

**BYLAWS of QUEEN'S BENCH BAR ASSOCIATION
OF THE SAN FRANCISCO BAY AREA
(A Non-Profit Corporation)**

**ARTICLE I.
NAME**

Section A. The name of this organization shall be "QUEEN'S BENCH BAR ASSOCIATION of the San Francisco Bay Area."

Section B. This organization shall be geographically based primarily in the San Francisco Bay Area and may accept for membership any person, provided that he or she meets the requirements of membership set forth in Article III of these bylaws.

**ARTICLE II.
PURPOSE**

The purposes of this organization shall be:

Section A. To further the honor, integrity, dignity and public service of the legal profession and of the judiciary; to promote and maintain a skilled, humane and independent judiciary; and to promote and maintain the sound administration of justice.

Section B. To stimulate interest in the activities of the State Bar of California, local bar associations, and in municipal, state and federal legislation.

Section C. To encourage discussions on legal problems; to promote a spirit of mutual aid, cooperation and service; and to encourage social contact among its members.

Section D. To further equal opportunity for all women and in particular for women in the legal profession and the judiciary, and to provide an organization for collective action or expression in matters germane to the aforesaid purposes.

**ARTICLE III.
MEMBERSHIP**

Section A. Classes of Membership. There shall be six (6) classes of membership: active, charter, emeritus, associate members, honorary members and student members.

Section B. Qualifications of Membership.

1. Voting members shall include the following:
 - a. Active Members. Any person who is a member of the State Bar of California or licensed to practice law in any state or a member of the judiciary and who lives in California is eligible to be an active member of Queen's Bench. Any person living in California who is admitted to practice before the federal courts and who engages in such practice in this state is eligible to be an active member of Queen's Bench. Any active member who retires from the state or federal judiciary without resuming or commencing active membership in the state Bar of California.
 - b. Charter Members. Any member who joined Queen's Bench on or prior to March 1, 1921, shall be known as a Charter Member.
 - c. Emeritus Members. Any person who has been an active member of Queen's Bench

for at least fifteen (15) years and who has retired from the legal profession is eligible upon application to the Board of Directors to be an Emeritus Member.

2. Non-voting members shall include the following:

a. Associate Members. Any person who is a member in good standing of the bar of another country is eligible to be an associate member of Queen's Bench and, shall upon such member's request, become eligible for an associate membership.

b. Honorary Members. Upon recommendation of any member, the Board of Directors may elect honorary members to this organization by two-thirds (2/3) majority vote.

c. Student Members. Any student who is regularly enrolled in law school in this state as a candidate for a professional law degree, and has completed at least one year of study necessary to qualify for that degree, is eligible to be a student member; and such member may continue as a student member until public announcement has been made that such member has passed the California Bar Examination.

Section C. Applications for Membership. Applicants for membership in any classification may be required to sign such form of application and membership agreements and to provide such information as the Board of Directors may require, consistent with these bylaws.

Section D. Privileges of Membership.

1. All members shall be entitled to attend events, meetings and receive the Newsletter.
2. Only voting members shall be eligible to hold office.

Section E. Payment of Dues.

1. All members except honorary members shall be required to pay dues.
2. The amount of the dues payable by each classification of membership shall be determined by the Board of Directors annually, prior to the first day of January of each year, shall be payable by the first day of February of the same year, and shall become delinquent as of the first day of May of the same year.

Section E. Expulsion and Reinstatement.

1. Failure to pay dues by the delinquency date provided in Section E of this Article may be grounds for expulsion, but only upon a fifteen (15) day prior notice giving the reasons therefore and an opportunity to be heard.
2. Any member expelled for non-payment of dues is eligible for reinstatement upon written application to the Board of Directors and payment of current dues.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section A. Officers and Terms of Office. The officers of Queen's Bench shall be chosen from the voting members and shall be a President, First Vice President, Second Vice President, Secretary, Treasurer and Assistant Secretary-Treasurer, each of whom shall serve for a term of one (1) year commencing at the January Board meeting.

Section B. Board of Directors.

