

OPEN SESSION AGENDA ITEM

**54-115 JULY 2018
EX COMM ITEM III. E.**

DATE: July 19, 2018

TO: **Members, Board Executive Committee
Members, Board of Trustees**

FROM: Stephanie Choy, Interim Program Director II, Office of Legal Services

SUBJECT: California Rural Legal Assistance (CRLA),
Appointment of Attorney Member to Board of Directors

EXECUTIVE SUMMARY

Periodically, the State Bar of California is called upon to appoint attorney members to the Boards of certain multi-county, federally funded legal services programs in California. The State Bar Board Book sets forth Guidelines for Appointment of State Bar Representative to Boards of Directors of Programs Funded by the Legal Services Corporation (Section 5, Tab 5.3, Article 6).

Under the bylaws of California Rural Legal Assistance, Inc. ("CRLA"), the Board of Trustees appoints eight members to its Board of Directors on a staggered term basis. At its March 9, 2018 meeting, the State Bar Board of Trustees recommended the reappointment of Ana de Alba for an additional two-year term to the CRLA Board. Unfortunately, unforeseen circumstances required Ms. De Alba to resign the CRLA Board, leaving a vacancy.

The CRLA Board now recommends the appointment of Ramon E. Romero, Jr., who is a past member of the Board, to fill Ms. De Alba's position on their Board for a two-year term, with the possibility of reappointment for an additional two-year term.

BACKGROUND

Pursuant to federal regulations governing Legal Services Corporation-funded legal aid programs (45 C.F.R. § 1607), the Bylaws of CRLA require that the State Bar of California make eight appointments to its Board of 45 members, for two-year terms, on a staggered term basis. Four of those members must have "demonstrated interest or background in the problems of migrant farmworkers."

CRLA is funded by the Legal Services Corporation, and as such is highly regulated by that entity. According to the Executive Director of CRLA, failure to timely fill Board vacancies, especially attorney vacancies, can lead to assertions of non-compliance with federal law. The Director has raised concern that should the Board not appoint a Board member to CRLA at this meeting, CRLA might be forced to advise the Legal Services Corporation of its regulatory non-compliance.

The State Bar Board Book sets forth the requirements for appointment at Section 5, Tab 5.3, Article 6, “Guidelines for Appointment of Attorney Members to Boards of Directors of Programs Funded by Legal Services Corporation.” These guidelines provide protocols for programs to request appointments, require publication of vacancies for a set time, conduct outreach to ensure diversity, and set forth a policy for reappointments that allows members to serve a maximum of six years, or longer for good cause, such as lack of eligible candidates from the service area.

At this time, CRLA seeks the appointment of Ramon Romero to complete Ana de Alba’s two-year term, with the possibility of renewal for an additional two years. Pursuant to Board Book requirements, the State Bar issued a press release soliciting applications for the Board position, with a one-month lead time to maximize the number of candidates, as required by the guidelines. The program also recruited actively through its attorney and local bar networks. Two strong applications were received – one from Ramon Romero, and a second from James Fitzpatrick. James Fitzpatrick, who will be a new member, has been designated as the appointee of the Monterey County Bar Association, where CRLA has its Salinas office.

Ramon Romero is an attorney in San Francisco, who previously served on the board of CRLA (as the appointee of the Bar Association of San Francisco, and also as an appointee of the State Bar) with consecutive terms for a period of about 20 years, ending in 2014.

DISCUSSION

In general, programs benefit from this appointments process because of the prestige that the State Bar brings to the appointments, and the larger and more diverse pool of State Bar members potentially available so that it can attract stronger candidates to foster stronger governance. In this case, only two attorneys applied, and one of the attorneys, James Fitzpatrick, is being appointed by the Monterey County Bar Association, where he practices, but Mr. Romero, who is the ideal candidate in every way, previously served for a number of years on the Board of CRLA.

Article 6, “GUIDELINES FOR APPOINTMENT OF STATE BAR REPRESENTATIVES TO BOARDS OF DIRECTORS OF PROGRAMS FUNDED BY THE LEGAL SERVICES CORPORATION, Section 5, Reappointments”, states, “It is the policy of the State Bar not to consider for reappointment any member who has served on a board for two (2) terms or six (6) years, unless. . . or for other good cause, such as lack of eligible candidates from the service area.”

