

TITLE 6. GOVERNANCE

Division 1. Board of Governors

Chapter 1. Election of Governors

Rule 6.1 Election matters in general

- (A) Subject to the supervision and control of the board, the Secretary is responsible for administration and supervision of the election of attorney members of the board. These duties include
- (1) preparing and distributing election forms and ballots;
 - (2) preparing and distributing eligibility and voting lists;
 - (3) determining validity of nominations;
 - (4) counting ballots;
 - (5) appointing canvassing boards and recount committees; and
 - (6) maintaining custody and control of election materials.
- (B) A Nominating Petition, Candidate Statement, or any other form required by rule in this division must be completed in accordance with instructions and filed by the dates set forth in the Schedule of Charges and Deadlines.

Rule 6.2 Nomination of governors¹

- (A) A qualified member² must petition for candidacy by filing a completed Nominating Petition.³ The Nominating Petition may be filed electronically. Candidates who file electronically must retain the original copy of the petition for four years and produce it to the State Bar upon request.
- (B) In a State Bar District with more than one board vacancy, a candidate may submit a Nominating Petition for only one vacant office. The office must be designated on the Nominating Petition.
- (C) The Secretary may extend the deadline for filing a Nominating Petition up to ten working days if
- (1) no valid Nominating Petition has been filed;
 - (2) the only valid Nominating Petition filed is withdrawn before the deadline in the Schedule of Charges and Deadlines; or

¹ Incorporates Art. II, §§ 2, 3 and 6 of the Rules and Regulations.

² Bus. & Prof. Code, §§ 6015, 6014.

³ Bus. & Prof. Code § 6018.

- (3) only one candidate has filed a valid Nominating Petition and has died or become ineligible.

Rule 6.3 Candidate information

- (A) The State Bar will post on its Web site and include in the ballot package mailed to eligible voters biographic information about qualified candidates including education, date admitted to practice, any public record of discipline, and other information in the official membership records of the State Bar.
- (B) Candidates may file a Candidate Statement⁴ that describes their views and qualifications for office.
- (C) A candidate for the Board of Governors must disclose his or her membership in a club that discriminates in its membership policies on the basis of race, color, creed, national ancestry, sex, or sexual preference, but is not required to disclose the name of the particular club.⁵

Rule 6.4 Ballots⁶

- (A) The ballot, any Candidate Statement, and a return envelope must be mailed to the address of record of eligible members at least six weeks before the date specified in the Schedule of Charges and Deadlines.
- (B) To be counted, a ballot must be returned in the envelope provided by the State Bar and received in the manner and time designated in the Schedule of Charges and Deadlines. The outside of the return envelope must include the voting member's printed name and address and must be signed by the member. Alternatively, the Secretary may provide for electronic voting using a secure means that complies with the requirements of these rules.

Rule 6.5 Plurality of votes; tie votes⁷

Votes will be counted as prescribed by law.⁸ The candidate who receives a plurality of the votes cast for an office will be elected a governor of the State Bar. In the event of a tie, the election will be determined by lot. The affected candidates must be notified and may attend the drawing of the lot.

⁴ *Instructions for Candidate Statement would include the requirements that currently appear in Art. II, § 9 of the Rules and Regulations.*

⁵ *From Art. II, § 9B of the Rules and Regulations.*

⁶ *Incorporates parts of Art. II, §§ 8, 10, and 11 of the Rules and Regulations.*

⁷ *From Art. II, § 14 of the Rules and Regulations.*

⁸ *Bus. & Prof. Code § 6019. The detail regarding the canvassing of ballots that is currently in Art. II, § 13 of the Rules and Regulations is within the authority of the Secretary delegated under proposed rule 6.1(A)(2), (4), and (5).*

Rule 6.6 Recounts⁹

- (A) No later than five days after certification of election results, a candidate may request a recount. The request must be in the manner prescribed by the Secretary and include advance payment of reasonable fees for the cost of the recount. Members of the State Bar may attend a recount, subject to reasonable conditions imposed by the Secretary.
- (B) As soon as practicable, the Secretary must appoint a recount committee consisting of five active members who did not initially count ballots. The recount committee must
 - (1) recount the ballots;
 - (2) examine the ballots not counted;
 - (3) determine the number of votes validly cast for each candidate in the election; and
 - (4) immediately report the results, which will be final, to the Secretary.

