

**BYLAWS OF  
CALIFORNIA JUDGES ASSOCIATION**

**A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I**

**NAME, OFFICE AND PURPOSES**

The name of this corporation is and shall be California Judges Association (hereinafter referred to as "the Association").

The principal office and additional offices may be located in such other places as may be determined from time to time by the Executive Board.

The purposes of the Association shall be to promote the common business and professional interests of California judges by (1) improving the administration of justice; (2) considering matters concerning the judiciary directly or indirectly; (3) supporting the Code of Judicial Ethics and interpreting same from time to time; and (4) promoting the interchange of ideas and encouraging cooperation among members of the judiciary.

The Association may, at the direction of the Executive Board, also engage in any activity permissible by a tax-exempt organization under Internal Revenue Code Section 501(c)(6).

**ARTICLE II**

**DISSOLUTION**

This Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Association shall ever inure to the benefit of any director, officer, or member thereof, or to any individual. Upon the dissolution or winding up of the Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax exempt status under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code which has as its primary purpose the welfare of the judiciary.

## **ARTICLE III**

### **MEMBERS**

#### **Section 1. Classes of Members**

The Association shall have three classes of members: regular members, associate members and judges of the State Bar Court. For purposes of electing Executive Board members only, the regular members shall be divided into sub-classes pursuant to Article V.

#### **Section 2. Eligibility for Membership**

Any active or retired judge or commissioner of any State court of California is eligible for regular membership, any full-time active or retired court referee of any court of California is eligible for associate membership and any judge of the State Bar Court is eligible for membership as such. A prospective member shall signify his or her election to join by the payment of dues. Upon such payment the judge, court commissioner or referee shall have all the privileges and responsibilities of his or her class of membership in the Association. For purposes of Article VII, Section 3, a retired judge shall be deemed a judge of the court from which he or she retired.

#### **Section 3. Voting Rights**

Each regular member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the regular members. Judges of the State Bar Court shall be non-voting members.

#### **Section 4. Termination of Association Membership**

Annual membership dues are payable on or before July 1st of each year. Failure to pay dues on or before January 1st of the next following year shall be considered an election by the member to terminate membership in the Association, and shall be deemed a resignation by the member, effective January 2, without further action by the Corporation.

The Executive Board may, by affirmative vote of two-thirds (2/3) of all board members suspend or expel a member for good cause. The member shall be given fifteen (15) days' prior notice of the expulsion or suspension and the reasons therefor. The member shall have the right to be heard in writing not less than five (5) days before the effective date of the expulsion or suspension by the Executive Board.

Any member removed from judicial office as a result of disciplinary action, effective upon the date of removal, shall be automatically removed from the Association.

#### **Section 5. Resignation**

Any member may resign by filing a written resignation with the Secretary-Treasurer, which resignation shall take effect on the date of receipt, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

## **Section 6. Dues**

Membership dues shall be payable in such amounts and at such times as may be fixed by the Executive Board of the Association provided that upon filing of a petition by 50 members in good standing, any dues increase will be subject to ratification at the next Annual Meeting. Dues shall be payable on or before the first day of July in each fiscal year. Dues of a new member shall be prorated from the first date of the month in which such new member becomes eligible for membership for the remainder of the fiscal year of the Association.

## **Section 7. Transfer of Membership and Property Rights Members**

Membership in this Association is not transferable or assignable.

# **ARTICLE IV**

## **MEETING OF MEMBERS**

### **Section 1. Annual Meetings**

An annual meeting of the members shall be held at such time and place as the Executive Board in its discretion shall determine for the purpose of transacting such business as may come before the meeting.

### **Section 2. Special Meetings**

Special meetings may be called by the President, the Executive Board, or not less than ten percent (10%) of the regular members in good standing.

### **Section 3. Place of Special Meeting**

Meetings of the membership shall be held at any place, either within or without the State of California, designated by the Executive Board. In the absence of any such designation, meetings shall be held at the principal executive office of the Association.

### **Section 4. Notice of Meeting**

Written notice of each meeting of members stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either personally or by first-class mail to each member, not less than thirty (30) and not more than ninety (90) days before the date of such meeting.

In the case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon paid. No business shall be conducted at a special meeting except that stated in the notice.

