

**Bylaws of Wiley W. Manuel Bar Association of Sacramento County**  
**A California Nonprofit Mutual Benefit Corporation**

**Article I**

**Name and Place of Business**

**Section 1. Name.**

The name of this corporation, Wiley W. Manuel Bar Association, hereinafter referred to as the "Association."

**Section 2. Mission.**

To provide an organized bar affiliation to represent the professional interests of the legal community in Sacramento, with special emphasis on Black attorneys; to promote the administration of justice; and to make use of legal tools and Legal discipline for the advancement of the economic, political, educational, and social interest of Sacramento, especially the Black community.

**Section 3. Principal Office of the Association.**

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located in Sacramento County, California. The Board of Directors ("the Board") may change the principal office from one location to another within the county.

**Article II**

**Purposes**

**Section 1. General.**

The corporation is a Nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law, pursuant to the California Corporation Code section 7110 et seq., and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws of this corporation, the activities and affairs of this corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

**Section 2. Objectives and Purposes.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Such purposes for which this corporation is formed are promotion of the members' common business interests and improvement of business conditions. Notwithstanding any other provisions of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

**Section 3. Specific Purposes.**

Within the context of the objectives and purposes, the corporation's specific purposes are to:

- A. Promote the professional interests of attorneys within the African and African diaspora within the legal profession and within the framework of local, state, and federal governments.

- B. Take positions and action on legislation affecting the business interests of persons, professional or otherwise, within the African and African diaspora.
- C. Promote education in the following areas:
  - a. current and developing laws in areas of public concern, including proposed changes in federal and state laws and rules of local courts;
  - b. practical application of the law;
  - c. recognition of personal, business and professional legal problems and the options available for resolving them;
  - d. career and employment opportunities open to persons with a legal education; and
  - e. qualifications of persons seeking judicial or governmental positions.
- D. Promote interaction among the members and among professional associations and provide a network of support and assistance for members.
- E. Provide financial assistance to deserving qualified law students in financial need.
- F. Encourage and assist qualified members who seek positions of leadership within the legal profession and in public service.
- G. Participate in public service and pro bono activities.

**Section 4. Limitations.**

No part of the net earnings of the corporation shall inure to the benefit of any member, private shareholder or individual as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986.

**Article III**

**Membership, Dues and Assessments**

**Section 1. Membership.**

- A. Classes and Qualifications: Membership in the Association shall consist of the following four classes: active members, associate members, honorary members and students.
  - a. Active Members. All persons who are members in good standing of the State Bar of California and pay dues, as defined by the Section 2, Article III of this Association.
  - b. Associate Members. The following persons are eligible for Associate Members:
    - i. full-time faculty members of any American Bar Association, accredited law school in the counties of Sacramento or Yolo, California, so long as full-time status is maintained;
    - ii. attorneys admitted to practice before the Court of the United States or its territories or the courts of a sister state, provided such person is not also a member of the State Bar of California;

iii. attorneys retired from active practice who, at the time of retirement, were active members of the Association as defined by subsection A of this section.

c. Honorary Members. The following persons are eligible for Honorary membership:

i. Justices of the Court of Appeals, State of California, Third Appellate District; Judges of the Municipal Court and Justice Courts and Court Commissioners and Referees regularly sitting within Sacramento County and not eligible for Active membership in the Association; California and Federal Administrative Law Judges; and Judges, Magistrates, and Referees of the United States District Court for the Eastern District of California, during the time each shall respectively hold said office; or

ii. Any person who has rendered distinguished service to the legal profession or to local, state or national government who is elected to Honorary membership by unanimous vote at any regular meeting of the Board at which a quorum is present.

d. Student Members. Law students regularly attending a law school in the State of California, provided said law students have successfully completed the first year of study, and have passed the First Year Law Students Examination if required to do so by the statutes and rules governing admission to practice law in the State of California.

B. Privileges. Active Members shall enjoy all privileges of the Association, including voting and holding office. All other classes of membership shall enjoy all rights and privileges of Active Members except holding office or voting.

## **Section 2. Dues.**

A. Amount of payment. The amount of membership dues shall be established by the Board.

B. Exemption from and remission of dues. Any member shall be exempt from the payment of dues during such member's active service in any branch of the Armed Forces of the United States while such service prevents his or her practice of law. The Association may remit or adjust, for such period as it may determine to be just and reasonable. Any member who is exempt from the payment of dues in accordance with this section shall not have to vote, nor be eligible to be an officer of the Association during the period when such dues are remitted.

