practice of law while in good standing, or (ii) any member of the judiciary in the State of California. Such persons shall be eligible for membership as an Honorary Member upon approval of the membership application submitted and on timely payment of such dues as the Executive Committee may fix from time to time for Honorary Members. Honorary Members shall not be voting members of the Association. Honorary Members shall not be eligible to serve as officers of the Association, excepting any Honorary Member appointed to the Executive Committee as a designated officer.

**Section 3.2 Membership Rights.** Regular Members in good standing shall have the right to vote, as set forth in these bylaws, on the election of officers (other than designated officers), on the disposition of all or substantially all of the Association's assets, on the incorporation of the Association, on the merger or consolidation of the Association with or into any other association or corporation, and on the dissolution of the Association. Associate Members and Honorary Members shall have no voting or any other rights afforded "members" under the Law but shall have the right to participate in the programs and activities of the Association as the Executive Committee shall determine.

**Section 3.3 Membership Dues and Fees.** Each Regular Member, Associate Member and Honorary Member must pay, within the time established by the Executive Committee, the dues and fees fixed from time to time by the Executive Committee. The Executive Committee may, in its discretion, establish different dues and fees for different classes of members and for different categories of persons within each class of membership based upon such criteria as:

1. the number years a member has been admitted to the California State Bar,
2. whether a member is employed in the private or public sector,
3. whether a member is employed in the profit or not-for-profit sector, or
4. whether a member is or is not a member of the California State Bar.

Regular Members may contest any change in dues by seeking a special meeting as provided under Section 3.9.

**Section 3.4 Members in Good Standing.** Members who have paid all required dues and fees and have not otherwise been suspended or had their membership terminated by the Executive Committee shall be members in good standing.

**Section 3.5 Termination of Membership.** A membership shall terminate on the occurrence of any of the following events:

1. Resignation of the member;
2. Expiration of the calendar year period for membership, unless the membership is renewed on or before March 1 of the succeeding calendar year;
3. The membership of any Regular Member shall terminate automatically upon the revocation or suspension of such Regular Member's license to practice law in the State of California; or
4. Termination of the membership by the Executive Committee pursuant to Section 3.6 below.

**Section 3.6 Termination or Suspension of Membership.** A member may be suspended or his or her membership terminated based upon a good faith determination by the Executive Committee that the member:

1. has violated any provision of the State Bar Act (Business & Professions Code §6000 et. seq.),
2. has failed to observe any rule of conduct set forth in the Rules of Professional Conduct adopted by the State Bar of California or in the Model Rules of Professional Conduct adopted by the American Bar Association, or
3. has been convicted of a crime involving dishonesty or moral turpitude.

A Regular Member whose membership is suspended shall not be a "member" and shall have no voting rights during the period of suspension. The Executive Committee shall give the member at least fifteen days prior notice of suspension or termination and the reason for the proposed suspension or termination. Notice may be given by first class or registered mail sent to the last address of the member in the Association's records or by electronic mail to the last email

address provided by the member. The member shall be given the opportunity to be heard, either orally or in writing, at least five days before the effective date of the suspension or termination. Any action challenging a suspension or termination, including an action based upon defective notice, shall be commenced within six months after the date of suspension or termination.

**Section 3.7 Memberships Not Transferable.** No membership or right arising from membership shall be transferred. All membership rights cease on the death of a member.

**Section 3.8 Annual Meeting.** A meeting of Regular Members shall be held at least annually in May of each year at such time and place in the County of Nevada, State of California, as the Executive Committee may determine. The officers of the Association who are elected by vote of the Regular Members pursuant to Section 4.2 of these bylaws shall be elected at the annual meeting of the Regular Members to take office effective June 1 of that year. Any other proper business may be transacted at the annual meeting of the Regular Members.

**Section 3.9 Special Meetings.** The President, the Vice President, the Immediate Past President, the Treasurer, the Secretary, or any four or more officers, or five percent or more of the Regular Members may call a special meeting of the Regular Members for any lawful purpose at any time.

**Section 3.10 Procedure for Calling Special Meeting.** A special meeting called by any person entitled to call a special meeting of the Regular Members shall be called by written request specifying the general nature of the business proposed to be transacted and addressed to the attention of and submitted to the President, the Vice President, the Immediate Past President, the Treasurer or the Secretary of the Association. The officer receiving the request shall cause notice to be given promptly to the Regular Members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Executive Committee. The date of the special meeting shall be at least ten but no more than ninety days after receipt of the request. If the notice is not given within sixty days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a

meeting of the Regular Members may be held when the meeting is called by the Executive Committee.

