

BYLAWS
OF
MT. DIABLO LEGAL
PROFESSIONALS
ASSOCIATION

[Revised and adopted 09/2005]
[Revised and adopted 07/2007]
[Revised and adopted 09/2008]
[Revised and adopted 03/08/10]
[Revised and adopted 03/11/13]
[Revised and adopted 01/11/16]
[Revised and adopted 10/14/19]
[Revised and adopted 1/11/2021]
[Revised and adopted 3/10/2025]

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BYLAWS OF MT. DIABLO LEGAL PROFESSIONALS ASSOCIATION

ARTICLE I. NAME

Section 1. The name of this Association shall be MT. DIABLO LEGAL PROFESSIONALS ASSOCIATION (“MDLPA”) (California).

Section 2. This Association shall be affiliated with Legal Professionals Incorporated, hereafter referred to as LPI (formerly known as Legal Secretaries Incorporated, also formerly known as LSI).

ARTICLE II. OBJECTIVES AND PURPOSES

Section 1. The objectives and purposes of this Association are:

- (a) To stimulate a high order of business and professional attainment;
- (b) To further our knowledge of the law, and to uphold its honor and dignity;
- (c) To disseminate information and knowledge of interest to our members;
- (d) To create a high standard of ethics among our members;
- (e) To further the interests of legal professionals; and
- (f) To establish good fellowship among the members of this Association.

Section 2. This Association shall be non-sectarian, non-partisan, non-profit, and non-union.

ARTICLE III. MEMBERSHIP

An applicant may be sponsored by at least one active member of the Association (or the Association Membership Chairman) and is encouraged to attend at least one meeting within three months after submitting their application. The application, along with

payment of dues, will then be presented to the Board and to the general membership for approval. No person may be an active member of more than one Local Association.

Section 1. ACTIVE

An Active Member shall be a person directly engaged in work of a legal nature in California who is either: (1) licensed to practice law; (2) employed as legal support staff in the office of any attorney engaged in the practice of law; (3) employed by the courts; or (4) employed in any other institution or office providing services of a legal nature.

Active Members may retain this status though not employed as above set forth, provided that such member has been an Active Member of this Association for at least one (1) year, and shall have all the rights and privileges of active membership, except the eligibility for elective office in this Association.

All Active Members who are in good standing are also active members of LPI. Active Members are eligible for the LPI Scholarship.

Section 2. STUDENT

A person who qualifies for student membership may become a member upon payment of one-half per capita tax. The Student Member shall be enrolled in a course of study leading to employment in the legal profession and may maintain such Student Membership while thus enrolled.

A Student Member is an Active Member for the purposes of LPI contests and has all rights of an Active Member, except Student Members are not eligible for elected or appointed office and may not serve as Governor or delegate. They are eligible for the LPI Scholarship.

Student Members shall be encouraged to join as an Active Member upon qualifying as such. During the fiscal year, a Student Member who becomes eligible for Active Membership shall present an application for Active Membership and pay the remaining one-half per capita tax.

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Section 3. ASSOCIATE

A person who qualifies for associate membership may become an Associate Member upon payment of one-half per capita tax. The Associate Member shall be actively seeking employment in the legal profession and may maintain Associate Membership for a period of two years.

An Associate Member is an Active Member for purposes of LPI contests and has all rights of an Active Member, except Associate Members are not eligible for elected or appointed office and may not serve as Governor or delegate. They are eligible for the LPI Scholarship.

Associate Members shall be encouraged to join as Active Members upon qualifying as such. During the fiscal year, an Associate Member who becomes eligible for Active Membership shall present an application for Active Membership and pay the remaining one-half per capita tax.

Section 4. HONORARY

An honorary member shall be a person elected to that status by reason of some special service to this Association or to the community. An honorary member shall not be eligible to hold office, shall not have voting privileges, shall not be a member of LPI, and shall not be liable for dues.

