

**BY-LAWS**  
**NATIONAL ASSOCIATION FOR**  
**PRESIDING JUDGES AND COURT EXECUTIVE OFFICERS**

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

**ARTICLE I**

PURPOSE

THE NATIONAL ASSOCIATION FOR PRESIDING JUDGES AND COURT EXECUTIVE OFFICERS, also known by the acronym, NAPCO, is an independent charitable, educational and research organization comprised of chief or presiding judges and court executives or administrators in state trial courts dedicated to insuring the most effective administration in those courts.

The NATIONAL CONFERENCE OF METROPOLITAN COURTS (NCMC) is the precursor organization to the NATIONAL ASSOCIATION FOR PRESIDING JUDGES AND COURT EXECUTIVE OFFICERS. NCMC 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 has worked to identify, evaluate, develop and disseminate methods of improving the effective administration of justice in our nation's courts. At the direction of the NCMC Board of Directors at special meetings in August and September, 2015, the name of the organization was changed to the NATIONAL ASSOCIATION OF PRESIDING JUDGES AND COURT EXECUTIVE OFFICERS (NAPCO).

**ARTICLE II**

POWERS

The Association 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 Association shall be:

- A. The chief or presiding judge and other active judges identified by a chief judge, presiding judge or court administrator of a state trial court of general or limited jurisdiction
- B. Retired, active and former judges of state trial courts of general or limited jurisdiction who were formerly members of the National Conference of Metropolitan Courts.

Section 2. NONJUDICIAL MEMBERS.

The non-judicial members of the Association shall be the court executives or administrators of state trial courts of general or limited jurisdiction and the retired, active and former court executives or administrators who were formerly members of the National Conference of Metropolitan Courts.

Section 3. ASSOCIATE MEMBERS. The associate members of the Association shall be state Trial Courts of general or limited jurisdiction and such other persons or organizations as may be approved by the Board of Directors. Associate members shall not be eligible to vote or to be an officer or director of the Association unless specifically so authorized by the Board of Directors

## **ARTICLE V**

### DUES

Section 1. MEMBERSHIP DUES.

The annual dues for each individual judicial member, individual court executive or administrator member, individual retired member, state trial court member, and other associate members shall be determined by the Board of Directors by resolution.

## **ARTICLE VI**

### REGISTRATION FEES

Section 1. The registration fee for the annual meeting of the Association for attendees, spouses and guests shall be determined by the Chairman of the Board and the President in consultation with the Executive Director. Registration fees may be waived for good cause by the Chairman and the President in consultation with the Executive Director. Registration fees for speakers, presenters or honorees may be waived by the Chairman and the President in consultation with the Executive Director.

## **ARTICLE VII**

### **MEETING OF MEMBERS**

Section 1. ANNUAL MEETING. The Association shall meet annually at such time and place as designated by the Chairman of the Board of Directors and the President in consultation with the Executive Director.

Section 2. SPECIAL MEETINGS. Special meetings of the members, for any purpose authorized by law, may be called by the Chairman of the Board of Directors or by the Executive Director after consultation with the Chairman and/or the President and/or the majority of the members of the Board of Directors. 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 the Association shall be provided to each member, either personally, or by mail, or by other means of electronic communication addressed to the member at his or her address provided to the Association 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 date, time and place of the meeting. Such notice shall state the general nature of the business, agenda 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. Voting by members at all meetings of the Association may be in person, by voice, or by ballot, including a ballot received by electronic transmission.

Section 6. QUORUM. A quorum shall consist of a minimum of twenty-five (25) members, of whom at least five (5) are members of the Board of Directors. 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. In the event that less than 25 members are in attendance at a duly called or held meeting, those in attendance may take action at the direction of the Board of Directors under the Rule of Necessity.

Section 7. 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 Association 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.

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 may 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 Association 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.

