

**ARTICLES OF ASSOCIATION  
SANTA CRUZ COUNTY TRIAL LAWYERS' ASSOCIATION**

**I. NAME**

The name of this unincorporated Association is the SANTA CRUZ COUNTY TRIAL LAWYERS' ASSOCIATION.

**II. PURPOSES AND POWERS**

The purposes for which this Association is formed are to advance the art and science of jurisprudence; to maintain the honor and dignity of the legal profession; to apply the knowledge and experience of its members to the promotion of the public good; and to provide a means for networking and the sharing of information amongst its members.

A. The general purposes and powers of the Association are:

- 1) To enter into and perform contracts in its own name, provided, however, that no member of this Association shall be individually or personally liable for the debts or liabilities contracted or incurred by the Association, and, provided further, there is no presumption or inference that any member of this Association has consented or agreed to the incurring of any obligation by the Association from the mere fact of joining or being a member hereof, or by signing its Bylaws.
- 1) To enter into any of the commercial transactions authorized by the California Commercial Code.
- 1) To purchase, receive, own, hold, lease, mortgage, manage, and sell all such real estate and other property of every kind, nature, and description as may be necessary for the business purposes and objects of the Association, in accordance with Corporations Code Section 20001.
- 2) To receive gifts of real or personal property, in trust or otherwise, and to take and receive by will real or personal property necessary or useful for its business purposes and

objects.

- 1) To adopt, amend, or repeal Bylaws in such manner as may be provided therein.
- 1) To sue and be sued in its own name.
- 1) Generally to have and exercise all rights and powers now conferred, or which may hereafter be conferred, on such associations by law, or which do not contravene the law or public policy of the State of California or of the United States.

### III. PRINCIPAL OFFICE

The principal office of the Association for the transaction of its business is located in Santa Cruz County, California.

### IV. GOVERNING BODY

A. The powers of the Association shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. Said Directors shall not incur any liability on behalf of the Association in excess of the sum of \$20,000 without the prior approval of a majority of the members of the Association.

B. The qualifications, time and manner of electing, terms of office, duties and compensation, if any, and the manner of removing Directors and filling vacancies shall be as set forth in the Bylaws of this Association.

### V. MEMBERS

A. The qualifications of members of the Association, the different classes of membership, if any, the voting and other rights and privileges of members, liability for dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws.

B. If the voting or other rights or interests of different classes of membership are to be unequal, the Bylaws shall set forth the rule or rules by which the voting or other rights or interests of each member or class of members are to be

determined and exercised.

## VI. DISSOLUTION

This Association shall be dissolved and its affairs wound up only by the written vote of seventy-five percent (75%) or more of its Board of Directors.

## VII. DISTRIBUTION OF ASSETS

A. 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 the members thereof and is organized solely for nonprofit purposes.

B. On the dissolution or winding up of this Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

## VIII. ARTICLES

A. The original or a copy of these Articles as amended shall be maintained by an officer of the Association, and shall be open to inspection by all members upon reasonable notice.

B. These Articles shall be amended only by resolution duly adopted by seventy-five percent (75%) or more of a quorum of the Board of Directors.

DATED: \_\_\_\_\_, 2002

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BYLAWS  
of  
SANTA CRUZ COUNTY TRIAL LAWYERS' ASSOCIATION  
(An Unincorporated Association)

ARTICLE I

PRINCIPAL OFFICE

The Association's principal office shall be such location in the County of Santa Cruz as shall be fixed by the Board.

ARTICLE II

MEMBERSHIP

Voting membership is open to any person who is a member in good standing of the Bar of the State of California, has his/her principal office in the County of Santa Cruz, and who is:

- A. Of good moral character;
- B. Committed to the concept of a fair trial and just results for the injured and those whose constitutional or other legal rights are jeopardized;
- C. Not primarily engaged in the prosecution of criminal cases or in the defense of personal injury claims or the defense of Workers Compensation claims.

In addition to "voting" members, there shall be two (2) categories of "non-voting" members, defined as follows:

- (1) "Associate Member": Designed for attorneys primarily engaged in the prosecution of criminal cases or in the defense of personal injury or Workers Compensation claims; attorneys whose principal office is outside the County of Santa Cruz; or attorneys licensed in another State.

- (1) "Law Office Support": Legal secretaries, paralegals, law students, and any others dedicated to the promotion of justice.

### ARTICLE III

#### MEMBERSHIP DUES

- A. The fiscal year for this Association shall be June 1<sup>st</sup> to May 31<sup>st</sup> of each year.
- B. The Board of Directors shall fix annual dues for the members of the Association. Any change in the annual dues which shall be proposed shall be acted upon at least fifteen (15) days prior to its effective date.

### ARTICLE IV

#### TERMINATION AND SUSPENSION OF MEMBERSHIP

- A. Any member may resign by submitting a written resignation to the President. Such resignation shall become effective on the date submitted, but shall not relieve the resigning member from any financial obligation which he/she 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 until such time as he/she is reinstated to the Bar of the State of California, and shall be returned to membership subject only upon approval of a majority of the Board of Directors.
- C. A person suspended from practice shall be suspended from membership for as long as his/her period of suspension from practice continues, and shall be returned to membership only upon approval of a majority of the Board of Directors.
- D. A member may also be suspended or expelled from the Association due to nonpayment of dues for more than three months following written notice, unless the Board of Directors excuses said delinquency.

