

**BY-LAWS
OF**

The LGBT Bar Association of Los Angeles

ARTICLE I

NAME, PLACE OF BUSINESS, AND PURPOSE

Section 1. NAME

The name of this association shall be The LGBT Bar Association of Los Angeles or LGBT Bar LA.

Section 2. GEOGRAPHICAL BASE

This association shall be geographically based in the County of Los Angeles, however, the association may accept for membership any person whose principal place of business is located outside the County of Los Angeles provided they qualify for membership under Article II.

Section 3. PRINCIPAL PLACE OF BUSINESS

The principal place of business of Association shall be in the County of Los Angeles, California. The specific location shall be determined by the Board of Governors and may change from time to time depending on the needs of the organization.

Section 4. PURPOSE

The association is a non-profit mutual benefit corporation as defined by the California Corporations Code. LGBT Bar LA is a bar association whose purpose is to provide a strong leadership presence of and for lesbian, gay, bisexual and transgender people in the legal profession, through education, legal advocacy, and participation in civic and community activities.

ARTICLE II

MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP

Members shall consist of the following:

- a. Attorney Members

All attorneys in good standing admitted to practice law in any state in the United States or in the District of Columbia, or who are certified as emeritus attorneys by the State Bar of California are

eligible for membership as attorney members. The above requirements notwithstanding, judges of courts of record and full-time members of the faculty of accredited law schools in the State of California are eligible for membership as attorney members.

b. Associate Members

All paralegals, court reporters, legal secretaries, and other persons employed in the legal profession are eligible for membership as associate members and may vote and serve on the Board of Governors, but may not serve as officers of the association.

c. Law Student Members

All students attending law school in California are eligible for membership as law student members. Law student members may act as law school liaisons to the Board of Governors and may serve on committees. However, law student members may not vote as members of the association, be elected to serve as voting members of the Board of Governors, or serve as officers of the association.

d. Honorary Members

The Board of Governors by majority vote may elect honorary members. Such members shall not be entitled to vote or be officers of the association, but except for these conditions, the nature and terms of honorary members shall be determined by the Board of Governors.

Section 2. VOTING

Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. ADMISSION TO MEMBERSHIP

Each member shall apply to join the association in a manner established by the Board of Governors including the payment of dues, as set forth below.

Section 4. DISBARMENT AND SUSPENSION

Any member who is disbarred or suspended from the practice of law shall thereby become ineligible for voting rights in the association during the period of such disbarment or suspension.

ARTICLE III

DUES

Section 1. ANNUAL DUES

Annual dues shall be determined by the Board of Governors.

Section 2. MEMBERSHIP YEAR

For purposes of calculating annual dues, the membership year will be a calendar year, running from January 1 to December 31.

Section 3. NON-PAYMENT OF DUES

Any member whose dues are not paid on or before the thirtieth day of March of any year shall have membership privileges suspended until the dues are paid.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

A regular meeting of members must be held in January of each year, on a day and at an hour and place in Los Angeles County to be designated by the Board of Governors, for the purpose of transacting such business as may come before the meeting.

Section 2. SPECIAL MEETINGS

The association may hold special meetings of members upon the call of the Co-Presidents, by majority vote of the Board of Governors, or upon written request signed by ten or more members of the association. The written request for a meeting shall specify the general nature of the business proposed to be transacted at the meeting.

Section 3. NOTICE

Notice of any membership meeting, including the annual meeting, must be given to all members. Written notice, stating the date, time and place of any meeting of members, shall be delivered to each member in good standing by or at the direction of the Co-Presidents or the Board of Governors. Notice shall be sent, either by facsimile, electronic mail, or regular mail, to all members appearing on the records of the association not less than ten (10) days before the date of any meeting. For special meetings, the purpose(s) for which a special meeting is called shall be stated in the notice.

Section 4. QUORUM

A quorum at any meeting shall consist of five (5) voting members or ten percent (10%) of the total number of voting members, whichever is less.

Section 5. PROXY VOTING

No member may authorize another member or members to act by proxy with respect to such membership.

ARTICLE V

BOARD OF GOVERNORS

Section 1. BOARD OF GOVERNORS

The Board of Governors shall be made up of not less than seven nor more than thirty-one Governors, unless changed by amendment of these Bylaws. The exact number of directors shall be set by resolution of the board from time to time.

