

BY-LAWS
OF
ORANGE COUNTY TRIAL LAWYERS ASSOCIATION
(A Non-Profit Corporation)

ARTICLE I
NAME

This organization shall be known as:

ORANGE COUNTY TRIAL LAWYERS ASSOCIATION

ARTICLE II
PURPOSES

The purposes of the Orange County Trial Lawyers Association, a non-profit corporation, hereinafter referred to as OCTLA or the Association shall be to protect the rights of people who have been harmed by the wrongful acts of others, by providing:

- Superior education and training for attorneys;
- Access to the collective resources, knowledge, and experience of the members of the Association; and
- Promotion and support of laws which correct injustice and protect access to the civil justice system.

The Association may from time to time borrow or otherwise raise money for the herein mentioned purposes, in order to enter into, make, perform and carry out the purposes of the Association.

ARTICLE III
OFFICE

The principal office for the transaction of business of the Association is hereby fixed and located in the County of Orange, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county.

ARTICLE IV

PERSONAL LIABILITY

Section 1. All Officers and members of the Board of Directors shall be deemed the Directors of this Association for purposes of the General Non-Profit Corporation Law of the State of California.

Section 2. OCTLA shall defend and indemnify OCTLA's Directors for all claims which arise from conduct which is in the course and scope of their duties as Directors.

Section 3. This Association is a non-profit incorporated Association. The property of this Association is irrevocably dedicated to educational purposes, and no part of the net income or assets of this association shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. 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 Association, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

If this Association is formed for educational purposes, such assets shall be disposed of in such manner as they may be directed by decree from the Superior Court of the county in which the Association has its principal office upon petition therefore by the Attorney General or by any persons concerned in the liquidation.

ARTICLE V

MEMBERSHIP

There shall be seven (7) categories of members of this organization as set forth below:

A. REGULAR MEMBERSHIP shall be open to practicing members in good standing of the Bar of the State of California who:

(1) are of good moral character;

(2) engage in any field of advocacy and are committed and devoted to the concept of the fair trial, the adversary system, the jury system and a just result for the injured and those whose constitutional or other legal rights are jeopardized; and

(3) are not regularly engaged in the prosecution of criminal cases or in the defense of personal injury litigation, the defense of labor/employment litigation, or the defense of workers' compensation litigation, and who are not employed by or associated with a law firm that regularly engages in such work.

B. HONORARY MEMBERSHIP may be conferred by unanimous vote of the Board of Directors upon persons who do not qualify for regular membership. Honorary members may not vote or hold office.

C. SUSTAINING MEMBERSHIP shall be open to regular members who pay the annual dues required by the Board of Directors for sustaining membership. Sustaining members shall be entitled to discounted or free admission to events sponsored by OCTLA, as may be decided by the Board of Directors.

D. LIFETIME MEMBERSHIP shall be open to regular members who pay the one-time dues required by the Board of Directors for lifetime membership. This membership is non-transferable. Lifetime members shall be entitled to lifetime free sustaining membership benefits as those benefits were defined at the time the member became a lifetime member.

E. ASSOCIATE MEMBERSHIP shall be open to practicing members in good standing of the Bar of the State of California who are regularly engaged in the prosecution of criminal cases or in the defense of personal injury, labor/employment, or workers' compensation litigation or are employed by or associated with a law firm that regularly engages in such work. Associate Members shall have limited access to the on-line member benefits, may not attend certain OCTLA programs designated by the Board of Directors, and are ineligible to hold office or vote.

F. AFFILIATE MEMBERSHIP shall be open to an individual or entity who provides goods or services to attorneys who meet the description of regular members. Affiliate members shall have limited access to the on-line member benefits, may not attend certain OCTLA programs designated by the Board of Directors, and are ineligible to hold office or vote.

