

LAWYERS CLUB OF SAN DIEGO, INC.
BYLAWS
(REVISED June 2005)

ARTICLE I - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of this Corporation in the State of California shall be located in the City of San Diego, County of San Diego.

SECTION 2. OTHER OFFICES

The Board of Directors (the "Board") may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE II - OBJECTIVES AND PURPOSES

The objectives and purposes for which this Corporation is formed are:

(a) To consider and address, by all lawful means, common problems of women in the community with the overall objective of eliminating discrimination based on sex, including, without limitation:

- (1) Advancing the status of women in the law;
- (2) Supporting and improving the administration of justice;
- (3) Promoting the equality of the sexes in our society;
- (4) Empowering women to obtain jobs and to advance within the legal community commensurate with their training, experience and ability;
- (5) Promoting legislation to eliminate discrimination based upon sex and to promote equal opportunities in employment;
- (6) Supporting efforts to eliminate other forms of discrimination that may lead to gender discrimination;
- (7) Promoting the appointment and election of feminist lawyers to non-partisan appointed and elected positions;
- (8) Providing guidance to young lawyers, law students and young people;

- (9) Promoting civility in the practice of law;
- (10) Promoting more effective legal education by conducting, promoting and supporting seminars and lectures; and
- (11) Raising and distributing funds through the Corporation's Fund for Justice.

(b) To have and exercise all the general purposes and powers conferred on nonprofit corporations under the laws of California.

ARTICLE III - MEMBERSHIP

SECTION 1. ELIGIBILITY

The Corporation shall have the following classes of members. No class of members shall have any interest or property in the assets of the Corporation, and no member shall hold more than one membership in the Corporation.

- (a) Regular Members. Regular voting members must be either:
 - (1) A member in good standing of the State Bar of California;
 - (2) A judge, commissioner or referee;
 - (3) A full-time member of the faculty of an accredited law school in the State of California; or
 - (4) A retired attorney who was in good standing with the State Bar of California at the time of retirement.
- (b) Student Members. Student members must (1) be regularly attending a law school, or (2) have graduated from law school within the past one (1) year. Student members must meet such other and further qualifications as may be set by the Board. Student members shall have all rights, interests, privileges and duties as regular members, except they shall not be entitled to vote, be nominated for or serve on the Board or hold office.
- (c) Business Members. Business members are those who do not qualify for other categories of membership. Business members shall have all rights, interests, privileges and duties as regular members, but shall not be entitled to vote, be nominated for or serve on the Board or hold office.

SECTION 2. DUES

Each member in good standing must pay, within the time and on the conditions set by the Board, the annual dues in amounts to be fixed from time to time by the Board.

SECTION 3. TERMINATION OF MEMBERSHIP

(a) Causes of Termination. The membership of any member shall be terminated upon occurrence of any of the following events:

- (1) The resignation of any member;
- (2) Expiration of the period of membership;
- (3) The occurrence of any event which renders such member ineligible for membership; or
- (4) The determination by the Board, or by a committee appointed by the Board, that the member has failed in material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

(b) Procedure for Expulsion. Following any determination that a member may be subject to expulsion under Section 3(a)(4) above, the following procedure shall be followed prior to any expulsion:

(1) A notice shall be sent by prepaid first-class, or registered mail to the most recent address of the member as shown on the Corporation's records setting forth the proposed expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion and shall advise the member:

a) That the member has an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion.

b) That the hearing will be held by a special member expulsion review committee (the "Expulsion Review Committee") composed of not fewer than three directors appointed by the President.

c) Of the date, time and place of the hearing on the member's proposed expulsion.

(2) The hearing shall be held in accordance with the notice.

(3) Following the hearing, the Expulsion Review Committee shall decide whether or not the member should in fact be expelled, suspended or sanctioned in some other way. The decision of the Expulsion Review Committee shall be final.

(c) Refund of Dues. Any person expelled from the Corporation shall be eligible, upon request, to receive a pro rata refund of dues or assessments already paid.