Section 2. DUTIES

The Board of Governors shall:

- a. Manage the affairs of the association subject to and in accordance with these By-Laws;
- b. Authorize all appropriations of funds;
- c. Be empowered to create, in its discretion and by assent of a majority of all such members, such committees, other and further than those created under Article VII, that it considers necessary and appropriate for the running of the affairs of the association; and
- d. Act on all recommendations of committees;

Section 3. TERMS

- a. Members of the Board of Governors shall be elected to two year terms. There is no limit to the number of terms a member of the Board of Governors may serve.

Section 4. QUALIFICATIONS OF MEMBERS OF THE BOARD OF GOVERNORS OF THE ASSOCIATION

- a. Attorney and associate members in good standing are eligible to serve on the Board of Governors of the association.
- b. Notwithstanding that associate members may serve on the Board of Governors, at least 60% of the Board shall consist of attorney members.
- c. Law student members may serve as non-voting liaisons to the Board of Governors. Law student liaisons may be invited to serve in such a role through a process determined by the Board of Governors.

Section 5. REGULAR MEETINGS

- a. Regular meetings of the Board of Governors are held monthly at a time and place fixed by the Board of Governors. Changes to the time and location of the regular

meetings shall be made by a majority vote of the Board of Governors at a regular meeting, and notice of the next meeting shall be given to all board members and members of the association.

- b. Other than notices of the change of meeting date and time, no other notice is required for regular board meetings.

Section 6. SPECIAL MEETINGS

- a. Special meetings of the Board of Governors shall be held upon call of the Co-Presidents or upon request of five (5) members of the Board of Governors.
- b. Special meetings of the board shall be held with 48 hours' notice delivered personally, by telephone, or electronic mail to all members of the Board of Governors. Such notice should specify the purpose of any special meeting of the board.
- c. Special meetings may be conducted telephonically or electronically through any method that ensures that each member of the Board of Governors can participate in the meeting; each board member participating in the meeting can communicate with all other board members; and each board member is provided the means of participating in all matters before the board, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- d. Special meetings cannot be held without following the notice requirements set forth in these Bylaws and as required by the California Corporations Code section 7211.

Section 7. ACTION BY UNANIMOUS CONSENT OF THE BOARD

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 8. QUORUM

- a. A quorum shall consist of a majority of the members of the Board of Governors.
- b. 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, or a greater number required by this division, the articles, or the bylaws.

Section 9. VOTING

- a. An act or decision done or made by a majority of the members of the Board of Governors present at a meeting duly held at which a quorum is present is the act of the Board of Governors.
- b. Each member of the board shall have one vote on any matter presented to the Board of Governors for actions.
- c. No member of the board may vote by proxy.

Section 10. ATTENDANCE

- a. Members of the Board of Governors are required to attend at least eight regular meetings of the Board of Governors within a calendar year, and they must attend at least four of those meetings in person.
- b. Whenever a Board member misses five (5) meetings of the Board of Governors within a calendar year, the Board member will be deemed to have submitted his or her resignation from the Board to the Executive Committee. The Executive Committee shall determine whether to accept the resignation and shall report to the Board the status of the Board member. The Board member will be notified if the Executive Committee accepts the resignation and will also be notified that the entire Board of Governors will then vote on the resignation. In deciding whether to accept the resignation, the Board of Governors shall take into account whether any of the Board member's absences should be deemed excused. A Board member may only be removed under this section by approval of a majority of the Board.

ARTICLE VI

ELECTION OF THE BOARD OF GOVERNORS

Section 1. TIMING OF ELECTIONS

Board members shall be elected by the general membership at the annual meeting in January.

Section 2. PROCEDURE FOR ELECTIONS

- a. Not less than 120 days before the general meeting, the Board Development Committee, either as a whole or by designation of a subcommittee, will begin seeking applications from qualified candidates for election to the Board of Governors. At a minimum, the Board Development Committee must inform the general membership of the application process and seek applications from the general membership.

- b. Not less than 60 days before the general meeting, the Board Development Committee will update the Board of Governors on outreach efforts and the nominating and election process.
- c. Not less than 45 days before the general meeting, the Board Development Committee will nominate qualified members for the Board of Governors. In selecting candidates for nomination, the Board Development Committee will strive to ensure racial diversity, gender parity, and a representative cross-section of the legal profession, including but not limited to membership of attorneys and other legal professionals working in the non-profit sector, in government, in-house, for small and large firms, and solo practitioners.
- d. The number of nominations of Board members by the Board Development Committee is not to exceed the number of open seats on the Board of Governors.
- e. Any member of the association in good standing and who is otherwise qualified for membership the Board and who has applied for Board membership but who was not nominated by the Board Development Committee may still run for election at the general meeting in January.
- f. Any member seeking election to the Board of Governors who has not been nominated by the Board Development Committee must declare their candidacy no later than 30 days before the election.
- g. Within 30 days of the election, if there are no more candidates for Board slots than those that are open for election, the Board of Governors may declare the elections closed, and new Board of Governors will begin their term on the date of the January general meeting.
- h. If there are more candidates than open slots, elections will be held at the general meeting in January, and Board members elected will immediately begin their term following the election at the general meeting.