## **Section 5. Quorum and Transaction Business**

The presence of one hundred (100) members entitled to vote at any meeting, exclusive of members represented by proxies, shall constitute a quorum at such meeting. The vote of the majority of members entitled to vote present at a meeting duly held, at which a quorum is present, shall decide any question brought before such meeting, unless a greater proportion is required by law or by the Articles of Incorporation or by these Bylaws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## **Section 6. Proxies**

At any meeting of members, a regular member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. In order to exercise the proxy, the proxy holder must be a regular member in good standing and registered at the meeting with the Executive Director or his designee. No proxy shall be valid after nine (9) months from the date of its execution. In the event a motion is decided by exercise of proxy votes, a majority of the members entitled to vote and present in person may forthwith demand a vote of the entire regular membership. Such motion shall not be effective until a majority of the members entitled to vote, in a secret ballot by mail, ratifies the results of the vote on the motion. The Executive Board shall conduct, within sixty (60) days, such a vote.

## **Section 7. Voting by Mail**

Voting on all matters on which members are entitled to vote may be conducted by mail, in such manner as the Executive Board shall determine.

# **ARTICLE V**

## **EXECUTIVE BOARD**

### **Section 1. General Powers**

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the Association shall be managed, and all corporate powers shall be exercised by, or under the direction of an Executive Board. Executive Board members are designated as the Directors of this corporation.

### **Section 2. Number, Tenure and Qualifications**

The Association shall have twenty-five (25) Executive Board members. The Executive Board shall be divided into three groups, which groups shall serve staggered terms. The term of office of the Executive Board members of each group shall begin at the close of the annual meeting of members following their election to membership on the Executive Board and shall continue until the close of the annual meeting of members held in the third year following the year such Executive Board members were elected to office or until their respective successors are elected and qualified. If at any time the number of Executive Board members is increased, the Executive Board shall divide the newly created memberships on the Executive Board among

such groups as to make all groups as nearly equal as possible and shall determine to which group any newly created membership on the Executive Board shall belong.

Only regular members of the Association may serve on the Executive Board. No member shall be eligible for a second successive term. If any member of the Executive Board retires, resigns, is removed or moves to a court other than a court for which his or her seat is designated, his or her membership on the Executive Board shall forthwith terminate and a vacancy shall be declared. If such member is the duly elected President of the Association when he or she moves to a different court or retires, he or she shall remain on the Board until the end of the term as President. In this event, however, the President shall declare the representative seat to be vacant and shall appoint a new member pursuant to Article V, Section 13. The size of the Executive Board shall be increased to 26 until the end of the President's term.

The President may, with the consent of the Executive Board, declare vacant the office of any Executive Board Member who has been absent for two or more consecutive meetings of the Board without having first been excused by the President prior to the time and date of each meeting.

### **Section 3. Districts**

For the purpose of conducting elections of the members of the Executive Board from the Superior Courts, the State is divided into Districts constituted by combining counties and designated by numbers as follows:

- A) **District 1** comprising the following counties: Butte, Del Norte, El Dorado, Glenn, Humboldt, Lassen, Mendocino, Modoc, Nevada, Placer, Plumas, Shasta, Sierra, Siskiyou, Tehama, Trinity.
- B) **District 2** comprising the following counties: Alpine, Amador, Calaveras, Imperial, Inyo, Madera, Mariposa, Merced, Mono, Stanislaus, Tuolumne.
- C) **District 3** comprising the following counties: Sacramento, San Joaquin.
- D) **District 4** comprising the following counties: Colusa, Lake, Marin, Napa, Solano, Sonoma, Sutter, Yolo, Yuba.
- E) **District 5** comprising the following counties: San Francisco, San Mateo.
- F) **District 6** comprising the following counties: Alameda, Contra Costa.
- G) **District 7** comprising the following counties: Santa Clara, San Benito.
- H) **District 8** comprising the following counties: Monterey, San Luis Obispo, Santa Barbara, Santa Cruz, Ventura.
- I) **District 9** comprising the following counties: Fresno, Kern, Kings, Tulare.
- J) **District 10** comprising the county of Los Angeles.

- K) **District 11** comprising the following counties: Orange, Riverside, San Bernardino.
- L) **District 12** comprising the county of San Diego.

These districts shall be reexamined periodically, at intervals not greater than ten years, to adjust for changes in the number of judicial positions.