G. ADR MEMBERSHIP shall be open to an individual who advertises or regularly acts as an alternative dispute resolution ("ADR") neutral, including a mediator, arbitrator, or private settlement conference judge. Advertising may include being listed on a panel of any commercial ADR provider, or mentioning ADR services in a signature block or on other marketing materials, such as a website or business card. ADR members shall have limited access to the on-line member benefits, may not attend certain OCTLA programs as designated by the Board of Directors, and are ineligible to hold office or vote. Any individual who qualifies as a Regular Member or Associate Member but also meets the criteria for ADR Membership shall be deemed an ADR Member.

H. LEGAL ASSISTANTS, LAW SCHOOL GRADUATES AND LAW STUDENTS. Legal assistants, law school graduates not licensed to practice law and law students may be members of the OCTLA as determined by the Board of Directors, who shall establish criteria of this category from time to time and shall establish its annual dues. Legal assistants, law school graduates and law student members shall have limited access to the on-line member benefits, may not attend certain OCTLA programs designated by the Board of Directors, and are ineligible to hold office or vote.

All members shall continue to be members in good standing upon the payment of dues and the continued adherence to the objectives of the Association and to the qualifications for membership.

Application for membership in this Association must be in writing, filed with the Secretary or Executive Director and accompanied by dues for the current year, and may be subject to the majority approval of the Board of Directors present at a meeting duly held.

ARTICLE VI

MEMBERSHIP DUES

A. Annual membership shall be one year from the date the membership application is received and approved, along with full payment of dues.

B. The Board of Directors shall fix lifetime membership and annual dues for the members of this Association and any other discretionary dues for the members of this Association.

ARTICLE VII

TERMINATION AND SUSPENSION OF MEMBERSHIP

A. Any member may resign by submitting a written resignation to the President or Executive Director. Such resignation shall become effective on the date submitted, but shall not relieve the resigning member from any financial obligations, which s/he has to the Association on the date of his/her resignation.

B. A member who is disbarred shall automatically be removed from membership and may not be reinstated therein until such time as s/he shall be reinstated to the Bar of the State of California, and shall be returned to membership subject to the approval of the Board of Directors of this Association.

C. The Board of Directors shall have the summary power by a two-thirds vote of its members, to suspend, expel or terminate the membership of any member.

D. A member terminated or suspended shall not be entitled to any refund of dues.

ARTICLE VIII

MEETINGS OF THE MEMBERS

Section 1. The Association shall meet regularly in the County of Orange, State of California, on dates selected by the Board of Directors.

Section 2. SPECIAL MEETINGS: Special meetings of the members may be called at any time by the President or by the Secretary upon written application of at least seventy-five percent (75%) of the Board of Directors or fifteen percent (15%) of the active members in good standing. The application shall state the purpose of the meeting. The Secretary must send notice of special meetings as provided elsewhere in these By-Laws within thirty (30) days after receipt of a proper application for same.

Section 3. TIME AND PLACE: Any regular or special meeting shall be held at such time and place and date as the Board of Directors shall select. The Board of Directors shall select a time, place and date for a special meeting within thirty (30) days after receipt of a valid and proper application for same pursuant to Article VIII, Section 2 above.

Section 4. NOTICE: A notice stating the purpose, place, date and hour of every meeting shall be provided by the Executive Director or other individual designated by the Board of Directors to each active member in good standing of this Association at least seven (7) days prior to and not more than thirty (30) days prior to said meeting. If a member gives no address, notice shall be deemed to have been given to him or her if sent by mail or other means of communication addressed to the member's last known address.

Section 5. QUORUM: At all meetings of the Association, fifty (50) voting members, inclusive of written proxies, in good standing shall constitute a quorum.

Section 6. PROCEDURE: Each voting member in good standing shall be entitled to one vote at any meeting, regular or special. The use of written proxies at any membership meeting or Board of Directors meeting of this Association will be permitted, except as otherwise specifically provided in these By-Laws.

Section 7. CUMULATIVE VOTING: Cumulative voting shall be prohibited.