C. Suspension. Any member who shall fail to pay his or her annual dues on or before the first (1<sup>st</sup>) day of March of any year shall be suspended from all of the rights and privileges of membership until the dues for the current year shall have been paid to the Association.

## **Section 4. Termination of Membership.**

A. Causes of Termination. The membership of any member shall be terminated upon occurrence of any of the following events:

a. The resignation of the member;

b. Expiration of the period of membership, unless the member soon renews for a subsequent period, on the terms set by the Board of Directors;

- c. The occurrence of any event which renders such member ineligible for membership;  
or
  - d. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in material and serious degree to observe the rule of conduct of the Association or has engaged in conduct materially and seriously prejudicial to the purposes of the Association.
- B. Procedure for Expulsion. If the determination is made that a member should be expelled under subparagraph 4 above, the expulsion procedure mandated by the Corporations Code § 7341 shall be followed.
- C. Reinstatement of Membership. Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the membership on such terms as the Board of Directors may deem appropriate.

**Section 5. Transfer of Membership.**

A member may not transfer his or her membership to another person.

**Article IV**

**Meeting, Quorum and Voting**

**Section 1. Meetings.**

- A. General Meetings. The membership shall meet at least once every quarter, at a time and place specified by the Board.
- B. Board of Directors Meeting. The Board shall meet no less than ten times a year at a time and place specified by the President.
- C. Special Meetings. Special meetings may be called by the Board, the President or the First Vice-President, in the President's absence, or by one third (1/3) of the Active Members.
- D. Annual Meeting. *The annual meeting of the members shall be held during the month of December on the date and at the time and place specified by the Board.* The annual meeting may serve as a quarterly general membership meeting. The installation of officers for the next term shall occur at the annual meeting.
- E. Installation of Officers. *The installation of officers for the next term shall occur in January at a time and place specified by the Board and recommended by the Nominating Committee.* The Nominating Committee shall be responsible for coordinating the installation of officers. This meeting shall not be conducted as or counted as a quarterly meeting.

**Section 2. Manner of giving notice.**

- A. Notice of general meeting. Written or telephonic notice of general meetings shall be given by the Secretary to all members in good standing at least *seven (7) days prior to each meeting.*
- B. Notice of Board Meeting. The method of notifying Board members of their monthly meeting shall be left to the discretion of the President, so long as each Board Member is notified.

- C. Special Meetings. Notice of special meetings shall be given in the same manner as notice of regular monthly meetings.
- D. Annual Meeting. Notice of the annual Meeting shall be given in the same manner as notice of regular monthly meetings.

**Section 3. Quorum.**

A majority of the Active Members of this Association who are present at any duly noticed meeting shall be sufficient to pass, by vote, any matter brought to their attention. If less than one-third (1/3) of the Active Members are in attendance, only the business of the general nature which was set forth in the Notice of Meeting may be transacted.

**Section 4. Voting.**

- A. Eligibility to vote. Persons entitled to vote at any meeting of the members shall be Active Members as of the date determined in accordance with Section 1 of Article III, subject to statutory provisions for California Nonprofit Mutual Benefit Corporations.
- B. Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of officers must be by ballot if demanded by any Active Member before the voting begins.

**Section 5. Action by Written Consent Without a Meeting.**

- A. General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.
- B. Solicitation of Written Ballots. The Association shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 2.A. of this Article for giving notice. All solicitations of votes by ballot shall:
  - a. Indicate the number of responses needed to meet the quorum requirement;
  - b. State the percentage of approvals necessary to pass the measure(s); and
  - c. Specify the time by which the ballot must be received in order to be counted.
- C. Ballot Distribution. Each ballot so distributed shall:
  - a. Set forth the proposed action; and
  - b. Provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.
- D. Quorum: Majority. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action.
- E. Revocation. No written ballot may be revoked after delivery to the Association or deposit in the mails, whichever first occurs.
- F. Filing. All such written ballots shall be filed with the Secretary of the Association and maintained in the records of the Association until the term of the current officers has expired.

- G. Effect of Noncompliance. Failure to comply with this section shall not invalidate any action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the law.