1. The Board of Directors shall consist of the officers, the immediate Past President, and six directors chosen from the voting members.
2. The officers shall serve as directors during their incumbency.
3. One director shall be chosen from the class of members who have been such for at least fifteen years; one from those who have been members for at least seven but less than fifteen years; one from those who have been members for at least two but less than seven years; and three at-large from those who have been members for at least two years. In computing the years of membership, the calendar year in which a person becomes a member shall be counted as a full year of membership.
4. The term of office for the directors at-large shall be one (1) year, and for the remaining three directors the term of office shall be three (3) years, these terms being staggered so that one director is elected each year; and each newly-elected director, or director elected to fill an unexpired term, must be chosen from the same class as the retiring director or the director whose position has become vacant during the term for which elected.

Section C. Election of Officers and Directors.

1. By the September meeting, the President shall appoint a Chairperson of the nominating committee and the Chairperson shall select four (4) persons to serve on the committee. The Chairperson shall have served as an officer or director on the board during any previous term. Neither the Chairperson nor the members of the committee shall be eligible for election to the board for the next term.

The members of the committee shall be composed of the following:

1. an individual who has served as an officer or director on the board within the previous three years;
2. an individual who is a current committee Chairperson;
3. an individual who has been a member of Queen's Bench for ten (10) years or more;
4. an individual who has been a member of Queen's Bench for less than ten (10) years.

The policy of Queen's Bench is that the members of this nominating committee shall be representative of the membership. Only voting members may serve on this committee.

2. The nominating committee shall meet at the call of its chairperson not later than ten (10) days after its selection, and it shall prepare and forward its report to the Secretary not later than October 17. The nominating committee may nominate more than one person for any office other than President. At the request of any member, the Secretary shall disclose the nominees. The nominating committee shall inform all nominees no later than October 17.
3. At any time after October 17, up to and including November 20, other nominations for any office, including that of President, may be made by a writing signed by ten (10) voting members of Queen's Bench, to be filed with the Secretary no later than November 20. No further nominations may be made after November 20 unless authorized by the Board of Directors.
4. Any person nominated by the nominating committee or by Petition may submit a statement of qualifications for the position sought, not to exceed one hundred (100) words, on or before November 20; all such statements shall be included with the ballot package.

5. Not later than December 8, the Secretary shall mail to each voting member a ballot package, including a ballot, copies of all statements timely filed pursuant to Subsection 4, above, and a plain envelope within which the voting member may place his/her ballot, and an outer envelope to carry the signature of the voting member and to be used for mailing the ballot sealed in the plain envelope. The Board of Directors may make additional rules and regulations with respect hereto as it deems necessary.

6. Ballots must be received at the designated address not later than three (3) days prior to the December meeting.

7. When a nominee is unopposed as of November 21, the nominee shall be elected automatically and shall take office at the January Board meeting.

Section D. Vacancies on Board of Directors. Any vacancy which is to be filled on the Board of Directors shall be filled by a majority vote of the Board of Directors, on the nomination of the President and the person(s) so elected shall hold office until the next election of officers and directors. If any vacancy of a director with a three (3) year term occurs at the time of the regular annual election of officers, then the vacancy shall be filled by following the election procedures in Section C of this Article, but the term of office of such person shall not exceed the term of the director replaced.

Section E. Powers and Duties of the President. The President shall have such powers and duties as are usually exercised by such officer; shall preside at all meetings of the organization and of the Board; shall carry on the correspondence of the organization; shall have power to call special meetings of the organization, of the Board, or of any committee, and to make necessary appointments and fill vacancies except as otherwise provided in these bylaws within sixty (60) days of receipt of notice of the vacancy.

Section E. Powers and Duties of the First Vice-President. The First Vice-President shall assist the President as requested and provided in these bylaws, and in the absence of the President shall preside at meetings and shall have the powers and duties of the President; and, shall serve as chair of the Program Committee except as otherwise provided in these bylaws.

