

**AMENDED BY-LAWS
OF
ORANGE COUNTY WOMEN LAWYERS ASSOCIATION**

ARTICLE 1

NAME, PURPOSES, PRINCIPAL OFFICE, AND NOTICE

SECTION 1.1 NAME

The name of this corporation shall be: "ORANGE COUNTY WOMEN LAWYERS ASSOCIATION." The corporation may also be referred to herein as "OCWLA."

SECTION 1.2 PURPOSES

SECTION 1.2.1 General Purpose. The general purposes and powers of the Corporation are to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy, or sell personal or real property, provided, however, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

SECTION 1.2.2 Specific Purposes. The specific purposes of this Corporation are to promote excellence by:

- (a) Furthering the knowledge of the members in the practice of law;
- (b) Stimulating the interest of law students in the practice of law;
- (c) Providing a network for facilitating change for the betterment of women within the legal system;
- (d) Awarding scholarships and stipends;
- (e) Supporting pro bono legal assistance and other local charities;
- (f) Providing legal assistance to worthy causes;
- (g) Providing judicial evaluations;
- (h) Supporting affiliate organizations; and
- (i) Recognizing outstanding attorneys and jurists in Orange County.

SECTION 1.3 PRINCIPAL OFFICE

The principal office for transacting business of the OCWLA shall be at such address in Orange County, California, as may be fixed from time to time by the Board of Directors ("Board").

SECTION 1.4 NOTICE

When notice is required to be given to a member or members, it shall be given either personally, by first class or electronic mail or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of OCWLA or the address given by the member to OCWLA for the purposes of notice. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail or sent by other means of communication.

ARTICLE 2

MEMBERSHIP

SECTION 2.1 MEMBERSHIP CLASSIFICATIONS

The membership of OCWLA shall consist of Life Members, Regular Members, Friends of OCWLA, Student Members, Honorary Members, and Retired Members, as those terms are defined in this Article. The membership year of OCWLA shall be from January 1 to December 31 of each year hereafter.

SECTION 2.2 REGULAR MEMBERS

Any person who is (1) a member in good standing of the State Bar of the State of California, (2) a judge of a court of record in the State of California, (3) a full-time member of the faculty or a dean of a law school in the State of California, or (4) a member in good standing of the Bar of another state who is working in the State of California is eligible for regular membership.

SECTION 2.3 LIFE MEMBERS

Life Members are Regular Members who in lieu of paying annual dues, pay a more substantial sum, established by the Board, which covers their membership dues for their lifetime.

SECTION 2.4 FRIENDS OF OCWLA

Members of the community who do not qualify as Regular Members of OCWLA and who support the ideals and goals of OCWLA are eligible for friends of OCWLA membership. Friends of OCWLA shall have all of the rights and privileges of regular membership, except that Friends shall be ineligible to hold office or vote.

SECTION 2.5 STUDENT MEMBERS

All students who are regularly enrolled in any organized law school in Orange County are eligible to become student members of OCWLA. Student members shall have all of the rights and privileges of regular members, except that student members shall not have voting rights, nor shall they hold elected office, except that one student member from each

organized law school in Orange County shall be elected to be members of the Board. The members of any affiliate women's organization of any organized law school may select their student representative to the Board, as is consistent with their bylaws.

SECTION 2.6 HONORARY MEMBERS

Any person who has performed some distinctive public service may be elected as an Honorary Member, for such period of time as the Board may establish. An Honorary Member shall not be required to pay membership dues but shall be entitled to all the privileges of membership, except that honorary members shall not have voting rights, nor shall they hold elected office.

SECTION 2.7 RETIRED MEMBERS

Any person who has retired from the practice of law and has placed his/her California State Bar Membership in an inactive status and any person who has retired from the bench and has not resumed the practice of law is eligible to become a Retired Member. The dues for a retired member shall be at the same level as the dues for a student member. A Retired Member shall have all the rights and privileges of a regular member, including the right to vote and hold office.

SECTION 2.8 ADMISSION TO MEMBERSHIP

All persons desiring to become an active member of OCWLA shall submit to OCWLA a written application signed by the applicant.

