

CONSTITUTION AND BYLAWS OF THE HIGH DESERT BAR ASSOCIATION

ARTICLE 1 - NAME

The name of this Association shall be the HIGH DESERT BAR ASSOCIATION.

ARTICLE 2 - PURPOSE

The purpose of this Association is to encourage its members to strive for the advancement of the administration of justice according to law; to foster and maintain, on the part of those members engaged in the practice of law, high standards of conduct, integrity, learning, competence and public service; to provide a forum for the exchange of ideas and discussion of jurisprudence, and of legal reform; to carry on and maintain a program of continuing legal education in the fields of substantive law, as well as practice and procedure; to encourage practices that will advance and improve the honor and dignity of the legal profession and of the judiciary; to foster, maintain, and improve communication among the members of the Association, the judiciary and the public; all of the foregoing to the end that the responsibility of the legal profession and the individual members thereof may be more effectively and efficiently discharged in the public interest.

ARTICLE 3 - MEMBERSHIP

The membership of this Association shall consist only of those persons who are, and remain, licensed to practice law in the State of California, members of the united States military forces on active duty who are licensed to practice law in any State or territory of the United States of America, and members of the judiciary, both active and retired.

Membership of this Association shall be divided into two (2) classes, to wit, General Members and Honorary Members.

General Members are all members other than Honorary Members. Honorary Members are members of the judiciary, both active and retired, who, if retired, are not actively engaged in the practice of law.

A person described above may become a member of this Association by requesting such status at a regularly scheduled meeting of the Association and by paying annual dues for the current year as set forth below, if dues are required for the class of membership sought.

ARTICLE 4 - DUES

Annual dues for General Membership are payable annually on the anniversary of one's application for membership to the San Bernardino County Bar Association.

All members of the San Bernardino County Bar Association who maintain their practice in the High Desert will automatically become members of the High Desert Bar Association and fifty percent (50%) of the dues that they pay to the San Bernardino County Bar Association shall be allocated to the High Desert Bar Association.

San Bernardino County Bar Association dues shall be in an amount determined by the San Bernardino County Board of Directors.

Honorary Members, members on active military duty, and employees of the County Legal Services Corporation are exempt from the payment of dues.

ARTICLE 5 - VOTING MEMBERS

The General Members of this Association shall be represented by the Directors of the Association for purposes of voting.

ARTICLE 6 - QUORUM

Twenty percent (20%) of the General Members of the Association shall constitute a quorum for the transaction of business.

ARTICLE 7 - MEETINGS

Annual meetings for membership shall be held in the month of December of each year, unless, for good reason, the Board selects an alternate calendar month for a given meeting. The date, hour and place for the annual meeting shall be affixed by the Secretary at least thirty (30) days prior to said meeting.

Monthly meetings of the membership shall be regularly held and on such dates and at such times and places as designated by the Board, normally the fourth (4th) Wednesday of the month. Monthly meetings of the General Membership shall be for purposes of education and communication among members and judiciary and other purposes as outline in Article 2.

Meetings of the Board of Directors shall be held on such dates and at such times and places as may be required to properly conduct the business of the Board. Notice of such meetings shall be given in the manner and at a time prior to such meeting so as to provide the directors and officers with reasonable notice thereof to encourage their attendance.

All meetings shall be conducted in accordance with Robert's Rules of Order, unless, for good reason, the Board declares said Rules to be suspended or modified for a given meeting or portion thereof.

ARTICLE 8 - NUMBER OF OFFICERS

There shall be four elected officers of this Association, to wit:

- A) President
- B) Vice-President
- C) Secretary
- D) Treasurer

ARTICLE 9 - NUMBER OF DIRECTORS

There shall be at least ten (10) Directors of this Association; four (4) of which shall be the Officers thereof; five (5) of which shall be Directors At Large; one (1) of which shall be the Past President.

ARTICLE 10 - ELECTIONS

Officers and Directors for the coming year, said coming year to commence February 1, shall be nominated at a regularly scheduled meeting of the membership in November of the year preceding the year of office, with the election at the December meeting, provided a quorum is present.

In the event no election of Officers and Directors is validly conducted during such meeting, a special meeting of the membership shall be called for that purpose. The time and place of such special meeting shall be set by the Board then in office and notice thereof given to all members at least five (5) days prior to such meeting. The notice shall set forth the names of the Directors and Officers who have been nominated to the offices and directorships for which the election is called. The notice shall also set forth the names of the incumbent Directors and Officers.

ARTICLE 11 - TIME OF TAKING OFFICE

Directors and Officers, as elected, shall take office and assume the duties, responsibilities and privileges attendant thereto, on February 1 of the calendar year in which they are elected, with the installation of the Officers to occur at a date, time and location as determined by the Board.