F. To designate members of the Association, who because of long term contributions to the Association are deserving of special recognition, as members of the Board of Trustees (Director Emeritus). This designation is honorary only and does not obligate the designee to be a dues paying member. A Director Emeritus shall be removed from such a designation upon death, resignation, or upon the vote of the Board of Directors.

## 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 a majority of the Directors for any purpose and at any location.

C. NOTICE. Written or electronic notice of the time and place of special meetings shall be provided to the directors either personally, or by mail or by other means of electronic communication addressed to the director at his or her address provided to the Association for the purpose of notice. All such notices shall be provided to each Director not less than ten (10) days prior to the date of the meeting and shall specify the date, time and place of the meeting. The general nature of the business to be considered at the meeting 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 shall be as valid as though such transactions were at a meeting duly held after regular call and notice, if a quorum be present, and if ratified by the members at the next regular 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 or by electronic means to such action. Such consent shall be filed with the minutes of the Board's proceedings. Such action 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, titles and duties of the officers. 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. CHAIR OF THE BOARD. The Chair shall serve as Chief Executive Officer (CEO) and shall be responsible for managing all affairs of the corporation subject to the direction of the Board of Directors. The Chair 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 Chair shall be a judicial member and shall be elected to a four (4) year term at a meeting of the Board and may be reelected.

B. PRESIDENT. The President shall be a judicial member and shall be responsible for planning, organizing, hosting and presiding at the annual meeting of the Association. The President shall be elected to a one (1) year or longer term at a meeting of the Board and may be reelected. The President shall succeed to the office of Chair until the next meeting of the Board in the event of the death, resignation or disability of the Chair.

C. PRESIDENT-ELECT. The President-Elect shall be a judicial member and shall be elected to a one (1) year or longer term at a meeting of the Board and may be reelected. The President-Elect shall succeed to the office of President upon expiration of the President's term 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. IMMEDIATE PAST PRESIDENT. The President shall become the Immediate Past President at the conclusion of his or her term(s) as President and shall hold this office until the President-Elect assumes office as the President.

E. VICE PRESIDENT. The Vice President shall be a non-judicial member and shall be responsible for assisting the President in the planning, organizing, hosting and presiding at the annual meeting of the Association. The Vice President shall be elected to a one (1) year or longer term at a meeting of the Board and may be reelected.

F. 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 at a meeting of the Board and may be reelected

G. 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 at a meeting of the Board and may be reelected.

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

I. TERMS OF OFFICERS. The terms of all officers shall commence at the conclusion of the meeting at which they are elected.

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

Section 4. COMPENSATION. No officer or Board member shall be entitled to any compensation for his or her services unless authorized by the Board of Directors. However, the Secretary, Chief Financial Officer, or Executive Director may employ secretarial and/or accounting services necessary to carry out the functions of their 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 Association 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 ASSOCIATION FOR PRESIDING JUDGES AND COURT EXECUTIVE OFFICERS and that the above and foregoing BY-LAWS were adopted by the Board of Directors of said corporation at a special meeting on the 27<sup>th</sup> day of August, 2015, and the 3<sup>rd</sup> day of September, 2015, and ratified by the members on those two dates, and that said BY-LAWS are a total revision of the BY-LAWS which were adopted by the Board of Directors of THE NATIONAL CONFERENCE OF METROPOLITAN COURTS on the 21<sup>st</sup> day of October, 2011 and thereafter ratified by the members and that said BY-LAWS stand as the fourth revision of the original BY-LAWS which were adopted on the 28<sup>th</sup> day of December, 1971 and were revised in whole or in part by the Board of Directors on three separate previous occasions, including adoption on the 4<sup>th</sup> day of October, 1995 and ratified by the members on the 7<sup>th</sup> day of October, 1995, and by adoption on the 28<sup>th</sup> day of September, 1994 and ratification by the members on 1<sup>st</sup> day of October, 1994.

IN WITNESS WHEREOF, I have hereunto set my hand this 9<sup>th</sup> day of February, 2016.



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Gordon M. Griller, Secretary