SECTION 2.9 APPLICATION OF FEES AND DUES

Each applicant for membership, with the exception of Honorary Members, must pay, within the time and on the conditions set by the Board, the annual membership dues. Membership dues shall be determined by the Board from time to time. The Board has complete authority to set various dues by different categories. The Board shall have the power to remit or waive the dues of any member, or members, entirely or partially, and shall give particular attention to waivers based upon financial hardship. Dues shall accompany the initial application and shall be payable on January 1 of each year, and are delinquent on March 1 of each year.. Those members whose dues are not paid, nor satisfactory arrangements made with the Treasurer and approved by the Board shall be subject to involuntary termination from membership as set forth in Section 2.10. Admission of new members shall be effective upon submitting the written application along with the membership dues to OCWLA.

SECTION 2.10 TERMINATION OF MEMBERSHIP

Membership may be terminated by resignation, non-payment of dues, or by expulsion for good cause by a two-thirds majority of the total Board at a meeting called for the purpose of considering such matter. Fifteen (15) days written notice shall be given to any member of any meeting at which his or her expulsion is to be voted upon; whereby the member shall be

entitled to a hearing before the Board upon the execution of written application therefore by the member, which hearing shall be held not less than ten (10) nor more than thirty (30) days following the delivery of the member's application to the secretary of OCWLA within ten (10) days of the mailing or personal service of the notice of expulsion, or else the member shall be deemed to have waived the right to a hearing as provided herein. In the event the Board votes to expel the member, the member may file a written appeal with the secretary of the Corporation not later than ten (10) days after the mailing or personal service of the notice of the date of expulsion and the membership shall thereupon consider the matter at its next regular meeting or at any special meeting called for such purpose. A two-thirds vote of the Regular and Student Members in attendance at such meeting shall be necessary to vacate and override any vote of expulsion by the Board. Notices to the member shall comply with Section 1.4.

SECTION 2.11 MEMBERSHIP ROSTER

The Treasurer shall maintain a roster of all members of OCWLA. Membership in OCWLA shall not be transferable or assignable in any manner.

ARTICLE 3

OFFICERS AND DIRECTORS

SECTION 3.1 OFFICERS

The officers of OCWLA shall be a President, President-Elect, Vice-President, Treasurer and Secretary, each of whom shall also serve as a Director. These officers shall have served on the Board of Directors to be eligible for office. No person shall hold the same office for more than two consecutive terms, except with approval of the Board.

SECTION 3.2 TERM OF OFFICE

The officers of OCWLA shall be elected for a term of one calendar year, commencing on the date of the annual installation and ending on the date of the annual installation of the next Board.

Any vacancy shall be filled by appointment by the Board. Anything to the contrary herein notwithstanding, all officers and directors shall hold office until their duly elected or appointed successors shall relieve them of their duties.

SECTION 3.3 DUTIES OF OFFICERS

PRESIDENT: The President shall preside at all general meetings of OCWLA and at all meetings of the Board, appoint chairpersons and initiate and coordinate the activities and programs of OCWLA. Each chairperson shall appoint committee members subject to the approval of the President. The President shall have such other powers and perform such other duties not inconsistent with the Articles of Incorporation and the By-Laws of OCWLA as are usually exercised by Presiding Officers. The President shall be an ex-officio member of all committees, with the right to vote at all committee meetings.

PRESIDENT-ELECT: The President-Elect shall be an active aide to the President and shall be thoroughly acquainted with the affairs and personnel of OCWLA. The President-Elect shall serve on all committees as a member ex-officio with the right to vote. The President-Elect shall perform all of the duties of the President during the latter's absence or inability to act, and when so acting, shall have all of the powers of the President. The President-Elect shall automatically become the President upon a vacancy in the office of President.

VICE-PRESIDENT: The Vice-President shall be responsible for the programs to be presented at the general meetings of OCWLA including the engagement of speakers, the dissemination of publicity, and the distribution of meeting announcements to the legal community.