ARTICLE 12 - NOMINATIONS

In the event more than one nomination is made for any office or directorship, the President shall hold an election for each office and/or directorship. Voting shall be by voice vote. In the event only the nominee is proposed for any office or directorship, the President may entertain a motion that the Secretary be instructed to cast a unanimous ballot for that nominee.

ARTICLE 13 - OFFICERS' AND DIRECTORS' DUTIES

The business of this Association shall be conducted by the Board of Directors acting as a Board, except where membership advice and consent is expressly required.

PRESIDENT: The President shall preside at all meetings of the Association and of the Board of Directors and shall appoint such committees as may be needed from time to time and shall exercise such other functions as are usual and customary to the office. The President or the President's appointee (the Parliamentarian), shall interpret and rule on all points of Order at all general membership meetings.

VICE-PRESIDENT: The Vice President shall, in the absence or inability of the President, perform the duties of the Office of the President. The Vice-President shall assume the Office of President for the next succeeding term, so long as he or she remains qualified to hold such office.

SECRETARY: The Secretary shall keep the Minutes of all proceedings of the Association and of the Board of Directors and shall keep and preserve all books, papers and records of the Association and of the Board of Directors and notice all meetings.

TREASURER: The Treasurer shall receive and disburse all funds of the Association, collect dues, compile and maintain a current roster of all dues-paid members, attend to all of the financial affairs of the Association and keep records thereof, and discharge all other duties as are customary to the office.

ARTICLE 14 - TERM OF OFFICE

The term of office for all Directors and Officers of this Association shall be one year, commencing February 1 following his or her election. Each Director and/or Officer so elected shall hold his or her office until his or her successor is elected, or until he or she resigns, dies, is removed from office or otherwise unable or unwilling to serve, whichever shall first occur.

ARTICLE 15 - ATTENDANCE OF BOARD MEMBERS

All directors and officers of this Association are expected to attend monthly board meetings. Directors and officers shall not miss more than three (3) meetings per one year term of office. Upon a fourth absence, the Board of Directors may elect to remove that officer or director and ~~nominate and elect~~ a replacement to serve the balance of that term.

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ARTICLE 16 - DIRECTORS' QUORUM

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, and unless otherwise required by law or these Bylaws, every act or decision done or made by the majority of the Directors present at a meeting duly held to which a quorum is present, shall be regarded as the act of the Board.

ARTICLE 17 - CONSENT TO ACTION

Any action required or permitted to be taken by the Board of Directors under any provision of the California Corporations Code may be taken without a meeting, if all members of the Board shall individually or collectively consent orally or in writing to such action. Such consent or consents shall be reflected in the Minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such Directors. Any certificates or other documents filed which relate to action so taken shall state that the action was taken by unanimous consent of the Board of Directors without a meeting and that the Bylaws authorize the Directors to so act.

ARTICLE 18 - ASSOCIATION SUPPORT OR RECOMMENDATION

All requests that this Association recommend, support or endorse any public issue, propose legislation or public action, shall first be presented to the Board of Directors for its consideration. The Board may then report to the Association its findings and recommendation. This Association shall not give its endorsement, support or recommendation of any such proposed action or legislation without publication to and opportunity for input from the General Membership.

ARTICLE 19 - AMENDMENTS

These Bylaws may be amended at any duly called meeting of the Association by a majority vote, provided that a quorum is present and provided further that written notice of any proposed amendment be given at least ten (10) days prior to such meeting.

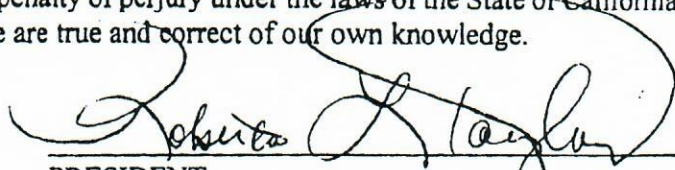
CERTIFICATE OF AMENDMENT

THIS IS TO CERTIFY:

1. That the undersigned are the President and Secretary, respectively, of the HIGH DESERT BAR ASSOCIATION.
2. That the foregoing Bylaws have been duly approved for adoption by the Board of Directors.
3. That the foregoing Bylaws have been duly approved and adopted as presented by the required vote of the Membership, after having been discussed, at a meeting called for that purpose on _____.

We further declare, under penalty of perjury under the laws of the State of California, that the matters set forth in this Certificate are true and correct of our own knowledge.

DATED: 12/3/04



PRESIDENT

W. R. Mullins

SECRETARY