

**BY-LAWS
NATIONAL CONFERENCE OF
METROPOLITAN COURTS**

(A Nonprofit corporation organized under the laws of
the State of California)

ARTICLE I

PURPOSE

THE NATIONAL CONFERENCE OF METROPOLITAN COURTS is an independent charitable, educational and research organization comprised of chief or presiding judges and court administrators in major trial courts dedicated to insuring the most effective administration in those courts.

The Conference was established in 1963 as a result of the foresightedness of Associate Justice Tom C. Clark of the United States Supreme Court and numerous chief or presiding judges of the nation's largest metropolitan areas. Through annual educational conferences, various research projects and other programs, the Conference works to identify, evaluate, develop and disseminate methods of improving effective court administration.

ARTICLE II

POWERS

The Conference shall enjoy all powers granted to and adhere to all responsibilities under the laws of the State of California for Nonprofit Public Benefit Corporations.

ARTICLE III

OFFICES

Section 1. The principal office for the transaction of business shall be determined by the Board of Directors either within or without the State of California. Branch or other offices for the corporation may be established by the Board of Directors.

Section 2. The corporation shall continuously maintain a registered agent in the State of California. The Board of Directors shall determine the name and location of that registered agent in California. The registered agent may be an individual resident of California, a California domestic corporation or a foreign corporation authorized to transact business in California.

ARTICLE IV

MEMBERS

Section 1. JUDICIAL MEMBERS. The judicial members of the Conference shall be:

- A. The chief or presiding judge and not more than four other active judges designated by the chief or presiding judge of:
 - (1) Metropolitan trial courts of general jurisdiction (a) in counties having a population of over 500,000; or (b) if a state does not have any county having a population of over 500,000, then in the most populous county in such state having a population of over 300,000.
 - (2) Other metropolitan courts of general or limited jurisdiction as designated by the Board of directors.
- B. Retired, active and/or former judges of courts specified in Paragraphs A. (1) and (2) of this Section who were formerly members of the Conference.

Section 2. NONJUDICIAL MEMBERS. Court administrators of the courts specified in Section 1. of the Article are permitted to be members provided the administrator has been designated by his or her chief or presiding judge for membership.

Section 3. For purposes of this Article:

- A. The population of a county shall be determined by the latest available U.S. Census or U.S. Census estimate.
- B. If there is more than one court of general jurisdiction in a county meeting the population requirements, the chief administrative judge of the geographical area in which such courts are located shall designate the active judges and/or court administrators who shall be members of the Conference.
- C. In the event a chief or presiding judge of an eligible court, or the chief administrative judge of a geographical area, is not an active member of the Conference and does not make the designation provided for in this Section, the senior judge who has been a member of the Conference shall be a member of the Conference and make the designations provided for in this Section.

Section 4. ASSOCIATE MEMBERS. The associate members of the Conference shall be such other persons or organizations as may be admitted by the Board of Directors in said status. Associate members shall not be eligible to vote or be an officer or director of the Conference unless specifically so authorized by the Board of Directors

ARTICLE V

DUES

Section 1. COURT MEMBERSHIP DUES. The annual dues for each eligible court membership shall be:

- A. \$500.00 per court or county for the judges of a court or county serving a population of less than 500,000.

- B. \$750.00 per court or county for the judges of a court or county serving a population of 500,000 or more, but less than 750,000.
- C. \$1,000.00 per court or county for the judges of a court or county serving a population of 750,000 or more.
- D. Court administrators may be substituted for any of the five active judicial memberships under this Section if so designated by the chief or presiding judge of a court or county paying court membership dues.

Section 2. ANNUAL MEMBERSHIP DUES. In the event a court or county does not make payment of the annual court membership dues as provided in Section 1., the annual dues for each judicial and court administrator member of the Conference shall be \$100.00.

Section 3. RETIRED JUDGES' DUES. The annual dues for retired and/or former judges shall be \$50.00.

Section 4. OTHER DUES. The annual dues for individual associate members shall be \$100.00. The annual dues shall be determined by the Board of Directors.

ARTICLE VI

REGISTRATION FEES

Section 1. The registration fee for the annual meeting of the Conference shall be ~~\$250.00~~ \$300.00 per member or associate member attendees, plus an additional fee of ~~\$50.00~~ \$100.00 for each attending spouse or other guest of such attendee. Registration fees shall be waived for:

- A. One member attendee from courts or counties which have paid annual court membership dues of \$500.00.
- B. Two member attendees from courts or counties which have paid annual court membership dues of \$750.00.

- C. Three member attendees from courts or counties which have paid annual court membership dues of \$1,000.00.

Section 2. The chief or presiding judge shall designate the member attendees from that court from whom registration fees are waived. If not so done by the chief or presiding judge, the most senior attendee judge shall make the waiver designation.