(d) Reinstatement of Membership after Expulsion. Upon written request signed by the former member and filed with the Secretary, the Board, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership on such terms as the Board may deem appropriate.

SECTION 4. TRANSFER OF MEMBERSHIP

A member may not transfer membership to another person.

ARTICLE IV - MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board.

SECTION 2. REGULAR MEETINGS

Unless otherwise determined by the Board, regular meetings of the members shall be held monthly, except for the month of August.

SECTION 3. ANNUAL MEETINGS

The annual meeting of members shall be held during May each year, unless the Board fixes another date and so notifies the members as provided in Section 5 of this Article.

SECTION 4. SPECIAL MEETINGS

(a) Who may call special meeting. A special meeting of the members may be called for any proper purpose at any time by any of the following: the Board, the President or five percent or more of the voting members.

(b) Special meeting called by members. If a special meeting is called by members, the request shall be submitted by such members in writing, specifying the members making the request and the nature of the business proposed to be transacted. The request shall be delivered personally or sent by registered mail to the President of the Corporation. Nothing contained in this Section 4(b) shall be construed as limiting, fixing or affecting the time when a meeting of members may be called by action of the Board.

SECTION 5. NOTICE OF MEETINGS

(a) General notice contents. All notices shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of a regular or annual meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members. The Notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting on any of the following, the notice shall also state the general nature of the proposed action:

- (1) Removing a director;
- (2) Filling a vacancy on the Board by the members;
- (3) Amending the articles of incorporation;
- (4) Amending the bylaws;
- (5) Approving a contract or transaction in which a director has a material, financial interest; or
- (6) Approving a plan of distribution of assets other than cash, in liquidation.

(c) Timing of notice.

(1) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered or certified mail, that notice shall be given not less than 20 days before the meeting.

(2) Upon request in writing to the chairman of the Board, President, Vice President or Secretary by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than 35 nor more than 90 days after the receipt of the request.

(d) Manner of giving notice. Notice of any meeting of members shall be given by mail, or other written communication, charges prepaid, addressed to each member at the address of that member appearing on the books of the Corporation for the purpose of notice.

SECTION 6. QUORUM

(a) Eight percent (8%) of the voting power, represented in person, shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by law, the articles or these bylaws.

(b) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 7. ADJOURNED MEETING

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted, except as provided in Article IV, Section 6(b) above.

SECTION 8. VOTING

(a) Eligibility to vote. Persons entitled to vote shall be regular members as of the date determined in accordance with Section 11 of this Article IV, subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of casting votes. Voting by the members may be by voice or by ballot.

SECTION 9. WAIVER OF NOTICE OR CONSENT TO HOLDING OF MEETING

(a) Written waiver or consent. The transactions of any meeting of members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if, either before or after the meeting, each person entitled to vote who was not present in person signs a written waiver of notice, a consent to a holding of the meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that

meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

SECTION 10. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

(a) General. Any action that may be taken at any meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this Section 10.

(b) Solicitation of written ballots. The Corporation shall distribute by mail one written ballot to each member entitled to vote. All solicitations of votes by ballot shall:

- (1) specify a reasonable time by which the ballot must be returned to the Corporation;
- (2) set forth the proposed action; and
- (3) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(c) Approval. Approval by written ballot pursuant to this Section 10 shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Revocation. No written ballot may be revoked after delivery to the Corporation or deposit in the mails.

(e) Filing. All such written ballots shall be filed with the Executive Director of the Corporation and maintained in the corporate records.

(f) Effect of Noncompliance. Failure to comply with this Section 10 shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and

any member may petition the Superior Court of California to compel compliance with the provisions of the Law.

(g) Election of Directors. This Section 10 does not apply to the written solicitation of votes described in Article V for the election of directors.

SECTION 11. RECORD DATE FOR MEMBER NOTICE AND VOTING

(a) Record date for notices and voting. The record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held.

(b) Record date for written consent to action without a meeting. The record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day preceding the day on which the written ballots are mailed to members. When prior action by the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(c) "Record date" means as of the close of business. For purposes of Sections 11(a) and 11(b) above, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

SECTION 12. VOTING

Each regular member of record shall be entitled to cast one vote on all matters submitted to a vote of the members.