Rule 6.7 Appointment due to a vacancy¹⁰

- (A) A vacancy on the board occurs when a board member dies, resigns, or ceases to be an active member of the State Bar. The board must fill a vacancy by appointment unless these rules provide otherwise.
- (B) If a winning candidate dies or becomes ineligible or unable to serve before taking office, the office must go to the candidate receiving the next-highest number of votes for that office. If there is no other candidate, the board must appoint a member to fill the vacancy until the next regularly scheduled election.¹¹

Rule 6.8 Special election due to a vacancy¹²

- (A) If a vacancy leaves an unexpired term exceeding eighteen months, a special election must be held to fill the balance of the term. This special election must be held in conjunction with the next regularly scheduled Board of Governors election.
- (B) The rules and procedures applicable to a regular election apply to a special election.

⁹ *Incorporates parts of Art. II, § 15 of the Rules and Regulations.*

¹⁰ *Incorporates parts of Art. IIA of the Rules and Regulations.*

¹¹ *From Art. II, § 3 of the Rules and Regulations.*

¹² *Incorporates parts of Art. IIA of the Rules and Regulations.*

Chapter 2. General authority of the board

Rule 6.20 Delegations, supervision, and control¹³

All State Bar officers, agents, committees, commissions, and other entities have only the powers, duties, and authority delegated by the board and are subject to its supervision and control. Notwithstanding any delegation, the board reserves authority over all matters pertaining to the State Bar,¹⁴ including whether actions or positions taken by a State Bar officer, agent, committee, commission, or other entity are consistent with State Bar policies.

Rule 6.21 Public communications¹⁵

Unless expressly authorized by the board or the Rules of the State Bar, a State Bar officer, agent, committee, commission, or other entity must not

- (A) act, or purport to act, speak or purport to speak for the State Bar;
- (B) make any public communication on behalf of the State Bar; or
- (C) circularize, poll, or put to the vote of all or a substantial number of members of the State Bar any matter on which the State Bar has acted or is empowered to act.

Chapter 3. State Bar Districts

Rule 6.30 Composition¹⁶

The composition of State Bar Districts and the number of elected seats on the Board of Governors in each District are as follows:

- (A) District 1 has one seat and consists of the nineteen counties of Butte, Colusa, Del Norte, Glenn, Humboldt, Lake, Lassen, Mendocino, Modoc, Nevada, Placer, Plumas, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, and Yuba.
- (B) District 2 has one seat and consists of the nine counties of Amador, Calaveras, El Dorado, Napa, Sacramento, Solano, Sonoma, Tuolumne, and Yolo.
- (C) District 3 has two seats and consists of the four counties of Alameda, Contra Costa, San Mateo, and Santa Clara.
- (D) District 4 has two seats and consists of the two counties of Marin and San Francisco.

¹³ *Incorporates Art. XIV, §1 of the Rules and Regulations.*

¹⁴ *Bus. & Prof. Code, §§ 6010, 6025 and 6030.*

¹⁵ *Incorporates Art. XIV, § 2 of the Rules and Regulations.*

¹⁶ *Replaces Art. IIB, §§ 5 and 6 of the Rules and Regulations.*

- (E) District 5 has one seat and consists of the fourteen counties of: Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, Mono, Monterey, San Benito, San Joaquin, Santa Cruz, Stanislaus, and Tulare.
- (F) District 6 has one seat and consists of the five counties of Riverside, San Bernardino, San Luis Obispo, Santa Barbara, and Ventura.
- (G) District 7 has five seats and consists of the county of Los Angeles.
- (H) District 8 has one seat and consists of the county of Orange.
- (I) District 9 has one seat and consists of the two counties of Imperial and San Diego.