SECRETARY: The Secretary shall be responsible for the taking of the minutes at each meeting of the Board, and the transcription and distribution of such minutes to the members of the Board, as well as handling the correspondence of OCWLA.

TREASURER: The Treasurer shall be responsible for the collection of the dues of OCWLA and for making the necessary disbursements thereof, subject to the approval and shall be prescribed by the Board, and for preparing and presenting the Treasurer's Report.

SECTION: 3.4 BOARD OF DIRECTORS

The Board shall consist of nine (9) members at large to be elected by the general membership. In addition, the Board shall include the student representatives as discussed in Section 2.5. The immediate past president shall serve on the Board, with all voting rights. All other past presidents shall serve on an Honorary Board and shall be invited to all Board meetings but shall not have voting rights. All committee chairs shall serve on the Board as standing ex-officio members without voting rights.

SECTION: 3.5 DIRECTORS

Directors shall be elected at the annual meeting of OCWLA by majority vote of the membership who has cast a ballot.

SECTION 3.6 POWERS AND DUTIES

The Board shall generally manage the affairs of OCWLA subject to, and in accordance with, the Articles of Incorporation and these By-Laws. The Board shall have the power to employ such employees as it may in its discretion deem proper, and perform such other duties as prescribed by these By-Laws or Resolutions of OCWLA. The Board may delegate to the President, or to the employees of OCWLA such duties deemed necessary or advisable for the normal functioning of OCWLA.

SECTION 3.7 ATTENDANCE

Any member of the Board who has three (3) absences without good cause within any calendar year will be deemed to have resigned from the Board. The remaining members of the Board shall determine the sufficiency of the good cause.

SECTION 3.8 VACANCIES

In the event that an office becomes vacant or there is a vacancy in the membership of the Board, the same shall be filled by a majority vote of the remaining members of the Board. A vacancy may occur by reason of death, disability, resignation, or removal. A Director or Officer may be replaced by vote of three-fourths of the Board members in attendance at any duly held meeting of the Board provided, however, that at least fifteen (15) days written notice has been given such Director or Officer, except in the case of three unexcused absences from the Board meetings. In such case, a majority of the Board may vote to replace such Board member and a new member appointed to fill such vacancy by a majority of the remaining members of the Board.

SECTION 3.9 INDEMNIFICATION

The Board may vote for the organization to indemnify the officers, directors, agents, and employees of OCWLA pursuant to Corporations Code Section 7237.

ARTICLE 4

ELECTION OF OFFICERS AND DIRECTORS

SECTION 4.1 NOMINATING COMMITTEE

On or before September 1, of every year before the November meeting or as otherwise determined by the Board, the President shall appoint a nominating committee consisting of at least three members who shall nominate at least one person for each office to be filled and each directorship to be voted upon. The chairperson of the Nominating Committee shall be the President-Elect.

SECTION 4.2 ELECTION AND TERM OF OFFICE

The President-Elect, Vice-President, Treasurer and Secretary shall be moved in succession towards Presidency. Each position shall be confirmed by election of the members during the annual election. Should an office, in addition to Secretary, become available then each Director shall move up filling the top spots. The remaining positions shall be decided at the annual election.

SECTION 4.3 ELECTION PROCESS

Section 4.3.1 Slate.

By September 1 of every year, or as otherwise determined by the Board, the Chairperson of the Nominating Committee shall notify the Members, via mail or email, as determined by the Board, and pursuant to Section 1.4, of the opportunity to present nominations for consideration for election. Nominations for any office or directorship may be submitted by any Regular Member, in writing, to the Chairperson of the Nominating Committee no later than September 15 of each year.

At the September Board Meeting of every year, the Nominating Committee shall report to the Board, presenting one or more nominees for each open office and for each open directorship to be filled at the election (the "Slate"). At the October General Meeting, the Nominating Committee shall present the Slate, and the President shall call for nominations from the floor, which names shall be added to the ballot.

Section 4.3.2. Ballots.

