

**BYLAWS OF
NAPA COUNTY BAR ASSOCIATION**

ARTICLE I

NAME OF ORGANIZATION

Section 1. The name of this Association shall be the NAPA COUNTY BAR ASSOCIATION (hereinafter the “Association”).

ARTICLE II

OBJECTS AND PURPOSES OF THE ASSOCIATION

Section 1. Recognizing our obligation to serve our community with fidelity and efficiency, the objects and purposes of this Association are:

- A. To stimulate a high order of professionalism in the legal community;
- B. To further our knowledge of the law, and to uphold its honor and dignity;
- C. To disseminate information and knowledge of interest to our members;
- D. To create a high standard of ethics among our members;
- E. To further the interest of attorneys and judges;
- F. To establish good fellowship among the members of this Association; and
- G. To promote the legal profession to the general public.

Section 2. This Association shall be nonsectarian, nonpartisan, and nonprofit.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership. There shall be at least three (3) classes of members in this Association:

A. Active. Persons licensed to practice law or who are retired attorneys and judges who live or work in the County of Napa.

B. Honorary. Superior court judges and Commissioners currently serving in the County of Napa. Honorary members shall not be liable for the payment of dues to the Association.

C. Associate. Persons who are interested in the purposes of the Association or college or law students who are, or may be, interested in the practice of law. Graduates of law school prior to their admittance to the bar may become Associate members.

D. The Executive Committee may, from time to time, add other classes of membership to the Association.

Section 2. Application for Membership An application for membership may be presented in writing to the Treasurer of the Association, accompanied by the annual dues for that fiscal year. All applications shall be deemed accepted when submitted with the required dues.

ARTICLE IV

DUES

Section 1. Annual Dues. The dues for an active member of this Association shall be determined for the coming fiscal year by a majority vote of the Executive Committee at the last Executive Committee meeting of the year. Such annual dues shall be payable at the time of application for membership and thereafter annually at the beginning of each fiscal year. The dues shall remain the same until changed by an affirmative vote of the Executive Committee. The Executive Officers may *pro rate* dues for partial year memberships for ~~brand~~-new first time members who have submitted a membership application after September 1 of each calendar year.

Section 2. Member in Good Standing. A member is in good standing only when that member's current dues to this Association are paid. Any member may resign from membership at any time, but may be reinstated during the current fiscal year by approval of the Executive Committee and payment of unpaid member's dues.

Section 3. Delinquency and Reinstatement.

A. Delinquent Dues. When dues of a member are not paid to the Association prior to February 28, such dues shall be considered delinquent and such member's profile will be removed from the Association's website, without notice. Said member's membership shall be suspended and he/she shall lose all rights and privileges as a member of the Association.

B. Reinstatement. Non-renewing members whose dues have not been paid by February 28, may be reinstated upon payment of the Association's dues. Non-renewing members whose local dues shall have lapsed for more than one year shall comply with Article III, Section 2 of these bylaws.

Section 4. Assessments. Assessments for any purpose may be levied in the following manner:

A. A resolution setting forth the amount and purpose for which the assessment is to be used shall be presented at a meeting of the Executive Board.

B. No less than one (1) month after presentation of such resolution, it shall be voted upon and may be adopted by two-thirds (2/3) vote of the members attending a regular meeting.

ARTICLE V

EXECUTIVE OFFICERS, EXECUTIVE COMMITTEE AND ELIGIBILITY

Section 1. Elected Officers. The elected officers of this Association shall be: President and Vice President.

Section 2. Appointed Officers. The Secretary, ~~the~~ Treasurer, and such other officers of this Association may be appointed from time to time by the President. Any appointed officer may be removed by a majority vote of the Executive Committee.

The President, Vice President, Secretary, and Treasurer of this Association shall hereinafter ~~may sometimes~~ be referred to as the “Executive Officers.”

Section 3. Eligibility for Office.

A. Any nominee for an elective office or appointee must be, at the time of nomination or appointment, an active member of the Association in good standing for at least one (1) year, and either employed in work of a legal nature in the County of Napa or living in the County of Napa.