ARTICLE IX

OFFICERS

Section 1. TITLES OF OFFICERS. In reverse order of ascendancy, the Officers of the Association shall be the President, President-Elect, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Parliamentarian, and such other officers as the Board of Directors may appoint. Each officer shall serve for one year from the first of January to the thirty-first of December of the year immediately following their election or until a successor is installed.

Section 2. ADVANCEMENT AND ELECTION OF OFFICERS.

A. Advancement of Officers: There is no election of the President. The current President-Elect shall automatically advance to the position of President upon the expiration of his or her term as President-Elect.

Unless there is a timely call for a contested election (as provided for below), each Officer subordinate to the President-Elect shall advance to the immediately superior position in January of each succeeding year.

B. Qualifications for Officers: To be eligible for election to President-Elect, a candidate must be or have been an Officer of the Association for the three (3) years immediately preceding the election. The current year may be used in computing the three-year period.

To be eligible for election to any office of the Association subordinate to President-Elect, a candidate must be or have been a member of the Board of Directors for the two (2) years immediately preceding the election. The current year may be used in computing the two-year period.

C. Nomination of Parliamentarian: Any qualified member may place his or her name on the ballot for Parliamentarian by submitting to the President or Executive Director a signed statement declaring that candidate's intention to run for Parliamentarian. Such statement shall include a representation by the candidate as to whether the candidate has been the subject of any State Bar discipline and, if so, the details thereof. The President or Executive Director must

receive said declaration not later than September 25 (or the next day that is not a weekend or holiday) of the year in which the election is to occur for that candidate to be eligible for election.

D. Contested Election of Other Officers:

(1) Request for Contested Election. In the event a member who meets the qualifications to run for an Officer position wishes to seek election to an office superior to Parliamentarian, that candidate may call for a contested election and place his or her name on the ballot for a particular office by submitting to the President or Executive Director a signed letter requesting a contested election and declaring that candidate's intention to run for said office. The President or Executive Director must receive said request and declaration not later than September 25 (or the next day that is not a weekend or legal holiday) of the year in which the contested election is to occur for a contested election to be held for that office. A candidate for Parliamentarian may not seek election to any other office in a contested election, and a person calling for a contested election may seek election to a single office only.

(2) Notice of Contested Election. The President or Executive Director must notify all members of the Board of Directors of any timely requests for a contested election not later than October 3 (or the next day that is not a weekend or legal holiday).

(3) Responsive Declaration of Candidacy. Thereafter, any other qualified member of the Board may declare his or her intention to seek election to the office for which a contested election is to be held, by submitting to the President or Executive Director a signed statement declaring that candidate's intention to run for said office, to be received not later than October 15 (or the next day that is not a weekend or legal holiday). A member may not seek election to more than one office in a contested election.

E. Casting and Counting of Votes: The members of the Board of Directors shall vote for Parliamentarian, and for any office open to a contested election, at the first meeting held on or after October 17.

Before votes are cast, discussion may be had concerning the nominees for a particular office, if a motion for such discussion is made and carries. In that event, the candidates who are the subject of discussion shall adjourn to permit a candid discussion in their absence, and be summoned to return at the conclusion of such discussion and before votes are cast.

Each Board member shall be entitled to cast one vote for each office open to election. A Board member present at the meeting may cast a vote on behalf of an absent Board member only if the member who is present holds a written proxy executed by the absent Board member, which proxy shall be produced and retained for attachment to the Minutes. The votes shall be cast by secret ballot. The President shall appoint two (2) disinterested parties to count said ballots. In the event of a contested election for a particular office, a plurality of votes cast shall be sufficient to elect an officer.

Section 3. REMOVAL AND RESIGNATION: Any Officer may be removed for cause by a three-fourths majority vote of the Board of Directors at a regular or special meeting of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or the President or to the Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or for any other cause shall be filled by appointment of the President with the

approval of a majority of the Directors present at the meeting where such an appointment is announced.