Section 5. LIFE

Upon motion made, a member who has been in good standing and continuous service shall be granted life membership. A life member shall have all the rights and privileges of active membership in MDLPA, including serving as a committee chairman, or member of a committee, but may not hold elective office. MDLPA will pay the per capita tax to LPI for said member. Likewise, the payment of per capita tax to LPI will be suspended upon request from said member, or upon said member's demise.

ARTICLE IV.
OFFICERS

Section 1. The elected officers of this Association shall be:

President,
Vice President,
Secretary,
Treasurer, and
Governor.

The appointed officers of this Association, who shall be appointed by the President within thirty (30) days after his/her election, or as soon thereafter as possible, shall be:

Parliamentarian and Historian.

Section 2.

Eligibility for office of this Association shall be:

- (a) No person shall be eligible to any office in this Association who is not at the time of his/her election or appointment an active member in good standing.
- (b) Any nominee for any elective office shall be employed in work of a legal nature and shall have been a member of this Association for not less than one (1) year. Any nominee for the office of President shall have served one (1) year on any of the following: MDLPA Board of Directors, LPI Board of Officers or Executive Committee, or the Board of Officers for a local association.

Section 3.

Elected officers shall hold office for the term of one year, or until their successors have been elected and qualified, except for the term of office of the Governor which shall be for two years. No president shall be elected for more than two years consecutively.

The term limit with regard to the office of President, may be set aside by the Board if there is no nominee for the office of President and the current president has reached the term limit but is willing to continue to serve as President.

Section 4.

Vacancies in any elective office, except the office of President, shall be filled for the unexpired term by majority vote of those present and voting at the first meeting of the Board of Directors following the effective date of the vacancy. In the event of a vacancy in the office of President, the Vice President shall become President for the unexpired term.

Section 5.

Rule By Special Committee. In the event the Nominations and Elections Committee is unable to provide a full slate of officers for the upcoming fiscal year, specifically if there is no nominee for the

office of President, the current Membership may elect, by majority vote of members present, to Rule by Special Committee. Voting to put this specific rule into effect (for the association to be ruled by a special committee) shall be by voice vote (no proxy votes) by voting members in attendance at a general membership meeting after a quorum is met. The Membership shall agree on a chairperson, governor, and treasurer. The chairperson shall act as secretary and keep records of all meetings. If the Association is ruled by Special Committee, the Special Committee shall hold office for a term of one year, or until a full slate of officers has been elected by the general membership. Rule by Committee shall be for no more than two consecutive years, but this requirement may be waived by majority vote of those present. Should there be no Board of Directors and this association is ruled by special committee, per Article IV, Section 5 of these Bylaws, then the power that would have been delegated to the board of directors will be given to the special committee.

ARTICLE V. DUTIES OF OFFICERS

Section 1.

Duties. The duties of the officers shall be such as are implied by their respective titles and such as are specified in these Bylaws. Each officer shall keep accurate records of his/her work and turn them over to his/her successor. The annual written reports of all officers of this Association shall be filed with the Secretary and become a permanent record of this Association.

Section 2.

The President. The President shall preside at all meetings of this Association and of the Board of Directors and shall perform such other duties as ordinarily pertain to the office. It shall be the duty of the President to appoint all appointive officers and the chairmen of the committees, subject to the approval of the Board of Directors. The President shall be an ex-officio member of all committees except the Nominations and Elections Committee. The President will be a delegate to Annual Conference.

Section 3.

The Vice President. In the absence of the President, the Vice President shall assume all duties of the President and perform the other duties as usually pertain to that office, or as may be assigned by the President or the Board of Directors. The Vice President shall be the chairman of the Membership Committee. See Article VII, Section 3(a).

Section 4.

