

**BYLAWS**  
**OF**  
**LANE COUNTY BAR ASSOCIATION**

Dated:

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**BYLAWS**  
**OF**  
**LANE COUNTY BAR ASSOCIATION**

**ARTICLE I. PURPOSE**

Section 1. Federal & State. The Lane County Bar Association (“the LCBA”) is an Oregon mutual benefit nonprofit corporation under ORS Chapter 65 and operates within those limits imposed on tax-exempt organizations by the Internal Revenue Code §501(c)(6).

Section 2. Purpose. Subject to the foregoing limits, the purpose of the LCBA is to steward all resources for the benefit of members, facilitate professionalism, collegiality and engagement amongst members, improve the quality of legal services provided in Lane County, and promote and foster diversity, equity and inclusion.

**ARTICLE II. MEMBERS**

Section 1. Powers of Voting Members. The LCBA shall have one category of Voting Members and two categories of nonvoting members, as defined below. Voting Members have power to:

- (a) elect and also to remove the Directors on the LCBA’s Board of Directors, and to elect and also to remove the Officers of the LCBA;
- (b) establish the qualifications of Directors or Voting Members;
- (c) vote on any amendment to these Bylaws or the Articles of Incorporation that would reduce or eliminate any of the rights of the Voting Members, including amendments that relate to the number of Directors, the composition of the Board, the term of office of Directors, the method or way in which the Directors are elected or selected;
- (d) vote to sell, transfer, lease, exchange, option, convey, or otherwise dispose of substantially all of the LCBA’s assets, to merge the LCBA’s assets with the assets of another entity, or to dissolve the LCBA;
- (e) vote on any other matters properly put before the Voting Members for an advisory vote by the Board of Directors; and
- (f) inspect and copy corporate records as set forth in ORS 65.774.

The Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the LCBA’s programs and activities.

Section 2. Records of Members. The Secretary shall ensure that the LCBA maintains a current formal record of the names, contact information, and status of Voting Members and non-voting members. The contact information of Voting Members must be in the form of a street address, mailing address, or electronic address at which the Voting Member elects to receive notices and other messages from the LCBA.

Section 3. Dues. Annual dues shall be set by the Board of Directors. Notwithstanding the provision in these Bylaws relating to the suspension or removal of a Voting Member, a Voting Member may be automatically suspended or removed for the nonpayment of dues without a hearing or opportunity to be heard.

Section 4. Categories of Members.

- (A) Regular Members. Regular membership is open to all active or inactive members of the Oregon State Bar who are in good standing, and all members of the faculty of the University of Oregon School of Law. 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 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. 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. 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.

Section 5. Nondiscrimination. Membership as a Regular Member, Affiliate Member, or Law School Student Member is open to all persons who meet the applicable requirements set forth above regardless of race, color, religion, sex, sexual orientation, gender identity, age, national origin, marital or veteran's status, or disability.

Section 6. Discipline or Removal of Voting Members. The Board of Directors may adopt a conduct policy, with disciplinary measures that can be imposed for violations.

A Voting Member may be suspended or removed by a majority vote of the Board of Directors present or participating in the vote, for misconduct which adversely affects the interests or reputation of the LCBA.

Before the Voting Members or Board of Directors can suspend or remove a Voting Member, the LCBA shall provide prior written notice of the suspension or expulsion to the Voting Member which states the reason(s) for the suspension or removal at least fifteen (15) days prior to the

meeting at which removal will be considered. Further, there must be an opportunity for the Voting Member to be heard, orally or in writing, by the Voting Members, Board of Directors, or persons authorized to withdraw the proposed suspension or removal not less than five (5) days before the effective date of the suspension or removal.

A Voting Member who has been suspended or removed is liable to the LCBA for dues, if any, incurred by the Voting Member before the effective date of the Voting Member's suspension or removal.

Section 7. Resignation of Voting Members. Any Voting Member may resign at any time by sending or delivering a written resignation to the President or Secretary of the LCBA. A Voting Member's resignation is irrevocable upon receipt by the LCBA. If a Voting Member resigns, and then subsequently desires to re-establish Voting Membership, the individual must reapply for Voting Membership as if the individual had never been a Voting Member.

