

HUMBOLDT COUNTY BAR ASSOCIATION
CONSTITUTION AND BYLAWS
RESTATED AND AMENDED IN THEIR ENTIRETY

These restated and amended Constitution and Bylaws, incorporating all prior amendments hereto, are effective as of the date approved by the Members pursuant to that procedure to amend the Constitution and Bylaws as set forth in Article X of the original.

ARTICLE I

The name of this organization shall be HUMBOLDT COUNTY BAR ASSOCIATION.

ARTICLE II

Object and Canons of Ethics

- A. The object of this Association is to maintain the honor and dignity of the profession of law, to cultivate social intercourse among its members, to promote the science of jurisprudence in the administration of justice, to cooperate with and aid the State Bar of California in the performance of the duties enjoined upon it by law, and to work with the Humboldt County Bench and Court Clerks to efficiently seek the ends of justice.
- B. The Rules of Professional Conduct adopted by the State Bar of California are made a part hereof and incorporated herein by this reference.

ARTICLE III

Membership

- A. There shall be three classes of membership, as follows:
 - 1. **REGULAR MEMBERSHIP.** Any member in good standing of the State Bar of California who is a resident of Humboldt County, California, shall be eligible for regular membership, and may become a regular member by payment to the Treasurer of the regular annual dues.
 - 2. **ASSOCIATE MEMBERSHIP.** Any paralegal employed by a member in good standing of the Association may become an associate member if sponsored by his or her employer. Associate members must pay the regular annual dues and may attend all meetings and social functions but shall not be eligible to vote or hold any office.
 - 3. **EMERITUS MEMBERSHIP.** Any inactive or former member of the State Bar of California who is a resident of Humboldt County, California, shall be eligible

for emeritus membership, and may become an emeritus member by payment to the Treasurer of the regular annual dues. Emeritus members shall be eligible to vote and hold any office.

- B. No member shall be entitled to participate in the annual meeting or be eligible to hold any office or vote on any resolution until their account for dues and assessments is paid in full. Any member who fails to pay within ten days after adjournment of the annual meeting shall be notified by the Secretary that his or her membership stands automatically suspended until payment has been received by the Treasurer. No member shall be entitled to vote on any resolution unless their annual dues are paid in full as confirmed by the Treasurer.
- C. Any member desiring to resign may tender to the Secretary a written resignation which shall be effective upon receipt.

ARTICLE IV

The fiscal year shall begin on the first day of January and end on the last day of December in each year.

ARTICLE V

Meetings

- A. The annual meeting shall be held on the first Friday during the month of December of each year at 12:00 noon at such place and on such day as the voting members may decide by a majority vote of a quorum at a preceding meeting. All officers shall be elected at the annual meeting to hold office until the next annual meeting and until their successors are elected and qualified.
- B. Regular meetings shall be held on the first Friday of each month (July and August excepted) at 12:00 noon at such place and on such date as the voting members may decide by a majority vote of a quorum at a preceding meeting. The President shall have discretion to cancel any regular meeting for good cause.
- C. Special meetings may be called at any time by the President or by the Secretary upon the written request of at least ten members in good standing provided:
 - 1. That the request contains the names and signatures of the ten requesting members, the time and place of such meeting, and the reason for calling same; and
 - 2. That a copy of said written request is mailed or emailed by the Secretary to each member at least ten days prior to the date of such meeting.
- D. A quorum for the transaction of business at any meeting shall be one-third of the voting membership or fifteen voting members, whichever is less.

- E. All meetings shall be conducted in accordance with Robert's Rules of Order, as most recently revised.

ARTICLE VI

Resolutions

- A. Resolutions, including the proposed expenditure of Association funds for charitable or other extraordinary uses, shall be adopted by the vote of a majority of members entitled to vote at any meeting of the Association in which a quorum for the transaction of business is established, provided:
 - 1. Such resolution was previously presented to the membership at an annual or regular meeting for action at the next such meeting or special meeting called for that purpose in accordance with Article V.C. above.; or
 - 2. Such resolution was mailed or emailed to the membership by the Secretary or by the member(s) proposing the resolution at least ten days prior to the annual or regular meeting at which is to be taken.
- B. Resolutions shall be adopted only by the vote of a majority of the total membership entitled to vote if presented and acted upon other than as provided in Paragraph A of this Article.