**Section 3.11 Purpose of Special Meeting.** No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting of the Regular Members.

**Section 3.12 Written Notice Required.** Whenever the Regular Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Regular Member entitled to vote at that meeting. The notice shall specify the place, date, and time of the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which officers are to be elected shall include the names of all persons who are nominees when notice is given.

**Section 3.13 Notice Requirements.** Notice of any meeting of Regular Members shall be in writing and shall be given at least ten but no more than ninety days before the meeting date. The notice shall be given either personally or by first class, registered, or certified mail, or by other means of written communication (e.g. facsimile or electronic mail), and shall be addressed to each Regular Member entitled to vote, at the address (or facsimile number or email address) of that Regular Member as it appears in the records of the Association or at the address (or facsimile number or email address) given by the Regular Member to the Association.

**Section 3.14 Quorum.** Ten percent of the Regular Members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Regular Members.

**Section 3.15 Voting.** Each Regular Member in good standing shall be entitled to vote at any meeting of the Regular Members. Voting may be by voice or by ballot, except that any election of officers shall be by ballot if demanded before the voting begins by any Regular Member present at the meeting. Each Regular Member entitled to vote may cast one vote on each matter submitted to a vote of the Regular Members. If a quorum is present, the affirmative vote of a majority of the Regular Members represented at the meeting and entitled to vote shall be

deemed the act of the Regular Members, unless the vote of a greater number is required by these bylaws.

**Section 3.16 Waiver of Notice or Consent.** The action taken at any meeting of the Regular Members, however called or noticed, shall be as valid as though taken at a duly noticed meeting, if:

1. a quorum is present either in person or by proxy, and
2. either before or after the meeting, each Regular Member entitled to vote, not present in person or by proxy, signs a written waiver of notice or an approval of the minutes of the meeting.

A Regular Member's attendance at a meeting shall also constitute a waiver of notice of a meeting unless the Regular Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called.

**Section 3.17 Proxies.** Each Regular Member entitled to vote shall have the right to do so either in person or by proxy. Any proxy shall be in writing and shall be signed by the Regular Member and filed with the Association. A proxy shall be deemed signed if the Regular Member's name is placed on the proxy by the Regular Member, whether by manual signature, typewriting, facsimile transmission, or otherwise. No proxy shall be valid after the expiration of eleven months from the date of the proxy. A validly executed proxy may be revoked by:

1. writing delivered to the Association stating that the proxy is revoked,
2. by a subsequent proxy executed by the Regular Member;
3. as to any meeting, by that Regular Member's personal attendance and voting at the meeting; or
4. written notice of the death or incapacity of the maker of the proxy is received by the Association before the vote under that proxy is counted.

**Section 3.18 Adjournment.** Any Regular Members' meeting may be adjourned from time to time by the vote of the majority of the Regular Members represented at the meeting, either in person or by proxy. When a Regular Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting



at which adjournment is taken. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.

**Section 3.19 Action by Written Ballot.** Any action that Regular Members may take at any meeting of the Regular Members may also be taken by written ballot. The Association may distribute a written ballot to each Regular Member entitled to vote on the matters. The ballot and any related material may be sent by first class mail, charges prepaid, personal delivery, facsimile or electronic mail or any other means permitted by Corporations Code §20.

**3.19.1** All solicitations of votes by written ballot shall:

1. state the number of responses needed to meet the quorum requirement;
2. state, with respect to ballots other than for election of officers, the percentage of approvals necessary to pass the measure or measures; and
3. specify the time by which the ballot must be received in order to be counted.

**3.19.2** Each ballot so distributed shall:

1. set forth the proposed action;
2. give the Regular Members an opportunity to specify approval or disapproval of each proposal; and
3. provide a reasonable time in which to return the ballot to the Association.

**3.19.3** In any election of officers, a written ballot that a Regular Member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of an officer. Approval by written ballot shall be valid only when:

1. the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) equals or exceeds the quorum required for any meeting of the Regular Members, and

2. the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting of the Regular Members at which number of Regular Members present in person or by proxy equaled the total number of written ballots received by the Association (whether marked withheld or marked in a manner indicating the authority to vote the ballot).

A written ballot may not be revoked.

## **ARTICLE IV EXECUTIVE COMMITTEE**

**Section 4.1 Power of Executive Committee.** The Executive Committee of this association shall consist of the president, the vice-president, the secretary, the treasurer, and up to three members who are at-large members and elected with the officers of the organization. The Committee's duties shall be to plan association activities, to represent the association, and to manage its affairs.