Section G. Powers and Duties of the Second Vice-President. The Second Vice-President shall assist the President as requested and provided in these bylaws, and in the absence of the President and the First Vice-President shall preside at meetings and shall have the powers and duties of the President; shall organize the Annual Officers and Directors' Induction; shall serve as the chair of the Membership Committee as provided in Article VI of these bylaws; shall notify members when dues are payable and when delinquent, as provided in Article III, Section E of these bylaws; and shall keep a membership book showing the names, addresses, and classification of each member, the date when each became a member and the cause and date of termination or expulsion of each.

Section H. Powers and Duties of the Treasurer. The Treasurer shall perform all of the duties incident to the office of Treasurer; shall collect, shall take charge of and, under the direction of the Board of Directors, shall disburse all the funds of Queen's Bench; shall deposit all funds in the bank or banks in San Francisco and shall notify the Board of Directors of the name and location of said bank or banks; shall submit a written report to the Board of Directors at each of its meetings and to the membership at the Annual Meeting, and at such other times as the organization may request; and shall have the authority, with the approval of the Board of Directors, to invest monies of Queen's Bench in accordance with standards of care and judgment set forth in the applicable laws of the State of California.

Section I. Powers and Duties of the Secretary. The Secretary shall give notice of all meetings of Queen's Bench as required by these bylaws and such other notices as may be directed by the President or Board of Directors; shall keep a complete and accurate record of all proceedings at all meetings of the organization and of the Board of Directors; shall keep a record of all other matters of which a record is required by law or is deemed advisable by the organization or the Board of Directors; shall keep an up-to-date inventory of the property of the organization; shall keep a record of attendance at all meetings; shall send notice of proposed amendments to these bylaws, as provided in Article IX; and shall upon request notify members of the nominees selected by the nominating committee as provided in Section C 2 of this Article and of the recommendations of the endorsement committee as provided in Article VII.

Section J. Powers and Duties of the Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall be responsible for the collection of money at all functions of this organization and shall be responsible for preparing and circulating the Queen's Bench Newsletter at intervals determined by the Board of Directors.

Section K. Powers and Duties of the Board of Directors. Except as otherwise provided by these bylaws, the management of the affairs of this organization is vested in its Board of Directors. The Board shall have general supervision of the affairs, funds and property of Queen's Bench; shall authorize the expenditure of funds and disposition of property within the limits stated in the Articles of Incorporation and these bylaws; shall act upon membership applications, resignations, expulsions and reinstatements; shall provide policy for programs and projects undertaken by this organization; shall fill vacancies occurring on the Board of Directors pursuant to Article IV, Section D hereof; shall provide for at least one members-only meeting during each business year; shall determine policy as to admission of guests at other meetings pursuant to Article V, Section C hereof; and shall perform such duties as are commonly performed by the executive board of any organization.

ARTICLE V. MEETINGS

Section A. Meetings of Members - Quorum.

1. There shall be an annual meeting of the voting members to be held at such time and place as is designated by the Board of Directors. Notice thereof shall be sent by first-class mail to each voting member at least ten (10) days in advance of such meeting.
2. Regular meetings shall be held during the months of January, March, May, September, October and November of each year. The President may change the date of a particular meeting or call additional regular meetings. Ten (10) days notice by first-class mail shall be given of each meeting.
3. Special meetings may be called by the President or the Board at any time. Notice in writing of the time, place and general nature of the meeting shall be sent by first-class mail to each voting member at least ten (10) days in advance of such meeting.
4. For transaction of the business of this organization at any meeting of members, twenty (20) voting members shall constitute a quorum. If fewer than one-third of the voting members actually attend any meeting described in Subsections 1, 2 or 3, then no subject may be acted upon unless it was noticed in accordance with Subsections 1, 2 or 3, and such notice shall specify the nature of the business to be transacted.

Section B. Meetings of Board of Directors.

1. The Board of Directors shall meet in February, June and October of each year, and at such other times as ordered by the President. Notice thereof shall be sent by first-class mail, facsimile or electronic mail to each director at least seven (7) days in advance of each meeting.
2. Special meetings of the Board of Directors may be called at any time by any member of the Board; notice of such meetings shall be sent by first-class mail, facsimile or electronic mail at least four (4) days before the date of such meetings and shall specify the business to be transacted; and no business shall be transacted at any special meeting except the business specified in the notice.
3. A majority shall constitute a quorum for the transaction of the business of the Board of Directors.
4. Any meeting of the Board of Directors, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such a meeting.