ARTICLE VII

Dues and Assessments

- A. The annual dues shall be \$100 payable on or before February 1 of each year. Annual dues may be adjusted hereafter without amendment of these Bylaws by a majority vote of those members entitled to vote present at the annual meeting. There shall be no contribution from the Association dues to any social function of the Association without the approval by majority vote of the members entitled to vote voting at any regular or special meeting.
- B. Any member may bring a guest or guests to any regular meeting of the Association. In the event that a guest is brought to a regular meeting, it is the obligation of the guest's host to remit to the Treasurer the cost of the guest's luncheon.
- C. Special assessments for the expense of banquets or other social functions, or for extraordinary expenditures, may be levied by majority vote of the members entitled to vote voting at any regular or special meeting of the Association.

ARTICLE VIII

Officers

- A. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer. The duties of said officers shall be as prescribed herein and in Robert's Rules of Order as most recently revised.
- B. The President shall preside at all meetings of the Association and shall perform such other duties as may be imposed from time to time by the Association.
- C. The Vice President shall exercise the office of the President in the latter's absence.
- D. The Secretary shall keep the minutes of all proceedings of the Association; shall keep and preserve all records, books and papers of the Association; and shall perform such other duties as may be imposed from time to time by the President or the Association.
- E. The Treasurer shall receive and safely keep and pay out all monies belonging to the Association, inform the membership of the Association's existing fund balance, and shall prepare and dispatch annual dues statements to all existing and prospective members of the Association.
- F. Vacancies in office caused by death, resignation or disqualification shall be filled by election at the next regular meeting following the occurrence of the vacancy.
- G. At least 30 days prior to the annual meeting, any eligible member may provide notice to any officer of the Association of the member's interest in serving as an Association officer for the following year. At the annual meeting, the Association officers shall present proposed officer nominees for the following year.
 - 1. At the annual meeting, officer nominations may also be made from the floor. If any nomination so made is duly seconded, that person so nominated shall be a candidate for office.
 - 2. New officers shall take office immediately upon election.

ARTICLE IX

Committees

- A. The President shall appoint members to the Bar-Bench Liaison Committee and to the Law Library Committee, each of which shall be a standing committee of the Association, and to committees as may be formed hereafter by resolution for specific purposes.
- B. The standing committees shall meet upon the call of a majority of their members and may elect or appoint a respective chair. Committees shall have such duties as are indicated by their names, and as shall from time to time be prescribed by the President or the Association.

ARTICLE X

Amendments

These Constitution and Bylaws may be amended by not less than a two-thirds vote of those members entitled to vote in which a quorum is present at any regular meeting, or at any special meeting called and held for that purpose, provided:

1. The Secretary shall have mailed or emailed to each member at least ten days before the meeting a notice of the proposed amendment; or the proposed amendment was presented at the regular meeting next preceding the meeting at which the amendment is to be acted upon.
2. An amendment germane to an amendment properly on the floor shall be in order without further compliance with this Article.

CERTIFICATE OF PRESIDENT AND SECRETARY

We, the undersigned, do hereby certify:

That we, respectively, are the duly elected and acting President and Secretary of the Humboldt County Bar Association; and

That the foregoing Constitution and Bylaws, Amended and Restated in their entirety, were duly adopted by the following vote:

44 in favor 0 against 1 abstained

at the regular/annual meeting of the Association held December 2, 2022.

Dated:

12/2/22

President

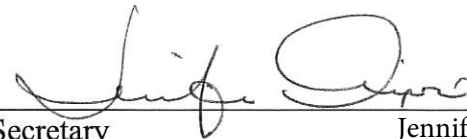


Heidi Wells

Dated:

12/2/2022

Secretary



Jennifer Dixon