Section 5. SUCCESSION: No President of the Association shall succeed himself or herself in office.

ARTICLE X

DUTIES OF OFFICERS

Section 1. PRESIDENT: The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Association.

It shall be the duty of the President to preside at all meetings as Chairperson of the Board of Directors and members and to serve as political liaison and is responsible for monitoring the political climate within Orange County and each of its political subdivisions. Unless otherwise provided for in these By-Laws, s/he shall appoint all committees and their chairmen and shall be a member ex-officio of all committees. The President shall have the power and duties of management usually vested in the office of President and shall have such other power and duties as may be prescribed by the Board of Directors or the By-Laws. The President shall sign all contracts and instruments in writing, provided they must first be approved by the Board of Directors. The President may draw checks upon the treasury when so directed by the Board of Directors. In the event of the incapacity of the President or his/her inability to fulfill the duties of the office and, upon certification of such fact by two-thirds (2/3) of the Board of Directors present at a meeting specifically called and noticed for that purpose, the remainder of this term shall be filled by the President-Elect.

The President may also issue Executive Orders. Such Executive Orders shall become effective by a majority vote of the Board of Directors. The Executive Orders may concern any issues relevant to the Association as determined by the President. The Executive Orders may include a division of the County into geographical areas and may assign to individual Board members, by seniority on the Board of Directors, the responsibilities for each geographical area set forth in the Executive Orders.

Section 2. PRESIDENT-ELECT: The President-Elect shall render assistance to and seek the counsel of the President in the performance of all duties delegated to him or her by the President. The President-Elect shall acquaint him or herself with the affairs of the Association and the office of the Presidency, and in the absence or disability of the President, the President-Elect shall perform all duties of the President and when so acting shall have all the powers and perform such other duties as from time to time may be prescribed by the Board of Directors, the By-Laws or the President. The President-Elect shall also serve as the judicial liaison and attend all meetings and conferences between the bench and the bar as a representative of OCTLA, unless otherwise as directed by the President.

Section 3. 1ST VICE-PRESIDENT: The 1st Vice-President shall be responsible for increasing the membership of the organization as well as development of additional benefits and increased communication between membership and the leadership of the organization, unless otherwise directed by the President. The 1st Vice-President shall also serve as the public affairs liaison and work towards increasing the public's awareness of OCTLA through the media community affairs involvement, unless otherwise directed by the President. The 1st Vice-

President shall assume the duties of the President-Elect in the event the President-Elect is unable to fulfill his/her duties.

Section 4. 2nd VICE-PRESIDENT: The 2nd Vice- President shall serve as educational liaison and is responsible for overseeing all educational efforts, including seminars, for O.C.T.L.A, unless otherwise directed by the President. The 2nd Vice-President shall assume the duties of the 1st Vice- President in the event the President-Elect is unable to fulfill his/her duties. The 2nd Vice- President shall render assistance to and seek the counsel of the President-Elect in the performance of all duties delegated to him/her as the 2nd Vice-President.

Section 5. SECRETARY: The Secretary shall attend all meetings of the members and the Board of Directors and shall record or cause to be recorded, all minutes and votes in a book kept for that purpose. S/he shall keep or cause to be kept, a register showing the names and addresses of the members. The Secretary shall give or cause to be given, notice of all meetings of members and the Board of Directors as required by the By-Laws or by law to be given and s/he shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the By-Laws. S/he shall have custody of valuable papers and books of the Association and shall at all times be subject to the control of the Board of Directors. In the absence of the Secretary from any meeting of the members or Board of Directors, the presiding officer shall appoint a secretary pro-tempore.