ARTICLE VII

MEETING OF MEMBERS

Section 1. ANNUAL MEETING. The conference shall meet annually at such time and place as designated by the Board of Directors.

Section 2. SPECIAL MEETINGS. Special meetings of the members, for any purpose authorized by law, may be called by the President or by the Board of Directors or by members holding not less than one-tenth of the voting power of the corporation. The general nature of the business to be considered shall be contained in the Notice of any such special meeting.

Section 3. NOTICE OF MEETINGS. Written notice of all meetings of members shall be given to each member, either personally or by mail, or other means of written communication, addressed to such member at his or her address appearing on the books of the corporation, or given to the corporation by him or her for the purpose of notice. All such notices shall be sent to each member not less than twenty (20) days before any meeting and shall specify the place, the day and hour of the meeting, and in all cases wherein Section 5511 of the California Corporations Code (or any successor thereto) is applicable, such notice shall also state the general nature of the business or proposal to be acted upon.

Section 4. ADJOURNED MEETINGS AND NOTICE THEREOF. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present in person, but in the absence of a quorum no other business may be transacted at any such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5. VOTING. At all meetings of members, voting must be in person and may be viva voce, or by ballot, provided, however, that all elections for director must be by ballot upon demand made by a majority of the members from any metropolitan court.

Section 6. QUORUM. A quorum shall consist of a minimum of twenty-five (25) members, of whom at least ten are members of the Board of Directors and/or Board of Trustees (Directors Emeritus). The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. ACTION WITHOUT MEETING. Any action which, under the provisions of Title I of the California Corporations Code, may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by a majority of all of the paid regular members and filed with the Secretary of the corporation.

Section 8. ELECTION TO BOARD OF DIRECTORS. The members shall determine by majority vote of those present at a meeting the number of those who shall serve on the Board of Directors and similarly elect by majority vote members thereto to fill any existing vacancy thereon.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. NUMBER AND QUALIFICATIONS. The authorized Board of Directors of the corporation shall consist of not less than twelve (12) nor more than twenty-five (25), the exact number of which shall be determined by the members at an annual or special meeting. All elected to the Board shall be in good standing and consist solely of judicial members with the exception of one court administrator.

Section 2. ELECTION AND TERM OF OFFICE. Directors shall be elected for a term of three (3) years and may stand for reelection. All directors shall hold office until their respective successors are elected unless a director either resigns or is removed by the Board.

Section 3. VACANCIES. The Board of Directors may add to or delete members from the Board without necessity of additional action or approval by the membership. Vacancies in the Board of Directors may be filled by a majority of the remaining directors present at a meeting, though less than a quorum, and each director so elected shall hold office until his or her successor is elected at an annual or special meeting of the members.

Any vacancy on the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members shall fail at any annual or special meeting of members at which director or directors are elected to elect the full authorized number of directors to be voted for at that meeting.

If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board of the members shall have power to elect a successor to take office when the resignation is to become effective.

Section 4. POWERS. Subject to limitations of the Articles of Incorporation, the By-Laws, and the California Corporation Code as concerns Nonprofit Public Benefit Corporations as to action to be authorized or approved by the members, and subject to the duties of directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers to-wit:

A. To select and remove all the officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or with the By-Laws, fix their compensation, and require from them security for faithful service.

B. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation, or with the By-Laws, and they may deem best.

C. To change the principal office or any other office for the transaction of the business of the corporation from one location to another within or without the State of California, to designate a resident agent in California; to designate any place for the holding of any members' meetings; and to adopt, make and use a corporate seal and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the law.

D. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore in the corporate name promissory notes, bond, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidence of indebtedness and securities therefore.

E. To appoint an executive committee and other committees and to delegate to the executive committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal By-Laws. The Board shall determine the number to sit on the executive committee, but the Chairman shall designate who shall chair the committee. In default of the Board determining what members shall serve on the executive committee, the Chairman is authorized to so designate.

The executive committee has authority to act on behalf of the Board of Directors between meetings, subject to confirmation of any such action by the Board of Directors at the annual meeting.

F. To designate members of the Conference, who because of long term contributions to the Conference are deserving of special recognition, as members of the Board of Trustees (Director Emeritus). These members shall enjoy all the rights and privileges of a Director as long as they maintain membership in good standing.

Section 5. MEETINGS.

A. Immediately preceding and/or following each Annual Meeting, the Board of Directors shall hold a regular meeting for purpose of organization, election of officers, and transaction of other business. Notice of such meeting is hereby dispensed with.

B. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairman or by any two Directors for any purpose and at any location.

C. WRITTEN NOTICE. Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by mail or other form of written communication addressed to the director at his or her address as it is shown upon the records of the corporation, or if it is not so shown or not readily ascertainable, at the place in which meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the U.S. mail at least ten (10) days prior to the time of the meeting.