#### **Section 4. Composition of Executive Board Membership**

The membership of the Executive Board is comprised of:

- A) One (1) member who is a judge of the Superior Court, from each of the Districts 1 through 9. In Districts 3, 5 and 6, there shall not be three (3) consecutive representatives selected from the same county.
- B) Six (6) members from District 10, who are judges of the Superior Court.
- C) Three (3) members from District 11, who are judges of the Superior Court. Every other representative shall be selected from Orange County. There shall not be three consecutive representatives selected from San Bernardino or Riverside Counties.
- D) Two (2) members from District 12, who are judges of the Superior Court.
- E) One (1) Member at Large, representing Justices of the Supreme Court and Courts of Appeal of the State of California, who may be a member of either court.
- F) Three (3) Members at Large, representing retired judges.
- G) One (1) Member at Large, representing and elected by the California Court Commissioners Association. That Commissioner or referee elected must be a member of the California Judges Association. No commissioner or referee shall be elected from District 10 (Los Angeles) for successive terms.

The composition of the Executive Board shall be reexamined periodically, at intervals not greater than ten years, to adjust for changes, including the structure of the court system and the membership of CJA as defined by Article III, Section 4.

#### **Section 5. Nomination of Board Members**

Each of the nominating committees provided for in Section 1 of Article VII of these Bylaws shall, not later than 170 days before the annual meeting of the Association, present to the President their respective reports nominating the members of the Association for election to the Executive Board. No nominating committee shall select any of its own committee members as a candidate for election to the Executive Board. The nominations shall be mailed to each of the members respectively entitled to vote in the election for which the nominations are made not less than 150 days before the annual meeting.

Nominations for a District may also be made by separate petition signed by five (5) members of the Association from within that one District and nominations for a Member at Large may be made by separate petition signed by five (5) members entitled to vote in the election for which the nominations are made. Any such petitions shall be filed with the President not less than 125 days before the annual meeting. If a petition is filed, or if a nominating committee nominates more than one person to fill a particular vacancy, the President shall cause ballots to be prepared and mailed to each of the members respectively entitled to vote in the election for which the nominations are made not later than 105 days before the annual meeting. Such ballot shall include the names of those nominated for that District, or a Member at Large, by the nominating committee, and the names submitted by separate petition duly filed. Each member eligible to vote shall cast one (1) vote for each office to be filled without the right to cumulate votes. Only those ballots which are mailed to the Association bearing a postmark not later than 75 days before the annual meeting, and which cast votes for no more than the number of candidates for which vacancies exist, shall be counted. The Executive Board shall designate a proctor or proctors to certify the results of the election and confirm the names of those elected in each of those Districts or of the Member or Members at Large wherein a petition has been filed. If no petition is filed in a particular District or for a Member at Large, and only one person is nominated to fill a particular vacancy, the President shall declare the nominees of the nominating committee elected.

### **Section 6. Regular Meeting**

A regular annual meeting of the Executive Board shall be held without other notice than these Bylaws after, and at the same place, as the annual meeting of members. The Board may provide for the time and place, either within or without the State of California, for the holding of additional regular meetings of the Executive Board.

### **Section 7. Special Meetings**

Special meetings of the Executive Board may be called by or at the request of the President or any four (4) members of the Executive Board. The person or persons authorized to call special meetings of the Executive Board may fix any place, either within or without the State of California, as the place for holding any special meeting of the Executive Board called by them.

### **Section 8. Notice of Special Board Meetings**

Notice of any special meeting of the Executive Board shall be given at least two (2) days prior thereto either personally, by telephone, e-mail or facsimile or six (6) days' notice by first-class mail, subject to waiver of notice as provided in Article XIII of these Bylaws. All such notices shall be given by telephone to the member or sent to the address of the member of the Executive Board as shown on the records of the Association. A notice or waiver of notice need not specify the purpose of the meeting. The attendance of an Executive Board Member at any special meeting shall also constitute a waiver of notice of such meeting, except where a member of the Executive Board attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Section 9. Quorum**

A majority of the Executive Board members holding office at any point in time shall

constitute a quorum. The Executive Board members may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of Executive Board members if any action is approved by at least a majority of the required quorum for that meeting. If fewer than a majority of the members of the Executive Board are initially present at said meeting, a majority of the members of the Executive Board present may adjourn the meeting from time to time without further notice.

### **Section 10. Manner of Acting**

Action by the Executive Board shall be by a majority of the Executive Board members present at a meeting duly held at which a quorum is present unless a greater number is required by law or these Bylaws.

### **Section 11. Action Without a Meeting**

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

### **Section 12. Participation in Meetings by Means of Conference Telephone**

Members of the Executive Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

### **Section 13. Vacancies**

Any vacancy occurring in the Executive Board shall be filled by appointment by the President with the concurrence of a majority of the remaining Board members, though less than a quorum. A vacancy shall be filled by appointment of a member having the same qualification for membership on the Executive Board as his or her predecessor. A Board member appointed to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

No reduction of the authorized number of Board members shall have the effect of removing any Board member before that Board member's term of office expires.