Rule 6.31 District adjustments

- (A) In a year requiring adjustment of the counties included in State Bar Districts,¹⁷ the adjustment must be completed before the date on which Nominating Petitions are made available.¹⁸
- (B) Notwithstanding a change in district composition required by an adjustment, any governor whose term of office has not expired continues to hold office until expiration of the term.¹⁹

Chapter 4. Responsibilities of officers²⁰

Rule 6.40 President²¹

- (A) The President
 - (1) supervises, directs and controls the officers of the State Bar;
 - (2) appoints board committees, their chairs and liaisons to State Bar committees;
 - (3) appoints a Board Executive Evaluation Committee, of which the President is an ex-officio member;²²

¹⁷ Bus. & Prof. Code § 6012.5.

¹⁸ *From Art. IIB, §3 of the Rules and Regulations.*

¹⁹ *From Art. IIB, §4 of the Rules and Regulations.*

²⁰ *Replaces Art. III of the Rules and Regulations.*

²¹ *Based on Art. III, § 1 of the Rules and Regulations. Omits reference to Bus. & Prof. Code § 6024 and operational matters.*

²² *Art. III, section C not only sets forth the President's responsibility to appoint a Board executive evaluation committee, but goes on to describe the committee's responsibilities. This latter part should be omitted.*

- (4) manages the performance of the Executive Director in accordance with board goals and objectives;
- (5) facilitates board discussion and action on State Bar policy; and
- (6) makes public statements as appropriate regarding State Bar policy, position and work,²³ with related reports to the board as required by law.²⁴

(B) Other duties of the President are as the board prescribes and as provided by law.²⁵

Rule 6.41 Vice-Presidents, Treasurer²⁶

(A) A Vice-President, when acting in the absence or disability of the President, has all the duties and powers of the President. A Vice-President, when designated by the President, may preside at a specific meeting of the board or a portion of the meeting. Other duties of the Vice-Presidents are as the board prescribes.

(B) The duties of the Treasurer are as the board prescribes.

Rule 6.42 Secretary²⁷

(A) The Secretary must keep at the main office of the State Bar a record of minutes of all meetings and actions of the board and board committees.

(B) The Secretary must give notice of all meetings of the State Bar and the board as required under these rules.

(C) For all board and board committee meetings, the Secretary, in consultation with the President,

- (1) prepares and distributes the agenda, agenda items, committee action summaries and inventories; and
- (2) sets deadlines for the distribution of agenda items.

(D) The Secretary must keep the State Bar seal, having the words and figures “The State Bar of California – July 29, 1927”, in safe custody at the main office of the State Bar, unless otherwise ordered by the board.²⁸

(E) Other duties of the Secretary are as the board prescribes.

²³ From Art. III, §1E of the Rules and Regulations.

²⁴ Bus. & Prof. Code § 6026. This rule is from Art. III, §1D of the Rules and Regulations.

²⁵ Bus. & Prof. Code § 6024.

²⁶ Combines Art. III, §§2 and 3 of the Rules and Regulations.

²⁷ Incorporates portions of Art. III, §4 of the Rules and Regulations.

²⁸ Combines Art. III, § 4B and Art. XII of the Rules and Regulations.