The Secretary. The secretary shall keep a correct record of the proceedings of all meetings of the Association and of the Board of Directors. The Minutes of the Board Meeting of the previous month shall be read at each Board Meeting. The Minutes of the General Membership Meeting for the previous month shall be distributed at the next General Membership Meeting. Members not attending the monthly meeting who desire a copy of the Minutes can request a copy from the Secretary. He/She shall prepare and send out all notices and correspondence and keep an accurate file thereof, together with a correct register of the officers of this Association, the chairmen of committees, and all other data required by the President or the Board of Directors. He/She shall also preserve in a permanent file all records and letters of value to the Association and to its officers. All records and letters, including the minute book, shall be turned over to his/her successor at the close of the term.

Section 5.

The Treasurer. The Treasurer shall have charge of all monies of the Association and shall distribute an up-to-date report to the members at each General Membership Meeting. Those members not attending the meeting who desire a copy of the report may request same from the Treasurer. He/She shall collect all dues from the members, giving proper receipt therefor. He/She shall pay all bills upon authorization by the Board of Directors of the Association. He/She shall keep an itemized record in a permanent file of all receipts and expenditures and give a written report of the same upon the request of the President or the Board of Directors. He/She shall collect the State per capita tax from each member at the time of collecting the dues of said local Association and shall hold the same in trust for the State organization, and shall pay such State per capita taxes to the Treasurer of LPI, such payments to be made in accordance with the requirements of LPI, together with such other reports as may be required by the State Treasurer. He/She shall keep a complete list of all paid up members at all times for the records of this Association.

Section 6.

The Governor. It shall be the duty of the Governor to attend all meetings of the Board of Governors of LPI and to act as a representative of this Association. He/She should be familiar with State and Local Bylaws. He/She shall furnish the Association editor and press chair with the facts about the board meetings. Prior to State meetings, he/she should make sure that Association chairs have sent local reports to State chairs. If any chair fails to submit such report, it shall be the duty of the Governor to compile and present the report of that committee. He/She should maintain a complete file including copies of minutes of all State meetings, to

be passed on to his/her successor. The Governor shall attend all LPI Quarterly Conferences and LPI Annual Conference. If he/she is unable to attend a governor pro-tem shall be appointed by the Board of Directors. The governor pro-tem shall have the same rights and duties as the Governor. The Governor will be a delegate to Annual Conference.

- Section 7. The Parliamentarian. The Parliamentarian shall advise the presiding officer on all questions of order and see that parliamentary procedure is followed in all things; he/she shall interpret the Bylaws of the Association and the policies adopted by it. He/She shall attend all regular and special meetings of the membership and the Board of Directors. The Parliamentarian shall be the chairman of the Rules committee. See Article VII, Section 3(i).
- Section 8. The Historian. The Historian shall prepare a complete history book of the Association for the current year for display at the Annual Conference of LPI. Said history book shall conform to the rules established by LPI.
- Section 9. Brass Tacks. In addition to the specific duties outlined in these Bylaws, each officer shall perform the duties prescribed for him/her in Brass Tacks, published by LPI. A copy may be requested from a member of the Board of Directors.
- Section 10. Removal and Resignation. Any Officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors, at any time. Any such removal shall be without prejudice to the rights, if any, of the Officer. Any Officer may resign at any time by giving written notice to the Board of Directors, but without prejudice to the rights, if any, of the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 11. Officers Records. This bylaw pertains to all officers and chairmen of this Association. The records of all officers and chairmen may be kept in an electronic format and the original document may be discarded once they are scanned and saved. The records may be stored in a designated Cloud hosted system such as DropBox or Box.com, or any other Cloud based system as agreed upon by the Board of Directors. The goal is to be paperless.

ARTICLE VI.
BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected and appointed officers of this Association.

Section 2. The Board of Directors shall have general supervision of the affairs of the Association in the interim between business meetings and shall report thereon at the next business meeting of the Association. It shall perform such other duties as may be assigned to it by the Association and these Bylaws.