### **Section 14.**

(a) **Events causing vacancy** A vacancy or vacancies in the Executive Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any board member; (ii) the declaration by resolution of the Executive Board of a vacancy of the office of a board member who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under the California Nonprofit Corporation law pertaining to their activities on the Executive Board; (iii) the increase of the authorized number of board members, (iv) the failure of

the members, at any meeting of members at which any board member or members are to be elected, to elect the number of board members to be elected at such meeting; (v) upon a declaration by the President with the consent of the Executive Board, as specified in Article V, section 2, if a board member fails to attend two consecutive regular meetings of the Executive Board; (vi) a change of status that served as the basis for eligibility.

(b) **Resignations** Except as provided in this paragraph, any board member may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Executive Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a board member is effective at a future time, the Executive Board may elect a successor to take office as of the date when resignation becomes effective.

### **Section 15. Compensation**

Executive Board members may not receive compensation for their services as members of the Board except for reimbursement for reasonable expenses. Nothing herein shall be construed to preclude any board member from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore or from receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

### **Section 16. No Interest in Assets**

No board member shall possess any property right in or to the property of the Association. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Executive Board shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these Bylaws.

### **Section 17. Authorization of Expenditures**

The Executive Board shall have power to authorize the expenditure of any monies of the Association, other than those described in Section 6 of Article VIII, for any purpose deemed by the Executive Board to be in the interests of the Association; but no officers of the Association, nor any other person purporting to act on behalf of the Association, shall have the power or authority to bind the Association or any member thereof, by the incurring of any liability or any debt or other obligation of any character.

## **ARTICLE VI**

### **OFFICERS**

#### **Section 1. Officers**

The officers of the Association shall be a President, two (2) Vice Presidents, a Secretary-Treasurer and such other officers as may be elected to offices created by the Executive Board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. The Executive Board may abolish any office created by it. One person may hold two or more offices, except those of President and Secretary-Treasurer, but no officer

shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

## **Section 2. Election and Term of Office**

Not less than 90 days before the annual meeting of members, the current members of the Executive Board shall meet and select from among those members who will continue to serve, the officers for the coming year.

If one (1) or more of the officers is not elected as provided herein, such officer or officers shall be elected by the Executive Board at the regular annual meeting of the Executive Board, or at a special meeting held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Executive Board.

## **Section 3. Removal**

Any officer may be removed by a two-thirds majority vote of the Executive Board whenever in its judgment the best interests of the Association would be served thereby.

## **Section 4. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may by election be filled by the Executive Board.

## **Section 5. President**

The President shall in general supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Executive Board. As provided in Article VII of these Bylaws, he or she shall appoint the members of the nominating committee. He or she may sign, with the Secretary-Treasurer or any other officer of the Association authorized by the Executive Board any deeds, mortgages, bonds, contracts or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these Bylaws or by statute to some other officer or agent of the Association, and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time. The term of the President shall be extended for one (1) year post-presidency, and he or she shall serve as an advisory (non-voting) member of the Board.

## **Section 6. Vice Presidents**

In the absence or disability or refusal to act of the President, the Vice President designated by the Board shall perform all of the duties of the President and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Executive Board or the Bylaws.

## **Section 7. Secretary-Treasurer**

The Secretary-Treasurer shall have oversight responsibility for the minutes of the meetings of the members of the Executive Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a data base of the post office address of each member and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

At the end of each fiscal year, the Secretary-Treasurer shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by a certified public accountant and shall be distributed to the membership pursuant to Article XIV. At the expiration of the Secretary-Treasurer's term of office, or upon removal, the Secretary-Treasurer shall immediately deliver over to the person designated by the President all books, money and other property in his or her charge.

If required by the Executive Board, the Secretary-Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Executive Board shall determine. He or she shall be responsible for oversight of all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws.

The Secretary-Treasurer shall chair a Finance Committee of no more than five members of the Executive Board appointed by the President. The Finance Committee shall meet from time to time to monitor and discuss Association investments, and to review the financial policies of the Association.