**Section 6. Record Date for Member Notice, Voting and Giving Consents.**

- A. Record Date for Notices or Voting. The record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be seven business days.
- B. Record Date for Written Consent to Action Without a Meeting The record date for determining those members entitled to vote by ballot on any action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.
- C. "Record Date" Means as of the Close of Business. For purposes of paragraphs A and B hereof, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

**Section 7. Voting of Classes.**

Each Active member of record shall be entitled to cast one vote on all matters submitted to a vote of the members. Such vote may be cast by voice, secret ballot or by a proxy. The proxy must be written, dated and signed by the member granting such proxy. The proxy shall be given to the person in charge of the meeting at the time the proxy is sought to be exercised.

**Article V**

**Officers, Duties and Terms**

**Section 1. Officers.**

- A. Elective Officers. The elective officers of the Association shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Financial Secretary, Parliamentarian, Member-at-Large and Sergeant-at-Arms.
- B. Appointive. This section is reserved.

**Section 2. Powers and Duties.**

- A. President. The President of the Association shall have such powers and duties as are usually exercised by such an officer. They shall preside at the meetings of the Board and of the Association. They shall be a member of all standing committees with the power of voting. They shall have the power to call special meetings of the Association, or of the Board, or of any committee, and to make appointments and fill vacancies, except vacancies of the filling of which other provision is made in these Bylaws. With the advice and consent of the Board of the Association, the President may name as delegates and alternates members of this Association to conventions or meetings of the State Bar of California, a representative or representatives in the House of Delegates of the American Bar Association, and such other representatives to legal associations or bodies as may be deemed proper. The President may also deal with such other matters as, may be raised in any regular or special meeting of the Association or of the Elective Officers.

- B. Vice-Presidents. The President shall divide the committees of the Association between the Vice-Presidents. It shall be the duty of the Vice-Presidents to see that the committees are functioning in accordance with the Bylaws of the Association. The Vice-Presidents shall report to the President and the Board on the activities of the committees under their respective jurisdictions and shall perform such other duties as are assigned to them by the President. In the absence of the President, the First Vice-President shall have the powers and duties of the President. In the absence of both the President and the First Vice-President, the Second Vice-President shall have the powers and duties of the President.
- C. Secretary. The Secretary shall keep, or cause to be kept, minutes of all meetings of the Board and of the Association at the principal offices or such other place as the Board may order, which minutes shall indicate the time and place of meeting, whether the meeting was a regular or special, and if special, who authorized, the notice given, the names of those present and shall contain a summary of the proceedings at the meeting, including all applicable attachments and cause the agenda to be made available to each member of the Association in advance of each meeting; shall cause to be prepared at least annually a report of all committees of the Association; shall prepare all documents required by governmental agencies; and shall sign all contracts or other written instruments authorized or approved by the Board or its members; send out notices; and shall be custodian of the records. They shall act as administrative assistant to the President; assist committee chairpersons in carrying out work of the committees; and shall perform such other duties as may be assigned by the Board. Upon being succeeded in office, they must turn over all records and correspondence to the successor.
- D. Treasurer. The treasurer shall perform any and all legal duties incident to the office of the Treasurer. They shall be the official custodian of the funds of the Association. They shall cause audits to be made periodically as ordered by the Board and shall submit financial reports to the Board at each of its meetings and to the membership at the annual meeting. They shall collect all dues and monies of the Association and shall direct the keeping of accurate books of account. They shall receive, disburse and invest the funds of the Association in the manner directed by the Board. They shall keep, or cause to be kept, proper vouchers of all sums disbursed. They shall perform all other duties as may be assigned by the Board.
- E. Financial Secretary. The Financial Secretary shall perform any and all legal duties incident to the office. They shall bill all members for dues for the ensuing calendar year not later than thirty (30) days immediately preceding the commencement of the calendar year. They shall maintain the billing records and membership records of the members of the Association. They shall assist the Treasurer in the performance of their duties when required. They shall perform all other duties as may be assigned by the Board or the President.
- F. Parliamentarian. The Parliamentarian shall, when requested by the President or the presiding officer at any regular or special meeting of the Board or of the membership, give such rulings on such issues as may be presented.
- G. Sergeant-At-Arms. The Sergeant-At-Arms shall assist in preserving order as the chair may direct.

**Section 3. Term of Office.**

Officers of the Association shall be elected annually by the membership of the Association and shall serve for a term of one (1) year. Any officer may be re-elected for the same or any other office.