Section 8. Quorum for Voting Membership Meetings. A quorum shall consist of the Voting Members who are present or participating in a meeting or in a vote.

Section 9. Decision-Making by Voting Members.

- (A) Each Voting Member in good standing is entitled to one vote. Cumulative voting is not allowed. The affirmative vote of a majority of the Voting Members present at or participating remotely in a properly called meeting is necessary and sufficient to make decisions or pass resolutions of the Voting Members, unless a greater proportion is required by law, the Articles of Incorporation, or 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. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in written minutes.
- (B) Voting by Email. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made at any meeting of the Voting Members may be made by email without a meeting if: (1) The LCBA has a record of all Voting Members' email addresses; and (2) The LCBA maintains a copy of the announcement and a record of the Voting Members' votes with the corporate records.

The electronic announcement shall be sent to each Voting Member at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Voting Member may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date.

The affirmative vote of a majority of responding Voting Members is an act of the Members, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

(C) Voting by Written Ballot. Voting by written ballot may be authorized by the Board of Directors or by the Voting Members. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Voting Members may be taken without a meeting if the LCBA delivers a written ballot to every Voting Member entitled to vote on the matter, by mail, fax, in person or e-mail as directed by the individual Voting Member. The written ballot shall: (1) Set forth each nominee or proposed action; and (2) Provide an opportunity to vote for each vacant position elected by the Voting Members and for or against each proposed action.

All solicitations for votes by written ballot must: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter; and (c) specify a reasonable time by which the ballot must be received by the LCBA in order to be counted.

Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action; and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Completed ballots can be returned by email, mail or in person.

Section 10. Proxy Voting. Proxy voting shall not be allowed at any meeting of the Voting Members or as part of reaching any decision of the Voting Members.

Section 11. Participation in Meetings Remotely.

(A) Meetings may be held by telephone, video conferencing, internet-based communication, or any other method, at the discretion of the President or by a vote of the Board, so long as all participating Voting Members can simultaneously hear and speak with each other in real time. A Voting Member participating in such a meeting is deemed present for purposes of a quorum and voting.

(B) Notice of any Voting Member meeting at which participation by remote communication is permitted shall state that such participation is authorized and describe how a Voting Member may notify the LCBA that they intend to participate in the meeting by remote communication.

Section 12. Annual Voting Member Meeting. There must be an Annual Meeting of the Voting Members, which shall take place at a time and place set by the Board.

Written notice of the Annual Meeting must be sent by first class mail or e-mail to all Voting Members entitled to receive notice, at the mailing address or e-mail address provided by the Voting Member as it appears in the corporate records, at least seven (7) days in advance of the meeting. The LCBA shall strive to also send notices of the Annual Meeting to Law School

Student members and Affiliate Members, but the failure to do so shall not invalidate any actions taken or decisions made at the Annual Meeting.

At the Annual Meeting, Voting Members shall hear and consider reports from the Board of Directors or Officers concerning the activities, management, and budget of the LCBA. The failure to hold an Annual Meeting does not affect the validity of any corporate action.

Section 13. Notice of Other Voting Member Meetings.

(A) Regular Meetings. The LCBA may hold a series of regular meetings of the Voting Members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail or e-mail, as directed by the individual Voting Member at least seven (7) days in advance of the beginning of the series of regular meetings shall be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change. If necessary to ensure that all Members receive notice of meetings, the LCBA may also inform its Voting Members of a meeting by posting the notice to their website, Facebook page, or other online platforms where Voting Members can easily view the notice.

(B) Special Meetings. Special meetings of the Voting Members may be called by the President, by the Board of Directors, or by a petition signed by 10% of the Voting Members. Notice for a special meeting must be mailed by first class mail or e-mail, as directed by the individual Voting Member at least seven (7) days in advance of the meeting and must specify the purpose(s) for which the meeting is called. If necessary to ensure that all Members receive notice of meetings, the LCBA may also inform its Voting Members of a meeting by posting the notice to their website, Facebook page, or other online platforms where Voting Members can easily view the notice. Only the business for which a special meeting is called may be considered at the meeting.

