

CHARTER AND BYLAWS
OF THE
HELLENIC LAW SOCIETY
OF
NORTHERN CALIFORNIA

ARTICLE 1 - Name

The name of this voluntary unincorporated professional association shall be the HELLENIC LAW SOCIETY OF NORTHERN CALIFORNIA (hereinafter "SOCIETY").

ARTICLE 2 - Purpose

The purpose of the Society is to bring together persons connected with the legal profession into a professional association to do the following:

- A. To advance the highest principles on which our legal system is based as they may benefit the Hellenic culture and society;
- B. To foster, promote, and uphold the highest standards of professional and ethical conduct among its members;
- C. To promote fellowship and social interaction;
- D. To provide a forum for the free exchange of ideas, information, materials, and support related to the practice of law;
- E. To identify and encourage selection of qualified candidates for judicial appointments;
- F. To facilitate referral of clients requiring legal or other services, including the development of a directory of members of this Society;
- G. To promote and assist law students who are members of this Society in their professional development;
- H. To participate on a local, state, national and/or international level with other Bar and legal associations; and
- I. To have and exercise generally all other rights and powers conferred on such an association; provided, however, that this Society is not organized, nor shall it be operated,

for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for nonprofit purposes.

ARTICLE 3 - Membership

A. Each person desiring to be a member of this Society shall:

- (1) Be connected with the legal profession as:
 - (a) an Attorney licensed to practice law;
 - (b) a Judge, whether active or retired;
 - (c) a law school graduate or a law student engaged in a formal course of study to qualify for the practice of law;
 - (d) a certified paralegal;
 - (e) a court reporter; or
 - (f) courthouse personnel.
- (2) Be of Hellenic descent or related by family with persons of Hellenic descent;
- (3) Reside or work in Northern California; and
- (4) Pay dues in such amounts as may be determined by the Board of Directors.

B. Persons who do not meet the above requirements for membership, but who otherwise have a deep-rooted interest in the practice of law, and who wish to promote the purposes of this Society, may be admitted by a unanimous vote of the Board of Directors as Associates of this Society.

C. The members may refuse any person from becoming a member or Associate or expel a member or Associate if the Board determines that such person does not embrace the purposes for which this Society exists.

D. An annual meeting of the members shall be held in December of each year, or as soon thereafter as practicable for the purpose of electing a Board to manage the affairs of this Society and handling any other matters. Special meetings of the members may be called by the Board of Directors. A majority of the members or 30 members, whichever is less, shall constitute a quorum. Not less than thirty (30) days notice shall be given to members of the annual meeting.

ARTICLE 4 - Board of Directors

The business and affairs of the Society shall be conducted and controlled by a Board consisting of 15 to 25 members and/or Associates. Members of the Board shall each hold office until his or her successor has been elected.

The initial 15 Board members shall hold their positions for staggered terms for one to three years commencing in October, 1984, as determined by lots drawn at a meeting of the directors as set forth below:

- (1) Five Board members: one (1) year
- (2) Five Board members: two (2) years
- (3) Five Board members: three (3) years

Thereafter, the seats on the Board shall be numbered from one (1) to twenty-five (25) and shall be for staggered terms of two years each so that roughly half of the seats are voted upon annually. Effective with the election held in 1995, terms of Directors shall commence on January 1 of the next year following.

To the extent possible, the Board shall reflect a cross-section of the membership.

Upon completion of a term, each director's position shall be filled by election at the next annual meeting of members for a term equal to two years.

Any change in the Board shall be by two-thirds vote of the other members of the Board present and voting. A vacancy on the Board shall be filled for the unexpired term by the remaining members or member of the Board.

The Board shall have the power to do all acts necessary to effectuate the purposes of this Society, subject to the limitations and consistent with the provisions of this Charter and Bylaws and applicable laws and regulations. Forty percent (40%) of the members of the Board shall constitute a quorum. Except as otherwise provided in this Charter and Bylaws, the Board may take action: (a) by the greater of a majority vote or six (6) of the members of the board at a meeting at which a quorum of board members is present; or (b) by a majority of the Board members without a meeting if a majority of the Board members serving in office consent in writing to such action.

ARTICLE 5 - Officers

A. The officers of the Society shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer and an Assistant Treasurer appointed by the Board. Additional officers may also be appointed if desired by the Board. Any officer so appointed shall hold office until his successor has been elected and he is qualified to act. Any officer may be removed, with or without cause, by a majority of the members of the Board. If the office of Treasurer becomes vacant, the Assistant Treasurer shall immediately become Treasurer.

The Chairman shall preside at all meetings of the Society and shall be the Chief Executive Officer of the Society.

The Secretary shall attend all meetings, keep minutes of the meetings and be responsible for all communications.

B. The Treasurer, aided by the Assistant Treasurer, and subject to the control of the Board, shall have general supervision, direction and control of the financial accounts and records of the Society, shall have such other powers and duties as may be prescribed by the Board or by this Charter and Bylaws. The Treasurer is specifically empowered to secure appropriate insurance as is necessary to safeguard the Society, its Board of Directors, officers, and members from exposure to liability. The Treasurer shall make financial reports to the Board as requested.

ARTICLE 6 - Executive Committee

The Board, in its discretion, may delegate responsibility for the business and affairs of this Society to an Executive Committee consisting of five members. The persons appointed to act as the members of the Executive Committee shall be the Chairman, the Secretary, the Treasurer, and two other members of the Board, who shall accept this appointment, and each shall hold office until his or her successor has been appointed.

The Executive Committee shall have such power as the Board delegates to do all acts necessary to effectuate the purposes of this Society, subject to the limitations and consistent with the provisions of this Charter and Bylaws and applicable laws and regulations. All votes of the Executive Committee shall be by majority vote except as otherwise provided and may be taken with or without a meeting.

ARTICLE 7 - Compensation of Officers and Members of the Board

Volunteer Officers and Members of the Board waive any right to receive compensation for services rendered hereunder, but shall be entitled to reimbursement for all reasonable expenses incurred on behalf of the Society with the approval of the Board.

ARTICLE 8 - Duration

The Society shall be dissolved and cease to exist as an unincorporated association upon a majority vote of the members of the Society. Any funds remaining upon dissolution shall be distributed in accordance with then applicable law.

ARTICLE 9 - Amendments

This Charter and Bylaws may be amended at any meeting of the Board duly called for that purpose by a two-thirds vote of the members of the Board or by a majority vote of the members of the Society.

Revised: 10/10/91
1/16/96
2/2/12
12/23/20