

ASSOCIATION OF SOUTHERN CALIFORNIA DEFENSE COUNSEL
BY-LAWS
(Updated as Approved by the Members – February 5, 2021)

Article I
NAME

The name of this corporation shall be “Association of Southern California Defense Counsel, Incorporated, “hereinafter called “Association.”

Article II
PURPOSE

The purpose of the Association shall be to bring together by association and communication lawyers who are engaged in civil defense practice in the area of Southern California and who primarily devote their time to such work, to provide for the exchange of information, to promote the administration of justice, and enhance the standards of civil defense practice.

Article III
AREA

The association will operate throughout Southern California. The northern boundary of the area within which the Association will operate shall be the northern boundaries of Santa Barbara, Kern and Inyo Counties.

Article IV
THE ASSOCIATION

Section 1. MEMBERSHIP.

- (a) The voting membership is by invitation and approval of the Board of Directors in its sole and exclusive discretion and shall be limited to lawyers practicing in the geographic area described in Article III, or who are otherwise a Dual Member, and are in good standing with the State Bar of California. Unless otherwise specified in the membership category below, lawyers whose work in the area of civil tort litigation must consist primarily (i.e., at least seventy-five (75%)) of defending tort claims against individuals, business entities, governmental entities, or public utilities, including in employment, professional liability, personal injury or wrongful death matters, worker’s compensation, or eminent domain proceedings. Membership, and any rights arising therefrom, may not be transferred or assigned.
- (b) The Board of Directors may establish and revoke categories of nonvoting membership in its discretion, and will specify the criteria for such nonvoting membership, as well as the offer or limit the rights of such nonvoting members to enjoy the privileges accorded to voting members, including attendance at meetings open only to members; participation in the Association’s listserv, and access to the members-only areas of the Association website.

- (c) The Association is funded by membership dues, which are set by the board and payable on or before the 1st of March of each year. The fiscal year of the Association is from the 1st of January to the 31st of December.

Section 2. MEMBERSHIP CATEGORIES.

There shall be FIVE (5) classes of membership: Regular, Young Lawyer, Law Student, Dual, and Affiliate.

- (a) Regular Member: Membership as a "Regular Member" shall be limited to persons independently engaged in civil defense practice who have been in practice for more than five (5) years. This category allows for full voting privileges.
- (b) Young Lawyer Member: Membership as a "Young Lawyer Member" shall be limited to attorneys engaged in independent practice who have been in practice for five (5) years or less. This category allows for full voting privileges.
- (c) Law Student Member: Membership as a "Law Student Member" shall be limited to those individuals registered as a full time or evening student pursuing a J.D. degree. Law student membership shall expire six months after graduation. This category allows for no voting privileges.
- (d) Dual Member: Membership as a "Dual Member" shall be limited to those members in good standing of the Association of Defense Counsel of Northern California and Nevada (ADC). Membership as a "Dual Member" shall allow for full membership privileges, except the right to vote or hold office. This category shall have discounted membership dues as set by the Board of Directors.
- (e) Affiliate Member: Membership as an "Affiliate Member" shall be limited to those individuals engaged in the full-time or part-time practice of mediation or arbitration. Membership as an "Affiliate Member" shall allow for limited membership privileges. This category allows for no voting privileges or the right to hold office.

Section 3. SUSPENSION, TERMINATION AND REINSTATEMENT OF MEMBERSHIP.

- (a) *Termination of Membership for Non-payment of Dues.* On failure of a member to pay dues within ninety days of the due date thereof, membership terminates automatically without further notice.
- (b) *Termination of Membership upon Suspension or Expulsion from the State Bar.* On suspension or expulsion from the State Bar of California, membership terminates automatically without further notice.
- (c) *Termination of Membership upon Failure to Meet Criteria for Membership.* When the Board concludes that a member ceases to meet the criteria for membership set forth in Article IV, membership shall be terminated by the Board of Directors.
- (d) *Suspension, Termination or Reinstatement of Membership at Board's Discretion.* The right to suspend, terminate or reinstate membership is vested in the discretion of the Board of Directors, the Executive Committee, or the person(s) authorized by the Board to exercise such discretion. Membership may be suspended or terminated for action or conduct inconsistent with the best interests or purpose of the Association. The best interests of the

Association include, but are not limited to, the orderly, dignified, and harmonious conduct of the Association's business; the preservation of its reputation, good will, character, and property; and adherence to its governing instruments, policies and procedures as determined by the Board of Directors.