In keeping with its reading of its own by-laws, CRLA considers Mr. Romero’s four years off the board as creating a *new* appointment, resetting the clock on term limits. The Board Book prohibition, though under the title of “Reappointments,” does not by its terms apply the prohibition to successive appointments, and thus can also be read to apply more broadly, expressing a preference not to appoint any members to sit on the Board for more than six years for their lifetime. Even if that were the correct interpretation, good cause exists to allow appointment of Mr. Romero to the Board. Specifically, the Board Book identifies “lack of eligible candidates from the service area as good cause to create an exception. While in a common scenario, an urban program might have difficulty finding rural representation for its board, CRLA, whose primary constituency is rural, faces the opposite dilemma – it can more easily find rural attorneys committed to its mission than find urban lawyers who have both the necessarily deep understanding and commitment to solving rural issues *and* key connections to urban resources.

Mr. Romero meets this need. As set forth in detail in the attached letter from Executive Director, Jose Padilla, Mr. Romero previously worked with the United Farmworkers, through which he has extensive knowledge of rural conditions and specifically the labor conditions of migrant farmworkers. This is in specific response to CRLA Bylaws, which require that of the eight representatives appointed by the State Bar, four must “have a demonstrated interest or background in the problems of migrant farmworkers.” Mr. Romero brings his San Francisco connections to the organization, and through his ties to the California Teachers Association, he has been and expects to continue to be able to secure sponsorships to CRLA fundraising events. Mr. Romero’s labor law expertise will also guide the organization through its own union and personnel issues and policies. In addition, because Mr. Fitzpatrick has been designated as the appointee from the Monterey County Bar Association, Mr. Romero is the only remaining candidate.

In short, Mr. Romero is uniquely qualified to serve as the State Bar’s appointment to CRLA. The Board of CRLA met on June 7, 2018, and resolved to recommend the appointment of Ramon E. Romero, Jr., to complete Ana de Alba’s two-year term. The recommendation letter from Jose Padilla, CRLA Executive Director, the current CRLA Board demographics and the resume for Mr. Romero are attached.

FISCAL/PERSONNEL IMPACT

None

RULE AMENDMENTS

None

BOARD BOOK AMENDMENTS

None

STRATEGIC PLAN GOALS & OBJECTIVES

Goal: 4. Support access to justice for all California residents and improvements to the state’s justice system.

RECOMMENDATION

It is recommended that the Board Executive Committee and Board of Trustees approve the following resolution:

RESOLVED, that the Board of Trustees approve the appointment of Ramon E. Romero, Jr., to the California Rural Legal Assistance Board of Directors for the balance of a two-year term to commence on July 20, 2018, and expire on March 31, 2020, or until further order of the Board, whichever occurs earlier.

ATTACHMENT(S) LIST

- A.** By-Laws of California Rural Legal Assistance
- B.** Letter of Support from Jose Padilla, Executive Director, California Rural Legal Assistance
- C.** Current Board Demographics
- D.** Resume of Ramon E. Romero, Jr.

ATTACHMENT A:
BY-LAWS
OF
CALIFORNIA RURAL LEGAL ASSISTANCE, INC.

ARTICLE I.
NAME, PURPOSE, OFFICE AND SEAL

Section 1.01 Name of the Corporation: The name of this corporation shall be California Rural Legal Assistance Incorporated.

Section 1.02 Purpose of the Corporation: The Corporation is established to provide legal assistance to the rural poor in designated areas of California in conformity with the standards and regulations set forth by the Legal Services Corporation Act of 1974, as amended, and State statutes regulating the conduct of private non-profit corporations.

Section 1.03. Principal Office: The principal place for the transaction of the business of the corporation is hereby fixed and located at San Francisco, California.

Section 1.04. Corporate Seal: The corporation shall have a common seal consisting of two concentric circles with the words and figures: California Rural Legal Assistance, Inc., Non-profit, Incorporated March 3, 1966.

ARTICLE II

Section 2.01 Members: There shall be one class of members, who shall be the Directors of the corporation, and when the term "Director" is used in these By-Laws, it shall also mean "member", and when "member" is used, it shall also mean "Director".

Section 2.02 Qualifications: Death, resignation or removal of any Director as provided in these By-Laws shall automatically terminate membership of such person in this corporation. Election of a successor Director as provided in these By-Laws shall likewise operate to elect such Director to the membership of this corporation.

Section 2.03 Liabilities and Property Rights of Members: No member of the corporation now or hereafter elected shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the corporation's assets for payment.

ARTICLE III
BOARD OF DIRECTORS

Section 3.01 Powers: The activities, affairs and property of the corporation shall be managed directly and controlled and its powers exercised by, and vested in, the Board of Directors.

