

AMENDED AND RESTATED BYLAWS  
OF  
LANE COUNTY BAR ASSOCIATION

ARTICLE I

NAME OF ASSOCIATION

- 1.1 The name of the Oregon nonprofit corporation is the Lane County Bar Association (the “Association”).

ARTICLE II

PURPOSE STATEMENT

- 2.1 Purpose Statement. The principal purposes of this Association are:
1. To uphold and elevate the standards of honor, integrity and courtesy in the legal profession.
  2. To increase the usefulness and efficiency of the Bar and the quality of legal services provided to the public.
  3. To advance the science of jurisprudence and promote reformation in the law.
  4. To facilitate the administration of justice.
  5. To promote and foster diversity, equity and inclusion.
  6. To cooperate with and assist the Oregon State Bar in all respects.
  7. To promote a spirit of mutual respect among the Association’s members.
  8. To promote engagement in activities related to the legal community.

ARTICLE III

MEMBERSHIP

- 3.1 Nondiscrimination. Membership as a Regular Member, Affiliate Member, or Law School Student Member is open to all persons who meet the applicable requirements set forth below regardless of race, color, religion, sex, sexual orientation, gender identity, age, national origin, marital or veteran’s status, or disability.
- 3.2 Regular Members. Regular membership is open to all members of the Oregon State Bar, and all members of the faculty of the University of Oregon School of Law. Upon

approval of the Association's Board of Directors ("Board"), recipients of juris doctor degrees from ABA-accredited institutions who are not members of the Oregon State Bar but reside or maintain offices in Lane County, Oregon may also become Regular Members of the Association, provided that, if such a person is a member of the bar of another state, the person provides proof of good standing with that bar association. Regular Members in good standing may vote and hold any elective or appointive offices on the Board, subject to the terms and requirements set forth in these Bylaws. A member in good standing is one who is current in payment of membership dues and who has not been suspended from the Association.

- 3.3 Law School Student Members. Any student enrolled in an ABA accredited law school is eligible to join the Association. Law School Student Members may attend Association events and seminars, but may not vote, chair a committee, or become a member of the Board.
- 3.4 Affiliate Members. Any person working in a law-related area, such as a legal secretary, paralegal, or legal assistant, is eligible to join the Association as an Affiliate Member provided that such person is initially sponsored by two Regular Members in good standing. Affiliate Members may attend Association events and seminars, but may not vote, chair a committee, or become a member of the Board. Notwithstanding, an affiliate member may chair a committee upon approval of a majority of the Board.
- 3.5 Dues. Annual dues for each type of member of this Association will be established by the Board. Any member who has not paid annual dues shall not be entitled to vote or otherwise participate in the activities of the Association and the membership of such a member may be terminated at the discretion of the Board.
- 3.6 Membership Termination or Suspension. Any member may terminate membership by filing a written resignation with the Secretary at any time. Any member may be suspended from the Association by the Board, for nonpayment of dues or otherwise, at the Board's sole discretion.

## ARTICLE IV

### MEETINGS

- 4.1 Annual Meeting. The annual meeting of the membership will be held on the date and at the place and time determined by the Board.
- 4.2 Special Meetings. Special meetings of the membership may be called by the Board at a time and location designated by the Board. Special meetings may also be conducted by mail or email. All members voting in a special meeting conducted by mail or email will be considered present in person for the purpose of these Bylaws. Any business proper for consideration by the membership may be considered at a special meeting, only if such business is specified in the notice of the special meeting.

- 4.3 Notice. Written notice stating the time, place, day and purpose must be given for all annual membership meetings and special meetings and delivered to each member in person, by first class U.S. mail or by electronic transmission to each member at the last email or physical address given by the member to the Association not more than fifty (50) nor less than seven (7) days prior to the date of meeting. Notice for special meetings may be shortened when necessary as determined by the Board, so long as the notice complies with Oregon law.
- 4.4 Voting. Each Regular Member in good standing is entitled to one vote. Cumulative voting is not allowed. A majority vote of those Regular Members present at any meeting is necessary for the adoption of any matter voted thereon. The vote of a majority of the votes cast by the Regular Members in a mail or email vote will be necessary for the adoption of any matter voted thereon.