ARTICLE V - ELECTION OF DIRECTORS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Nominations. The Board shall set a time period of at least 10 days during which members shall nominate candidates for the position of director. The end of the nominating period shall precede the election date by no less than two (2) weeks. On timely receipt of a nomination, the Executive Director shall cause the names of the candidates nominated to be placed on the ballot.

(b) Nominations from the floor. If there is a meeting to elect directors, any member present at the meeting may nominate a candidate for the position of director.

(c) Solicitation of votes. If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure, as determined by the Board, that allows all nominees a reasonable opportunity to solicit

votes and all members a reasonable opportunity to choose among nominees. If, after the close of nominations the number of people nominated for the Board is not more than the number of directors to be elected, the Board may without further action, declare that those nominated and qualified to be elected have been elected.

(d) Vote Count. Two or more directors shall count the votes. The vote count shall be kept confidential.

(e) Recordkeeping. The Executive Director shall maintain a record of the voting members who submitted a ballot with the tally sheets for the vote count for each director nominee until the next election process. These records shall be kept confidential.

SECTION 2. VOTE REQUIRED TO ELECT DIRECTORS

Candidates receiving the highest number of votes shall be elected as directors.

ARTICLE VI - DIRECTORS

SECTION 1. POWERS

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

(1) Select and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these bylaws; and fix their compensation.

(2) Change the principal executive office or principal business office in the State of California from one location to another; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including the annual meetings.

(3) Adopt, make and use a corporate seal; prescribe the forms of membership certificates, if any; and alter the form of the seal and certificate.

(4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust and other evidences of debt and securities.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The number of directors shall be fifteen (15); provided, however, that the Corporation may have sixteen (16) directors if the President, elected pursuant to Article VIII, Section 2, is a director whose three (3) year term would otherwise expire under Section 3(a)(1) of this Article VI. Thirteen (13) of the fifteen (15) directors shall be elected by the members in accordance with these bylaws. Two (2) of the directors shall be appointed in accordance with Section 3(b) below. If an additional Chapter is formed in accordance with Article X, Section 2, this Section 2 shall be amended to increase the number of directors by one, which director shall be appointed in accordance with Section 3(b) below. Directors must qualify as a regular member as defined in Section 1(a) above at the time of nomination and election.

SECTION 3. ELECTION, APPOINTMENT AND TERM OF OFFICE OF DIRECTORS

(a) Elected directors. Thirteen (13) of the directors shall be elected by the membership at large. Such election shall take place at the annual meeting of the members; or by election conducted by ballot in accordance with Article IV, Section 10 of these bylaws; or at any special meeting of the members held for that purpose.

(1) Each director elected by the membership at large shall hold office for three (3) years, or until her or his successor shall have been elected and qualified.

(2) Each director appointed to fill a vacancy shall hold office until expiration of the term for which elected and until his or her successor shall have been elected and qualified.

(3) Notwithstanding anything set forth above limiting the terms of directors, a director may remain as a member of the Corporation's Board for a fourth year if that director has been elected to serve as the President of the Corporation.

(b) Appointed directors. The President of any Chapter, elected pursuant to Article X, Section 3 of these bylaws, shall be appointed to the Corporation's Board. Should the Chapter President decline appointment as a director of the Corporation, the Board of the Chapter shall designate an appointee to the Corporation's Board. Each appointed

director shall serve for a term coextensive with the term of the President of the appointing Chapter.

(c) Appointed vacancy. Each director appointed to fill a vacancy in accordance with Section 4 below shall hold office until expiration of the term for which elected and until his or her successor shall have been elected and qualified.

(d) Eligibility for reelection. A director elected for a three (3) year term shall not be eligible for reelection as a director until one (1) year after termination of said term. A director appointed from a Chapter shall be eligible for immediate election as a director after serving such appointed director's term. A director appointed to fill a vacancy shall be eligible for immediate election as a director after serving the remainder of the term for which such director was appointed.