**Section 4. Nominating Committee.**

*The President shall appoint a Nominating Committee at the October meeting. The Committee shall be composed of the President and four (4) Active Members, who are not currently officers of the Association. It shall be the duty of this Committee to nominate one (1) candidate for each office for the succeeding year. All Active Members of the Association shall be notified in writing of the nominations made by the Nominating Committee before the November meeting.*

**Section 5. Additional Nominations.**

*Additional nominations for any officer may be made by any Active Member at the third quarterly meeting of the general body.*

**Section 6. Voting for Officers.**

Voting for officers shall be by secret ballot when demanded by a member. All voting must be conducted on the day, time and at the place of the December meeting.

**Section 7. Number of Votes Necessary to be Elected.**

The candidate receiving the highest number of votes for the particular office shall be declared elected to such office. In the event of a tie, the ballots shall be recounted. If said tie remains, the winner shall be determined by lot.

**Section 8. Quorum for Elections.**

A quorum for the purpose of the Annual Election of officers shall consist of one-third (1/3) of the voting members of the Association. No annual election of officers shall be valid unless the votes of at least one-third (1/3) of the voting members shall be cast and counted on the date set for said election.

**Article VI**

**Directors**

**Section 1. Powers.**

- A. General Corporate Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors, also referred to as "Executive Committee."
- B. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
  - a. Select and remove all agents and employees of the Association; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix their compensation.
  - b. Change the principal executive office or the principal business office in the State of California from one location to another; and designate any place within or outside the State of California for the holding of any member's meeting or meetings, including the annual meeting.



- c. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
- d. *Shall present a proposed budget to the general membership for its approval by June 30<sup>th</sup> of each year.*

**Section 2. Number.**

The Board of Directors of this Association shall consist of ten members. The Board shall include the elected officers of the Association and the Immediate Past President.

**Section 3. Term of Office.**

The Board members shall serve a term of one (1) year.

**Section 4. Vacancies.**

A vacancy or vacancies on the Board shall be deemed to exist when an elected Association Officer cannot fulfill the duties required for occupation of that office

**Section 5. Meetings.**

Regular meetings of the Board of Directors may be held at any place and time within or outside of the State of California that has been designated from time to time by the President.

**Section 6. Special Meetings.**

- A. Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the President or any two directors.
- B. Manner of Giving Notice. Notice of time and place of special meetings shall be given to each director by one of the following methods:
  - a. By personal delivery or written notice;
  - b. By First-Class Mail, postage paid;
  - c. By telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or
  - d. By electronic communications.
  - e. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Association.
- C. Time Requirements. Notice sent by First-Class Mail shall be deposited into a United States mailbox at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.
- D. Notice Contents. The notice shall state the time and place of the meeting. However, it need not specify the purpose of the meeting.

**Section 7. Quorum.**

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 8. Waiver of Notice.**

The transactions of any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Association records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**Article VII**

**Amendments**

**Section 1. Adoption, Amendment and Repeal.**

These Bylaws may be amended or repealed and new Bylaws may be adopted in whole or in part by a vote of the majority of a quorum of the members of the Association at any meeting, upon ten (10) days notice. Bylaws changes should be submitted by (a) the Board of Directors or (b) a written petition signed by not less than ten (10) of the Active Members of the Association.

**Article VIII**

**Committees**

**Section 1. Formation.**

The President shall appoint a chairperson of each committee after the election of officers or as soon thereafter as convenient. The committee chairperson shall be responsible for notifying committee members of meetings; presiding over meetings of the committee and reporting to the Vice President and the Board of Directors on matters acted upon or considered by the committee; and any other responsibilities incident to the purpose and function of the committee. A committee shall not take any position on behalf of the organization unless prior authorization or approval has been given by the Board.