Section C. Guest Attendance at Meetings. All meetings other than the annual meeting shall be open to guests, except as otherwise provided in these bylaws or as decided by the Board of Directors.

ARTICLE VI. COMMITTEES

Section A. Standing committees which are necessary to conduct the organization's business shall be formed and shall include but not be limited to the following: Membership; Legislative; Employment; Program; Nominating; Civic Appointments; Judicial Appointments; Scholarships; Amicus Briefs, Conference of Delegates, Executive Committee, Business Development, Reproductive Rights, and Education. The duties of these committees are not limited by these bylaws and may be further prescribed by the Board of Directors.

Section B. The Board of Directors may create other special or ad hoc committees to carry on general or specific activities of this organization.

Section C. Chairpersons and members of committees shall not be limited to members of the Board of Directors, but the selection of chairpersons must be approved by the Board.

Section D. Membership. It shall be the duty of the Membership Committee to recruit qualified applicants and to invite them to become members of this organization. The committee may verify that any applicant for membership is qualified to become a member of this organization.

Section E. Legislative. It shall be the duty of the Legislative Committee to study and report to the Board of Directors and to the members on legislative matters and to insure the communication of the position of the organization to the appropriate legislative body following recommendation to and approval by the Board, which are deemed by it to be of special interest to this organization or its members.

Section E. Employment. It shall be the duty of the Employment Committee to gather, organize and disseminate information on employment opportunities and other employment related matters to the Board and to the members.

Section G. Program. It shall be the duty of the Program Committee to plan, organize, administer and carry out all work necessary for programs of this organization.

Section H. Nominating. It shall be the duty of the Nominating Committee to nominate officers and directors for election in accordance with Article IV, Section C of these bylaws.

Section I. Civic Appointments. It shall be the duty of the Civic Appointments Committee to gather, organize and disseminate to the Board and to the members information regarding open positions in all branches and levels of government except the judiciary, to seek out those best qualified and encourage their participation and to insure the communication of the position of the organization to the appropriate entity following recommendation to and approval by the Board.

Section J. Judicial Appointments. It shall be the duty of the Judicial Appointments Committee to gather, organize and disseminate to the Board and to the members information regarding open positions in all levels of the judiciary, to seek out those best qualified and encourage their applications for such positions and to insure the communication of the position of the organization to the appropriate entity following recommendation to and approval by the Board.

Section K. Scholarships. It shall be the duty of the Scholarships Committee to administer funds for scholarships and financial aid in accordance with Article XI of these bylaws.

Section L. Amicus Briefs. It shall be the duty of the Amicus Briefs Committee to prepare, file and disseminate all amicus briefs authorized by the Board of Directors.

Section M. Conference of Delegates. It shall be the duty of the Queen's Bench delegation, as referred to in Article XII, to represent Queen's Bench at the annual State Bar Conference of Delegates, and to prepare and submit to the conference, resolutions upon the approval of the Board.

Section N. Executive Committee. It shall be the duty of the Executive Committee to manage the affairs of this organization, as necessary, between Board meetings, in accordance with Article XIII.

ARTICLE VII. ENDORSEMENTS AND RECOMMENDATIONS

Section A. Positions and Endorsements.

1. In order to further the purposes stated in Article II of these bylaws, this organization may take positions on matters of public interest and may endorse qualified persons seeking elective judicial or nonpartisan public office. Upon request or upon its own motion, the Board of Directors may proceed by either of the following two methods:

a. The Board may refer a proposed position or endorsement to the appropriate committee. The committee shall meet and determine its recommendation within thirty (30) days of such referral. The committee's recommendation shall be forwarded to the Secretary, who shall notify the party requesting the recommendation. Not less than ten (10) days after such notification the Secretary shall send a statement of the matter, together with the recommendation, to the membership accompanied by a notice of the time and place of the meeting at which the matter will be considered. Such meeting shall be held not less than thirty (30) days after the report of the Secretary is sent to the voting members. A majority vote of voting members present at a meeting at which there is a quorum is necessary for any position to be taken or endorsement to be made by this organization; or,

b. The Board may conduct a plebiscite of voting members by mail to determine positions or endorsements, and a majority of the votes cast is necessary for any position or endorsement to carry. The cost of conducting the plebiscite shall be borne by the person(s) requesting the position or endorsement unless the request is initiated by the Board of Directors.