(C) Notice to Non-Voting Members. The LCBA shall strive to also send notices of meetings to Law School Student members and Affiliate Members, but the failure to do so shall not invalidate any actions taken or decisions made at the meetings.

Section 14. Content of Notice. The Voting Member meeting notice must contain the date, time, location, and when required, the purpose(s) of the Voting Member meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to these Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered. Additionally, if dissolution, merger, or the sale of substantially all of the LCBA's assets is to be considered at the meeting, the notice must state this fact with a brief description of the matter to be considered.

Section 15. Record Date. The record date to determine the Voting Members who are entitled to receive notice, and when they are entitled to vote at a Voting Member meeting, is thirty (30) days before the date of the meeting.

## ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of the LCBA's affairs. Such management includes, but is not limited to the following:

- (a) establishing the LCBA's policies and review and change them as necessary;
- (b) overseeing its programs;
- (c) appointing or employing and supervising its executive director or head of staff;
- (d) authorizing its expenditures by adopting and modifying, as needed, a budget;
- (e) overseeing its financial affairs; and
- (f) ensuring the proper management and use of its assets and property.

Whenever the Board of Directors delegates any of its authority or responsibility, the Board of Directors shall retain ultimate authority and responsibility over any matter delegated. The Board of Directors must also ensure that the LCBA: (a) properly employs the necessary corporate formalities to make its decisions, (b) prepares and submits all required state and federal reports, and (c) operates in compliance with relevant state and federal laws. Board Directors must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks.

The role of the Board of Directors is governance, and does not include direct management or conduct of the daily operations of the LCBA, although individual Directors may be engaged in working on those tasks.

Section 2. Records of Directors. The Secretary shall ensure that the LCBA maintains a current formal record of the names and contact information of Directors. The contact information of Directors must be in the form of a street address, mailing address, or electronic address at which the Director elects to receive notices and other messages from the LCBA.

Section 3. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of the LCBA and must have expertise in areas relevant to the needs of the LCBA. All nominees for positions on the Board of Directors must be Voting Members.

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.

Section 5. Terms of Directors. Directors shall serve three year terms of office, which shall be staggered so that approximately one-third (1/3) of the directors are elected each year. Directors may be elected for shorter terms of office if necessary to maintain approximately one third (1/3)

of the directors elected each year. The Directors' and Officers' terms of office shall begin on July 1, and end on June 30. Despite the expiration of their term of office, however, unless they formally resign or are removed from office, Directors shall remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

#### Section 6. Election of Directors and Officers.

(A) Nominations. The President will notify the membership of open positions on the Board of Directors in advance of the expiration of a term. Any Regular Member may nominate themselves for a position for which they are eligible by sending an email to the Secretary before the election.

(B) Election Process. The President shall notify LCBA members of the names of the candidates to appear on the ballots and the position for which they will stand for election. The Secretary will prepare electronic ballots for voting. The ballots will designate in alphabetical order the names of each candidate. Each Voting Member is entitled to cast one vote for each position to be filled. Between the May and June regular meetings, Regular Members will be sent electronic ballots. Members will have at least fourteen (14) days to complete and return their ballots. Voting for write-in candidates shall be allowed and a space provided for that on the ballots.

(C) Election Results. The candidates receiving the highest number of votes will be declared elected. In case of a tie vote, the winner will be determined by a coin toss. The President will announce the results of the election at the June meeting or as soon as reasonably possible after the meeting. Directors will take office on July 1st and will serve until the expiration of their term.

(D) Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding further details of the election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

#### Section 7. Removal of Directors.

(A) Directors may be removed with or without cause by a majority vote of the Voting Members present at or participating remotely in a meeting so long as a quorum was present or participating not including the vote of the Director to be removed if that person is a Voting Member. The vote shall be by a secret ballot if any Voting Member so requests.