The general nature of the business to be considered at the meeting shall be included in the Notice. If any member is to be considered for election to the Board of Directors, the name of any such nominee shall be included in the Notice.

D. NOTICE OF ADJOURNMENT. Notice of the time and place of holding a meeting adjourned over twenty-four (24) hours must be given to directors absent from a scheduled meeting.

E. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or whatever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

F. QUORUM. One-fifth of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act of decision done or made by a majority of the directors, present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or the Articles of Incorporation.

G. ADJOURNMENT. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, that in the absence of a quorum, a majority of the directors present at any directors' meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

H. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors under any provisions of the California General Corporation law may be taken without a meeting, if a majority of the members of the Board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the Board's proceedings. Such action by written consent shall have the same force and effect as a majority vote of such directors at a Board meeting.

ARTICLE IX

OFFICERS

Section 1. The Board of Directors is authorized to determine the number, title and duty of each officer. Officers may be removed without cause during their term by a majority vote at a noticed meeting of the Board.

Section 2. Unless designated otherwise by the Board of Directors, the officers of the corporation shall be as follows:

A. CHAIRMAN OF THE BOARD. The Chairman shall be responsible for managing all affairs of the corporation subject to the direction of the Board of Directors. The Chairman shall also be empowered to appoint any committee, including an Executive Committee, to assist him or her in that management in the event the Board of Directors fails to create any such Committee or committees. The chairman shall be elected to a four (4) year term from the date of annual regular meeting of the Board and may be reelected.

B. PRESIDENT. The President shall be responsible for planning, organizing, hosting and presiding at the annual meeting of the Conference. He or she shall be elected to a one (1) year term at an annual regular meeting of the Board. The President shall succeed to the office of Chairman until the next meeting of the Board in the event of the death, resignation or disability of the Chairman.

C. PRESIDENT-ELECT. This person shall succeed to the office of President after one (1) year or upon the earlier death, resignation or removal of the President. Upon such succession the President-Elect shall enjoy the same powers and enure to the same responsibilities as his or her predecessor.

D. SECRETARY. The Secretary shall be responsible for all duties normally attributable to corporate secretaries including, but not limited to, retention of corporate records, minutes and seal, taking of minutes at corporate and directors' meetings, maintaining a roster of all members in good standing, and filing of all required notices and statements required by law. The Secretary shall be elected to a four (4) year term from the date of an annual meeting of the Board and may be reelected.

E. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall be responsible for all duties normally attributable to corporate financial officers or treasurers including, but not limited to, preparation of annual financial statements detailing corporate assets and liabilities along with annual revenue and expenditures of the corporation, invoicing of members for dues, invoicing for other accounts receivables, remittances for corporate payables, maintenance of books of account, maintenance of the corporate checkbook, and prudent investment of corporate assets. The Chief Financial Officer shall be elected to a four (4) year term from the date of an annual meeting of the Board and may be reelected.

F. EXECUTIVE DIRECTOR. The Board of Directors may name an individual to this office based on his or her past experiences who has provided leadership and service to the Conference.

Section 3. CONCURRENT OFFICES. Both the Chairman of the Board and the President are prohibited from serving as either Secretary or Chief Financial Officer (or Executive Director) concurrently with their respective terms as Chairman and/or President. Other offices may be held by the same person as determined by the Board of Directors.

Section 4. COMPENSATION. No officer nor Board member shall be entitled to any compensation for his or her services unless authorized by the Board of Directors. However, the Secretary and Chief Financial Officer (or Executive Director) may employ secretarial and/or accounting services necessary to carry out the functions of these offices.

ARTICLE X

AMENDMENTS

Section 1. POWERS OF MEMBERS. New By-Laws may be adopted or these By-Laws may be amended or repealed by a majority vote at an annual or special meeting of the corporation in the manner prescribed by Section 5 of Article VII of these By-Laws.

Section 2. POWERS OF DIRECTORS. Subject to the right of members as provided in Section 1 of this Article X to adopt, amend or repeal By-Laws, By-Laws other than a By-Law or amendment thereof changing the authorized number of directors may be adopted, amended or repealed by the Board of Directors.

THIS IS TO CERTIFY:

That I am the duly elected and qualified Secretary of the NATIONAL CONFERENCE OF METROPOLITAN COURTS and that the above and foregoing BY-LAWS were adopted by the Board of Directors of said corporation on the 4th day of October, 1995 and ratified by the corporate members on the 7th day of October, 1995, and that said BY-LAWS are a revision of the original BY-LAWS which were adopted on December 28, 1971 together with any subsequent amendments thereto along with a total revision of the BY-LAWS which were adopted by the Board of Directors on September 28, 1994 and ratified by the corporate members on the 1st day of October, 1994

IT WITNESS WHEREOF, I have hereunto set my hand this 7th day of October, 1995.

Michael J. Barron, Secretary