Division 2. Meetings²⁹

Chapter 1. Meetings of the Board of Governors

Rule 6.50 Regular and special meetings; quorum; board committees³⁰

- (A) Regular meetings of the Board of Governors and board committees³¹ are held between annual meetings of the State Bar and calendared by board resolution.³²
- (B) Between regular meetings, special meetings of the board are called by the President or twelve governors of the board³³ and special meetings of board committees are called by their chairs. Special meetings include unnoticed emergency meetings permitted under these rules³⁴ and meetings of the board called by the Secretary under rule 6.42.
- (C) A quorum is a majority of the board or a board committee. A meeting must have a quorum to convene and to take official action. If the quorum is lost because members subsequently depart, the meeting may continue and the body may take official action by a majority of the quorum.
- (D) Meetings of the board and board committees must be held at the State Bar offices in San Francisco or Los Angeles, absent a majority vote of the board to meet elsewhere in California or a two-thirds vote to meet outside the state.
- (E) Board committees
 - (1) Standing committees³⁵ of the Board of Governors are appointed by the President subject to the approval of the board.
 - (2) For open meetings of a board committee and those closed under Business & Professions Code section 6026.5, governors who are not members of the committee may attend and participate, but they may not vote. If a quorum of

²⁹ *The State Bar meeting rules are scattered in a number of source materials: Bus. & Prof. Code, Articles IV and V of the State Bar Rules and Regulations, rules governing open meetings, closed sessions and records of the Board of Governors (“open meeting rules”), and open/closed meeting rules for standing and special committees. Division 2 of Title 6 will bring all these together under a simple and broad framework.*

³⁰ *Incorporates Art. IV, §§ 2, 4, 5 and 7 of the Rules and Regulations.*

³¹ *This clarifies that these rules apply to board committees as well.*

³² *Regular meetings include organizational and planning meetings of the board.*

³³ *See also Bus. & Prof. Code § 6027.*

³⁴ *State Bar rule 6.51(B).*

³⁵ *Board of Governors’ Resolution, October 2001 Action Plan/Report.*

board members is present at a board committee meeting, the meeting is a meeting of the board as a whole but no formal action by the full board may take place.³⁶

Rule 6.51 Notice, late items, and emergency meetings³⁷

(A) Notice of meetings

(1) Notice of regular and special meetings of the board and board committees must be posted on the State Bar Web site and available in the lobbies of the State Bar's offices in San Francisco and Los Angeles no fewer than five days before the meeting. The notice must include the date and place of the meeting, its agenda, and its starting time.³⁸

(2) Notice of special meetings by teleconference must include the location at the State Bar's San Francisco and Los Angeles offices where the public may access the teleconference.³⁹

(3) Notice of meetings of board committees must include the following statement:

The Rules of the State Bar permit board members who are not committee members to participate but not vote in a board committee meeting. If a quorum of board members is present, the meeting is a meeting of the board as a whole but no formal action by the full board may take place.⁴⁰

(4) Any person may subscribe to receive notice of meetings by e-mail or first class mail. Subscriptions must be renewed annually. The Secretary may charge reasonable fees to those requesting notice by mail.

(B) No item may be added to an agenda after the five-day notice period⁴¹ and no meeting may be called without notice except in an emergency. An emergency means those circumstances that call for immediate action before the next regular meeting of the board or board committee. If an emergency can be resolved by unanimous consent without discussion, the board or board committee may act by fax poll, email, or other electronic

³⁶ From Art. 1, § 4(b) (6) of the open meeting rules.

³⁷ From Art. 2, §§ 1(c), 2(a), and Art. 4, §§ 1 and 2 of the open meeting rules, and from Art. IV, § 3 of the Rules and Regulations.

³⁸ Generally from Art. 2, § 2(a) of the open meeting rules.

³⁹ Generally from Art. 2, § 1(c) of the open meeting rules.

⁴⁰ State Bar rule 6.50(E)(2).