SECTION 4. VACANCIES

(a) Events causing vacancies. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

- (1) the death or resignation of any director;
- (2) by removal of any director by resolution of the Board for one or more of the following reasons:
 - a) the director has been declared of unsound mind by a final order of court;
 - b) the director has been convicted of a felony;
 - c) on or after the date of adoption of these revised bylaws, the director has missed three consecutive regularly scheduled Board meetings without cause; or
 - d) the director has been found to have breached a duty owing to the Corporation under California Corporations Code section 7231 by final order or judgment of any court.

(b) Resignations. Except as provided in this Section 4(b), any director may resign, which resignation shall be effective on giving written notice to the President of the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may appoint a successor to take office when the resignation becomes effective.

(c) Vacancy Filled by Appointment. Each vacancy of an elected or appointed member of the Corporation's Board may be filled by appointment by the Board.

(d) No vacancy on reduction in number of directors. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board may be held at any place within or outside of the State of California that has been designated from time to time by the Board or that has been designated in the notice of the meeting. A regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 6. ANNUAL MEETING

Subsequent to each annual meeting of members, the Board shall hold a regular meeting for the purpose of election of officers (except the President, who is elected in January) and the transaction of other business. Notice to the membership of this meeting shall not be required.

SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

SECTION 8. SPECIAL MEETINGS

(a) Authority to call. Special meetings of the Board for any purpose may be called at any time by the President, any Vice President or any two directors.

(b) Notice.

(1) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) written notice by first class mail, postage paid; (ii) by facsimile; (iii) by email with confirmation of receipt by a reply email by recipient to the sender; (iv) personal notice; or (v) personal telephonic notice. All such notices shall be given or sent to the director's address or facsimile number as shown on the records of the Corporation.

(2) Time requirements. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meetings. Notices by facsimile, email, in person or telephonically shall be given at least 48 hours before the time set for the meeting.

(3) Notice contents. The notice shall provide the time and place for the meeting. However, it need not specify the purpose of the meeting.

SECTION 9. QUORUM AND VOTING

(a) Quorum of the Board. A quorum of the Board for the transaction of business, except to adjourn as provided in Article VI, Section 11, shall be a majority of the authorized number of directors; provided, however, a director serving as President of the Corporation shall not be counted in establishing a quorum of the Board.

(b) Voting. Every director shall have one vote; provided, however, a director serving as President of the Corporation shall vote only as necessary to break a tie. The act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, including, but not limited to, those provisions relating to: (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) appointment of committees; and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 10. WAIVER OF NOTICE

The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, 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. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11. NOTICE OF ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

SECTION 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Email responses will be considered to be a written consent under the following circumstances: (i) the President has authorized the request for consent to be circulated by email; (ii) the email containing the request for consent is sent to all Board members and the Executive Director; (iii) a reply consenting to the emailed consent request is received from every Board member; and (iv) a record of each Board member's emailed consent is maintained by the sender of the emailed request for consent until ratification of the action at a Board meeting. Any action authorized by email shall be put on the agenda of the next Board meeting by the requestor for ratification of the action in the minutes of the proceedings of the Board. Such action by written consent or email shall have the same force and effect as a unanimous vote of the Board. Written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII - EXECUTIVE DIRECTOR

The Board shall appoint an Executive Director of this Corporation who shall be a paid employee and who shall not be an officer or director of this Corporation. The Executive Director shall, subject to the Board and to the supervision and direction of the President, be the general manager of the Corporation and shall have control over and be responsible for the day-to-day operation of the Corporation. The Executive Director shall be directly responsible to the Board for executing the duties and responsibilities of the position in a manner which promotes the Corporation's policies, goals and objectives as established by the Board. The Executive Director, although not a member of the Board, shall have the same rights as members of the Board to notice of and to attend meetings of the Board.

ARTICLE VIII - OFFICERS

SECTION 1. OFFICERS

The officers of this Corporation shall be President, Vice President(s), Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. These enumerated officers shall be elected from the directors of the Corporation. Other officers and offices

may be established or appointed by the Board, as the Board deems necessary.