ARTICLE VII.
COMMITTEES

Section 1. Standing Committees. Within thirty (30) days after taking office, or as soon thereafter as possible, the President shall appoint the chairmen, or co-chairman, of the following committees and any other committees deemed appropriate:

Membership
Legal Procedure
California Certified Legal Secretary (CCLS)
Employment Liaison
Career Promotion/Professional Development
Social Media & Webmaster
Ways and Means
Rules
Scholarship
Bulletin/Newsletter Editor

Section 2. Special Committees. Special committees may be appointed from time to time as deemed necessary, with duties set forth in the Standing Rules.

Section 3. Duties of Committees:

(a) Membership.

(Vice President to handle) It shall be the duty of this committee to present the advantage of membership to all legal professionals within the territorial limits of this Association, and to do everything possible to increase membership. It shall receive all applications for membership and for reinstatement, examine thoroughly into the

qualifications of all applicants and submit its recommendations for acceptance or rejection thereof to the Board of Directors. It shall submit the membership report of the acceptance of the applicant by the Board of Directors to the members at the next regular meeting for approval. It shall advise all applicants of their acceptance or rejection.

(b) Legal Procedure.

This committee shall keep the membership informed on all matters of legislation pertaining to statutory changes in the law, as well as changes to local court rules, and any other court procedures.

(c) California Certified Legal Secretary (CCLS).

It shall be the duty of this committee to: (1) promote the California Certified Legal Secretary ("CCLS") program; (2) conduct any course of study sponsored by the association, and to supervise and promote interest in the program; (3) present and be in charge of any legal instruction program; and (4) keep all study materials necessary for promoting the CCLS program. The committee shall be aware of the requirements of the CCLS Certifying Board.

(d) Employment Liaison.

It shall be the duty of this committee to collect/receive legal support employment opportunities and post the information obtained on the association website. The committee has the option to send the information to the members of this association via email.

(e) Career Promotion/Professional Liaison.

The duties of this committee shall be to encourage good public relations between the local Bar Association, this Association and the State organization. This committee shall promote the contributions and role of legal support professionals to those making a career choice.

(f) Social Media/Webmaster.

This committee shall maintain and update the association website and ensure information is updated on the website as soon as the information is available. This committee shall also maintain Constant Contact and disseminate information to the members as directed by the President and/or Board of Directors. This

committee shall update and maintain all other social media (Facebook, Twitter, etc.) as needed.

(g) Ways and Means.

This committee shall devise ways and means of raising funds for the Association in order to meet the financial requirements not covered by membership dues.

(h) Rules.

It shall be the duty of the rules committee to keep advised of changes in State Bylaws governing local associations, and to prepare and present this Association with proposed amendments to the Bylaws in keeping with such State changes and as required by the Association. The parliamentarian shall be chairman of this committee.

(i) Scholarship.

This committee shall promote the association and the LPI scholarship program. The committee shall disseminate information regarding the scholarships to graduating high school students, college students, and re-entry students. The committee shall be aware of the deadlines to receive the applications for the association scholarship and the LPI scholarship. The committee shall be aware of the association and LPI requirements.

(j) Bulletin/Newsletter Editor.

This committee shall be responsible for preparing and circulating the association bulletin/newsletter, the *Quid Novi*. The bulletin/newsletter may be e-mailed to the members of this association and/or available for downloading from the association's website. Ideally, the bulletin/newsletter should be distributed monthly, in advance of the association's next meeting.

ARTICLE VIII.
MEETINGS

Section 1.

Regular Meetings. The regular meetings of this Association shall be held on the second Monday of each month, or at such other time and place as may be determined by the Board of Directors. Notice will be given to members by email and posted on the association website.

Section 2. Annual Meeting. The regular meeting in March shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings. Special meetings may be called by the President or by the Board of Directors, or by any five members, provided all members are notified in writing of the date, time, place, and purpose of such meeting. No matter shall be considered at a special meeting except that stated in the call to the meeting.