## **Section 8. Executive Director**

The Executive Director (ED) shall be the chief executive officer of the Association, and the title of the office shall be "Executive Director and Chief Executive Officer." He or she shall at all times implement and promote the programs and the policies of the Executive Board. He or she shall serve at-will. He or she may only be hired or fired by the Board, which shall also set the salary for the ED. The ED shall report to the President and the Board and shall keep them regularly advised of all major administrative decisions and actions concerning the Association. The ED shall be responsible for the day-to-day administration of Association affairs, and shall have authority for all aspects of subordinate employment, including job classification, salary setting, recruiting, hiring, training, supervision, appraisal, promotion, demotion, discipline and termination of all subordinates. However, the ED may not terminate any agreement with the Association's contract lobbyist without approval from the Board.

## ARTICLE VII

### COMMITTEES

#### Section 1. Nominating Committees

(a) When a vacancy on the Executive Board so requires, not less than 220 days before the annual meeting of the Association, the President shall appoint, from each of the Districts, a nominating committee of four (4) or more judges who are members of the Association reflecting the geographical composition of the bench in the district. The President shall also appoint committees of four (4) members of the Association from the Appellate Courts and retired regular members of the Association.

(b) Nominating committees shall be appointed by the president, in consultation with the presiding judges in the relevant courts of the district, facilitated by the current Board member(s) for that District.

(c) For District 10, Los Angeles, the president shall appoint a nominating committee of four (4) or more judges who are members of the Association from the Superior Court.

(d) For District 11, Orange, Riverside and San Bernardino, the nominating committees should be composed of two Superior Court judges who are members of the Association from the county which will fill the vacancy, and one each from the remaining counties.

(e) For District 12, San Diego, the president shall appoint a nominating committee of four (4) or more judges who are members of the Association from the Superior Courts.

(f) Nominating committees shall maintain as much as possible, any historic superior and geographic rotation patterns of nominees from that District.

(g) The President shall announce to each District or At-Large Committee the number of judges to be elected to the Executive Board from that committee's District or at-large group, stating separately the number of Superior Court or at-large judges required to be elected.

(h) Within 15 days after the appointment of a nominating committee, the President shall announce by first class mail or e-mail to the members of the Association in each appropriate district or at-large group, as provided in Article V, §4, the names of the members of the nominating committee and the existence of a vacancy on the Executive Board. Such announcement shall request Association members who are interested in filling a vacancy on the Executive Board to express their interest, in writing, to the nominating committee.

#### Section 2. Committees of the Executive Board

A majority of the members of the Executive Board may designate one (1) or more committees (other than the nominating committee), each of which shall consist of two (2) or more members of the Executive Board, which committees shall have and exercise the authority of the Executive Board in the management of the Association, but the designation of such

committees and the delegation thereto of authority shall not operate to relieve the Executive Board or any individual member of the Executive Board of any responsibility imposed by law.

### **Section 3. Executive Committee**

The Executive Board may designate an Executive Committee in the manner provided herein. If so designated, the Executive Committee shall be composed of the officers of the Association, plus 3 additional members, one of whom shall be the appellate representative, unless the appellate member is an officer. The President of the Association shall be the chair of this committee and its meetings shall be held, without the necessity of written notice, at such times and places as are determined by the chair. Unless the Executive Board shall otherwise provide, the Executive Committee shall represent it ad interim; the acts of the Executive Committee shall be the acts of the Executive Board. The Executive Committee shall submit a report of all its actions at each meeting of the Executive Board.

### **Section 4. Committee on Judicial Ethics**

The President of the Association shall appoint a standing Committee on Judicial Ethics, consisting of fifteen members of the Association, Executive Board liaisons, and, at the request of the committee chair if the term of the prior year's chair has expired, the prior year's chair ex officio. Such Committee shall have the following duties:

(a) It shall provide advice on ethical issues, and shall interpret the Code of Judicial Ethics by written or telephonic opinion, in response to inquiries from active or retired state court judges, appellate justices, subordinate judicial officers, temporary judges, state judicial candidates as that term is defined by the California Code of Judicial Ethics, but not including administrative law judges, workers' compensation judges or other hearing officers. Further, it may propose amendments to the Code of Judicial Ethics on behalf of the Association.

(b) It shall make recommendations to the Executive Board and the Association with reference to any amendments to the Code of Judicial Ethics proposed by any member of the Association.

(c) It shall, at the request of the Executive Board, study any problem concerning judicial ethics, and submit a report thereon to the Executive Board or to the next annual meeting of the Association, as may be directed by the Executive Board.

Ten members of the committee may render such an opinion, report or recommendation. Executive Board liaisons and the ex officio shall be full voting members of the committee.