SECTION 2. ELECTION OF OFFICERS

Officers shall be elected annually by the Board. The President Elect shall be elected at the Board meeting in January and shall serve as President during the fiscal year beginning July 1st. All other officers shall be elected at the July meeting of the Board or as soon thereafter as such elections conveniently may be held for a term coextensive with the remainder of the fiscal year. New offices created by the Board may be filed at any meeting of the Board. Each officer shall hold office until such officer's successor shall have been duly elected and qualified. Officers must qualify as a regular member as defined in Article III, Section 1(a) above at the time of election.

SECTION 3. REMOVAL OF OFFICERS

Any officer elected by the Board may be removed by a two-thirds (2/3) vote of the Board whenever, in the Board's judgment, the best interest of the Corporation would be served.

SECTION 4. VACANCIES IN OFFICES

A vacancy in any office, because of death, resignation, removal, disqualification as a member or otherwise, may be filled by the Board for the unexpired portion of the term.

SECTION 5. RESPONSIBILITIES OF OFFICERS

(a) President. The President shall be the principal executive officer of the Corporation, shall serve as the Chair of the Personnel Committee, and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board; may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) Vice Presidents. In the absence of the President, or in the event of the President's inability or refusal to act, one of the Vice Presidents shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

All Vice Presidents shall serve as members of the Personnel Committee and shall perform such other duties as may be assigned by the President or by the Board from time to time.

(c) Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Corporation's records; keep a register of the mailing address of each member; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board from time to time.

(d) Assistant Secretary. In the absence of the Secretary, or in the event of the Secretary's inability or refusal to act, the Assistant Secretary shall perform the duties of the Secretary and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

(e) Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine. Any bond shall be paid for by the Corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board from time to time.

(f) Assistant Treasurer. In the absence of the Treasurer, or in the event of the Treasurer's inability or refusal to act, the Assistant Treasurer shall perform the duties of the Treasurer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer.

(g) Delegation of duties. Any of the above duties may be delegated to other Board members or non-Board members at the discretion of the Board.

ARTICLE IX - COMMITTEES

SECTION 1. COMMITTEES

The Corporation may have standing committees established by the Board from time to time. Each committee shall have as a committee member at least one member of the Board, to be selected by the Board and to serve as liaison between that committee and the Board.

SECTION 2. COMMITTEE CHAIRS; RESPONSIBILITIES

The President shall appoint the chair of each committee for a one year term on or before the July meeting of the Board. Each chair shall serve at the discretion of the President. The committee chair shall notify the President in writing of an intent to resign from a chair position with as much notice as possible prior to the resignation. The committee chair shall be responsible for notifying committee members of meetings; presiding over meetings of the committee; reporting to the President and the Board on matters acted upon or considered by the committee; maintaining minutes of committee meetings and providing copies of such minutes to the Executive Director; maintaining records of committee activities and providing copies of such records to the Executive Director; and any other responsibilities incident to the purpose and function of the committee. The committee chair shall submit to the Treasurer or Assistant Treasurer a proposed budget for the committee by June 1st of each year.

SECTION 3. PERSONNEL COMMITTEE

Working under the direction of the Board, the Personnel Committee shall have the responsibility to oversee all Human Resource related issues, including recruitment, Employee Manual, job descriptions, salaries, benefits of employment, human resource forms, performance evaluation processes, safety programs, budget related items, employee relations oversight and other personnel issues as they develop. The Personnel Committee shall be chaired by the President. The Vice Presidents shall serve as members of the Personnel Committee.

ARTICLE X - CHAPTERS

SECTION 1. CHAPTERS; PURPOSES

Chapters of the Corporation may be formed for the purposes set forth in the articles of incorporation.

SECTION 2. FORMATION

Chapters shall be formed in North San Diego County and East San Diego County and in such other geographic areas as are approved by the membership. No more than three (3) geographical Chapters shall be formed.