Section 3.02 Composition of Board of Directors: The Board of Directors shall consist of forty-five (45) members to be selected as follows:

- A. Ten (10) eligible client representatives, with only one representative selected from each of the ten (10) regional CRLA office Community Committees;
- B. Five (5) eligible client representatives, with only one representative selected from each of the five (5) CRLA Migrant Program Community Committees;
- C. Fifteen (15) attorney representatives, appointed by County Bar Associations selected by the Board from among the counties which CRLA offices serve. All persons appointed by Bar Associations shall be subject to the requirement that they demonstrate history of interest in and support of legal services.
- D. Eight (8) attorney representatives appointed by the State Bar of California who demonstrate a history of interest and support of legal services; four (4) of whom have a demonstrated interest or background in the problems of migrant farmworkers.
- E. Four (4) attorney representatives appointed by four different legal organizations selected by majority vote of the Board. Each legal organization shall have interests consistent with those of the Corporation and its client community. Each appointed representative shall be approved by majority vote of the Board subject to the requirement that the individual have a history of interest in and support of legal services, and two of the nominees have a demonstrated interest or knowledge of the problems of migrant farmworkers.
- F. Two (2) representatives, one each from two organizations nominated by the Migrant Community Committee, and one representative from an organization nominated by the CRLA Nominations and Elections Committee. Each nominated organization shall be approved by majority vote of the Board.
- G. One (1) representative selected at-large who has a demonstrated expertise in the area of finances.
- H. No person shall be nominated, appointed or selected to sit on the Board of Directors who at the time of his or her nomination, appointment or selection is a relative of any person employed by CRLA.
- I. Each prospective client eligible member of the Board must submit a completed client eligibility form to the local Directing Attorney who shall determine whether the prospective member meets the LSC client eligibility criteria. The Directing Attorney will forward a copy of the completed eligibility form to the Executive Board Secretary. The Executive Board Secretary will provide the information to the

Nominations Committee.

- J. Whenever the Board decides to select organizations which may nominate candidates for the Board, the President of the Board shall direct the Nominations and Elections Committee to submit a list of organizations to the Board for its consideration. Only organizations which agree to nominate candidates for at least two consecutive terms shall be selected in order to ensure that Board members become familiar with Board policy and the operations of the Corporation.
- K. In order to ensure compliance with the letter as well as the spirit of Legal Services Corporation guidelines and regulations, nominating organizations and all Bar associations shall be informed about legal services regulations which require affirmative action in Board member composition. Each nominating organization or association shall be expected to nominate individuals who further CRLA's affirmative action goals and who reasonably reflect the population in CRLA's service areas.
- L. Individuals nominated by State or County Bar Associations may be asked by the President of the Board to meet with local CRLA community committees prior to Board consideration, in order that the local community may be assured that the nominee supports the delivery of quality legal services in their community and in other rural communities in the State. When deemed appropriate, Bar associations will be asked but not required to allow the program to recommend for their consideration attorneys who desire to serve and have demonstrated a continuing interest in the delivery of quality legal services to poor people.

Section 3.03 Alternate Members: Each member of the Board of Directors, representing a regional office community committee, the CRLA migrant program community committee, a bar association, and the organizations chosen by the Board under Section 3.02 F. above, may have an alternate. Alternates on the Board shall possess the same qualifications as the member and shall, in the absence of the member, serve in the same capacity as the members and shall, therefore, be included in the count for determining a quorum, shall be permitted on vote and shall have all other rights and perform all other duties of Board members.

Section 3.04 Voting Rights: Each member of the Board shall have one (1) vote and vote by proxy shall not be allowed. Decisions of the Board shall be by majority vote.

Section 3.05 Quorum: One third of the total members seated shall constitute a quorum at any regular or special meeting of the Board of Directors. If a quorum of the Board is not present at any regular or special meeting, a quorum of the Executive Committee shall be empowered to act without further notice only on those items of business on which action is mandatory before the date that the next regular or special meeting can be held.

Section 3.06 Tenure: No member shall serve on the Board of Directors for more than eight (8) years, unless the Board specifically so authorizes by majority vote. A full term of office shall be

deemed to be two (2) consecutive years. The term of a Director appointed in any given year shall be deemed to run from the date of his or her approval by majority vote of the Board except that a Director appointed to fill the uncompleted term of another Director shall simply complete the term of his predecessor.

Section 3.07 Vacancies: Any vacancy in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal or otherwise, shall be filled by majority vote of the remaining Directors then in office in accordance with the procedures for selection set forth in these bylaws.

Section 3.08 Removal: A member may be removed from office for cause, by the vote of a majority of the Directors then serving. Cause shall include the member being absent from three consecutive meetings of the Board without prior authorization from the President prior to each meeting

Section 3.09 Compensation: The Directors shall receive no compensation for their service as such but, by appropriate resolution of a majority of the Board, may be reimbursed for expenses incurred in order to attend a Board meeting or meetings of any of the committee of the Board for which the member's attendance is deemed appropriate by Board policy. All client-eligible members will receive compensation for lost wages, but **must** provide proof of eligibility and employment.