## ARTICLE V

### BOARD OF DIRECTORS

- 5.1 General Powers. The governing body of the Association is the Board of Directors. The Board is charged with the executive functions of the Association and will at all times direct its power to the accomplishment of the purposes of the Association as set forth in these Bylaws.
- 5.2 Number. The Board is composed of six (6) elected directors and four (4) elected officers (collectively referred to as “Director(s)”). By amendment of these Bylaws, the number of Directors may be increased or decreased; provided, that no decrease in number may shorten the term of any incumbent Director or reduce the number of Directors to less than six (6).
- 5.3 Ex-Officio Members. The Board may appoint members to serve as ex-officio members of the Board. Ex-officio members are not entitled to vote.
- 5.4 Quorum. A majority of the Directors constitutes a quorum for the transaction of business. A majority vote of a quorum is required for the Board to exercise its powers. Any action may be approved by the Board through written communication (including electronic transmission), such action must have unanimous approval.
- 5.6 Terms of Office. Elected directors will be elected to three (3) year terms, with staggered terminations so that approximately one third of the positions commence in June of each year. Elected officers will be elected to one (1) year terms. The term for any Director appointed to fill a vacancy under Sections 5.9 or 6.3 will be for the remainder of the term of the predecessor. Each Director must be a Regular Member in good standing.
- 5.7 Resignation. A Director may resign at any time by delivering written notice to the President or Secretary.

- 5.8 Removal of Directors. A Director may be removed with or without cause by a majority of a quorum of the Board.
- 5.9 Vacancies. The Board has the power to fill any mid-term vacancy, including an officer vacancy, occurring on the Board, by vote of a majority of a quorum.
- 5.10 Indemnification. Except as conflicts with Oregon law, every Director of the Association is indemnified by the Association against all reasonable costs, expense and liabilities, including counsel fees actually and necessarily incurred by or imposed upon any such individual, in connection with any claim, action, suit proceeding, investigation or inquiry of whatever nature in which such individual may have been involved as a party, or otherwise by reason of having been an Director of the Association, whether or not such individual continues to be such Director at the time of incurring or of the imposition of such costs, expenses or liabilities. The foregoing right of indemnification will be in addition to, and not in limitation of, all rights to which such individual may be entitled as matter of law and inures to the benefit of the legal representatives of such individual. The right to indemnity is limited to the amount payable by the Association's directors and officers insurance unless a greater amount is approved by the Board.
- 5.11 Loans Prohibited. Loans from the Association to Directors are prohibited.
- 5.12 Compensation. Directors and members of committees may be reimbursed for any expenses that are determined by the Board to be just and reasonable. Directors will not otherwise be compensated for service in their capacity as Directors.

## ARTICLE VI

### OFFICERS

- 6.1 Officer Positions. The officers of this Association are a President, a President Elect, a Secretary, and a Treasurer and such other officers and assistant officers as deemed necessary by the Board.
- 6.2 Qualifications. Each officer must be a Regular Member in good standing. Only a Director who has served a term as President Elect is qualified to serve as President of the Association. Only a Director who has served as Secretary or Treasurer is qualified to serve as President Elect of the Association. In the event there is no one qualified to serve as President or President Elect, the Board may deem any Director qualified to serve. Only current Directors are qualified to serve as Secretary or Treasurer.
- 6.3 Vacancies. A vacancy in the office of President will be filled by the President Elect. A vacancy in the office of President Elect will be filled by the Secretary or the Treasurer. A vacancy in the office of Secretary or Treasurer will be filled by vote of the membership. In the event that both the Secretary and Treasurer concurrently seek the office of the President Elect, the position will be filled by popular vote of the membership. Notwithstanding the requirements in paragraph 6.2 and 6.3, any officer vacancy that occurs during a term will be filled pursuant to paragraph 5.9.

6.4 Removal. Any officer may be removed by the Board whenever, in its judgment, the best interests of the Association would be served thereby, and must be removed in accordance with Section 5.8.

6.5 President. The President's responsibilities include the following:

1. Serve as executive officer of the Association.
2. Preside over all meetings of the Association and of the Board of Directors.
3. Appoint all standing and special committees as needed.
4. Appoint a chair for all committees.
5. Assist in determining the scope of activities and the duties of each committee in conjunction with the committee chair where such responsibilities have not been determined by the membership.
6. Represent the Association to outside groups.
7. Serve on the Judicial Applicant Review Committee, unless the President is a judicial candidate. Under that circumstance, the President's role is determined by the Judicial Applicant Review Committee policy.
8. Sign any instrument that the Board has prescribed to be executed, including checks, except when the signing and execution thereof has been delegated by the Board or by these Bylaws to some other officer or agent of the Association.
9. Inform recently appointed judges of any investiture and portrait contribution policies.
10. Any other duties as required by Association policies and procedures.

6.6 President-Elect. The President-Elect's responsibilities include the following:

1. Perform the duties of the President in the absence of the President or if the President is unable to serve.
2. Assist the President as needed.
3. Work closely as consultant and advisor to the President.
4. Carry out any special project assignments from the President.
5. Assume the office of President at the conclusion of the President's term or in the event the President's position becomes vacant.