SECTION 3. ADMINISTRATION; CHAPTER RESPONSIBILITIES

The internal affairs of any Chapter shall be administered by the Chapter's Board ("Chapter Board"). The membership of a Chapter shall elect a Chapter Board of not less than three or more than seven persons. The Chapter shall determine the term for its board. The Chapter Board shall include, but not be limited to, the following officers: President, Secretary and

Treasurer. The Chapter President and other officers shall be elected annually by the Chapter Board from its members.

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A vacancy in any other office, because of death, resignation, removal, disqualification as a member, or otherwise, may be filled by the Chapter Board for the unexpired portion of the term.

SECTION 4. CHAPTER PRESIDENT APPOINTED TO CORPORATION'S BOARD OF DIRECTORS

The President of a geographical Chapter shall serve on the Corporation Board and shall be appointed to the Corporation Board in accordance with the provisions of Article VI, Section 3(b), of these bylaws.

SECTION 5. CHAPTER MEETINGS

A chapter may, but is not required to, hold regular meetings. A Chapter may also organize events for its membership. Chapter Board meetings shall be held at the discretion of the Chapter's Board.

SECTION 6. CHAPTER FINANCIAL RESPONSIBILITY

Each Chapter shall submit all requests for funds to cover the Chapter's own internal activities and functions to the Treasurer of the Corporation for reimbursement from the Corporation fund. All accounting information shall be made available to the Treasurer of the Corporation upon request. Each Chapter shall submit to the Treasurer or Assistant Treasurer a proposed budget for the Chapter by June 1st of each year. Budgeted funds will be governed by Article XI, Section 2.

SECTION 7. BOARD LIAISON

If the Chapter's appointee to the Corporation's Board is unable to attend a Board meeting of the Corporation, such appointee shall send a substitute. The substitute shall have the same voting rights as the appointee at such meeting of the Corporation's Board.

ARTICLE XI - GENERAL PROVISIONS

SECTION 1. ADVISORY BOARD

(a) The President may create an Advisory Board consisting of persons who are not directors, to serve at the discretion of the President.

(b) The Advisory Board shall have none of the powers referenced in Article VI, Section 1, but shall serve in an advisory capacity only to provide advice and counsel, upon request, to the President.

SECTION 2. BUDGETS AND SPENDING

Any material departures from the actions or spending authorized in a committee's or Chapter's budget request must be submitted to and preapproved by the Corporation's Board.

SECTION 3. POLICY MANUAL

The Executive Director shall maintain a policy manual containing the written policies established by the Board. A motion to open up for discussion a change in policy as previously established by the Corporation's Board will require a two-thirds approval vote of the Board. Adoption of a new written policy or replacement policy will occur pursuant to the majority vote of the Board.

SECTION 4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

Pursuant to Section 8322 of the California Nonprofit Corporation Law, the Board of the Corporation shall cause an annual statement of certain transactions and indemnifications to be sent to its members not later than one hundred twenty (120) days after the close of the fiscal year of the Corporation. If the Corporation issues an annual report to all members, this requirement shall be satisfied by including the required information, as set forth below, in the annual report. The annual statement of certain transactions and indemnifications shall describe:

(a) The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year of the Corporation to any officer or director of the Corporation; provided, that no such report need be made in the case of indemnification approved by the members; and

(b) any "covered transaction" (defined below) during the previous fiscal year of the Corporation involving

(1) more than Forty Thousand Dollars (\$40,000), or

(2) which was one of a number of "covered transactions" in which the same "interested person"

(defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Forty Thousand Dollars (\$40,000).

The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interested person's" interest in the transaction, and where practicable, the amount of such interest; provided that, in the case of a transaction with a partnership of which the "interested person" is a partner, only the interest of the partnership need be stated.

(c) For the purposes of this Section 2, a "covered transaction" is a transaction in which the Corporation, or its parent or subsidiary, was a party and in which either of the following had a direct or indirect material financial interest:

(1) any director or officer of the Corporation, or of its parent or subsidiary;

(2) any holder of more than ten percent (10%) of the voting power of the Corporation, or of its parent or subsidiary.

(d) For the purposes of this Section 2, any person described in either Sections 2(c)(1) or 2(c)(2) above is an "interested person."