(B) Directors may also be removed by a two-thirds (2/3) majority vote of the entire Board of Directors, not including the Director to be removed, for the following causes: (1) missing three (3) or more meetings of the Board of Directors in a year without advance notice and the approval of the President or Secretary; (2) failing to fulfill the duties of a Director; or (3) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the LCBA. The vote shall be by secret ballot if any Director so requests.

(C) Whenever the removal of a Director will be considered at a meeting of the Voting Members or Board of Directors, proper notice must be given in advance stating that the removal of a Director will be considered and voted on.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing, signed and delivered to the President or Secretary of the LCBA. A resignation sent by email from a Director's email address on record with the LCBA shall be considered signed. Once delivered, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board of Directors, the individual must be re-elected anew. Resigning from the Board does not remove a person from the Voting Membership.

Section 9. Filling Vacancies. The Board of Directors may, by a majority vote of the Directors present or participating in a meeting, elect new Directors to fill any vacancies on the Board of Directors. A Director elected to fill a vacancy shall serve for the remainder of the term of their predecessor.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the LCBA.

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.

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.

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.

Section 13. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Remote Meetings. Meetings may be held or individual Directors may participate in

meetings by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Directors can simultaneously hear and speak with each other in real time. A Director participating in such a meeting is deemed present for purposes of a quorum and voting.

Section 15. Decisions by Email. Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) The LCBA has a record of all Directors email addresses; and (2) The LCBA maintains a copy of the announcement and a record of the Directors' votes with the corporate records. Electronic signature, whether from the email address of the Director's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

The Board President, Secretary, President-elect and Treasurer or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Directors. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 16. Meetings. The Board of Directors must meet at least four (4) times per year and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order may be consulted for guidance but shall not be binding.

Section 17. Executive Session Meetings. The Board or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Session discussions.

Section 18. Notice of Meetings.

(A) Regular Meetings. After the initial notice is given of the schedule for a series of regular

meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meetings and be delivered to all Directors. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

(B) Special Meetings. Notice must be given to every Director of the Board for every special meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail, e-mail, or fax to an address provided by the individual Director.

Section 19. Authority of Directors. The President and/or the Executive Director shall be the official spokesperson(s) for the LCBA and may represent the LCBA and its positions whenever appropriate. No Director other than the President may officially represent the positions of the LCBA or speak or make agreements on behalf of the LCBA without specific approval by the Board of Directors.

#### ARTICLE IV. OFFICERS AND STAFF

Section 1. Officers. The Officers of the LCBA shall carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers shall be elected by the Voting Members, and must include a President, President-Elect, Secretary, and Treasurer. The Voting Members may also elect other Directors to serve as other Officers and assistant Officers as deemed necessary. The same individual may not serve simultaneously in more than one Officer position. The individuals elected as Officers shall serve simultaneously as Directors. Each Officer must be a Regular Member in good standing. Only a Director who has served a term as President-Elect is qualified to serve as President of the LCBA. Only a Director who has served as Secretary or Treasurer is qualified to serve as President-Elect of the LCBA. In the event there is no one qualified to serve as President or President-Elect, the Board may deem any Director qualified to serve. Only current Directors are qualified to serve as Secretary or Treasurer.

Section 2. Election and Term of Office. The Officers of the LCBA shall be elected by the Voting Members in accordance with the provisions for the election of Directors, in Article III, Section 6.

Initial Officers shall serve only until the next annual election of Officers, when the initial Officers may be re-elected and any new Officers shall be elected. All subsequent Officers shall serve one (1) year terms, which begin on July 1 and end on June 30 of each year. Despite the expiration of their term of office, however, unless they resign in writing or are removed from office, Officers shall remain in office until their successors are properly elected. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

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, 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.

Section 4. Vacancies. A vacancy in the office of President will be filled by the President Elect. A vacancy in the office of President Elect will be filled by the Secretary or the Treasurer. A vacancy in the office of Secretary or Treasurer will be filled by vote of the Voting Members. In the event that both the Secretary and Treasurer concurrently seek the office of the President-Elect, the position will be filled by vote of the Voting Members. Individuals elected to fill a vacancy in an Officer position shall serve the remainder of the term of their predecessor.