**Section 2. Jurisdiction of Standing Committees.**

- A. Legislation Committee. This committee shall report to the Association and/or Board as frequently as possible on proposed legislation affecting the practice of law; shall make recommendations on such proposed legislation; shall support and/or oppose any pending bills as directed by the Association or the Board. The committee may also propose or recommend new legislation to the Board or the Association. Said Committee may work with the State Bar Association on legislation of mutual interest as directed by the Board.
- B. Judicial Committee. The President, subject to the advice and consent of a majority of the entire Board shall appoint a committee on judiciary. The President shall be an ex officio member of said committee.
- a. The Committee shall, by such means as it may consider suitable, subject to the approval of the Board, endeavor to secure the appointment or election of competent and properly qualified candidates for the United States Supreme Court, the United States Court of Appeal for the Ninth Circuit; for the United States District Courts in California; for the Offices of United States Attorney in California; for the Supreme Court of California; for the California District Courts of Appeals; for all of California's Trial Courts; for the Office of State Attorney General; and for any other office connected with the administration of justice.
  - b. The Committee shall consider the nomination or appointment of unfit candidates; and support qualified candidates as it deems desirable or as directed by the Board. The Committee may confer on the subject with other organizations, with Nominating Committee, and with such political groups as may have proper interest in the matter; in the case of candidates for appointment to any such office, with the public official in whom the power of appointment is vested. It may, whenever in its opinion occasion arises therefore, prepare a list or lists of persons properly qualified to hold any of the offices above mentioned, and may ascertain from members of the Association, or other members of the Bar, their choice or opinion as to the person so qualified.
  - c. The Committee shall from time to time report to the Board, or to the Association as required by the Board, and may make such recommendations as it may deem advisable.
- C. Legal Education and Bar Admission. This Committee shall develop and carry out a program of continuing legal education of the Bar in order to aid members of the profession in keeping informed of new developments and to assist the beginning practitioner toward a better understanding of the practical aspects of practice. The Committee shall cooperate with the State Bar Association continuing legal education program in accomplishing these objectives. The Committee shall formulate and implement a program to keep the members of this Association informed on the admission requirements of the California State Bar and the Federal Courts; it shall develop and carry out a program to assist students in becoming members of the Bar; and shall have other duties as assigned by the Board.
- D. Legal Aid. This Committee shall have jurisdiction of all questions in the field of legal aid, with respect to:
- a. Administration of justice as it affects poverty stricken people in the State of California;

- b. Remedial measures intended to assist poor persons in the protection of the civil rights;
  - c. The establishment and efficient maintenance of legal aid organizations; and
  - d. Cooperation with other agencies, both public and private, interested in these objectives.
- E. Public Relations Committee. This Committee shall direct a planned, organized, positive, and continuous program of public relations of an internal and external nature. Its objective is to promote and encourage widespread public interest in lawyers and the legal profession, and acquaint the public with the extent of services offered to it by Association attorneys and the advisability of using such services. The Committee shall utilize such means of communication as it deems advisable to accomplish its purposes.
- F. Employment Committee. This Committee shall have such duties and responsibilities as determined by the Board or the President. Such duties shall, however, relate to employment.
- G. Membership Committee. The Financial Secretary shall be a member of said Committee. This Committee shall encourage applications for membership in this Association, and formulate and recommend plans for maintaining and increasing membership. It shall have the responsibility of giving effect to such plans which are approved by the Board.
- H. Scholarships, Grants and Awards Committee. This Committee shall review requests for scholarships, grants and awards. Scholarships, as used in this section, include, but are not limited to, Legal Fusion scholarships.
- a. An application for scholarships, grants and awards will be made available on the Association's website. If the Association receives a funding request, the person requesting funds will be directed to the application.
  - b. The application will request information including, but not limited to, the following:
    - i. name,
    - ii. address,
    - iii. year in school,
    - iv. GPA,
    - v. community involvement,
    - vi. description of funding need,
    - vii. due date of funding need,
    - viii. other sources for funding requested by the applicant, and
    - ix. a commitment to provide receipts showing the funds were used for the requested purpose within two weeks of the "due date of funding needed" stated in the application or the funds must be returned to the Association.

- c. If the Committee approves an application, a member of the Committee will alert the Treasurer. The Treasurer will disburse the funds.
- d. An annual budget, not to exceed \$6,000, shall be available for this purpose. However, funds obtained from Legal Fusion sponsorships may be applied toward Legal Fusion scholarships in addition to, and irrespective of, the \$6,000 limit noted above; or as desired by the donor.
- e. Consistent with Section 2 of Article V, the Treasure will provide a report on the balance of the \$6,000 allocated to this purpose at each Board meeting.

## **Article IX**

### **Budget Committee**

#### **Section 1. Budget Committee.**

This Committee shall have the responsibility of preparing a budget for the fiscal year, which shall commence the first day of July, and shall assist the Board in the proper allocation of funds for Association activities.