A ballot containing the nominations with a blank "write-in" space after each office and an appropriate "write-in" space for a directorship, shall be sent to each Regular Member, via mail or email, as determined by the Board, and pursuant to Section 1.4, following the October General Meeting.

Section 4.3.3. Voting.

All Regular Members shall have the right to vote for nominees named on the ballot, or for any Regular Member of OCWLA whose name may be written on the ballot. Ballots must be returned to the Chairperson of the Nominating Committee, signed by the member or identified by bar number by the Member, no later than the November meeting (the "Election Closing Date"), which shall be specified on the Ballot.

Section 4.3.4. Votes to Elect.

A plurality of votes cast shall be sufficient to elect an officer or director. If two (2) or more candidates for one office shall receive an equal vote, a vote shall be taken at the first regular monthly meeting of the Board after the close of the election, or at the final meeting of the election process and a majority of those members voting shall be sufficient to elect the candidate.

Section 4.3.4 Election Results.

The Chairperson of the Nominating Committee or such other members appointed by the President shall act as tellers to tally the ballots and announce the results of the election at the close of the November meeting.

ARTICLE 5

MEETINGS AND FISCAL YEAR

SECTION 5.1 GENERAL MEETINGS

There shall be a minimum of 10 (ten) general meetings each year, including the Annual Meeting. The meetings shall be held monthly at such time and place to be fixed by the Board. It is the intention of OCWLA to present programs of interest to the legal community.

SECTION 5.2 ANNUAL MEETING

The Annual Meeting shall be held on the first Tuesday in November, at 12:00 p.m. at the principal offices of OCWLA, unless otherwise fixed by the Board upon ten (10) days written notice provided consistent with Section 1.4.

SECTION 5.3 SPECIAL MEMBERSHIP MEETINGS

Special meetings of the membership may be called by the President or the Board upon ten (10) days written notice as is consistent with Section 1.4.

SECTION 5.4 REGULAR DIRECTORS' MEETINGS

Regular meetings of the Board shall be held monthly at such places and times that meet the approval of the Board.

SECTION 5.5 SPECIAL DIRECTORS' MEETINGS

Special meetings of the Board may be called by the President or by the Board upon five (5) days written Notice mailed to each Director.

SECTION 5.6 WAIVER OF NOTICE

Notices may be waived in connection with the holding of any special meeting of the Directors upon motion duly made, seconded, and carried; no notice shall be required for the holding of any regular meeting of the Board.

SECTION 5.7 FISCAL YEAR

The fiscal year of OCWLA shall commence January 1 of each year.

SECTION 5.8 QUORUM

A majority of the number of Directors then holding office shall constitute a quorum to transact business of the Board.

SECTION 5.9 PROXY VOTES

No proxy votes shall be permitted.

ARTICLE 6
COMMITTEES

SECTION 6.1 SPECIAL COMMITTEES

The President shall create and appoint the chairman of such committees as may be appropriate or necessary to carry out the objectives of OCWLA.

SECTION 6.2 STANDING COMMITTEES

The Board may from time to time designate standing committees which shall be permanent in nature and the committee chair shall be appointed by the President.

ARTICLE 7
CODE OF ETHICS

The Code of Ethics of the Association shall consist of the California State Bar Rules of Professional Conduct, the American Bar Association's Model Rules of Professional Conduct, and all amendments and replacements which may be promulgated. If there is a conflict among any provisions, the California State Bar Rules shall be controlling.

ARTICLE 8
AMENDMENTS

These By-Laws may be amended by the membership. There must be a notice of meeting sent out at least ten (10) days before the meeting stating the intention of amending the By-Laws at the meeting and a copy of the proposed amendment shall accompany the notice of the meeting. The membership may amend By-Laws by a majority of those present at the meeting.

Any member may request the Board to authorize the introduction of motions in support of any issue which complies with the purposes of OCWLA to the general membership. If authorized by the Board, the motion shall be submitted in writing at least ten (10) days prior to the membership meeting and shall contain the name of the proponent and a statement giving the reasons for its endorsement.

Upon a majority of the members present at the meeting, the motion shall become endorsed by OCWLA for public record.