⁴¹ From Art. 2, § 2 of the open meeting rules. Changes the notice period from 10 days to 5 days in recognition of the use of electronic communication.

means without meeting. A report of action taken in emergencies must be made at the next regular meeting and indicated on its agenda.⁴²

Rule 6.52 Open meetings

- (A) Except as permitted by these rules or by law, meetings of the Board of Governors and board committees must be conducted openly where the public may attend and hear the discussions.⁴³ A majority of the board or a majority of a board committee is prohibited from otherwise discussing in person, by the use of technology, or directly or indirectly by any other means, matters within the purview of the board or board committee.⁴⁴
- (B) A meeting of the board or a board committee may be conducted by teleconference, provided that the public may listen to the teleconference at the San Francisco and Los Angeles offices of the State Bar.⁴⁵ Votes taken during a teleconference meeting must be by roll call.
- (C) If a meeting is willfully disrupted and order cannot be restored, the disruptive individuals may be removed and the meeting continue. The press or other news media, except those who have participated in the disturbance, may continue to attend the meeting.⁴⁶

Rule 6.53 Closed sessions⁴⁷

- (A) The board and board committees may meet in closed sessions under section 6026.5 of the Business and Professions Code. In addition, a board committee when not meeting as a committee of the whole may meet in closed or executive session not open to the public for any of the following reasons:
 - (1) to receive advice of counsel or to consider matters privileged under the law;
 - (2) to confer with a State Bar representative during negotiations with union and non-union employees; or
 - (3) to confer with a State Bar representative before the purchase, sale, exchange, or lease of real property.⁴⁸

⁴² From Art. IV, § 3 of the Rules and Regulations, and from Art. 4, § 2 of the open meeting rules.

⁴³ See B&P Code § 6026.5. Also from Art. IV, § 1 of the Rules and Regulations, and Art. 2, § 1 of the open meeting rules.

⁴⁴ From Art. 2, § 1(b) of the open meeting rules. Rather than list the exceptions to the open meeting rules (as in Art. 1, § 4II of the open meeting rules) which may be incomplete, a broad prohibition against discussing matters under their authority outside of board meetings is simpler and more forceful.

⁴⁵ Generally from Art. 2, § 1(c) of the open meeting rules.

⁴⁶ From Art. 2, § 4 of the open meeting rules.

⁴⁷ Incorporates Art. 3 of the open meeting rules.

⁴⁸ Incorporates Art. 3, § 2 of the open meeting rules.

- (B) Before going into closed session, the President, committee chair, or governor presiding over the meeting, must state the legal authority and reasons for the closed session. In the closed session, only matters covered by the statement may be considered.⁴⁹
- (C) The Secretary or designated staff must keep confidential minutes and records of the closed sessions.⁵⁰

Rule 6.54 Board records⁵¹

- (A) Agendas, minutes of open meetings, and written materials considered in any discussion or action by the board or board committees during open sessions, are public records. The Secretary may make these records available on the State Bar Web site. Any person may receive a printed copy of these records upon request and payment of reasonable fees for the cost of reproduction and mailing. Nothing in this rule requires disclosure of records for which disclosure is exempt or prohibited by law.
- (B) Any recording of an open meeting made under these rules will be available for inspection for up to thirty days after the date of recording.

Chapter 2. Meetings of State Bar committees, commissions, and other entities [Reserved: 6.60-6.61]

Chapter 3. Meetings of the State Bar [Reserved: 6.70]

Division 3. Conflicts of interest [reserved: 6.70-6.89]

Division 4. Miscellaneous

Rule 6.91 Offices of the State Bar of California

- (A) Unless otherwise ordered by the board, the main office of the State Bar must be maintained in San Francisco and a branch office in Los Angeles.⁵²
- (B) A petition, notice, or other document required by these rules to be filed with the State Bar or served on the board must be filed at the main office.⁵³

⁴⁹ From Art. 2, § 2(b) of the open meeting rules, and Art. 3, § 4 of the open meeting rules.

⁵⁰ From Art. 3, § 5 of the open meeting rules.

⁵¹ From Art. 5 of the open meeting rules.

⁵² From Art. X of the Rules and Regulations.

⁵³ From Art. XI, § 1 of the Rules and Regulations.