No opinion, report or recommendation rendered by such committee shall name any judge whose conduct may have been the subject thereof.

### **Section 5. Other Committees**

The President may create, and may appoint Association members to, special committees for such purposes and for such periods of time, not to exceed the President's term of office.

## **Section 6. Term of Office**

Each member of a committee (except the nominating committee) shall continue in office until the close of the next annual meeting of the Association or until his or her successor is appointed, unless the committee shall be sooner terminated.

## **Section 7. Committee Chair**

One (1) member of each committee shall be appointed chair by the President.

## **Section 8. Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **Section 9. Quorum**

Unless otherwise provided in the resolution of the Executive Board designating a committee, twenty five percent (25%) of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **Section 10. Committee Reports**

Each committee shall submit to the Executive Board a written annual report no later than sixty (60) days before the date of the annual meeting of the Association.

## **Section 11. Rules**

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Executive Board.

# **ARTICLE VIII**

## **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Section 1. Contracts and Other Instruments**

The Executive Board may authorize any officer or officers, agent or agents of the Association to execute or deliver, or both, any contract or other instrument in the name of and on behalf of the Association.

### **Section 2. Checks, Drafts, Etc**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Executive

Board, such instruments shall be signed by the Secretary-Treasurer and counter-signed by the President or a Vice President of the Association.

### **Section 3. Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Board or its agent may select.

### **Section 4. Gifts**

The Executive Board may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association.

### **Section 5. Investment of Undesignated Association Funds**

In investing, re-investing, purchasing, acquiring, exchanging, selling and managing property for the benefit of the Association, the Executive Board shall exercise the judgment and care, under the circumstances then prevailing, which men and women of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income, as well as the probable safety of their capital. Within the limitations of the foregoing standard, the Executive Board is authorized to acquire every kind of property, real, personal or mixed, and every kind of investment, specifically including, but not by way of limitation, corporate obligations of every kind, and stocks, preferred or common, which persons of prudence, discretion and intelligence acquire for their own account.

### **Section 6. Designated Fund**

If the Association receives funds from a donor for specified or designated purposes said funds shall be maintained and accounted for separately from the general funds of the Association. The Executive Board or its agent shall have the power to authorize the expenditure of such funds in any manner which furthers the purpose for which the funds were designated. With the concurrence of the donor, or the donor's personal representative or successor, the Executive Board shall have the power to authorize the expenditure of such funds to support any activity of the Association. Notwithstanding any provision of these Bylaws or any other agreement, such funds shall be subject to Article V of the Articles of Incorporation.

## **ARTICLE IX**

### **CERTIFICATES OF MEMBERSHIP**

#### **Section 1. Certificates of Membership**

The Executive Board may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Executive Board.

## **Section 2. Issuance of Certificates**

When a member has been elected to membership and has paid such dues as may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary-Treasurer, if the Executive Board shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

### **ARTICLE X**

#### **BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Board and committees having any of the authority of the Executive Board and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

### **ARTICLE XI**

#### **FISCAL YEAR**

The fiscal year of this Association shall be July through June.

### **ARTICLE XII**

#### **INDEMNIFICATION OF EXECUTIVE BOARD MEMBERS**

Except to the extent prohibited by then applicable law, this Association shall reimburse, indemnify and hold harmless each present and future member of the Executive Board of this Association from and against all loss, cost, liability and expense, including attorneys' fees, which may be imposed upon or reasonably incurred by such Executive Board Member, including reasonable settlement payments in connection with any claim, action, suit or proceeding, or threat thereof, made or instituted, in which such Executive Board Member may be involved or be made a party by reason of being or having been an Executive Board Member of this Association or by reason of any action alleged to have been taken or omitted by such Executive Board Member in such capacity (or, if a majority of the Board is not disinterested, then independent legal counsel) determines in good faith that such Executive Board Member was acting in good faith (a) within what such Executive Board Member reasonably believed to be the scope of his or her authority or employment, and (b) for a purpose which such Executive Board Member reasonably believed to be in the best interests of the Association.

The rights of indemnification provided in this section shall inure to each person referred to in this section, whether or not the claim asserted against such person is based on matters which arose in whole or in part prior to the adoption of this section and in the event of death shall extend to such person's legal representatives. The right of indemnification provided in this section shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law or under any agreement, vote of the Executive Board or of the members of this Association or otherwise.

