

**POLITICAL ACTION REPORTERS LOS ANGELES COUNTY
(A.K.A. PARLAC)**

[Bylaws as amended XXXX, XX, 2015]

ARTICLE 1 – NAME

The name of this voluntary political action committee shall be the Los Angeles Court Reporters Political Action Committee (also known as PARLAC), hereinafter referred to as “the Committee.”

ARTICLE 2 – PURPOSE

It is the purpose of the Committee to do the following:

1. To establish a continuing political campaign fund managed and operated in accordance with the terms of these bylaws, not affiliated with any political party and consistent with state and federal law;
2. To finance political efforts supporting California legislative and constitutional officeholders and other candidates (excluding Federal officeholders, candidates, or committees) that seek to promote, improve, and protect the court reporting profession in the State of California.

ARTICLE 3 – PRINCIPAL OFFICE

The principal office of the Committee shall be located in the county of Los Angeles ~~that~~ **the committee deems appropriate based on the administrative and operational needs of the committee.**

ARTICLE 4 – MEMBERSHIP

1. All persons who are employed as court reporters of the Los Angeles Superior Court.
2. Any other contributor will not automatically become a member of the Committee unless such membership is approved by the Board of Directors.
3. Only members in good standing shall be entitled to the privileges and benefits of voting.
4. A member in good standing is one whose dues are fully paid.

ARTICLE 5 - DUES

Dues shall be as fixed by the Board of Directors but shall not exceed ten dollars (\$10.00) per month. Dues shall be paid monthly by payroll deduction. Dues not paid by payroll deduction shall be paid annually and shall be applied to the calendar year in which it is paid.

ARTICLE 6 - MEETINGS OF THE MEMBERSHIP

1. The Committee shall **hold its annual elections at the same time, place, and manner that LACCRA holds its elections.** ~~hold its annual election meeting on the same date and at the same place that LACCRA holds its annual election meeting.~~ **The election and vote may be conducted electronically.** Special meetings of the membership, for any purpose whatsoever, may be called at any time by the chairman, or a majority of the Board of Directors, or by a petition setting forth the agenda for said special meeting, signed by five percent of the dues-paying members.

2. Written notice of all general membership meetings shall be given to all members of the Committee. Such notice shall be sent to each member, for the purpose of notice, not less than seven days before such meeting. Such notice shall specify the date, time and place of the meeting and the general nature of business to be transacted.

3. A quorum at membership meetings shall consist of not less than twenty (20) members who are present and entitled to vote.

ARTICLE 7 – DIRECTORS

Section 1 – Powers

The business and affairs of the Committee shall be controlled by the Board of Directors subject to the limitations contained in these bylaws and applicable law.

Section 2 – Number of Directors

A. The Board of Directors shall consist of a total of five members, including the chair.

B. All members of the Board of Directors shall be members of the Committee in good standing, one of whom shall be designated and elected ~~at the annual meeting~~ as Chair of the Board and Chair of the Committee.

Section 3 – Election of Directors

A. Directors shall hold office for the term of one year from the date of their election at the annual meeting or until their successors are duly qualified and elected.

B. Directors shall be elected by plurality vote of those members present and entitled to vote. ~~at the annual election meeting.~~

C. The term of office of the Directors shall begin immediately upon their election.

Section 4 – Authority to Act

Within the limitations set forth herein, the Board of Directors shall have full discretion as to the manner in which the funds of the Committee are managed and distributed.

Section 5 – Removal of Directors

The entire Board of Directors or any individual director may be removed from office, with or without cause, by a majority vote of those members in good standing present and entitled to vote at any special meeting duly noticed and called for that purpose.

Section 6 – Vacancies

A. Vacancies in the Board of Directors shall be filled by a majority of the remaining directors, even though less than a quorum, and each director so elected shall hold office until his/her successor is duly qualified and elected at the next annual meeting of the membership, or at a special meeting called for that purpose. Such vacancies shall be filled within 60 days of their occurrence.

B. Any director who fails to discharge the duties of his/her office for three successive meetings of the Board of Directors may be removed from and have his/her office declared vacant by a majority of the remaining directors.

Section 7 – Compensation of Directors

Directors shall serve without salary compensation, but shall be entitled to reimbursement for any expense incurred on behalf of the Committee.