- (e) *Hearing and Decision on Suspension and Termination of Membership.* With respect to voting members, the Board will not suspend or terminate membership under subsections (c) and (d) of this section without conveying prior notice to the member in a manner reasonably calculated to inform the member of the grounds for suspension or termination, and of the date and time at which the member may be heard, either orally or in writing. After the hearing occurs, with or without the member's participation, the Board or person(s) authorized by the Board to conduct the hearing will render its decision on suspension or termination. With respect to non-voting members, the Board may suspend or terminate membership in its sole discretion, without prior notice to the member.
- (f) *Reconsideration and Reinstatement.* The Board may in its discretion (but is not required to) consider a request by a member for reconsideration of suspension or termination of membership. The Board may in its discretion reinstate a member, provided the member meets the then current requirements for membership and meets any conditions imposed on reinstatement.
- (g) A suspended or terminated member may not hold any office, attend any meeting open only to members; participate in the listserv, access the members-only areas of the Association website, or otherwise be entitled to any of the privileges of the Association.

Article V OFFICERS

Section 1. NUMBER.

The officers of the Association are a President, a Vice-President/President-Elect, a Second Vice President, and a Secretary-Treasurer.

Section 2. ELECTION AND APPOINTMENT.

The Vice-President/President-Elect, Second Vice-President, and the Secretary-Treasurer shall be elected at the annual membership meeting and shall hold office until the next annual meeting or until a successor has been elected. Upon completion of the term of office by the Vice-President/President-Elect shall automatically succeed to the office of President until the next annual meeting.

Section 3. VACANCIES.

All vacancies in office occurring during an unexpired term of any officer shall be filled by the Board of Directors.

Article VI DUTIES OF OFFICERS

Section 1. PRESIDENT.

The President shall preside at all meetings of the Association, shall be Chairman of the Board of Directors and shall be Chairman of the Executive Committee. The President shall appoint all committees, other than the Executive Committees, subject to the approval of the Executive Committee; and shall discharge any other duties the Board of Director's may require.

Section 2. VICE-PRESIDENT/PRESIDENT-ELECT.

The Vice-President/President-Elect shall perform the duties of the President during the President's absence or inability to act, shall assist the President in the performance of the Presidents duties and shall perform and discharge any other duties the Board of Directors may require.

Section 3. SECOND VICE-PRESIDENT.

The Second Vice-President shall perform the duties of the Vice-President/President-Elect during the Vice President/President Elects absence or inability to act, shall assist the President in the performance of the Presidents duties, and shall perform and discharge any their duties the Board of Directors may require.

Section 4. SECRETARY-TREASURER.

The Secretary-Treasurer shall give notice of all meeting of the Association, its Board of Directors and the Executive Committee. The Secretary- Treasurer shall also give such other notices as may be directed by the Association, the Board of Directors, the Executive Committee or the President. The Secretary-Treasurer shall keep all records of the association and shall perform such other duties as the Board of Directors may require.

Section 5. IMMEDIATE PAST-PRESIDENT.

The immediate past President shall be ex-officio, a member of the Board of Directors and of the Executive Committee.

**Article VII
BOARD OF DIRECTORS**

Section 1. The Board of Directors of the Association shall consist of its officers, as well as Directors at large, as follows: eight members from Los Angeles County, three members from Orange County, three members from San Diego County, two members from Ventura County, plus one additional director from each County within the territorial area for the Association, provided that the County has at least ten (10) members in the Association.

