BYLAWS OF LANE COUNTY BAR ASSOCIATION

Proposed Amendments

Legend: New matter is shown in **boldfaced, underscored type**; matter to be deleted is shown in ~~strikethrough type~~. Existing matter shown without marking is unchanged.

TABLE OF CONTENTS

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ARTICLE IV. OFFICERS**,** ~~, AND~~ STAFF**, AND EX OFFICIO MEMBERS OF THE BOARD** 10

Section 7. Secretary. 12

Section 8. Treasurer. 12

Section 9. Lane County Bar News Editor. 13

Section 10. Immediate Past President. 13

Section 11. Ex Officio Members of the Board. 13

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ARTICLE II. MEMBERS

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Section 4. Categories of Members.

(A) Regular Members.

(1) Eligibility. Regular membership is open to**:**

(a) all active or inactive **attorney** members of the Oregon State Bar who are in good standing~~, and~~**;**

(b) all Licensed Paralegals licensed by the Oregon State Bar who are in good standing;

(c) all persons holding a Provisional License issued under the Oregon Supervised Practice Portfolio Examination who are in good standing;

(d) all members of the faculty of the University of Oregon School of Law~~.~~**; and**

(e) ~~Upon~~**upon** approval of the LCBA's Board of Directors ("Board"), recipients of juris doctor degrees from ABA-accredited institutions who are not members of the Oregon State Bar but ~~reside or maintain offices in~~ **reside in, maintain offices in, or otherwise demonstrate significant ties to,** Lane County, Oregon ~~may also become Regular Members of the LCBA~~, provided that, if such a person is a member of the bar of another state, the person provides proof of good standing with that bar association.

(2) Significant Ties. A person demonstrates significant ties to Lane County by showing either of the following: (i) presiding over, or regularly appearing in,

matters before courts sitting in Lane County; or (ii) prior residence in, or prior law practice or law teaching in, Lane County.

(3) Voting and Office. Regular Members in good standing may vote and hold any elective or appointive offices on the Board, subject to the terms and requirements set forth in these Bylaws.

(4) Good Standing. A member in good standing is one who is current in payment of membership dues and who has not been suspended from the LCBA.

(B) Law School Student Members. Any student enrolled in an ABA accredited law school is eligible to join the LCBA. Law School Student Members may attend LCBA events and seminars, but may not vote, chair a committee, or become a member of the Board.

(C) Affiliate Members. Any person working in a law-related area, such as a legal secretary, paralegal, or legal assistant, is eligible to join the LCBA as an Affiliate Member provided that such person is initially sponsored by two Regular Members in good standing. Affiliate Members may attend LCBA events and seminars, but may not vote. Affiliate Members may chair a committee upon approval of a majority of the Board.

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ARTICLE III. BOARD OF DIRECTORS

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Section 4. Number of Directors. The Board of Directors shall be composed of not less than the four (4) Officers and at least four other Directors (collectively referred to as "Directors"), and there shall be not more than a total of fifteen (15) Directors and Officers. The Voting Members may pass a resolution increasing the size of the Board within this range, and then may elect new Directors at that same meeting or at a later time to fill the newly created positions. Directors elected in this manner shall serve until the next regularly scheduled annual meeting at which time they may be re-elected for a full term of office. **Ex officio, non-voting members of the Board, including the Editor of the Lane County Bar News under Article IV, Section 9 and the Immediate Past President under Article IV, Section 10, shall not be counted in determining the number of Directors and Officers under this Section.**

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Section 11. Quorum. At all meetings of the Board of Directors the presence or participation of a quorum, which is a majority of the number of Directors in office immediately before a meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions. If at any time during an official meeting of the Board of Directors the number of Directors required to establish the quorum is lost for any reason, no corporate business or making of corporate decisions shall be allowed unless and until a quorum is re-established. **Ex officio, non-voting members of the Board shall not be counted in determining the number of Directors in office or in establishing a quorum.**

Section 12. Decision-Making and Voting In-Person and Remotely. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director of the Board of Directors shall have one (1) vote. Except as otherwise provided in these Bylaws, at the request of any Director, the names of each Director who voted for, voted against, or abstained

on a particular motion shall be recorded in the minutes. **Ex officio, non-voting members of the Board may participate in discussion but shall not vote, and shall not be counted in determining the number of votes cast or the number of affirmative votes required to pass a motion.**

The affirmative vote of at least a majority of the Directors present or participating in a meeting is necessary and sufficient to make a decision of the Board of Directors, unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

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ARTICLE IV. OFFICERS, ~~AND~~ STAFF, AND EX OFFICIO MEMBERS OF THE BOARD

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Section 3. Removal. Any Officer elected by the Voting Members may be removed by a majority vote of the Voting Members present or participating in the vote, not including the vote of the Officer being removed. Any Officer appointed by the Board of Directors to fill a vacancy in an Officer position, **or any ex officio member of the Board,** may be removed by a majority vote of all of the Board of Directors in office, not including the vote of the Officer being considered for removal, whenever, in its judgment, the interests of the LCBA would be best served by such removal. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director, unless the Board or Voting Members, whichever is appropriate, also remove the individual as a Director.