Section 3. MANNER OF ELECTION

- a. The manner of election shall be determined by the Board of Governors, consistent with these bylaws.
- b. In any election, all ballots shall contain the signature (written or electronic) and printed name (written or electronic) of the person voting and the date when it was signed.
- c. Only members in good standing who have paid their membership dues shall be eligible to vote.
- d. The Co-Presidents Elect and another Board member they may designate shall tally the votes and certify the winner.

Section 4. VACANCIES

- a. The Board may declare vacate the position of a member of the Board of Governors if a member of the Board misses more meetings than allowed, as outlined in the attendance policy in effect at the beginning of the member's term,, if the member of the board no longer meets the qualifications required to serve as a member of the Board of Governors that were in effect at the beginning of that member's current term of office; or for any other reason outlined in the California Corporations Code.
- b. If there is a vacancy on the board, either because of an action of the board or by resignation of a member of the board, that vacancy may be filled by approval of the board.

ARTICLE VII

OFFICERS

Section 1. OFFICERS

The elected officers of the association shall be:

- a. two (2) Co-Presidents;
- b. one (1) Secretary;
- c. one (1) Treasurer; and
- d. the Chairs of the Board Development, Communications, and Membership Committees
- e. One Co-President Elect shall be an elected officer of the association for calendar year 2018 only.

Section 2. GENDER PARITY

In the interest of promoting gender parity in the Organization, the Co-President positions shall not be occupied by individuals who have the same gender identity.

Section 3. TERM

Officers shall assume their duties the first day of January of the year for which they are elected, and shall hold office for one year or until the election and installation of their successors. An individual serving as Co-President may seek election to serve as Co-President for the calendar year immediately following. No individual who has served as Co-President for two years, whether or not consecutive years, shall be eligible to serve as Co-President. The officer serving

as Co-President Elect in calendar year 2018 shall succeed to and assume the office of Co-President in calendar year 2019.

Section 4. EXECUTIVE COMMITTEE

The Executive Committee shall be made up of the officers of the Board of the association, and shall have the duties outlined in these bylaws, as well as any other duties delegated to the committee by a majority of the members of the Board of Governors and not inconsistent with these bylaws.

Section 5. DUTIES OF OFFICERS

- a. The Co-Presidents shall be the principal executive officers of the association, and the Co-Presidents' duties shall include the following:
 1. Supervising and controlling the business and affairs of the association;
 2. Presiding at all meetings of the Board of Governors;
 3. Appointing a Parliamentarian if the Co-Presidents or Board of Governors so desire;
 4. Appointing delegates and alternates of the association to the Conference of State Bar Delegates, subject to ratification by a majority vote of the Board of Governors; and
 5. Serving as ex-officio members of all committees.
 6. Acting as liaisons to State and County Bar associations and committees thereof, and other organizations. The Executive Committee may appoint other of its members to serve as liaisons to specific associations and organizations.
- b. The duties of the Secretary shall include the following:
 1. Keeping minutes of the meetings of the Board of the Governors and the meetings of members, including keeping a record of actions and resolutions arising from such meetings;
 2. Keeping the record of the association, including the Corporate Minutes Book, the seal of the corporation, and its publications.
- c. The duties of the Treasurer shall include the following:
 1. Having custody of and being responsible for receiving, disbursing and safely keeping all funds and other assets of the association;
 2. Depositing all monies in the name of the association in such depositories as may be designated by the Board of Governors;

3. Paying all bills upon authorization of the Board of Governors;
 4. Maintaining the books and records of the association in accordance with generally accepted accounting principles;
 5. Receiving payment of membership dues and maintaining a correct list of the names and addresses of all members of the association and not releasing the list without the express authorization of the Board of Governors; and
 6. Chairing the Finance committee
- d. In the absence of the Co-Presidents, the highest officer present shall perform the duties of the Co-Presidents.