B. Any nominee for the office of President shall have served as the Vice President of this Association during the year prior to his or her nomination. In the event the Vice President is unwilling to serve as the President of this Association, the nominee for the office of President shall have served at least one (1) year on the Executive Committee during the year prior to their nomination; however, if there are no eligible nominees who are willing to serve as President, the nominee for President shall be elected from the general membership.

C. The nominee for the office of Vice President shall be the next eligible name on the “historical roll of attorneys list” located in the executive office of the Napa County Superior Court, who is also an eligible member in accordance with Section 3, subparagraph A above, who is willing and able to serve in such office.

E. The nominee of the office of Secretary shall be considered from the last eligible names on the “historical roll of attorneys list” located in the executive office of the Napa County Superior Court who is willing and able to serve in such office.

Section 4. Term of Office. All elected officers shall hold office for the term of one (1) year, or until their successors have been elected and qualified. Any officer may be re-elected to hold office for one additional term, provided, however, the Treasurer may be re-appointed for such additional terms as the membership may desire.

Section 5. Vacancies. A vacancy in any elective office, except the office of President, shall be filled for the unexpired term by the Executive Committee. In the event of a vacancy in the office of President, the Vice President shall become President for the unexpired term and shall be eligible for election to the office of President at the next scheduled election.

ARTICLE VI

DUTIES OF EXECUTIVE OFFICERS

Section 1. The duties of the executive officers shall be such as are implied by their respective titles and such as are specified in these bylaws.

Section 2. President. It shall be the duty of the President to preside at all meetings of this Association and of the Executive Committee, and to perform such other duties as ordinarily pertain to the office. It shall be the duty of the President to appoint all appointive officers and chairs of standing special committees. The President shall be an ex-officio member of all committees except the Nominations and Elections Committee and no chair shall take final action until a report has been made to the President.

Section 3. Vice President. It shall be the duty of the Vice President to serve as Program ~~Chairman~~Chair. In the absence of the President, it shall be the duty of the Vice President to preside at all meetings of this Association and to perform such other duties as ordinarily pertain to this office, or as may be assigned by the President and Executive Committee.

Section 4. Secretary. It shall be the duty of the Secretary to keep accurate records and minutes of all meetings of the Association and of the Executive Committee in a minute book which shall be turned over to the successor Secretary at the close of the term.

Section 5. Treasurer. The Treasurer shall have charge of all monies of the Association; collect all dues from members, give a proper receipt therefore; pay all bills upon authorization by the Executive Committee or the Association; keep an itemized record in a permanent file of all receipts and disbursements; give a written report of the same at regular meetings upon request of the President or the Executive Committee; keep a complete and current roster of all members; maintain the membership information on the Association's website; and send out notices of all general and special meetings to the membership. The President may, at any time, appoint an *ad hoc* audit committee to audit the financial records of the Association.

The treasurer shall compile an annual report and prepare all returns required by state and federal tax agencies submitted at such times as required by those agencies. The Executive Committee may hire such professionals as may be necessary to conduct such work.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of at least five (5), and no more than ~~fifteen~~ (15) members, ~~including in addition to~~ the President, Vice President, ~~S~~ecretary, ~~T~~reasurer, immediate past President, chairpersons of standing committees and section leaders of the Association. The President, in consultation with the Executive Officers shall appoint members at large with an aim towards diversity of type of practice, length of practice, size of law firm and other factors the President deems important.

Section 2. The Executive Committee shall meet from time to time at the direction of the President or upon the request of not fewer than three elected officer or five members of the Executive Committee or ten percent (10%) of the members of the Association in good standing.

Section 3. The Executive Committee shall have general supervision of the affairs of the Association in the interim between business meetings, and shall report thereon at the next business meeting of the Association. It shall perform such other duties as may be assigned to it by the Association and these bylaws. The Executive Committee shall be authorized to take any action between the Association's general meetings which it deems advisable and are not restricted to the general members by these Bylaws.