1. **Meetings.** The Executive Committee meets monthly and additional meetings may be called by the president or upon written request of any two of its members. Executive Committee meetings are open for attendance by any member.
2. **Quorum.** At all meetings of the Executive Committee, four members thereof shall constitute a quorum for the transaction of business.

### **Section 4.2 Terms of Office, Election and Nomination.**

1. **Terms of Office.** The President, Vice President, Treasurer and Secretary and at-large members shall each serve on the EXCOM for a term of one year. The term will begin on June 1<sup>st</sup> or after the Annual meeting, whichever is later.
2. **Nominations.** Voting. By April 1st, the members will be noticed that nominations will be open. At any time before the vote held at the Annual meeting, nominations will be honored.

The notice of the annual meeting or any other meeting at which officers are to be elected shall include a list of all candidates nominated.

**Section 4.3 Removal Without Cause.** The Executive Committee may be removed from such offices at any time without cause by vote of a majority of the Regular Members present at a duly called meeting of the Regular Members at which a quorum is present (with the affirmative votes constituting a majority of quorum).

**Section 4.4 Resignation.** Any Officer may resign effective upon giving written notice to the President, the Secretary or the Executive Committee.

**Section 4.5 Removal for Cause.** The Executive Committee may by resolution declare vacant the office of any officer who:

1. has been declared of unsound mind by a final order of court, or convicted of a felony,
2. whose license to practice to law has been suspended or revoked, or
3. who fails to meet all of the required qualifications to be a Regular Member of the Association or whose membership is otherwise terminated.

**Section 4.6 Vacancies on Executive Committee.** A vacancy on the Executive Committee shall occur in the event of the death, resignation or removal of any officer. Vacancies on the Executive Committee may be filled by vote of a majority of the remaining officers.

**Section 4.7 Place of Meetings.** Meetings of the Executive Committee may be held at any place within the County of Nevada in the State of California.

**Section 4.8 Meetings.** There shall be at least nine regular meetings of the Executive Committee in each calendar year.

**Section 4.9 Quorum and Action of the Committee.** A majority of officers shall constitute a quorum of the Executive Committee for the transaction of business. Members of the Executive Committee may participate in a meeting through the use of conference telephone. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

**Section 4.10 Action Without Meeting.** Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if a majority of the members of the Executive Committee then in office consent in writing to such action. Such action by written consent shall have the same force and effect as any other action taken by the Executive Committee at a duly called meeting at which a quorum is present.

**Section 4.11 Committees.** The President or the Executive Committee may create one or more committees; all such committees shall be advisory only and shall not exercise the power or the authority of the Executive Committee or the President unless otherwise approved by the Executive Committee.

**Section 4.12 Compensation.** The Association shall not pay any compensation to any officer for services rendered to the Association as an officer, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Association.

## **ARTICLE V OFFICERS**

**Section 5.1 Officers.** The officers of the Executive Committee shall be a President, a Vice President, Treasurer and a Secretary.

**Section 5.2 Election.** Only Regular Members of the Association shall be eligible to serve as officers of the Association. The officers of the Association shall be chosen annually by the members at the annual meeting.

**Section 5.3 President.** The President shall act as the chief executive officer of the Association and, subject to the control of the Executive Committee, shall be responsible for the general supervision, direction, and control of the business and officers of the Association. The President shall preside at all meetings of the Executive Committee.

**Section 5.4 Vice-President.** The vice-president shall act as president in the absence of the president, plan programs in cooperation with the

Executive Committee and perform such other duties as may be assigned him/her by the president of the Association.

**Section 5.5 Secretary.** The Secretary shall keep or cause to be kept, minutes of all meetings of the Executive Committee. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present and the proceedings thereof. The Secretary shall keep the original or a copy of the Association's bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Executive Committee and the Association required by law or by these bylaws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Executive Committee. Upon being succeeded in office, the secretary shall turn over all Association records and correspondence to the successor.

**Section 5.6 Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association. The Treasurer shall give the Executive Committee members such financial statements and reports as are required to be given by law or these bylaws. The treasurer shall receive and disburse all funds of the Association and shall deposit and invest its money in a manner approved by the Executive Committee. The treasurer shall submit at the annual meeting, a report of monies received and expended amounts due the Association and an estimate of the resources and expenditures for the ensuing year.

**Section 5.7 Officers at Large.** The officers at large provide direction and guidance as members of the Executive Committee, and supervise programs, events and committees.

## **ARTICLE VI SECTIONS**

**Section 6.1 Sections.** The Association shall have such sections as the Executive Committee may from time to time establish. Sections shall concern themselves with specific areas and issues of substantive law, procedural law, continuing legal education, legislation, and/or any other subject of significant professional or public interest.