Section 6. TREASURER: The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct amounts of the properties and business transactions of the Association. S/he shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Association with such depositories as may be designed by the Board of Directors. S/he shall disburse or cause to be disbursed the funds of the Association as may be ordered by the Board of Directors and shall render to the President and directors, when they request it, an account of all transactions as Treasurer and of the financial condition of the Association and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

No obligation, debt or other liability in excess of one thousand five hundred dollars (\$1,500) shall be incurred on behalf of the Association without the specific approval of the Board of Directors. Expenditures fewer than one thousand five hundred dollars (\$1,500) shall be approved by the Executive Committee except as otherwise specified in Article XI, Section D.

Upon request of the Board of Directors, or as required by law, the Treasurer shall obtain and submit to the Board of Directors a financial report of the preceding fiscal year, audited or reviewed by a competent certified public accountant selected by the Board of Directors with the advice of the Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct amounts of the properties and business transactions of the Association. S/he shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Association with such depositories as may be designed by the Board of Directors. S/he shall disburse or cause to be disbursed the funds of the Association as may be ordered by the Board of Directors and shall render to the President and directors, when they request it, an account of all transactions as Treasurer and of the financial condition of the Association and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

No obligation, debt or other liability in excess of one thousand five hundred dollars (\$1,500) shall be incurred by the Treasurer on behalf of the Association without the specific approval of the Board of Directors. Expenditures under one thousand five hundred dollars

(\$1,500) shall be approved by the Executive Committee. The Treasurer shall prepare and submit an annual budget to the Board of Directors for approval. The budget shall be approved by a majority vote of the Board at its first regular meeting of each fiscal year.

Upon request of the Board of Directors, or as required by law, the Treasurer shall obtain and submit to the Board of Directors a financial report of the preceding fiscal year, audited or reviewed by a competent certified public accountant selected by the Board of Directors with the advice of the Treasurer.

Section 7. PARLIAMENTARIAN: The Parliamentarian shall keep and maintain the By-laws Laws of the Association. He/she shall counsel the Board of Directors regarding the interpretation of the By-laws. The Parliamentarian shall be responsible for facilitating and overseeing the elections of the Officers pursuant to Article IX, Section 2, and the Board of Directors pursuant to Article XIII, Section 4. The Parliamentarian shall be responsible for ensuring that proper parliamentary procedures are followed during Board of Directors' meetings.

Section 8. STANDING COMMITTEES: Throughout each and every year, the President may there shall be created standing committees by Executive Order of the President. For any such committees, the President shall, at the first regular meeting or at a time thereafter, assign one or more directors to chair said committees. Said chair shall be responsible for the committee, including meetings thereof, publicity therefore and shall have such other duties as from time to time may be prescribed by the Board of Directors, the By-Laws or the President.

ARTICLE XI

EXECUTIVE DIRECTOR

A. The Executive Director may be appointed by the Board of Directors. The Executive Director shall serve at the pleasure of the Board of Directors and compensation shall be fixed by the Board. No contract between the Association and the Executive Director shall be altered, including a change in the rate of compensation, without the approval of the Board of Directors.

B. In addition to the duties stated elsewhere in these By-Laws, the Executive Director shall be responsible for the proper and efficient administration of the Association's office. The Executive Director shall, unless excused by the President, attend all meetings of the Association and the Board of Directors, and shall cause the minutes of the Board of Directors meetings to be distributed to the members of the Board of Directors.

C. The Executive Director shall be empowered to state the policy of this Association as previously expressed or directed by the President or the Board of Directors of this Association. The Executive Director shall regularly confer with the President and Board of Directors for direction and communication to the membership, the judiciary, legislature and other organizations, or to the public.

D. The Executive Director shall not obligate the Association to any indebtedness in excess of \$1,000, except on prior approval of the Board of Directors. The Board of Directors shall establish a petty cash fund in an amount to be determined by the Board of Directors, which amount may be increased or reduced by the Board of Directors. The Executive Director shall

be empowered to withdraw funds from time to time from this petty cash fund for the uses of the Association in the discretion of the Executive Director.

E. The Executive Director shall not appoint any employee of the Association except upon prior approval of the Board of Directors. The salaries of all agents or employees shall be set by the Board of Directors. No position of Assistant Executive Director shall be made without the prior approval of the Board of Directors.