Section 6. ELECTION OF OFFICERS

- a. Officers are elected by the Board of Governors in November, to take office in January of the following year.
- b. Following adjournment of the October Board of Governors meeting, and up to five days before the November Board meeting, the Board Development Committee will solicit nominations for all officer positions.
- c. The Board Development Committee will determine if Governors nominated are eligible and if the nominee accepts the nomination.
- d. The Board Development Committee will announce the nominees for officers before the November Board meeting. There will be no nominations from the floor.
- e. If the race is uncontested, no election is necessary. If there are contested positions, elections will take place at the November board meeting.
- f. No individual is eligible for election as Co-President unless that individual has served on the Executive Committee for at least two full years, which need not be consecutive, before taking office as Co-President.

Section 7. VACANCIES

Vacancies in any office shall be filled by the Board of Governors, and each person so appointed shall serve the balance of the term and until the installation of a successor.

ARTICLE VIII
COMMITTEES

Section 1. **STANDING COMMITTEES**

There shall at all times be the following standing committees, which shall operate consistently with these Bylaws:

- a. Executive Committee
- b. Board Development Committee
- c. Finance Committee
- d. Amicus Committee
- e. Judicial Committee
- f. Membership Committee
- g. Communications Committee

Section 2. **OTHER COMMITTEES**

The Board of Governors may, upon resolution of the Board, create such committees they consider to be necessary and appropriate for the running of the affairs of the association. The Board of Governors may delegate to those committees such duties as it sees fit, consistent with the Corporations Code and these Bylaws.

Section 3. **COMMITTEE MEMBERSHIP**

- a. Membership on all committees except the Executive Committee is open to all members of the association in good standing.
- b. All Board members must serve on at least one committee.

Section 4. **COMMITTEE CHAIRS**

- a. All committees must be chaired by at least one member of the Board of Governors.
- b. Committees are encouraged to have co-chairs, one of whom must be a member of the Board of Governors.
- c. All Chairs and Co-Chairs shall be elected by the Board of Governors.

ARTICLE IX

FINANCES

Section 1. FISCAL YEAR

The fiscal year of the association shall commence on the first day of April of each calendar year and end on the following thirty-first day of March.

Section 2. FINANCE COMMITTEE

- a. There shall be at all times a Finance Committee consisting of:
 1. the Treasurer of the association, and
 2. no less than two members of the Board
- b. The Finance Committee's primary function is to assist the Board in fulfilling its oversight responsibilities regarding the association's finances in accordance with policies and procedures established by the Board of the association.

Section 3. BUDGET

The Finance Committee shall be responsible for preparing an annual budget, to be presented to the Board of Governors and approved before the beginning of the Fiscal year.

Section 4. EXPENDITURES OF FUNDS

- a. The Treasurer shall be responsible for allocating funds in accordance with the budget. The Treasurer will provide monthly reports to the Board regarding the allocation of funds consistent with the budget.
- b. All expenditures of more than \$500.00, not previously approved as part of the annual budget, may be approved only by a majority of the board at a regular or special board meeting, or by unanimous vote at any other time.
- c. Expenditures of \$500.00 or less, not previously approved as part of the annual budget, may be approved only by a majority of the Executive Committee, provided that:
 1. there is no opportunity to vote on the expenditure during a regular board meeting; and;
 2. the expenditure would not constitute an endorsement or sponsorship, as would require a vote by the Board under Article XI, Section 1.
- d. Any such expenditure by the Executive Committee must be thereafter ratified by the Board of Governors at the next regular meeting.

Section 5. INUREMENT

- a. No membership funds may inure to the private benefit of any private person or individual, or any member, Governor or officer of this association.
- b. Nothing in this provision shall limit the association's ability to make donations for the public welfare or for the community funds, hospitals, charitable, educational, scientific, civic, religions or similar purpose, subject to Article X and any limitations prescribed by state or federal law.

Section 6. AUDIT COMMITTEE

- a. The Audit Committee shall consist of no less than three members, two of which shall be Board members and one of which shall be a non-Board member of the association. At least one member of the Audit Committee shall have financial expertise. Members of the Audit Committee may not be officers of the association and may not be members of the Finance Committee.
- b. The Audit Committee will also be responsible for conducting an internal audit of the association's finances every year.
- c. In addition, the Audit Committee will facilitate the hiring of an independent auditor to conduct an external audit of the association's finances no less than every five years.
- d. Any external audit shall include reviewing the association's books and internal control systems and shall be conducted by a qualified independent auditor. The auditor shall prepare an audit report, which shall be submitted to the Board no later than 150 days following the close of the association's fiscal year.