Section 4. Board of Directors. The Board of Directors shall meet at least once a month prior to the regular meeting date or upon the call of the President, or any three of its members. Said meeting may be conducted in person, by email, by Web conference, or by telephone conference at the direction of the President, with consent from all Board members.

Section 4.1. Information regarding the date and time of Board meetings will be posted on the association website two weeks before the scheduled meeting.

Section 5. Electronic Membership Meetings.

The Board may hold general membership meetings in person, by email, by Web conference, or by telephone conference at the direction of the President, with consent from members. Electronic means such as meetings by telephone conference call or an internet meeting service should support visible displays identifying those participating, identifying those seeking recognition to speak, showing or permitting the retrieval of text of pending motions and showing the results of voting. The method of electronic meetings shall be designed by the President and shall be subject to all rules adopted by MDLPA to govern them, which may include any reasonable limitations on, and requirements for Board members' participation. Any such rules adopted by MDLPA shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of MDLPA.

1. **Login information.** The Secretary shall send by e-mail to every member, at least three days before each meeting, the time of the meeting, the phone number and access code, if any, that the member needs to connect to the telephone conference call, or the URL and login information for the internet meeting service. The Secretary shall also include a copy of, or a link to, these rules. For

general membership meetings, only those who have properly registered for the meeting shall receive the electronic meeting information.

2. **Login time.** The Secretary shall schedule the conference call or internet meeting service availability to begin at least 15 minutes before the start of each meeting.
3. **Arrival and Departure announcements to Conference Calls.** Members shall announce themselves at the first opportunity after joining the telephone conference call and shall announce their departure when leaving the call but may not interrupt a speaker to do so.
4. **Signing in and out to Internet Meetings.** Members shall identify themselves as required to sign into the internet meeting service and shall maintain internet and audio access throughout the meeting whenever present but shall sign out upon any departure before adjournment.
5. **Minutes.** Minutes of the meeting shall include the names of the participants and the results of all votes with the number of votes on each side and including the number of members present, but not voting.
6. **Quorum calls.** The presence of a quorum shall be established by audible roll call at the beginning of the meeting for Board of Directors. For general membership meetings, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
7. **Assignment of the floor.** To seek recognition by the chair, a member shall voice their request by addressing the chair and stating their name, or by using the hand-raising tool provided by the internet meeting service. Upon assigning the floor to a member, the chair shall clear the online queue of members who had been seeking recognition. To claim preference in recognition, another member who had been seeking recognition may promptly seek recognition again, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.
8. **Interrupting a member.** A member shall wait a reasonable time after requesting recognition for the chair's instructions before attempting to interrupt the speaker by voice.
9. **Motions submitted in writing.** If at all possible, motions should be submitted in writing and distributed by email to all members prior to the meeting. Members are entitled to submit motions and amendments thereto orally, however they are encouraged to submit the same to the chair in writing by uploading them to the internet meeting service, if technically possible. Routine motions directed by

the Board of Directors (i.e. minutes, actions of treasurer) do not have to be in writing.

10. **Display of motions.** If technically available, the Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Secretary shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
11. **Voting.** Votes shall be taken by electronic roll call or by audible roll call. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.
12. **Technical requirements and malfunctions.** Each member shall maintain audio and internet access during the meeting. Each member is responsible for his or her audio and internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
13. **Forced disconnections.** The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.
14. **Loss of meeting-room connection.** Any business transacted while the telephone conference call connection is broken or the internet meeting connection is down is null and void, except that the members present in the meeting room at such a time may take those actions that are in order in the absence of a quorum

ARTICLE IX.

NOMINATIONS AND ELECTIONS

Section 1.

At least sixty (60) days prior to the annual meeting of the Association, a committee on Nominations and Elections shall be chosen, and shall consist of three members chosen by the Membership of the Association. This committee shall prepare for publication in the February issue of the Quid Novi a slate consisting of two or more nominees, whenever practicable, for each office. This committee shall nominate at least two (2) and not more than three (3) members from whom the delegates and alternates to the

Annual Conference of LPI may be elected. Further nominations may be made from the floor in all cases prior to balloting at the March membership meeting. No name shall be placed upon the ballot without first having procured the consent of each person to serve if elected. If the Quid Novi is not being published, the slate of nominees may be sent to all members via email and published on the Association website.