Section 3.10 Regular Meetings: The Board of Directors shall meet at least at least six (6) times each year at such times and places as the Board shall, in its discretion determine. Notice shall be made public at least ten (10) working days of the date, place and time of the meeting. Board meetings shall be open to the public except where a closed session is permitted under the governing regulations of actual or potential litigation or personnel issues are to be discussed. By majority vote of the Board of Directors at a regular or special meeting, the Board may vote to meet less than six (6) times per year if deemed necessary and appropriate.

Section 3.11 Special Meetings: Special meetings of the Board of Directors may be called at any time by the Chairperson upon notice of at least forty-eight (48) hours to each member. Any member of the Board of Directors may petition the Chairperson for the calling of a special Board meeting. The petition must be in writing, stating the reason for such request and be supported by the signatures of at last thirteen (13) other Board members.

ARTICLE IV EXECUTIVE COMMITTEE

Section 4.01 Members: The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary of the Board and nine (9) additional members nominated by the Nominations and Elections Committee and approved by majority vote of the Board of Directors. A quorum for the transaction of business of the Committee shall be seven (7) members.

- A. Members of the Executive Committee shall serve a term of one year from the date of their election.

- B. At no time may the membership of the Executive Committee consist of less than one-third (1/3) client representatives nor less than sixty-percent (60%) attorneys.
- C. The Vice-President shall serve as Chair of the Executive Committee.

Section 4.02 Powers of the Executive Committee: The Executive Committee may exercise all of the powers of the Board of Directors during the interim period between meetings of the Board. Decisions by the Executive Committee may be made by a majority thereof and such decisions may be made by any form of communication, including telephonic, between members thereof without the necessity of meeting in person.

- A. Any decision made by the Executive Committee during a meeting thereof shall be memorialized by a writing filed with the Executive Board Secretary and shall be signed by at least a majority of the Executive Committee.

Section 4.03 Meetings of the Executive Committee: Meetings of the Executive Committee shall be at such times and places as are determined by the Chair of the Committee or any three (3) members thereof. Notice of any such meeting shall be given to all members of the Executive Committee in writing, facsimile transmission or telephone least thirty-six (36) hours in advance of such meeting. When notice is in writing, it shall be mailed at least seventy-two (72) hours in advance of the meeting addressed to each of the members of the Executive Committee at his or her last known address as shown in the Corporation's records. If the member's address cannot readily be ascertained, notice shall be mailed to the member at the principal office of the corporation.

- A. Where the Executive Committee exercises the authority of the Board, the actions of the Committee shall be subject to ratification by majority vote of the Board at its next regular or special meeting.

ARTICLE V STANDING COMMITTEES

Section 5.01 General Provisions: There shall be established the following Standing Committees:

- A. PERSONNEL AND CLIENT GRIEVANCE COMMITTEE
- B. FINANCE AND LONG RANGE PLANNING COMMITTEE
- C. COMMITTEE ON ADVISORY COMMITTEES
- D. NOMINATIONS AND ELECTIONS COMMITTEE
- E. LEGISLATIVE AND LITIGATION COMMITTEE
- F. EVALUATION COMMITTEE
- G. BY-LAWS COMMITTEE
- H. AUDIT COMMITTEE
- I. RETIREMENT PLAN COMMITTEE

The Chair of the Nominations and Elections Committee shall submit to the Board for its approval by majority vote, the name of members who desire to serve on any vacant seat on the Executive Committee or any Standing Committee designated by these Bylaws.

The Nominations and Elections Committee shall also submit to the Board for its approval, the name of a member who shall serve as the Chair of the Standing Committee, except in the case of the Committee on Advisory Committees which shall select its own Chairperson.

- A. The President of the Board shall be an ex-officio member without vote on all Standing Committees.
- B. Each Committee Chairperson shall continue to serve until a successor is appointed.
- C. The Nominations and Elections Committee shall review and recommend changes in the membership of the Standing Committees as vacancies arise or as otherwise deemed necessary to ensure that members of the Board are fully participating in the Committees.

Section 5.02 Personnel and Grievance Committee: There shall be established a Personnel and Client Grievance Committee consisting of five (5) members, for which a quorum shall be three (3) members. The Committee shall have the following duties:

- A. Adjudicate grievances, protests and appeals originating with non-bargaining unit members of the Agency.
- B. Adjudicate grievances originating with clients and parties denied client status by any California Rural Legal Assistance field office.
- C. Investigate any written grievance filed by a Community Committee. Upon receipt of the grievance, the Personnel and Grievance Committee shall acknowledge receipt of the grievance by mailing a letter indicating receipt to the Chair of the Community Committees. Thereafter, the Personnel and Grievance Committee shall conduct an initial investigation of the grievance and shall submit a written report to the Board setting forth the Committee's findings, conclusions and recommendations. The report shall be filed with the Executive Director, the President and the Chair of the Community Committee within 60 days of receipt of the grievance. If more than 60 days is necessary to conduct an investigation, the Chair of the Personnel and Grievance Committee shall inform the Executive Director, the President and the Chair of the Community Committee in writing setting forth the reasons why additional time is required.