ARTICLE XII

ASSOCIATION POWERS

The governing powers of this Association shall be vested in the Board of Directors.

ARTICLE XIII

BOARD OF DIRECTORS

Section 1. DEFINITION: The Board of Directors shall consist of not more than sixteen (16) members in addition to the President, President Elect, all Vice Presidents, the Secretary, Treasurer, Parliamentarian, and the Immediate Past President.

Section 2: ELECTION AND TERM: The Board of Directors is elected from the active voting members in good standing. The term of office shall be one (1) year from the first of January to the thirty-first of December of the year immediately following their election. This Section does not apply to Officers, whose election and advancement are governed by Article IX, Section 2.

Section 3. VACANCIES: A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any directors or if the authorized number of Directors be increased by amendment of these By-Laws. A vacancy or vacancies shall be filled by appointment of the President with the approval of a majority of the remaining Directors present at the meeting where such an appointment is announced. Such member or members so appointed shall hold office for the term of the Director s/he replaces or until his/her successor is elected.

Section 4. REDUCTION: No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his/her term in office.

Section 5. ELECTION OF BOARD OF DIRECTORS: To run for a position on the Board of Directors of the Association (other than an Officer position), a candidate must have been a regular member in good standing of the Association for two (2) years immediately preceding the election or have served on an active committee for at least one (1) year. The current year may be used in computing these periods. To appear on the ballot, the candidate must timely submit to the President or Executive Director a signed statement setting forth his/her intention to run for the Board of Directors. Such statement shall include a representation by the candidate as to whether the candidate has been the subject of any State Bar discipline and, if so, the details thereof. The President or Executive Director must receive said statement no later than November 1 (or the next day that is not a weekend or legal holiday) in any election year for that candidate. Provided that said candidate complies with the above procedure, that candidate's

name shall be added to the ballot. (If the Board of Directors thereafter elects that candidate as an officer of the Association, that candidate's name shall not appear on the ballot.)

The Association shall hold a regular annual election for the election of the Board of Directors of the Association and this election shall be completed no later than November 30 of each year on an election date specified by the Board of Directors.

The Parliamentarian of the Association shall prepare or cause to be prepared a voting ballot in alphabetical order for all members seeking a position on the Board of Directors, with an indication as to whether such candidate is an incumbent. Access to the voting ballot shall be made available to each member of the Association eligible to vote for the Board of Directors via electronic mail (or regular mail upon request). Voting for the Board of Directors shall extend for at least a period of fifteen (15) days and the deadline to cast a vote either electronically or via mail shall be provided to the members in any communications relating to the voting ballot and shall be posted on the Association's website beginning on November 3 of each year. All voting ballots must be returned to the Association, according to instructions written on or furnished with the voting ballot, not later than 5:00 p.m. PST, on the election date, at which time the voting shall cease.

The only votes to be counted are those that are validly cast by an eligible member via electronic ballot, facsimile or mail-in ballot for members who requested a ballot via regular mail, Proxy voting is not permitted. The President shall appoint at least two (2) disinterested people or a third-party vendor hired by the Association for the purposes of counting the ballots, who shall count the ballots and certify the accuracy of the election results.

Section 6. PLACE OF MEETINGS: Regular meetings of the Board of Directors shall be held at any place within the County of Orange, which has been designated from time to time by resolution of the Board or by consent of a majority of the Board.

Section 7. SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any three (3) Directors on notice to each Director of such meeting.

Section 8. QUORUM: A majority (hereinafter defined as fifty percent (50%) plus one (1)) of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business except to adjourn as hereinafter provided. The immediate Past Presidents of the Association for the prior (3) years shall be entitled to vote as ex-officio members of the Board of Directors but shall not be included in determining the quorum of the Board. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the By-Laws.