Section 2. Election shall be by ballot at the regular March meeting on the slate of nominees presented by the Nominations and Elections Committee and on nominations from the floor. A chairman and two tellers shall be appointed by the President who thereupon shall declare elected to each office the candidate receiving the majority of votes cast for the particular office.

Section 3. All officers so elected shall be installed at the regular April meeting and shall commence the duties of their respective offices May 1.

ARTICLE X. REPRESENTATION

Section 1. One delegate and up to one alternate shall be elected from the membership at large to represent this Association at the Annual Conference of LPI. They shall be elected in the same manner as provided for the election of officers. The Governor and the incoming President along with the elected delegate, shall be delegates to Annual Conference.

Section 2. All delegates and alternates shall be elected not less than thirty (30) days prior to the date of the annual meeting of LPI, and their election shall be evidenced by a certificate duly authenticated by the President and the Secretary of this Association and furnished to the Executive Secretary of the State organization.

ARTICLE XI. FISCAL YEAR

Section 1. The fiscal year shall be from the first day of May to the last day of April of the following year, inclusive.

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ARTICLE XII.
QUORUM

- Section 1. Regular and Special Meetings. The number of members of this Association present at a regularly-scheduled general meeting or a duly called special meeting shall be a minimum of three (3) to constitute a quorum for the transaction of business at said meeting.
- Section 2. Board of Directors. A majority of the members of the Board of Directors shall constitute a quorum of that body.

ARTICLE XIII.
AMENDMENTS TO OR SUSPENSION OF BYLAWS

- Section 1. Amendment. These Bylaws may be amended by the parliamentarian submitting a redline version to the Parliamentarian of LPI via email only. Following approval by the LPI Parliamentarian, one approved copy will be returned by email for approval at any regular meeting of this Association by a two-thirds vote of the active membership present, provided that written notice of the proposed amendment shall have been given to each active member at least fifteen (15) days preceding the meeting at which such amendment is to be submitted. After adoption by the members, the parliamentarian attaches a Certificate of Secretary as to the date of adoption and forwards it to the LPI Parliamentarian.
- Section 2. Suspension. A bylaw of this Association may be suspended in case of emergency by two-thirds vote of the active members present at a regular meeting of this Association, but only for a single meeting.

ARTICLE XIV.
CODE OF ETHICS

- Section 1. Each member of this Association shall subscribe to the Code of Ethics as set forth in Article II of the Bylaws of LPI and shall agree to be bound thereby. The President shall receive complaints as to violations of this code and shall present them to the Board of Directors for investigation. In the event the Board of Directors, by majority vote, finds cause to believe that the Code of Ethics has been violated by the member, such violation of ethics shall be reported in writing to the Vice President of the State organization. The matter shall then proceed as provided in Article XX of the Bylaws of LPI.

ARTICLE XV.
DISCIPLINARY ACTION

Section 1.

In the event any member shall violate any of the rules of this Association, such member may be expelled in the manner following:

- (a) A two-thirds vote of all members present at a regularly-called meeting in favor of such expulsion.
- (b) At least fifteen (15) days prior to such meeting, the Secretary shall send by registered mail to such member's last known address a notice of the pending action, together with a copy of the charges.
- (c) Upon expulsion, such member shall have the right to appeal to the State Board of Governors.

ARTICLE XVI.
PARLIAMENTARY AUTHORITY

Section 1.

"Robert's Rules of Order, Newly Revised" shall govern this Association in all cases to which they are applicable and insofar as they are not inconsistent with these Bylaws and the Bylaws of LPI.

Section 2.

Any situation arising not specifically addressed in these Bylaws will be referred to LPI's Bylaws.