Section 5.03 Finance and Long Range Planning Committee: There shall be established a Finance and Long-Range Planning Committee consisting of twelve (12) members, for which a quorum shall be seven (7) members. The Committee shall have the following duties:

- A. Review all program budgets submitted to the Legal Services Corporation and other funding sources;
- B. Request a quarterly report from the Executive Director which details all

expenditures on the monthly financial statement which exceed 25% of the amount budgeted for that item in any grant received by CRLA;

- C. Review CRLA's policies concerning the depositing and investing of CRLA funds in commercial banking enterprises.;
- D. Advise and assist the Executive Director and appropriate staff in developing sources of financial support for CRLA, Inc.
- E. Review long range planning goals and objectives, assess the progress being made towards the goals and objectives, and make recommendations to the Board on how the goals and objectives can best be achieved;
- F. Review and recommend revisions to CRLA's long range planning goals and objectives.

Section 5.04 Committee on Community Committees: There shall be established a Committee on Community Committees consisting of fifteen (15) members for which a quorum shall be eight (8) members. The Chairperson of the Committee shall be a member representing a local California Rural Legal Assistance Community Committee or the CRLA Migrant Program Community Committee, and shall be chosen by the members of the Committee on Community Committees. The Committee shall have the following duties:

- A. Ensure that each community committee submits minutes of each local meeting to the CRLA Executive Director's Secretary on a timely manner for distribution to the Board at its regular meeting.
- B. Advise the Board of Directors on all matters relating to the program needs of the client community served by Corporation.
- C. Advise the Board of Directors concerning policies which will help to increase the participation of members of the client community, when appropriate, in all phases of the operation of the Corporation, its programs and projects;
- D. Elect its own Chairperson once a year following the annual election of officers of the Board.

Section 5.05 Nominations and Elections Committee: There shall be established a Nominations and Elections Committee consisting of five (5) members, for which a quorum shall be three (3) members. The Committee shall have the following duties:

- A. Review all nominations and appointments for membership on the Board of Directors indicated in Section 3.02 above;
- B. Recommend for Board approval those organizations which will be asked to nominate Board members as described more fully in Section 3.02 above;

- C. Assist in and advise on orientation of new members;
- D. Nominate for Board approval members for seats on the Executive Committee and all Standing Committees except for the Committee on Community Committees; and nominate Chairpersons for said committees as provided in these Bylaws;
- E. Receive nominations for Board officers and conduct the election of officers as set forth in these Bylaws.

Section 5.06 Legislative and Litigation Committee:

There shall be established a Legislative and Litigation Committee consisting of seven (7) members for which a quorum shall be four (4) members. The Committee shall have the following duties:

- A. Review annually the legislative program of the CRLA office in Sacramento including the manner in which staff and clients are consulted on the formulation of the legislative program;
- B. Review and report to the Board periodically on the progress of that legislative program.
- C. Develop ideas for legislative action which will further the Corporation's purpose as stated in its Bylaws;
- D. Identify legal problems within the client communities served by the Corporation and recommend potential opportunities and strategies for major litigation.

Section 5.07 Evaluation Committee: There shall be established an Evaluation Committee consisting of five (5) members for which a quorum shall be three (3) members. The Committee shall have the following duties:

- A. In consultation with CRLA's Executive Director, recommend for Board approval, a procedure to evaluate the Director's performance at least once annually. The procedure shall ensure that confidentiality is maintained throughout the process and shall encourage participation by all members of the Board;
- B. Develop an evaluation instrument and conduct an annual evaluation of the Executive Director;
- C. Provide the Board with a summary of the Committee's findings as a result of the evaluation at a closed personnel session of the Board. Any recommendations presented which require Board action must be supported by specific factual information, including where necessary the source of the information, to justify the action requested.

Section 5.08 Bylaws Committee. There shall be established a Bylaws Committee consisting

of seven (7) members of which four (4) shall constitute a quorum. The Committee shall:

- A. Propose, draft and submit proposed amendments as deemed necessary in order to conform the bylaws to the established practices and policies of the Board.
- B. Review the bylaws or rules of procedure of Community Committees on a regular basis to ensure that Committee's bylaws or rules of procedure conform to the Corporation's bylaws, practices and Board policies.
- C. Review any proposed amendments by Community Committees to their bylaws or rules of procedure to determine whether they conform to the Corporation's bylaws or Board policies and practices and either deny or approve the proposed amendments.
- D. Ensure that the Board keep on file and readily available at each meeting of the Board a copy of all Committee bylaws or rules of procedure.