**Section 6.2 Chair.** Each section of the Association shall have a chair appointed by the President and may have a committee. Each chair shall plan and coordinate programs for the benefit of the Section. Each Chair shall meet with the Executive Committee once per year.

**Section 6.3 No Conflict.** Each section authorized or created pursuant to this Article VI shall not take action or adopt any policy in conflict with these bylaws or any resolution or directive adopted by the Executive Committee of the Association.

## **ARTICLE VII INDEMNIFICATION, INSURANCE AND OFFICER LIABILITY**

**Section 7.1 Definitions.** For the purposes of this Article VII, “agent” means any person who is or was an officer, employee, or other agent of the Association, and “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under these bylaws.

**Section 7.2** The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

**Section 7.3** The Association shall not indemnify any person in an action brought by or in the right of the Association to procure a judgment in its favor or an action brought against an agent relating to such agent engaging in a self-dealing transaction which was not approved by the Executive Committee or Regular Members after disclosure by the agent of all material facts regarding such transaction.

**Section 7.4 Required Determinations.** Any indemnification under this Article VII shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances by:

1. A majority vote of a quorum consisting of officers who are not parties to such proceeding; or
2. The court in which such proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Association.

**Section 7.5 Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of such proceeding upon receipt of a written promise to repay such amount from the agent unless it shall be determined ultimately that the agent is to be indemnified as authorized in this Article VII.

**Section 7.6 Insurance.** The Association shall have power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article VII.

**Section 7.7 Severability.** If any part of this Article VII shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

## **ARTICLE VIII MAINTENANCE AND INSPECTION OF BOOKS AND RECORDS**

**Section 8.1 Maintenance of Records.** The Association shall, through its officers and staff keep the following books and records available in written form or in any form capable of being converted into clearly legible tangible form, for inspection:

1. Bylaws and all their amendments;

2. Adequate and correct books and records of account;
3. Minutes of proceedings of its members and Executive Committee;
4. A list of names and addresses (and any membership classes and voting rights) of its members.

**Section 8.2 Inspection and Copying Rights.** The following provisions are intended to implement the rights to inspect and copy records required to be maintained by the Association:

- 8.2.1** A member in good standing or agent may inspect and copy membership records during usual business hours on five days prior written demand, which must state a permitted purpose related to the member's interest as a member; or
- 8.2.2** Alternatively a member or agent may obtain from the Secretary on written demand and tender of reasonable copying fees, specified membership records as of the most recent date compiled or another specified date. The demand must state a permitted purpose related to the member's interest as member. The Secretary shall make this list available on or before the later of ten days after the demand is received or after the date specified in the demand.
- 8.2.3** The Association may, within ten days of any such demand for membership records, make a written offer of an alternative method of reasonable and timely achievement of the permitted purpose specified in the demand, without providing the actual membership list. Any rejection of the offer must be in writing. The Executive Committee may deny a request that does not meet a permitted purpose.
- 8.2.4** A member in good standing may, upon written demand, inspect, copy and make extracts of accounting books and records and the minutes of the proceedings of the members and Executive Committee at any reasonable time, for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent, at the member's expense.
- 8.2.5** Every officer of the Association shall have the absolute right at any reasonable time to inspect the Association's books, records, and documents of every kind, and to inspect the physical properties of the Association. The inspection may be made in person or by the officer's agent. The right of inspection includes the right to copy and make extracts without limitation.



**ARTICLE IX  
FEE ARBITRATION PROGRAM**

**Section 9.1 Fee Arbitration Program.** The Association shall administer a Fee Arbitration Program for the arbitration of fee disputes between a client and his or her attorney, which attorney shall be admitted to practice law in the State of California and maintain an office or offices in the counties of Nevada, Placer or Sierra, subject to the rules and regulations promulgated by the Board of Governors of the State Bar of California and as the Fee Arbitration Program is approved by the State Bar of California. A member shall be appointed by the Executive Committee to act as the Executive Administrator of the Fee Arbitration Program. The fees and rules of the Fee Arbitration Program shall be set and made by a majority vote of the membership at the annual meeting or at any regular meeting and shall be subject to approval by the State Bar of California. The current rules and fee schedule are attached hereto as Appendix A and incorporated herein by reference.

**ARTICLE X  
CONCERNING PUBLIC OFFICERS**

**Section 10.1 Plebiscite.** As soon as practicable after the list of candidates for any appointment for Judge of the Superior Court of the County of Nevada or District Attorney is determined as the law may require, the Executive Committee may conduct a plebiscite on all candidates for such office or offices or, in the absence of a legally established list, on all candidates for such office known to the Executive Committee.