Provided, however, that if any office of the LCBA becomes vacant, until an election by the Voting Members can take place, the Board of Directors may elect any eligible individual to fill such a vacancy, and the Officer elected by the Board to fill a vacancy shall hold office only until a vote by the Voting Members fills the vacancy.

Section 5. President. The President's responsibilities include the following:

1. Serve as executive officer of the LCBA and in general, supervise or oversee all of the affairs of the LCBA.
2. Preside over all meetings of the LCBA and of the Board of Directors.
3. Appoint all standing and special committees as needed.
4. Appoint a chair for all committees.
5. Assist in determining the scope of activities and the duties of each committee in conjunction with the committee chair where such responsibilities have not been determined by the membership.
6. Represent the LCBA to outside groups.
7. Serve on the Judicial Applicant Review Committee, unless the President is a judicial candidate. Under that circumstance, the President's role is determined by the Judicial Applicant Review Committee policy.
8. Sign any instrument that the Board has prescribed to be executed, including checks, except when the signing and execution thereof has been delegated by the Board or by these Bylaws to some other officer or agent of the LCBA.
9. Any other duties as required by LCBA policies and procedures.

Section 6. President-Elect. The President-Elect's responsibilities include the following:

1. Perform the duties of the President in the absence of the President or if the President is unable to serve.
2. Assist the President as needed.
3. Work closely as consultant and advisor to the President.
4. Carry out any special project assignments from the President.
5. Assume the office of President at the conclusion of the President's term or in the event the President's position becomes vacant.
6. Any other duties as required by LCBA policies and procedures

Section 7. Secretary. The Secretary shall perform or oversee the performance of the following duties:

1. Record and keep the minutes of the meetings of the Voting Members, Board of Directors, and Board committees in one or more books or stored electronically.;
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Maintain a "Policy and Procedures Manual" which consists of current LCBA policies and standard operating procedures, as adopted by the Board or the membership.
4. Maintain and be the custodian of the corporate records of the LCBA;
5. Any other duties required by LCBA policies and procedures.

The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer shall perform or oversee the following duties:

1. Possess custody of all LCBA funds at the appropriate financial institution.
2. Orally present the financial condition of the LCBA to the Board at meetings..
3. File the Annual report to the Oregon Secretary of State Corporation Division.
4. File the LCBA's non-profit income tax returns.

5. Sign checks on behalf of the LCBA.
6. Verify that Program Chairs are abiding by the LCBA's Financial Policy.
7. Any other duties as required by LCBA policies and procedures.

The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

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.

## ARTICLE V. COMMITTEES

Section 1. Standing. The LCBA shall operate primarily by and through the following standing committees: Events, Engagement, Governance and Modernization. In the event no Director volunteers for a standing committee, the President shall assign at least one (1) Director to serve.

Section 2. New Committees. The President may establish additional special, standing, or ad hoc committees. The designation of any committee and the delegation of authority thereto does not relieve the Board of any responsibility imposed by law or these Bylaws.

Section 3. Committee Responsibilities. The scope of activities and the duties of each committee will be determined by the chair of the committee concerned. Each committee must operate in accordance with the procedures, practices and policies set by the Board from time to time. Each committee chair will report monthly committee activity of general interest to the Board. Each committee chair will keep the President reasonably informed of committee activities.

Section 4. Committee Chairs. The President shall appoint Committee Chairs, subject to the approval of the Board. Committee Chairs shall serve for a period of one year or until the appointment of a successor.

Section 5. Committee Members. Taking into account Directors' own committee preferences, the President may appoint Committee members or delegate the appointment of committee members to the Committee Chair. All committee appointments are for a period of one year or until the appointment of a successor. The President may serve as a member of each committee.

Section 6. Executive Committee.