Section 5.09 Audit Committee. There shall be established an Audit Committee consisting of three (3) members of which two (2) shall constitute a quorum. The Chair of the Audit Committee may not be a member of the Finance and Long Range Planning Committee, and there may not be more than one member of the Finance and Long Range Planning Committee on the Audit Committee. The Audit Committee shall:

- A. Maintain communication between the Board and the auditor.
- B. Guide the process of selecting CRLA's auditor, including recommending to the Board of Trustees the appointment of a particular auditor.
- C. Meet with the auditor to discuss, inquire about and review audit reports and financial statements, and the effectiveness of CRLA's management of financial and accounting functions.
- D. Institute any changes necessary to ensure proper oversight and control of funds.
- E. Select a Committee member to be present at the exit conference at the completion of the annual audit.

Section 5.10 Retirement Plan Committee. There shall be established a Retirement Plan Committee consisting of five (5) members of which three (3) members shall constitute a quorum. The Retirement Plan Committee shall administer, interpret and monitor the performance of the California Rural Legal Assistance, Inc. 401(k) Retirement Savings Plan ("the Plan") for the benefit of CRLA's employees enrolled in the Plan.

- A. The following persons shall comprise the Members of the Committee:
 - CRLA's Human Resources Director;
 - CRLA's Chief Financial Officer;
 - A representative of the senior management team appointed by the

Executive Director and from a department other than the human resources and financial departments;

- A representative of the Legal Services Workers of Rural California who is appointed by that organization; and
- A Board Director, nominated and referred by the Nominations and Elections Committee to the Board of Directors, and appointed by majority vote of a quorum of the Board.

B. The Board Director shall serve as Chair of the Retirement Plan Committee.

ARTICLE VI AD-HOC COMMITTEES

Section 6.01 The President of the Corporation shall be empowered to establish Ad-Hoc Committees so long as their duties do not duplicate or conflict with those of Standing Committees. The President shall appoint members of the Board of Directors to serve on Ad-Hoc Committees and shall designate a member to serve as Chair of the committee. The President shall require that all Ad-Hoc Committees report to the Board of Directors upon completion of their assigned duties. Ad-Hoc Committees may be established to review, among other things:

- A. CRLA's Board Policies;
- B. Any matter which arises and requires short-term, but in depth, investigation and review by the Board.

ARTICLE VII OFFICERS

Section 7.01 Board Officers: The officers of the Board of Directors shall be the President, the Vice-President, the Treasurer and the Secretary.

Section 7.02 Term of Board Officers: The term of office for all Board officers shall be for a period of one year or until a successor is duly elected pursuant to the By-Laws.

Section 7.03 Election of Board Officers: Board officers shall be elected from and by the members of the Board at the first meeting of the Board held during any given year and shall take office immediately upon being elected. Nominations for Board officers shall be made by December of any given year, and election of officers shall be conducted in accordance with these Bylaws and consistent with any policy established by the Board of Directors.

Section 7.04 Duties of Board Officers: The Board officers shall perform the usual duties of such office and such other duties as may be assigned to them from time to time by the Board of Directors.

- A. President.

The President of the Board shall preside at all meetings of the Board and shall

perform the other usual functions of a President.

B. Vice-President.

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and in so acting shall have all the powers of the office. The Vice-President shall assist the President in the performance of the duties of the office and shall have such other powers to perform such other duties as may be prescribed from time to time by the Board. The Vice-President shall preside at meetings of the Executive Committee.

C. Secretary.

The Secretary shall supervise the maintenance of CRLA's Articles of Incorporation, Bylaws, and minutes and records of the proceedings of the Board of Directors, and of the Executive Committee. The Secretary shall execute any document on behalf of CRLA as is appropriate, shall assist the President and Vice-President in the performance of their office, and shall discharge such other duties as may be prescribed by the Board.

D. Treasurer.

The Treasurer shall lead the Board's oversight of CRLA's budgeting and planning processes, financial performance, and financial condition. The Treasurer shall have such other powers and duties as the Board or these Bylaws may prescribe.

Section 7.05 Vacancies and Recall of Board Officers:

A. Vacancies.

If a vacancy occurs in any Board office by reason of death, resignation, disqualification or otherwise, the vacancy shall be filled by an election. The Nominations and Elections Committee shall nominate qualified members for the vacated office. The Board of Directors shall, at its next regular meeting, select a person to fill such vacancy for the unexpired term.