1. The secretary shall request each candidate to prepare a biographical resume not to exceed two hundred fifty words in length and return it within the time set by the Executive Committee to the secretary. After expiration of the deadline date, the secretary shall cause to be mailed to each member the biographical resumes submitted to him together with the ballot described in this section.
2. The secretary shall cause to be prepared and mailed to each member, a ballot containing the names of all candidates for each contested office, which shall be in such form of highly qualified, qualified, not qualified, or no opinion, but the ballot must provide an opportunity for each member to rank the candidates for each office from best to least qualified. Accompanying instructions shall provide that after marking

his ballot, the member should return it, within a time set by the Executive Committee, to the secretary. Appropriate rules and regulations shall be made and enforced by the Executive Committee to insure secrecy of all ballots. After the time has expired for the return of ballots, they shall be canvassed as directed by the Executive Committee and the results thereof shall be certified to the Executive Committee by the secretary. The Executive Committee may thereupon make known to the public through the news media the results in the following manner:

- a. The total number of members to whom ballots were sent;
  - b. The total number of ballots cast;
  - c. The number of votes cast for each candidate; and
  - d. The public also be informed of results of qualifications of each candidate in such form of highly qualified, qualified, not qualified, or no opinion and of the results of the ranking.
3. The Association shall make no recommendations or endorsement of any candidate for election to judicial office or Office of the District Attorney except as provided in this Article. Except as provided in paragraph this section, the Executive Committee, all members thereof, and all officers are prohibited in their official capacity or as representatives of the Association, from endorsing or expressing any opinions concerning the qualifications of or preference for any candidate for election to judicial office, or Office of the District Attorney.
  4. Nothing contained herein shall be construed as a limitation on the right of any member in his individual capacity to endorse any candidate or to express his opinion concerning the qualification of or preference for any candidate.

**Section 10.2 Confidential Evaluation of Candidates for Appointment to Judicial Office.** Upon a vote of the membership after notice via the newsletter or otherwise for a given vacancy, the Association may evaluate applicants for appointment by the Governor to a judicial vacancy in a confidential process by which the applicants are made known only to the members of a committee selected for that purpose by the Executive Committee after notice to the membership of the opportunity to seek appointment to the committee.

**Section 10.3 Evaluations.** In the evaluations of judges and justices for all other courts, the Association shall base such evaluation on their overall performance according to the Code of Judicial Conduct. Any evaluation of a judge or a candidate for office should disclose any personal interest or involvement by the evaluator and should not be affected by partisan politics. Any and all criticism or praise of state judges or justices shall be tempered with the knowledge that the judges and justices cannot defend themselves in public debate and the dignity and decorum of judicial office should be respected and preserved.

## **ARTICLE XI BENCH BAR PROTOCOL**

**Section 11.1 Bench Bar Protocol.** The association shall, in cooperation with the judiciary, establish, maintain and implement a protocol for periodic public education regarding the functions of the legal system.

## **ARTICLE XII DELEGATES TO THE CONFERENCE OF CALIFORNIA BAR ASSOCIATIONS**

**Section 12.1 Delegates.** Delegates to the Conference of California Bar Associations shall be selected by the Executive Committee after notice to the membership of the opportunity to seek appointment. Registration fees for the Association delegate may be paid by the organization with the approval of the membership.

**Section 12.2 Alternate Delegates.** Alternate delegates to the Conference of California Associations shall be appointed by the Executive Committee. The alternate delegates shall equal in number the number of delegates to which this Association is entitled and shall be appointed for terms of one (1) year each, provided, however, the secretary shall be appointed by the executive committee as one of the alternate delegates.

**ARTICLE XIII**  
**AMENDMENTS TO BYLAWS**

**Section 13.1 Amendments.** The Association’s Bylaws may be adopted, amended or rescinded by a majority vote of the members present and voting at any annual regular or special meeting provided that notice of such proposed change shall be given in writing to all members one (1) week in advance of the meeting at which the vote is to be taken.

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**CERTIFICATE OF SECRETARY**

The undersigned hereby certifies as follows:

1. I am the duly elected, qualified and acting Secretary of NEVADA COUNTY BAR ASSOCIATION, a California unincorporated association (the “Association”); and
2. The foregoing Restated Bylaws consisting of twenty (20) pages were adopted as the bylaws of the Association by the Regular Members of the Association by written ballot pursuant to which a majority of the Regular Members voted in favor of such adoption effective on or as of this date:  
\_\_\_\_\_.

Dated: May \_\_\_\_, 2015

/S/ \_\_\_\_\_

Secretary