Section 9. ADJOURNMENT: A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time, place and hour, provided, however, that in the absence of a quorum, the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 10. ATTENDANCE: Directors shall notify the President or Executive Director as practicable if unable to attend Board meetings. The absence of any Director from three (3) regular meetings during any calendar year shall subject that Director to removal from the Board upon a majority vote of the remaining members of the Board. The vacancy shall be filled by appointment of the President with the approval of a majority of the remaining Directors present at the meeting where such an appointment is announced.

ARTICLE XIV

POWER OF DIRECTORS

The Board of Directors shall have the power to call meetings of the Association when it deems it necessary to conduct, manage and control the affairs, relations and business of the Association and to make rules not inconsistent with the laws of the State of California for guidance and management of the affairs of the Association. The Board of Directors shall have the power to incur indebtedness, the terms and amounts of which shall be entered in the minutes of the Board and the note or obligation, if any, given for the same, signed officially by the President and the Secretary, shall be binding on the Association. The Board of Directors may appoint such other officers, agents or committees, as it deems necessary and shall fill all temporary or permanent vacancies that may occur during the year in any Association office.

ARTICLE XV

EXECUTIVE COMMITTEE

The Executive Committee of this organization shall consist of the President, the President-Elect, the 1st Vice-President, the 2nd Vice-President, Secretary, Treasurer, and Parliamentarian. Four (4) members of the Executive Committee shall constitute the necessary quorum for the transaction of the Executive Committee's business. The Past Presidents of the Association for the three (3) preceding years shall be entitled to vote as ex-officio members of the Executive Committee but shall not be considered in determining the quorum of the Executive Committee. The term of office shall be one (1) year from and after election, beginning January 1 of the calendar year or until a successor committee shall have been elected.

ARTICLE XVI

FISCAL YEAR

The fiscal year for the Association shall be the calendar year.

ARTICLE XVII

CONTRACTS

The Board of Directors, except as the By-Laws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or special, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power to bind the Association by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE XVIII

INSPECTION

The Association shall keep in its principal office the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times. The By-Laws will also be made available to the membership on the OCTLA website (www.OCTLA.org).

ARTICLE XIX

REVENUES

Section 1. DUES: Membership dues shall be fixed by the Board of Directors from time to time.

Section 2. WHEN DUE; WHEN DELINQUENT: Dues shall be payable on the 1-year anniversary of the date the past year's membership dues were received by OCTLA. Membership shall be considered lapsed upon 90 days delinquency of unpaid dues.

ARTICLE XX

AMENDMENTS

Section 1. BY MEMBERS: New By-Laws may be adopted or these By-Laws may be amended or repealed by a two-thirds (2/3) vote of the active voting members present at any regular or special meeting.

Section 2. BY BOARD OF DIRECTORS: The Board of Directors may adopt, amend, or repeal By-Laws. To become effective, a proposed amendment must receive a majority vote of the Directors present at a regular or special meeting of the Board of Directors and a two-thirds (2/3) majority vote of the Directors present at the next regular or special meeting of the Board of Directors.

Section 3. RESTRICTIONS: Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or a substantially similar amendment or repeal, unless this restriction is waived by a unanimous vote of a quorum of the Board of Directors.

ARTICLE XXI

POLITICAL AFFILIATION AND ADVERTISEMENTS REGARDING SAME

- A. OCTLA shall not affiliate itself with any political party.
- B. OCTLA shall not permit political candidates to post political notices on the OCTLA website or online bulletin board.

ARTICLE XXIII

RULES OF ORDER

The current edition of Roberts RULES OF ORDER shall govern the proceedings of this Association on matters not provided for in these By-Laws.

CERTIFICATION

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Orange County Trial Lawyers Association, a California corporation; and
2. That the foregoing Amended By-Laws constitute the true By-Laws of said corporation, as duly adopted at meetings of the Board of Directors and membership thereof, duly held in Orange County, California.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of October, 2016.

Jonathan Dwork, Secretary
Orange County Trial Lawyers Association