B. Recall.

A motion to recall any Board officer or officers must be approved by a majority vote of a quorum of the Board at any regular or special meeting called for this purpose. Upon approval of a recall motion and after consideration of nominations for vacancy by the Nominations and Elections Committee, an election to fill the vacancy or vacancies shall be held immediately at same meeting.

Section 7.06 Duties of Corporate Officers: The Corporate officers shall perform the usual duties of such office and such other duties as may be assigned to them from time to time by the Board

of Directors.

A. Executive Director.

The Executive Director shall be the general manager and chief executive officer of CRLA as contemplated in Section 5213 of the California Corporations Code, and shall be responsible for the day-to-day management of CRLA's activities and affairs. The Executive Director shall have such other powers and duties as the Board or these Bylaws may prescribe. Unless otherwise directed by the Board or relevant Board Committee, or unless the Board determines to meet in an executive session, the Executive Director may attend all Board and Board Committee meetings.

B. Chief Financial Officer

Consistent with Section 5213 of the Corporations Code, the Chief Financial Officer (CFO) shall:

- (1) keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account, including accounts of CRLA's properties and transactions;
- (2) shall send or cause to be given to the Directors such financial statements and additional reports as are required to be given by law, by these Bylaws, or by the Board, including, without limitation, monthly reports to the Board Committee on Finance and Long-Range Planning;
- (3) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of CRLA with such depositories as the Board may designate;
- (4) disburse or cause to be disbursed CRLA's funds as the Board may order;
- (5) when requested, provide to the Board, Treasurer and Executive Director an account of all transactions and of CRLA's financial condition; and have such other powers and perform such other duties as the Board, these Bylaws or the Executive Director may prescribe.

Unless otherwise directed by the Board or relevant Board Committee, or unless the Board determines to meet in an executive [closed] session, the CFO may attend all Board and Board Committee meetings.

ARTICLE VIII
AMENDMENTS

Section 8.01 Amendments: Amendments to these By-laws shall be by majority vote of the Board of Directors at which a quorum is present.

Section 8.02 Notice: Written notice of proposed amendments must be provided to each member at least two (2) weeks prior to any vote thereon.

Amended - May 14, 1983

Amended - April 28, 1990

Approved by the Board December 1994

Amended - June 24, 2006

Amended - December 2, 2017

**ATTACHMENT B: Letter of Support from Jose Padilla, Executive Director,
CALIFORNIA RURAL LEGAL ASSISTANCE, Inc.**



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José R. Padilla
Executive Director

Michael Meuter
Deputy Director

Ralph Santiago Abascal
General Counsel
(1934-1997)

William G. Hoerger,
Of Counsel

Ilene Jacobs
Cynthia Rice
*Directors of Litigation, Advocacy,
and Training*

Regional Offices

Arvin
Coachella
Delano
El Centro
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Salinas
San Luis Obispo
Santa Barbara
Santa Maria
Santa Rosa
Stockton
Vista
Watsonville

July 10, 2018

Executive Committee
The State Bar of California
180 Howard Street
San Francisco, CA 94105-1639

**Re: 2018 State Bar Appointments to CRLA Board of Directors
Applicant Ramon Romero**

Dear Executive Committee Members:

The following is a recommendation that the State Bar give serious consideration to the appointment of Ramon Romero to the CRLA Board of Trustees. Romero is a long-standing Board member who took a hiatus from CRLA Board service and now wishes to return. His 20-year service was primarily as a representative of the San Francisco Bar Association. Because that position is currently filled, he has sought this State Bar appointment in which he has served in the past. Unfortunately, this round of State Bar applicants to fill this vacancy was extremely limited - two applicants. I provide a number of important reasons why a timely appointment of Ramon Romero is so important.

First- urgency. CRLA is a recipient of Federal legal service funding that is highly regulated. In the past, a failure to timely fill Board vacancies, especially Attorney vacancies, has led to the risk of CRLA Federal non-compliance. At this time, because this is a pending appointment there is a lesser risk. But were the State Bar to deny this appointment, CRLA would then be forced to inform the Legal Services Corporation (LSC) of its regulatory non-compliance, triggering a separate review process that we seek to avoid given its wasteful absorption of time.

Second- opportunity. Were CRLA to have two strong members come from this process, it would be ideal. Currently, CRLA is working with the Monterey County Bar Association to have Attorney James Fitzpatrick (the other strong applicant who in addition to Mr Romero submitted an application to the State Bar for a CRLA Board appointment) appointed as a county Bar representative. CRLA's By-Laws allow such appointments in those counties where it has offices as in Monterey County where CRLA has its Salinas office. Candidate Ramon Romero does not provide us with a similar type of appointment opportunity.