ARTICLE X

SPONSORSHIPS AND ENDORSEMENTS

Section 1. APPROVAL OF SPONSORSHIPS AND ENDORSEMENTS

Requests for Sponsorships and Endorsements must be presented to the Board of Governors. Except as noted otherwise, a majority vote of the Board members present is required for approval of any sponsorship or endorsement.

Section 2. ENDORSEMENT OF CANDIDATES FOR JUDICIAL APPOINTMENT

- a. Endorsements of candidates will be limited to the endorsement of candidates who are seeking appointment to judicial office and will not include the endorsement of any candidate for election to a judicial or legislative position or office.

b. Requests for judicial endorsements must be presented to the Board of Governors for approval. No member of the Board of Governors or member of the association has the authority to commit the association to any judicial endorsement.

c. PROCESS FOR CONSIDERING ENDORSEMENTS

1. Endorsements of judicial candidates seeking appointment (not election) to the bench may be made by a majority vote of members of the Board of Governors.
2. The association shall maintain on its website an application for judicial endorsement.
3. The Chair or a Co-Chair of the Committee on Judicial Endorsements shall compile the applications for review by the committee. After receiving a complete application for judicial endorsement, the Chair or a Co-Chair shall distribute the application to all committee members, and schedule a committee meeting to discuss the application. Each committee member shall review the application.
4. All applications submitted to the committee are to be held in the strictest confidence. No committee member shall keep, store, maintain, or in any way preserve any portion of an application for judicial endorsement beyond the time necessary to carry out the duties of the committee. Nevertheless, the Chair or a Co-Chair is authorized to maintain the application as a record of the association.
5. After the committee has reviewed the application, it shall decide whether to recommend the applicant for endorsement by the Board of Governors. A majority of committee members shall participate in the vote on whether to forward the application to the Board. If a majority of the committee members voting recommends forwarding the application to the Board, the Chair or a Co-Chair shall place the applicant on the next Board meeting's agenda for the full Board to vote on the application. If less than a majority of the committee members voting recommends forwarding the application to the Board, the committee Chair or Co-Chair shall notify the applicant that the application did not receive the recommendation necessary for full Board consideration. The committee Chair or Co-Chair shall notify the Board that the applicant did not receive the recommendation necessary for full Board consideration. The committee's decision not to forward the application for Board consideration shall be without prejudice, and the applicant may re-submit an application.
6. If the committee has forwarded an application to the Board, one member of the committee shall present to the Board a summary of the committee's deliberations on the applicant and the reasons for recommending

endorsement. The association shall endorse an applicant whose application receives a majority vote of the Board members present.

7. No more than 30 days after the date of the Board vote endorsing the applicant, (1) a written communication, signed by the Co-Presidents, shall be sent to the applicant notifying the applicant of the association's endorsement; and (2) a written communication, signed by the Co-Presidents, shall be sent to the Office of the Governor and to the Office of Governor's Judicial Appointments Secretary notifying them of the association's endorsement.

Section 3. AMICUS BRIEFS

- a. Requests to join or file an amicus brief must be presented to the Board of Governors for approval. No member of the Board of Governors or member of the association has the authority to commit the association to join or file an amicus brief.
- b. **PROCESS FOR JOINING AN AMICUS BRIEF**
 1. If any member of the association or any member of the Board of Governor receives a request that the association join, an amicus brief, the request shall be referred to the Chair or Co-Chairs of the Amicus Committee.
 2. The Chair or Co-Chairs of the Amicus Committee shall in turn refer the request to the Amicus Committee for consideration.
 3. The Amicus Committee shall formulate a recommendation regarding whether to join the amicus brief, after reviewing available materials related to the request.
 4. If the brief has already been drafted at the time of the request:
 - i. The Amicus Committee shall notify the Board of Governors of the nature of the request at the next Board meeting and its recommendation whether the organization should join the brief.
 - ii. If at least 60 percent of the Board members present approve joining the drafted brief, the Amicus Committee shall prepare a statement of the association's interest and forward the statement for inclusion in the amicus brief.
 5. If at the time of the request, the brief has not yet been drafted:
 - i. The Amicus Committee shall notify the Board of Governors of the nature of the request at the next Board meeting and its recommendation whether the organization should express interest in joining the potential brief.