One-half of the Directors at large shall be elected at each annual meeting of the members, and shall hold office until the second annual meeting after their election, or until their successors are elected. The remaining one-half of the Directors shall be elected at alternating annual meetings of the members, and shall hold office until the second annual meeting after their election, or until their successors are elected, so as to provide for staggered terms.

Section 2. The Board of Directors shall also include the Past Presidents who are current members in good standing of the association. The Past Presidents shall have full voting privileges.

Section 3. The Directors shall conduct the administration of business of the Association and shall have full authority to act so long as such action is not inconsistent with the By-Laws.

Section 4. The Directors and Committee Chairs shall meet on the call of the President or any four members of the Board. Six Directors or four Directors and two Committee Chairs shall constitute a quorum for the transaction of any business.

Section 5. All Vacancies in the Board of Directors occurring during an unexpired term of any Director shall be filled by the Board of Directors.

Section 6. Notice of regular meetings and any special meetings of the Board of Directors shall be conveyed at least four days before any such meeting by first-class mail sent to each Director, or at least forty-eight hours before any meeting if notice is given personally, by telephone (including text message or voice messaging system), by electronic mail, or by any other system or technology designed to record and communicate messages. The notice shall state the date, place, and time of the meeting.

Section 7. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, the Directors not present provide a written waiver of notice (which may be done by electronic means), a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 8. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors of the Board were given proper notice and a majority of the directors (other than any Directors interested in a transaction so approved) consent to such action in writing (which may be done by electronic means).

Article VIII EXECUTIVE COMMITTEE

The Executive Committee of this Association shall be composed of the officers of the Association. Such committee may take any action that may be taken or delegated by the Board of Directors, provided such action is not inconsistent with the By-Laws or with a resolution of the Board of Directors.

Article IX MEETING-ELECTIONS

Section 1. ANNUAL MEETINGS.

The annual meeting of the membership shall be held at a time and place each year selected by the Executive Committee. At least thirty days advance notice of the time and place of any meeting must be given by the Secretary-Treasurer, directly or by notice from the Executive Director of the Association, to each voting member of the Association.

Section 2. NOMINATION OF OFFICERS AND DIRECTORS FOR ELECTION AT ANNUAL MEETING.

Prior to the annual meeting, the Nominating Committee (composed of the current President, President-Elect and the five immediate past Presidents) shall meet to nominate members of the Association to be candidates for officers and Board of Directors. The report of the Nominating Committee shall be mailed to all voting members not less than 40 days before the annual meeting. Other nomination may be made by written nomination filed with the Secretary-Treasurer not less than 20 days before the annual meeting. Such written nomination shall be signed by at least fifteen voting members of the Association. In the event any such nominations are filed, a revised report shall promptly be forwarded to all voting members. Those who cannot attend the annual meeting due to confining illness or absence from the country may cast their vote in writing by transmission to the Secretary-Treasurer to arrive no later than the day before the commencement of the annual meeting. Such writing shall set forth the reason for the absentee ballot.

Section 3. SPECIAL MEETINGS.

Special meetings of the membership may be called by the President, the Executive Committee, the Board of Directors, or by written request of fifteen voting members filed with the Secretary-Treasurer.

Article X EXECUTIVE DIRECTOR

The Board of Directors or Executive Committee may appoint an Executive Director of the Association. The Executive Director need not be an officer or a member and shall have such duties and shall be compensated as the Board of Directors or Executive Committee may direct.

Article XI AMENDMENT OF BY-LAWS

The By-Laws may be amended by the Board of Directors at any regularly called meeting by vote of two-thirds of the membership of the Board. They may also be amended by majority of vote of all voting members present in person at any regular meeting.

Article XII STANDING COMMITTEE CHAIRS

Section 1. Each standing committee shall have a chair who shall have the right to vote on all matters involving the conduct of the administration of Association business in conformity with these By-Laws.