Third- value added. Ramon Romero until the time he finished his last State

Bar tenure, was an invaluable Board member for multiple reasons. He was helpful in fund raising to the extent that he had worked with the California Teachers Association and was able to secure sponsorships for CRLA events. He also was able to bring some of those labor relationships to CRLA as donor opportunities. Given his retirement from labor practice, we are presented with an even bigger opportunity to take advantage of those relationships.

Fourth- labor counsel. In the past, Romero's counsel with respect to labor matters was also invaluable. As a general matter, most CRLA Board members are unable to distinguish between the interests of CRLA and its employee union. Most Board members who join the Board are pro-worker in their practices and have difficulty in balancing CRLA's responsibility to itself, as a non-profit corporation, versus responsibility to staff as an employer. Mr. Romero was able to do so clearly and decisively. Similarly, that experience was helpful regarding issues related to other personnel matters like Human Resource policies.

Fifth- rural experience. Of Romero's experiences, especially helpful has been his previous work with the United Farm workers. It provides a knowledge base of rural conditions, and the labor conditions of farm workers, that is important to Board resource decisions. Given that CRLA is the largest national recipient of LSC Migrant Funds, his experience equips the Board with a voice that can assist with resource questions related to this special funding, especially in times of financial crisis.

Finally, CRLA's Board has 1/3 of its membership come from its client communities statewide. These include *farm worker* client members. It is important to have Attorney Board members able to be of assistance to them, who can speak to their own experiences with the Cesar Chavez farm worker movement as example. Given CRLA's \$2.3 million Farm Worker grant, LSC requires that a select number of CRLA Attorney members have farm worker "backgrounds". This is incorporated in CRLA Board By-laws Section 3.02.D. which states ***"Eight (8) representatives appointed by the State Bar of California ... four (4) of whom have a demonstrated interest or background in the problems of migrant farmworkers."*** Romero has helped us meet that funding and By-law requirement with his past Board membership.

If you have any questions please call me or Mike Meuter, CRLA Deputy Director. Thank you for your assistance.

Sincerely,



Jose R. Padilla
Executive Director

California Rural Legal Assistance Inc.

ATTACHMENT C: Current Board Demographics

June 2018

CALIFORNIA RURAL LEGAL ASSISTANCE INC.

Board Member Demographics

	State Bar Attorneys	County Bar Attorneys	Clients	Other	Total
Male	5	7	13	4	29
Female	2	8	2	3	15
Total	7	15	15	7	44
Caucasian	2	7	0	2	11
Hispanic	3	7	14	5	29
Black	1	1	1	0	3
Asian	1	0	0	0	1
Native American	0	0	0	0	0
¹Total	7	15	15	7	44

¹CRLA client appointments are made by local community communities that are established to advise local office directors regarding office operations. These communities are dominated by farm worker members. In addition, CRLA has 2 other Female client alternate members and 5 other male members who can attend all meetings.

ATTACHMENT D: Resume of Ramon E. Romero, Jr.

RAMON ENRIQUE ROMERO, Jr. Home and Fax Phone: 415-641-9443
66 Banks Street Cell Phone: 415-264-9199
San Francisco, CA 94110 Email: Ramon49r@aol.com
California State Bar No. 98224 – Active Status

EDUCATION: J.D., 1980, Berkeley Law School, University of California at Berkeley
B.A., 1977, University of California at Berkeley, 3.9 GPA

EMPLOYMENT: Staff Attorney, 1982-2014, California Teachers Association, Department of Legal Services, Burlingame, California – practice of labor law, litigation of unfair labor practice and representation cases in administrative, state, federal courts, and arbitration

Field Attorney, 1980-1982, National Labor Relations Board, Region 32, Oakland, California – practice of labor law, litigation of unfair labor practice and representation cases in administrative and federal courts

Organizer and Administrative Assistant: 1971-1974, United Farm Workers Union – administrative assistant in office of the UFW President (1973-1974), Washington D.C. Boycott Office Director (1971-1973)

BOARDS and COMMISSIONS:

President and Commissioner: 1997-2009, San Francisco Redevelopment Commission – real estate development in blighted areas of San Francisco, appointed to two 4 year terms by Mayor Willie Brown (1997-2004) and appointed to one 4year term by Mayor Gavin Newsom (2005-2009), elected to President by fellow commissioners to two 1 year terms, first Latino president of the Redevelopment Commission in San Francisco history.

Board Member: 1994-2014 (approximate dates), California Rural Legal Assistance

President and Board Member: 1982-1987, La Raza Centro Legal of San Francisco, - provided basic legal services to low income residents of San Francisco Mission District

Co-Founder and President: 1982-1985, U.C. Berkeley Raza Alumni Club, affiliated with California Alumni Association

Council Member: 1985-1987, California Alumni Association

LANGUAGES: English & Spanish