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Section 9. Lane County Bar News Editor. The LCBA will publish a monthly newsletter. The name of the newsletter is Lane County Bar News (the "Bar News"). The Editor of the Bar News publication will be appointed by the President to manage the newsletter. The Editor serves as an ex-officio, non-voting member of the Board. The Editor of the Bar News may exercise broad discretion in editing or refusing submissions, in accord with these Bylaws. The Editor must seek approval from an Officer of the Board before including any flyer or supplemental material for distribution with the Bar News unless related to an LCBA sponsored or sanctioned matter.

Section 10. Immediate Past President.

(A) Service. The individual who has most recently completed a full or partial term as President shall serve as an ex officio, non-voting member of the Board of Directors (the "Immediate Past President") for a term of one (1) year, beginning on the July 1 immediately following the conclusion of that individual's term as President and ending on the following June 30, provided that the individual remains a Regular Member in good standing throughout the term. Service under this Section is automatic and requires no nomination or election. If the position becomes vacant for any reason, it shall remain vacant until the position is next filled automatically under this Section.

(B) No Concurrent Directorship. The Immediate Past President shall not, while serving under this Section, be nominated for, elected to, or appointed to a position as

a Director, and shall not serve simultaneously as a Director. If, on the July 1 described in subsection (A), the individual holds an unexpired term as an elected Director, the individual shall continue to serve as a Director and shall not serve under this Section, and no ex officio seat shall arise for that year.

Section 11. Ex Officio Members of the Board.

(A) Application. This Section applies to each person who, under these Bylaws, serves as an ex officio member of the Board of Directors, including under Sections 9 and 10 of this Article.

(B) Limitations. Notwithstanding any other provision of these Bylaws, an ex officio member of the Board: (1) shall not be counted as a Director for purposes of the number of Directors under Article III, Section 4, the establishment of a quorum under Article III, Section 11, or the number of affirmative votes required for any action of the Board, including action under Article III, Section 15 and Article VII; and (2) is not, by virtue of serving as an ex officio member of the Board, an Officer or a Director of the LCBA.

(C) Resignation and Vacancies. An ex officio member of the Board may decline to serve, and may resign at any time, by delivering written notice to the President or Secretary. Notice sent by email from the individual's email address on record with the LCBA shall be considered signed. Once delivered, a notice of resignation is irrevocable. A vacancy in an ex officio position shall be filled only as provided in the Section of these Bylaws creating that position, and shall not be filled under Article III, Section 9.

(D) Removal. An ex officio member of the Board may be removed as provided in Section 3 of this Article.

(E) Duties. An ex officio member of the Board: (1) shall discharge the duties of loyalty and diligence set forth in Article III, Section 10 in the same manner as a Director; (2) shall preserve the confidentiality of any matter considered in Executive Session; and (3) shall sign the annual disclosure of conflicts of interest required by Article VI, Section 2, and shall otherwise comply with that Section to the extent it can apply to a person who does not vote.

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ARTICLE VII. AMENDMENTS

Section 1. Amendment of Bylaws **by the Board of Directors**. The Board of Directors may amend or restate these Bylaws or the Articles of Incorporation, and the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is necessary and sufficient to do so**, except as provided in Section 2 of this Article**. ~~Provided, however, that only~~

Section 2. Amendments Reserved to the Voting Members. Only the Voting Members may approve amendments that alter, reduce or eliminate any of the powers of the Voting Members or that relate to: (a) the number of Directors, (b) the composition of the Board, (c) the term of office of Directors, (d) the method or way in which the Directors are selected or removed, (e) the way in which the Voting Members are selected or removed, ~~or~~ (f) the qualifications of Voting Members**, or (g) the creation or elimination of any position that entitles a person to sit as a member of**

the Board of Directors, whether voting or non-voting, including any ex officio position. The affirmative vote of a majority of the Voting Members present or participating in the vote is necessary and sufficient for the approval of such amendments. Proper written notice must be given at least seven (7) days in advance, and must include either a written copy or written summary of the proposed amendments.