SECTION 5. EXECUTION OF CONTRACTS

The Board may authorize any officer or agent to enter into any contract or execute any instrument in the name and on behalf of the Corporation and may determine the manner of such execution. Such authority may be general or limited and, unless so authorized by the Board, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount; provided, however, that any contract or instrument between the Corporation and any third person, when signed by the President or any Vice-President, and the Secretary, or Assistant Secretary, the Treasurer or Assistant Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

SECTION 6. NONLIABILITY OF OFFICERS AND DIRECTORS, INDEMNIFICATION AND INDEMNIFICATION FOR LITIGATION.

(a) There shall be no personal liability to a third person on the part of any officer or director caused by the officer's or director's negligent act or omission in the

performance of that person's duties as officer or director, if all of the following conditions are met:

- (1) The act or omission was within the scope of the officer's or director's duties;
- (2) The act of omission was performed in good faith;
- (3) The act or omission was not reckless, wanton, intentional or grossly negligent; and
- (4) The Corporation has complied with Section 4(b) below. This limitation on the personal liability of an officer or director does not limit the liability of the Corporation for any damages caused by acts or omissions of an officer or director as provided in the California Nonprofit Corporation Law.

(b) In order to obtain the full benefit of the limitation of liability set forth in Section 4(a) above, the Corporation shall make reasonable efforts, in good faith, to obtain liability insurance in the form of a general liability policy for the Corporation.

(c) The officers and directors of this Corporation and of its Chapters are and will be indemnified to the maximum extent permissible under California law.

(d) The Corporation shall have, and hereby agrees to exercise, the 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 officer, director or other agent of the Corporation or its chapters, to the full extent allowed under the provisions of Section 7238 of the California Nonprofit Corporation Law relating to the power of a Corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board determines and finds to be reasonable or, if required by said Section 7238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

SECTION 7. FINANCIAL REPORTS

(a) Accountants. The Board shall appoint and retain an accountant or accounting firm to act as the accountant for the Corporation. The accountant shall be employed to report, at least every 3 years, on the financial statements of the Corporation, including:

- (1) a statement of assets, liabilities and fund balances;
- (2) a statement of revenues (income), expenses, distributions and changes in fund balances;

(3) a statement of changes in financial position; and

(4) a schedule of projects and/or organizations to or for which funds were used or distributed for charitable purposes.

The accountant shall prepare such other reports or information as may be ordered from time to time by the Board. The accountant shall also prepare tax returns and such financial data as may be necessary for other returns or reports required by state or federal government to be filed by the Corporation.

(b) The Board shall cause a written report of its financial condition, activities and distributions to be sent to the members not less than one hundred twenty (120) days after the close of the fiscal year, and at least annually.

ARTICLE XII - AMENDMENTS

These bylaws may be amended (1) by the Board at any duly noticed regular or special meeting of the Board, provided that the proposed amendment to the bylaws is mailed to all directors at least four (4) days before said meeting; or (2) by the Board without notice if consent in writing of all of the directors is obtained, except that the Board may not amend any bylaw fixing or changing the number of directors (California Corporations Code Section 7151(b)) nor may the Board amend the bylaws in those cases enumerated in Sections 7150 (member rights), 7220(a) (directors' term of office), 7220(d) (designation of directors), 7224 (filling Board vacancies created by removal), 7512(a) (quorum of members), 7613(f)(1) (member proxy rights), 7615(a) (cumulative voting) and successor sections thereto of the California Corporations Code.

ARTICLE XIII - MEANING OF WORDS

All words used herein in the singular shall include the plural; the present tense shall include the future tense; and the feminine gender shall include the masculine gender.

CERTIFICATE OF OFFICER

I certify:

That I am the duly elected Secretary of Lawyers Club of San Diego, Inc., a California nonprofit corporation; and

That the foregoing Bylaws, constitute the Bylaws of such corporation on the date hereof.

IN WITNESS WHEREOF, I have executed this Certificate and affixed the seal, if any, of such corporation on June 8, 2005.

s/Rachel Cano

Rachel Cano, Secretary