2. Taking a position on a matter of public interest or the endorsement of a qualified person seeking elective judicial or nonpartisan public office shall not commit this organization to any financial obligation to support the matter or person voted upon.

Section B. Recommendations. Upon request or upon its own motion, the Board of Directors, by a majority vote, may recommend a qualified person for appointment to any nonpartisan public office, including the judiciary.

ARTICLE VIII. BUSINESS YEAR

The business year of this organization shall be from February 1 of each year to January 31 of the following year.

ARTICLE IX. AMENDMENTS

These bylaws may be amended by a majority vote of those members present at any business meeting at which there is a quorum or by a majority of those members responding to a mail ballot. Ten (10) days notice of such a meeting shall be given by the Secretary to the members together with a copy of the proposed amendments. Further amendments may be made on the floor at any meeting duly so called.

**ARTICLE X.
RULES OF ORDER**

All meetings of this organization shall be conducted according to Robert's Rules of Order, Revised.

**ARTICLE XI.
SCHOLARSHIPS AND FINANCIAL AID**

Section A. Queen's Bench, as Trustee, shall administer the following funds for the benefit of Bay Area law students at accredited law schools or of Bay Area women lawyers: (1) Agnes O'Brien Smith Scholarship, funds maintained by University of San Francisco School of Law; (2) Marjorie B. Anderson Trust; (3) Verney Memorial Trust; and (4) Mildred W. Levin Scholarship Fund, funds maintained by Hastings College of Law.

Section B. Any other such charitable fund or funds may be created by action of the Board, received in trust by gift or bequest, as contributions or memorials, or financed by fund raising activities of Queen's Bench.

Section C. The Scholarships Committee shall be comprised of not less than five voting members of Queen's Bench. Members of the committee shall be appointed for one-year terms. The chairperson shall have served as a member of the committee for at least one year. For decisions involving the award of the Agnes O'Brien Smith Scholarship, two additional members from the public shall be appointed to the committee. For decisions involving the award of the Mildred W. Levin Scholarship, two additional members from the public shall be appointed to the committee.

Section D. The committee shall make recommendations to the Board regarding the use of funds described in this Article, including but not limited to the determination of programs and procedures for the disbursement of scholarships and loans and shall obtain Board approval of recipients of said funds. The committee shall present an annual written report to the membership.

**ARTICLE XII.
CONFERENCE OF DELEGATES**

The Queen's Bench delegation to the annual State Bar Conference of Delegates shall be comprised of the number of voting members of Queen's Bench to which it is entitled as advised by the State Bar. The President, with the approval of the Board, shall appoint the chairperson of the delegation prior to December 1 of each year. With respect to members of the delegation, preference shall be given to incumbent directors, past presidents, former directors and officers, and current committee delegates with the appropriate expertise to evaluate the resolutions presented for consideration.

ARTICLE XIII.
EXECUTIVE COMMITTEE

Section A. Composition. The Executive Committee shall consist of all of the officers of Queen's Bench.

Section B. Powers and Duties of the Executive Committee. The Executive Committee shall take action on any matter requiring immediate attention, but shall not establish new policy for the organization.

Section C. Meetings. Any meeting of the Executive Committee may be held by telephone and/or electronic mail; however, all members of the Executive Committee need not be present on the telephone at the same time. Four officers shall constitute a quorum of the Executive Committee. The Executive Committee shall only take action if four members of the Committee vote to do so. In reaching its decisions, the Executive Committee may poll members of the Board of Directors (by mail, electronic mail, telephone, or fax) for their opinions.

Section D. Notice to Board. The Executive Committee shall maintain a record of all of its meetings. Any action taken by the Executive Committee shall be announced at the next meeting of the Board of Directors of the organization and shall be recorded in the minutes of that Board meeting.