#### **Section 2. Membership.**

The Committee shall be chaired by the Treasurer and consist of the Treasurer, Financial Secretary, and at least two members appointed by the President.

#### **Section 3. Procedure.**

*The Committee shall submit its proposed budget to the Board by April 30<sup>th</sup> of each year. The Board will then formulate its budget proposal, and present its proposal to the general membership for approval, by June 15<sup>th</sup> of each year.*

Once the general membership approves the budget, all expenditures in conformity therewith may be made without further authorization.

All funds which are authorized for expenditure but which are not so spent shall be carried forward as a "reserve," and shall not be reallocated for a different use or otherwise spent, unless such reallocation or expenditures is approved by the general membership.

## **Article X**

### **Miscellaneous**

#### **Section 1. Execution of Documents.**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association and by such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge his credit or to render liable for any purpose or to any amount.

**Section 2. Certification and Inspection of Bylaws.**

The Association shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

**Section 3. Construction and Definitions.**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General NonProfit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

**Section 4. Meaning of Words.**

All words used herein in the singular shall include the plural and the present tense shall include the future and the masculine gender shall include feminine and neuter.

**Section 5. Membership Certificates.**

The Association may, but is not required to issue membership certificates. Nothing in this section shall restrict the Association from issuing identity cards or similar devices to members which serve to identify members qualifying for all rights and privileges of the Association. Membership certificates shall be issued in compliance with Section 7313 of the California NonProfit Mutual Benefit Corporation Law.

**Section 6. Indemnity for Litigation.**

The Association shall have and hereby agrees to exercise the power to indemnify any person who has or is party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer or other agent of the Association to the full extent allowed under the provisions of the California NonProfit Mutual Benefit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by statute, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

**Section 7. Annual Reports.**

*Each committee chair shall prepare an annual report and submit it to the Board no later than 15 days before the annual meeting, in December. All such reports shall be given to the Secretary to be incorporated into the records of the Association. Upon written request of a member in good standing, the secretary shall promptly cause the most recent annual reports to be sent to the requesting member. If the requesting member is seeking a particular report, he or she must so specify. Annual reports shall be forwarded to the requesting member not later than ninety (90) days after the request.*

**Section 8. Expenditures by President.**

- A. Petty Cash. The Treasurer shall, within twenty (20) days of commencing his or her term of office, deliver to the President the sum of Fifty Dollars (\$50.00), to be used to establish a petty cash fund. The President shall have the authority to make expenditures from this fund for items not covered by a line item in the existing budget. All expenditures shall be made in the best interests of the Association. The President shall present an accounting at the next Board meeting. Upon ratification by the Board of said expenditures, the Treasurer shall immediately restore to the petty cash fund the amount expended.

- B. Budget Shortfalls. Should amounts allocated in the approved budget fall short of the amount required, the President shall have the authority to direct the Treasurer to make additional necessary and reasonable expenditures from the treasury for that line item. However, no more than a total of \$200.00 may be expended from the treasury under authority of this section during a calendar year, meaning January 1<sup>st</sup> through December 31<sup>st</sup>. Furthermore, the President shall present an accounting for all such expenditures to the Board, at the next Board meeting following the expenditure, for ratification. The President shall reimburse the treasury for any such expenditure which is not so ratified.
- C. Limitation. All authority granted under this section to spend is hereby subject to monies in the treasury to cover such spending. Upon no circumstances shall the President's spending deplete the treasury beyond One Hundred Dollars (\$100).

**Section 9. Parliament Procedure.**

All meetings of the Board of Directors, the Association and Committee shall be in accordance with Roberts Rules or Order unless modified by Articles of Incorporation and/or Bylaws.

**Section 10. Adjourned Meetings.**

Any members' meetings, monthly, annual, or special, may be adjourned from time to time by the vote of the majority of the members present.

WHEREFORE, the General Membership adopted the foregoing as the Bylaws of the WILEY W. MANUEL BAR ASSOCIATION OF SACRAMENTO COUNTY, a Non-Profit Corporation, on August 8, 2023.

IN WITNESS WHEREOF, I hereunto set my hand the 8<sup>th</sup> day of August, 2023.

DocuSigned by:  
*Fhanysha Gaddis*  
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10/19/2023

FHANYSHA GADDIS

President