- ii. The Committee may express interest to join if at least 60 percent of the Governors present at a noticed meeting agree. In that event, the Amicus Committee may express its interest in joining the brief; however, no approval may be given to join the brief until it has been drafted and reviewed and voted on by the Board.
- iii. After the brief has been prepared, the Amicus Committee shall review a draft and may work with its authors on revisions as the committee deems necessary. If and when the Amicus Committee approves the draft brief, it shall then make a recommendation to the Board to join the brief.
- iv. The Amicus Committee shall forward the draft brief to all members of the Board for consideration and a vote at a noticed board meeting. The association may join the amicus brief only if at least 60 percent of the Board members present at a noticed meeting approve.

c. REQUEST FOR DRAFTING AND FILING AN AMICUS BRIEF

1. If the request involves the association preparing an amicus brief, the request shall be presented at a meeting of the Board of Governors. If at least 60 percent of the Board members present approves of preparing an amicus brief, one or more members of the Amicus Committee shall be responsible for preparation of the amicus brief. The Amicus Committee is authorized to seek research and drafting assistance from any member of the association.
2. All members of the Amicus Committee shall review all merits briefs on file in the case for which amicus support is sought.
3. After a draft amicus brief has been prepared, the Chair or a Co-Chair of the Amicus Committee shall transmit the draft to all members of the Amicus Committee, and to all members of the Board. All members of the Amicus Committee must review the draft brief. The Amicus Committee, after approving an amicus brief ready for filing, shall make a recommendation to the Board of Governors that the amicus brief be filed. No amicus brief shall be filed without the approval of at least 60 percent of Board members present.

ARTICLE XI

BOARD OF GOVERNORS' CODE OF CONDUCT

Section 1. CODE OF ETHICS

The Code of Ethics of the association shall consist of the California State Bar Rules of Professional Conduct, the American Bar Association's Model Rules of Professional Conduct, and all amendments and replacements which may be promulgated. If there is a conflict among any provisions, the California State Bar Rules shall be controlling.

Section 2. CONFLICT OF INTEREST

a. Common Board Members

1. Pursuant to Section 5234 of the California Corporations Code, if the association transacts business with another corporation, including any other non-profit organization, where a member of the Board of Governors of the association also serves as a board member of the other corporation ("common board member"), the common board member shall disclose to the respective members of the Board of Governors of the association the relevant board memberships and all material facts regarding the transaction and shall recuse herself or himself from any vote related to the transaction.
2. Such disclosure and recusal shall be noted in the minutes.
3. For purposes of this section, a business transaction includes sponsorship of events and charitable donations made by the association.

b. Interested Members of the Board of Governors

1. Pursuant to Section 5233 of the California Corporations Code, should any board member(s) of the association have a material financial interest in any transaction of the association, the interested board member(s) shall satisfy the necessary disclosure requirements under Section 5233 of the Corporations Code.
2. The association shall follow the procedures set forth in Section 5233 to avoid any self-dealing transaction of any interested board member(s).

ARTICLE XII

PARLIAMENTARY PROCEDURES

The Rules of Parliamentary Procedure set forth in Roberts Rules of Order - Newly Revised, as amended from time to time shall govern the proceedings of the association subject to such special rules as may have been adopted by the Board of Governors.

ARTICLE XIII

AMENDMENTS

Section 1. AMENDMENTS TO BY-LAWS

New By-Laws may be adopted or these By-Laws amended or repealed by a majority of all members voting at any membership meeting at which a quorum is present, provided written notice of such proposed adoption, amendment or repeal - including the language of any new or amended sections proposed - is provided to all members at least ten (10) days prior to such meeting and voting.

Section 2. COST OF NOTICE TO MEMBERS OF PROPOSED AMENDMENTS

Any member may propose any of the modifications mentioned in Section 1 of this Article XIV at any meeting of the Board of Governors. The cost of giving notice of proposal approved by a majority of the Board of Governors following their presentation to the Board of Governors shall be borne by the association. Notice of proposals not so approved may be given to the members through the association's mailings, but the cost of such notice must be borne by the member(s) making such proposals. If the amendment is so approved by the membership, the members having borne the cost of such proposal shall be reimbursed.

The preceding 18 pages representing the Sixth Amended Laws of the LGBT Bar Association of Los Angeles (previously acting as Lesbian and Gay Lawyers Association of Los Angeles and LAHR) were adopted by a majority vote of those members voting after proper notice at a regular meeting of the membership on May 9, 2017.

Dated: August 12, 2017 _____

Secretary