(A) The Board of Directors may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the

Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees shall consist of the Officers of the LCBA. The Board may appoint up to two (2) other Directors to serve on the Executive Committee, if that appointment is approved by the affirmative vote of a majority of all Directors then in office. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committee to follow. The Executive Committee shall make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(B) The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

Section 7. Limitation on Powers. No committee may:

- (a) elect, appoint, or remove any Officer, any Director of the Board of Directors, or member of the Executive Committee;
- (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the LCBA;
- (c) authorize the dissolution of the Corporation or revoke proceedings therefore;
- (d) amend, alter, or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors; or
- (e) authorize the payment of a dividend or any part of the income or profit of the LCBA to its Directors, Officers, or any other person or entity.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

## ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or Director shall receive any compensation for fulfilling the responsibilities of a Director of the Board or of an Officer as defined in these Bylaws. However, the LCBA may pay compensation to Officers and Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Officers and Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. The Board shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever the LCBA pays money or

other compensation to, provides any tangible benefits to, or enters into a financial transaction with: an Officer, a member of the Board of Directors, a relative of a director or officer, a person in a significant relationship living with an officer or director, a close business associate of a director or officer, a relative of a close business associate of a director or officer, or an entity of which a director or officer has a material interest in, or is a director or general partner.

All transactions involving conflicts of interest must be approved using the following procedures:

- (1) conflict of interest transactions must be approved by the full Board; they cannot be approved by the President, Executive Committee, Executive Director, or other staff.
- (2) Directors and Officers who have a conflict of interest in any matter must:
  - (a) declare the existence of any direct or indirect conflict of interest;
  - (b) disclose the details of the proposed transaction on the record;
  - (c) abstain from voting on that matter; and
  - (d) leave the room where the vote is to take place, until the votes have been counted.

The minutes must record this to show that it was done.

- (3) The rest of the Board must analyze the transaction and sufficient independent and reliable information to ensure that all transactions involving a conflict of interest are fair and reasonable to the LCBA and that no special benefits are being given to any person.

The information relied upon by the Board, and its source, must be recorded in the minutes.

- (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Directors in office who do not have a conflict of interest involved in that issue as long as no less than two (2) disinterested Directors vote to approve the transaction.

All Directors and Officers must sign an annual disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the LCBA's funds and assets and that would discover if those problems or crimes occurred. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people:

- (a) with the authority to spend the LCBA's money;
- (b) who are the bookkeeper(s) who record and track income and expenditures; and
- (c) who oversee the bookkeeping system and expenditure of funds.

The persons who have authority to sign the LCBA's checks or use its credit cards shall not be allowed to also serve as the LCBA's bookkeeper(s); and that the LCBA's bookkeeper(s) shall not be given permission or authority to spend the LCBA's money, sign its checks, use, withdraw

or transfer money in the LCBA's accounts, or use its credit cards.

Section 4. Tax Year. The tax year of the LCBA is July 1 to June 30.

Section 5. Records and Documents. The LCBA shall maintain its documents and records in compliance with ORS 65.771, and with a Records Retention Policy that the Board shall adopt. Wherever these Bylaws require a written document, such document may be created, stored, or transmitted by electronic means in lieu of a physical, hard, or paper copy of the document. Notwithstanding the foregoing, the LCBA shall strive to store corporate documents with redundancy for security, including as both electronic and physical documents whenever practicable.

Section 6. No Discrimination. The LCBA shall not discriminate for or against any person on the basis of race, color, national origin, religion, disability, sex (includes pregnancy), sexual orientation, gender identity, gender expression, age or marital status, or on the basis of any other characteristic protected by law.

Section 7. Neutrality. The LCBA shall adhere to the principle of institutional neutrality.

- (a) When contested social, ideological, religious or policy issues arise that do not directly concern the mission of LCBA, the leadership will not issue a position statement on behalf of LCBA on that issue.
- (b) On rare occasions when a public issue arises that directly affects the mission of LCBA, the leaders may issue statements that articulate the significance of that issue to the membership.

## ARTICLE VII. AMENDMENTS

Section 1. Amendment of Bylaws. 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. Provided, however, that 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. 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.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing constitutes the Bylaws of the Lane County Bar Association on the Date Adopted below, by either 2/3 of the entire Board of Directors or a majority of Voting Members.

*s/ Esack Grueskin*

*August 7, 2025*

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Esack Grueskin • LCBA Secretary

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Date Signed

*August 7, 2025*

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Date Adopted