## **ARTICLE XIII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California or under the provisions of the Articles of Incorporation or by the Bylaws of the Association, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV**

### **ANNUAL REPORT**

Not later than one hundred twenty (120) days after the close of the Association's fiscal year, the Board may cause to be sent to the members an annual report prepared by the Secretary Treasurer pursuant to Article VI, Section 7, of these bylaws, or shall cause to be sent to the members a notice annually of the availability of said annual report and each member's right to receive a copy of the annual report, and if required by then applicable laws, shall cause to be sent to the members an annual statement of transactions and indemnifications.

## **ARTICLE XV**

### **RULES OF PROCEDURE**

#### **Section 1. Procedure at Meetings**

The current edition of Roberts' Rules of Order, shall govern the conduct of all meetings of the Association, the Executive Board, and committees except as otherwise specifically provided in these Bylaws or by vote of a majority of those present at a meeting of the members, the Executive Board, and committees.

#### **Section 2. Other Rules of Procedure**

The Association may adopt rules of procedure not inconsistent with these Bylaws by two-thirds vote of the regular members present at any annual meeting of the Association. Rules of procedure, if adopted, may thereafter be amended, suspended or repealed by a two-thirds vote of the regular members present at any annual meeting.

## **ARTICLE XVI**

### **SEAL**

The corporate seal of the corporation shall be round in form and contain the following:

California Judges Association  
Incorporated May 22, 1973  
California

## **ARTICLE XVII**

### **ADOPTION, AMENDMENT AND REPEAL OF BYLAWS**

The Bylaws may be adopted, amended or repealed by two-thirds vote of the regular members present at any annual meeting of the Association, providing the proposed change or repeal has been presented in writing to the Executive Board at least thirty (30) days before such annual meeting. Any change or repeal of these Bylaws or rules of procedure without compliance with the above requirements shall not be considered, if there is any objection, and even in the absence of objection, shall not be adopted except by unanimous vote of the members present.

## **ARTICLE XVIII**

### **JUVENILE COURT JUDGES OF CALIFORNIA**

The terms and conditions of the relationship between the Association and the Juvenile Court Judges of California contained in the Memorandum of Understanding dated September 25, 1988 are hereby recognized as permanent, subject to amendment in the manner specified therein.

## **ARTICLE XIX**

### **FORMATION OF ASSOCIATION SECTIONS**

The Executive Board may create and approve Association Sections which may meet from time to time and which may charge reasonable dues and fees, as approved by the Executive Board, to promote the needs of the Section. The purpose of any Section must be consistent with the stated purposes of this Association and be related to furthering diversity, access to justice and/or special educational or administrative needs of the judiciary. Any Rules of Procedure adopted by any section must not be inconsistent with Association Bylaws. Membership must be open to all members of the Association.

**RULES OF PROCEDURE**  
**OF THE**  
**CALIFORNIA JUDGES ASSOCIATION**

1. The Executive Board shall provide for such committees as it deems appropriate and the President shall appoint the members and chairpersons thereof. All committees shall have only such powers, duties and authority as may be conferred upon them by the Executive Board.

2. The reports of the committees of the Association and all matters of interest pertaining to the administration of justice may be considered and debated at the annual meeting. However, no committee report recommending, or matter involving, amendment of the California Constitution, changes in substantive or procedural law, questions of policy respecting the administration of justice shall be acted upon other than by reference to the Executive Board unless a proposed resolution embodying the same has been filed with the Executive Board through the President at least sixty days before the date of the annual meeting. Resolutions shall be in substantially the following form: "Resolved that the members of the California Judges Association in the (year) annual meeting assembled recommends that \*\*\*." With such resolution there shall be filed a written report covering the subject matter thereof and copies of such resolution and reports shall be circulated among the members at least thirty days before the annual meeting. The Association members shall vote to adopt or reject such resolutions or may in lieu of adoption or rejection, vote to refer the same to the Executive Board for action thereon.

All other committee reports shall be made at the annual meeting. Written reports previously circulated to the members need not be read and upon presentation shall be received and ordered filed unless there is objection.

3. A resolution presented to the Association under Rule 2 may be amended by a three-fourths vote of the regular members present, or by a plurality vote, the proposed amended resolutions may be submitted to a plebiscite of the Association.

4. All members shall have the privilege of speaking on all matters presented to the Association. However, no member except members making reports shall speak on any subject brought before the Association more than twice, nor longer than five minutes on either occasion.