## ARTICLE V

### OFFICERS

A. The officers shall be: President, Vice-President, Secretary and immediate Past-President. All officers shall be members in good standing of the Association. The President and Past-President must be voting members. The Vice-President and Secretary may be a voting or Associate member.

- (1) It shall be the duty of the President to preside at all meetings as Chair of the Board of Directors. The President shall direct the affairs of the Association with the advice and consent of the Board of Directors. Unless otherwise provided for in these Bylaws, the President shall appoint all committees and their chairs. He/she shall be a member ex-officio, of all committees. He/she shall perform any and all legal duties incident to the office of the President. In the event of his/her incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) of the Board of Directors present at a meeting specially called and noticed for that purpose, the remainder of his/her term shall be filled by the immediate Past-President.
- (1) The Vice-President shall perform such duties as are delegated to him/her by the President and/or the Board of Directors, and shall preside at meetings of the Board of Directors in the absence of the President.
- (1) The Secretary shall keep the minutes of all meetings of the Association and its Board of Directors. He/she shall perform such other duties as are directed by the President.
- (1) The Past-President shall be an ex-officio member of all committees and shall advise the President and the Board of Directors in all matters as requested.

## ARTICLE VI

### BOARD OF DIRECTORS

A. The control and management of the Association shall be vested in the Board of Directors.

B. The Board of Directors of the Association shall be composed of four elected Officers and a minimum of three (3) elected members of the Board of Directors. Elections shall occur at the annual meeting. Up to twenty-five percent (25%) of the Board of Directors may be Associate members, who, during their term of office on the Board, shall be entitled to full voting rights and the right to hold the offices of Vice-President and Secretary.

C. Vacancies occurring in the Board of Directors may be filled by appointment by the President, with the advice and consent of the Board of Directors.

D. Board members who fail to attend three (3) regularly-scheduled, consecutive Board meetings may be removed by a majority vote of a quorum of the Board.

E. A quorum of the Board shall consist of five (5) members. In the absence of a quorum at any Board meeting, or portion of any Board meeting, those attending Board members may not take any action binding on the Association.

## ARTICLE VII

### MEETINGS

A. The Association shall hold its annual meeting each year in the month of June at a time and place in the County of Santa Cruz selected by the President.

B. Special meetings of the membership may be called by the President or by a majority vote of a quorum of the Board of Directors.

C. Written notice shall be given each member of the Association not less than five (5) days prior to the holding of any meeting of the Association. The notice of the meeting shall state the time and place of the meeting, the purpose of

the meeting and the business proposed to be conducted at said meeting.

D. Written notice shall be given to each member of the Board of Directors not less than five (5) days before each meeting to be held. The notice shall state the time and place of the meeting and describe in general terms the business to be taken up at the meeting.

E. Written waiver of notice may be executed in connection with the holding of any special or regular meeting of the Board of Directors and shall be effective upon execution. No additional notice shall be required for the holding of a meeting of the Board of Directors following the annual meeting of the members of the Association.

F. All notices or other required writings may be by U.S. Mail, email or fax.

G. Any matters presented to the Board of Directors or membership for vote without a meeting shall be delivered via facsimile or electronic mail at least three (3) days prior to the deadline for return of the votes. All votes shall be directed to a member designated by the President or Board of Directors. Votes sent by members in response to the facsimile or electronic mail shall be collected, counted and retained in the Association records.

## ARTICLE VIII

### VOTING

All voting may be conducted by meeting in person, U.S. Mail, email or fax, at the discretion of the President. Unless otherwise specified, a majority of a quorum of the Board of Directors is required for passage of any motion.

## ARTICLE IX

### COMMITTEES

The President shall create and appoint the Chairs of such Committees as may be appropriate or necessary to carry out the objectives of the Association. Such Committees may include, but are not limited to the following:

- 1) Membership

- 1) Programs
- 1) MCLE
- 1) CAOC Liaison
- 1) Community Relations
- 1) Bench-Bar Committee
- 1) Legislative Committee

## ARTICLE IX

### EXECUTIVE DIRECTOR

The Board of Directors may hire or contract for the services of an Executive Director. That person may receive mail on behalf of the Association, organize and implement plans for events held by the Association, contract on behalf of the organization (subject to Board approval for any contract involving more than \$1,500 potential liability), and perform other services as requested by the President or Board of Directors in fulfilling the duties of the Association. Rate of pay and other compensation shall be approved by the Board of Directors. The Executive Director shall be an authorized signatory on the Association's bank accounts.

## ARTICLE X

### PARLIAMENTARY PROCEDURE

All meetings of the Board and of the membership shall be conducted in accordance with Roberts Rules of Order (except where otherwise designated in these Bylaws) and in keeping with democratic principles and traditions so that each member shall have an opportunity to be heard and present his/her views for consideration.

## ARTICLE XI

### AMENDMENTS

These Bylaws may be adopted, amended or repealed by the vote of seventy-five percent (75%) of a quorum of the Board of Directors.

## ARTICLE XII

### ELECTIONS

A. Elections for Officers and Board Members shall be held in June of each year at the annual meeting, at the time and place designated. At least one month prior to the annual meeting, the President will appoint a nominating committee consisting of three (3) persons who will nominate one (1) person to fill each office. This slate of officers shall be approved by the Board of Directors.

B. The term for all Officers shall be one (1) year, and for all other members of the Board of Directors two (2) years.

## ARTICLE XIII

### GENDER REFERENCES

These Bylaws are intended to be gender neutral. Any reference to gender, distinction between gender, or interpretation which implies gender is unintended, improper, and of no effect.