Section 8 – Meetings

A. Meetings of the Board of Directors shall be held in the County of Los Angeles, as designated by the chair or a majority of the Board of Directors.

B. Special meetings of the Board of Directors, for any purpose, shall be called at any time by the chair, or in his/her absence, or inability, or his/her refusal to act, then by the Treasurer or by a majority of the Board of Directors.

C. Notice of the time and place of special meetings shall be delivered to all directors not less than 72 hours prior to the time of holding of the meeting.

Section 9 – Quorum

A majority of the number of directors, as fixed by the bylaws, shall be necessary to constitute a quorum for the transaction of business.

ARTICLE 8 – OFFICERS

Section 1 – Chair

A. The Chair, subject to control of the Board of Directors, shall have general supervision, direction, and control of the business and affairs of the Committee. He/she shall have the general powers and duties of management usually vested in the office of president and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws. He/she shall preside at all meetings of the members and of the Board of Directors.

B. The Chair, with the concurrence of the Board of Directors, shall appoint a member of the Board of Directors to act as treasurer in accordance with Section 2.

C. The Chair, with the concurrence of the Board of Directors, may appoint a nonmember, with appropriate expertise, to act as Political Treasurer for purposes of filing documentation with governmental agencies and complying with state and local campaign finance and disclosure laws.

Section 2 – Treasurer

A. The Treasurer shall oversee and be responsible for all funds and financial records of the Committee. He/she shall obtain a surety bond from a guaranty company in an amount approved by the Board of Directors.

B. The Treasurer shall make available to all members of the Committee annually a financial report prepared by a public accountant approved by the Board of Directors.

C. The Treasurer shall perform such other duties as may be required by the Board of Directors or the bylaws, which are incident to the office of treasurer.

D. The Committee shall hold harmless the Treasurer, who is a member of the Committee, any officer or member of the Board of Directors from any civil liability and/or late penalties rendered against or owed by the Committee on account of any action taken by the treasurer on behalf of the Committee, unless the Treasurer, officer or director intentionally violated a statute or was totally neglectful of his duties. This mandatory hold-harmless provision shall not extend to any professional advisor, accountant or attorney retained by the Committee.

Section 3 – Secretary

The Secretary shall maintain all records, papers, and files of the Association other than the financial records. The Secretary shall attend meetings of the Board of Directors and the membership and keep a record of the proceedings and acts done at such meetings.

ARTICLE 9 – NOMINATING SUBCOMMITTEE

1. Not less than two months before the annual meeting, a nominating subcommittee, consisting of a chair and four members of the Committee shall be appointed by the chair, with the concurrence of the Board of Directors.

2. The nominating subcommittee shall nominate candidates for the directorships to be filled, ~~at the annual meeting~~, including nomination for chair of the committee. Members may also be nominated by a petition of no less than ten percent (10%) of the members and submitted to the Nominating Committee no later than thirty (30) days prior to the annual election ~~meeting~~. The report of the Nominating Committee shall be published to the membership no later than twenty (20) days prior to the annual election ~~meeting~~.

3. Members of the Nominating Committee shall not themselves be candidates for any Officer or Director position.

ARTICLE 10 – AMENDMENTS TO BYLAWS

1. New bylaws may be adopted or these bylaws may be repealed or amended ~~at the annual meeting, or at any other~~ meeting of the membership called for that purpose by a vote of the membership entitled to exercise a majority of the voting power of the Committee.

2. Notice of such proposed new bylaws or amendments or repeal shall be filed with the Treasurer or Chair not less than sixty (60) days before the date of such meeting at which such proposed adoption, amendment or repeal is to be considered; and written notice thereof shall have been duly given to all members of the pendency of such proposed adoption, amendment or repeal not less than thirty (30) days preceding such meeting.

ARTICLE 11 – GENERAL PROVISIONS

1. All books and records of the Committee shall be open to inspection of the directors and members, upon written request, at a reasonable time and place, and for a legitimate business purpose.

2. The Committee shall maintain adequate and correct accounts, books, and records of its business and properties and shall do so at its principal place of business.

3. The Board of Directors, except as the bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Committee. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Committee by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or any amount.

ARTICLE 12 – DURATION

The Committee shall be dissolved and cease to exist as a political action committee upon a majority vote of the membership. Any funds remaining upon dissolution shall be disposed of in accordance with existing law.

Rev. 9/4/15