5. The Executive Board with the advice of the Committee on Sponsored Legislation, shall have the discretion to determine whether or not resolutions adopted pursuant to Rule 2 which involve the passage of legislation shall be made part of the legislative program of the Association and also to determine the priority and manner of presentation of such proposed legislation.

6. The Executive Board may at anytime between annual meetings order any matter referred to a vote of the entire membership of the Association by a questionnaire submitted to each member in such form that each member can vote thereon and return the same to the Executive Board.

7. Except by specific authorization of the Association or of the Executive Board no committee, officer or member of the Association (a) shall act, or purport to act, speak or purport to speak for the Association; (b) shall publicly announce, publish, cause to be published, or release for publication any statement or declaration purporting to be the intent, position or policy of the Association.

8. Election of Officers. Pursuant to Article V of the Bylaws, the Officers of the Association shall be elected as follows:

(a) The President shall be elected from among 2nd year members of the Board. If no such member is willing to serve, then from among the 1st year Board members. The term of the President shall be extended for one (1) year post-presidency, and he or she shall serve as an advisory (non-voting) member of the Board.

(b) The President shall designate two election ballot monitors who shall not be members of the current Executive Board.

(c) The balloting shall be secret and in writing. The monitors shall distribute the ballots, collect them, count them, and report the results to the President who shall announce the winner to the Board. The vote tally shall not be announced.

(d) The order of the elections shall be:

(i) The President

(ii) The two Vice Presidents by separate elections;

(iii) The Secretary-Treasurer.

(e) The election shall include absentee ballots. A member who does not attend the meeting for the election of officers may vote by absentee ballot. The ballot stating the name of the candidate, and the office for which the candidate is proposed, shall be submitted to the secretary before the meeting in an envelope designating only the office for which the ballot is being cast. That plain envelope shall be sealed in another envelope which the voter shall sign over his or her typewritten name.

The Secretary or, if the Secretary is a candidate for an office, the person designated by the President shall open the signature envelope out of the presence of the Board and deliver the ballot envelope to the election monitors.

At the election for the office designated on the ballot envelope the election monitors shall secretly open the ballot envelope and count the ballot in the same manner as other ballots. The ballots shall be counted for the designated candidate in later run off elections for the designated office until the candidate is elected or eliminated from consideration.

(f) Each Board member shall vote for his or her choice by casting a single vote for such person from among the candidates. If one candidate receives a majority of the votes cast, he or she shall be declared elected.

(g) If no candidate receives a majority of the votes cast, the name of the candidate(s) receiving no votes and the name of the candidate with the least number of votes shall be removed from the ballot. In the event there is a tie for the least number of votes, the tying candidates shall engage in an elimination election to determine who will remain on the ballot, the candidate receiving the greatest number of votes in the elimination election shall remain on the ballot; the other candidate(s) shall be eliminated from further consideration.

(h) Another ballot shall be taken in which the Board members choose among all the candidates still remaining and not eliminated.

(i) The steps provided by paragraphs (g) and (h) shall be repeated until only two candidates remain or in an election in which one candidate has received a majority of the votes cast.

(j) If at any time three candidates are tied a second ballot shall be taken to allow any Board member to change his or her vote. If the three way tie continues, an elimination election shall be held among two of them to be determined by lot. The one who wins that elimination election shall then run against the one remaining.

(k) When only two candidates remain those two candidates shall run against each other, and the one receiving a majority of the votes cast shall be elected.

(l) At the conclusion of balloting and after the President announces the respective results, the ballots shall be placed in a sealed envelope (by office and ballot number) and delivered to the Executive Director who shall maintain the sealed envelopes in a confidential manner. Unless the election is challenged within 30 days, the Executive Director shall destroy the sealed envelopes.

9. The Executive Director shall attend all meetings of the Board, unless the subject matter is a performance review of the ED. The ED shall make recommendations to the Board on matters of Association policy, and is authorized to speak publicly on all issues involving the Association. The ED shall have authority to make all necessary expenditures in conformity with the budget approved by the Board, subject to restrictions as the Board may impose. The ED shall have authority to bind the Association to contracts, but may not sign any contract financially obligating the Association to charges not authorized in the budget, without first seeking the approval of the Board. The ED shall have check-writing authority up to the amount approved yearly by the Board at its budget meeting. The ED shall provide all necessary information concerning the Association books and accounting to the Secretary-Treasurer on a regular basis. The ED shall yearly prepare a draft budget in cooperation with the Secretary-Treasurer at least 60 days prior to the budget meeting of the Board.

(Amended 11/2/03)