6. Any other duties as required by Association policies and procedures.

6.7 Treasurer. The Treasurer's responsibilities include the following:

1. Possess custody of all Association funds at the appropriate financial institution.
2. Orally present to the Board at meetings, the financial condition of the Association.
3. File the Annual report to the Oregon Corporation Commission.
4. File the Association's non-profit income tax returns.
5. Sign checks on behalf of the Association.
6. Verify that Program Chairs are abiding by the Association's Financial Policy.
7. Any other duties as required by Association policies and procedures.

6.8 Secretary. The Secretary's responsibilities include the following:

1. Keep minutes at the meetings of the Association.
2. Maintain a "Policy and Procedures Manual" which consists of the current policies and procedures of the Association as adopted by the Board or the membership.
3. Maintain the corporate records of the Association.
4. Any other duties as required by Association policies and procedures.

## ARTICLE VII

### NOMINATIONS AND ELECTIONS

7.1 Nominations. The President will notify the membership of open position on the Board of Directors in advance of the expiration of a term. Any Regular Member may nominate themselves for a position for which they are eligible by sending an email to the Secretary before the end of the regular May meeting.

7.2 Ballots. The President must forthwith notify Association members of the names of the candidates to appear on the ballots and the position for which they will stand for election. The Secretary will prepare electronic ballots for voting. The ballots will designate in alphabetical order the names of each candidate.

7.3 Voting. Each Regular Member is entitled to cast one vote for each position to be filled. Between the May and June regular meetings, Regular Members will be sent electronic ballots. Members will have at least one week to complete and return their ballots.

- 7.4 Election Results. The candidates receiving the highest number of votes will be declared elected. In case of a tie vote, the winner will be determined by a coin toss. The President will announce the results of the election at the June meeting or as soon as reasonably possible after the meeting. Directors will take office on July 1st and will serve until the expiration of their term.

## ARTICLE VIII

### COMMITTEES

- 8.1 Committees. The President may appoint one or more standing committees and special committees. The designation of any committee and the delegation of authority thereto does not relieve the Board of any responsibility imposed by law or these Bylaws. The President will appoint chairs to the committees and may serve as a member of each committee. All committee appointments are subject to approval by the Board.
- 8.2 Committee Obligations and Responsibilities. The scope of activities and the duties of each committee will be determined by the chair of the committee concerned. Each committee must operate in accordance with the procedures, practices and policies set by the Board from time to time.
- 8.3 Record Keeping and Reporting. Each committee chair will report committee activity of general interest in the Bar News. Each committee chair will keep the President reasonably informed of committee activities.
- 8.4 Term of Committee Service. All committee appointments are for a period of one year or until the appointment of a successor.
- 8.5 Committee Liaison. Each committee will have an assigned Liaison who shall be a Director of the Association. Directors will choose their committee assignments. In the event that no Director volunteers for a committee, the President will assign a Director to serve as Liaison. As appropriate, Liaisons will apprise the Board of committee activities, including but not limited to whether the committee is actively meeting. The Liaison is also responsible for apprising the Board if there is a lack of interest in continuing the committee.

## ARTICLE IX

### PUBLICATIONS

- 9.1 Lane County Bar News. The Association will publish a monthly newsletter. The name of the newsletter is Lane County Bar News (the "Bar News").
- 9.2 Bar News Editor. An Editor of the Bar News publication will be appointed to manage the newsletter. The Editor serves as an ex-officio member of the Board. The Editor of the Bar News may exercise broad discretion in editing or refusing submissions, as may be appropriate in the circumstances. The Editor must seek approval from an officer of the

Board before including any flyer or supplemental material for distribution with the Bar News unless the same is related to an Association sponsored or sanctioned matter.

- 9.3 Bar News Content. Repeat submissions are discouraged, unless connected with the Association's sponsored or sanctioned activities. Non-attorney submissions (other than legal secretary want ads and related professional news items), should be accorded lowest space priority in the Bar News.
- 9.4 Bar News Subscription. Subscription will be without charge to members of the Association.

## ARTICLE X

### ADMINISTRATIVE AND FINANCIAL PROVISIONS

- 10.1 Fiscal Year. The fiscal year of the Association is July 1 through June 30.
- 10.2 Seal. The Association has no seal.
- 10.3 Books and Records. The Association will keep current books and records of account and minutes of meetings of the Board.
- 10.4 Amendment. These Bylaws may be altered, amended, or repealed by the membership at any duly constituted annual or special meeting or by the Board at a regularly scheduled Board meeting.
- 10.5 Rules of Procedure. It is recommended that the rules of procedure at meetings of the membership and of the Board be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so far as applicable and practical and when not inconsistent with these Bylaws, the Articles of Incorporation, resolutions of the Board, or pertinent statutes of the State of Oregon.