Section 4. The Executive Committee shall determine the disbursement of all income of the Association. Such income shall be used for the following activities, in the order of priority listed:

- a. To support the Association and its activities;
- b. To support the Napa County Mock Trial Competition, including assisting the winning Napa County team with travel funds;
- c. To provide scholarships for deserving Napa County high school students who intend to pursue a career in a law related field;
- d. To support local legal or legally oriented activities as the Executive Committee may from time to time determine.

No funds may be disbursed for activities not permitted by these bylaws.

ARTICLE VIII

MEETINGS

Section 1. Regular Meetings. The regular meeting of this Association shall be held on the last Friday of each month, except December during which there shall be no meeting, as such place as may be determined, from time to time, by the Executive Committee, except that if such regular meeting falls on a holiday, an alternate date may be chosen for that particular meeting. The Executive Committee may change the date of a meeting.

Section 2. Annual Meeting. The regular meeting in October shall be known as the Annual Meeting, and, in addition to any other business conducted, shall be for the purpose of electing officers, receiving annual reports of officers and committee chairs, and for any other business of the Association that may arise.

Section 3. Executive Committee. The President shall set the day and time of the meeting of the Executive Committee. Special meetings may be called by the President or any two elected officers or any three members of the Executive Committee.

ARTICLE IX

NOMINATIONS AND ELECTIONS

Section 1. Election for the officers of this Association shall take place in the last general meeting of the fiscal year.

Section 2. The Executive Committee shall put forward a slate of nominees for President and Vice President. All nominees for the office of President and Vice President shall meet the eligibility requirements set forth in Section 3 of Article V of these bylaws. Nominations from the floor shall be in order; any such nominee must comply with Article V section 3 A. Floor nominees need not comply with Article V, Section 3 C and D. No name shall be placed on the ballot without procuring the consent of such person to serve if elected.

Section 3. Elections shall be by voice vote, unless the presiding officer is unable to determine a winner, in which case, the vote shall be by a show of hands of the attending members. If there is only one nominee for a particular office, the President may declare the nominee elected by acclamation.

Section 4. All elected and appointed officers and Executive Committee members shall assume their duties as of January 1 following the year in which elected.

ARTICLE X

REPRESENTATION

Section 1. Election of Delegates. ~~At the September meeting, d~~ Delegates ~~may~~ shall be elected to represent the Association at Annual State Bar Conference ~~as follows~~ by Executive Committee. Delegates elected to represent the Association shall be members in good standing of the Association.

Section 2. Voting. Such delegates shall vote as directed by the Executive Committee.

ARTICLE XI

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of this Association shall be the calendar year.

ARTICLE XII

QUORUM

Section 1. Regular and Special Meetings. Fifty percent (50%) plus one member of the active members of this Association attending a particular meeting shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 2. Executive Committee. Three (3) members of the Executive Committee plus the President or Vice President shall constitute a quorum of the Executive Committee.

ARTICLE XIII

AMENDMENTS TO BYLAWS

Section 1. Amendment. These bylaws may be amended at any regular meeting of this Association by a majority of those members present and voting provided that (A) a quorum shall be present when the vote is taken; and (B) that written notice of the proposed amendment shall have been given to each active member at least fifteen (15) days preceding the meeting at which such amendments are to be submitted.

Section 2. Suspension. A bylaw of this Association may be suspended in case of emergency by a two-thirds vote of the members present at a regular meeting of this Association, but only for a single meeting.

ARTICLE XIII

DISCIPLINARY ACTION

In the event any member shall violate any of the rules of this Association, such member may be expelled in the manner following:

(a) Written and signed information specifying violation shall be given to the President and Secretary. At least fifteen (15) days prior to a regular meeting, the Secretary shall send, by certified mail, return receipt requested, to such member's last known address a notice of the pending action, together with a copy of the charges.

(b) Action on the proposed expulsion shall be taken by a two-thirds (2/3) vote of active members present at the next regular meeting.

ARTICLE XV

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern this Association in all cases to which they are applicable.