

## CODE OF CONDUCT

The California Lawyers Association (“CLA”) is a member-driven, mission-focused organization dedicated to the professional advancement of attorneys practicing law in the State of California. Established in 2018, CLA is a nonprofit, voluntary organization. CLA’s extensive membership represents the vast diversity of California’s legal community and the various areas of law practiced throughout the state.

The mission of the California Lawyers Association is promoting excellence, diversity and inclusion in the legal profession and fairness in the administration of justice and the rule of law.

In adopting this Code of Conduct, it is the Board’s intent that everyone involved with CLA, model positive, collegial and constructive behavior and that Volunteers intercede with their colleagues to promote an organizational culture that is inclusive, welcoming and encourages participation. To the extent an individual’s conduct presents a barrier to the development of such a culture, the aspiration in adopting this Code of Conduct is that everyone involved with CLA will work to promote and support positive conduct.

As part of this commitment, we require all CLA members to observe and promote the highest standards of ethical and professional behavior, including faithfully abiding by the laws, regulations, and rules applicable to the members’ profession. Additionally, we expect the CLA Board of Representatives, CLA Corporate Officers, Section Officers, Section Executive Committee members, Section Advisors, and other volunteers (collectively, “Volunteers”) to demonstrate civil, collegial, and ethical conduct by acting in the manner described in this Code of Conduct.

### Accountability:

- Faithfully abide by the Articles of Incorporation, Bylaws, and Policies of CLA.
- Know and abide by the published laws, regulations, and rules applicable to the Volunteer’s profession (e.g., The State Bar of California Rules of Professional Conduct or the rules of professional conduct of the jurisdiction in which the member practices).

- Exercise reasonable care, good faith, and due diligence in regard to all affairs and activities related to CLA. This includes remaining reasonably well-informed about CLA and preparing for meetings by reading materials in advance and submitting reports, etc., when asked to do so.
- Fully disclose, at the earliest opportunity, information related to a perceived or actual conflict of interest with respect to the Volunteer's involvement with CLA, including traditional financial conflicts of interest (when a Board Representative has a financial interest in an entity with which CLA is considering doing business, for example) as well as other circumstances which might lead a reasonable person to believe the Volunteer may not be impartial and able to exercise unbiased, independent judgement about a matter.

#### Integrity:

- Conduct oneself with professionalism, courtesy, respect, and objectivity in all affairs and activities related to CLA, including individual business affairs that can affect the public image of CLA, and communications with CLA members and staff.
- Strive to uphold the professional standards of courtesy, respect, and objectivity, and assist other members of CLA in upholding the highest standards of conduct.
- Model and encourage the integration of ethics into all aspects of performing responsibilities for CLA.

#### Respect and Fairness:

- Treat the CLA professional team, members, and other Volunteers with dignity, and respect to foster a trusting work environment free of unprofessional behavior, harassment, bullying, intimidation, and unlawful discrimination.
- Refrain from making negative personal comments regarding the CLA professional team, members, and other Volunteers in an open forum including during a CLA Board of Representatives (BOR) meeting during open session. Discussions concerning a person's suitability for a leadership role, subjective

observations, or concerns regarding behavior may be brought to the attention of the Executive Director, President, or Chair, for handling privately or during a closed session of a BOR meeting.

- Conduct oneself impartially and objectively with the good of all of CLA members in mind, rather than for personal gain.
- Serve CLA's interests through fair, honest, and courteous dealings that help advance the legal profession.

#### Diversity and Inclusivity:

- Strive for an environment of inclusiveness and demonstrate a commitment to diversity in performing responsibilities for CLA, being mindful of the rights of all members to access CLA benefits and services without discrimination.
- Develop, administer, and advocate policies and procedures that foster fair, consistent, and equitable treatment for all CLA members.

#### Collaboration and Cooperation:

- Respect the diversity of opinions as expressed or acted upon by CLA, including its Volunteers, committees, members, and staff without being disrespectful or discourteous.
- Promote collaboration, cooperation, and partnership among the CLA staff, Volunteers, and members.
- Strive to make serving CLA an opportunity to make a lasting contribution to CLA and the legal profession.
- Recognize that in a diverse organization Board decisions may be made with which a Volunteer disagrees. Any continued discussion on such matter must be consistent with this Code of Conduct including the provisions on Integrity and Respect and Fairness. Requests to review Board decisions should be raised by Board Representatives as detailed in the Bylaws.

### Violations of the Code of Conduct

If the CLA Board, officer, staff, member, or volunteer has reason to believe that any CLA Volunteer who is not a Board Representative, the President or the Vice President has violated the Code of Conduct, a CLA officer, the CEO and Executive Director or the CLA Board itself may take progressive disciplinary and corrective actions, up to and including removal of the CLA Volunteer from the applicable CLA Volunteer position or CLA membership. Removal of a Board Representative is governed by Article IV, Section 7 of the CLA Bylaws.

In extreme circumstances, a member may be removed from a Volunteer position, expelled from membership, or have their membership suspended (with or without prejudice) by a 2/3 vote by the Board. Removal from office, suspension or expulsion may occur for the following reasons:

- The occurrence of any event that renders the member ineligible for membership, or the member's failure to satisfy membership qualifications;
- Violation of the Bylaws, rules or policies of CLA;
- Engaging in unethical or offensive conduct;
- Engaging in conduct that is detrimental to the legal profession or CLA, or that is inconsistent with the stated mission and goals of CLA;
- Engaging in repetitive and persistent conduct that is rude, disrespectful or inconsistent with the values and culture of CLA (examples of such conduct include but are not limited to name-calling, defacing a likeness or representation of another person, promulgating known untruths, shouting or publicly berating another person); or
- Engaging in conduct unbecoming of a member or for conduct prejudicial to the interests of CLA or of the legal profession.

Any person in CLA, whether a Volunteer, member, or staff, may raise concerns with respect to a member's conduct to the President, CEO or a designee of the CEO or any Board-level corporate officer of CLA.

### Progressive Discipline

Upon the first receipt of such a complaint with respect to a member's conduct, the President, CEO and Board-level officer(s) will informally meet and confer with the individual involved regarding the alleged violation and agree to a strategy to address the same.

Upon a second complaint with respect to the same individual, the President, CEO and a Board Officer shall both meet and confer with the individual *and* inform the individual in writing of the complaint with a written plan agreed to by the member committing to a resolution to prevent future such alleged violations.

Upon a third complaint with respect to with respect to the same individual, the President, CEO and Board-level officers may, in their discretion, recommend the removal of the individual from their position or from CLA.

### Process for Removal from Office, Suspension or Expulsion

If removal from office, suspension or expulsion is recommended, the following process shall apply.

- Not less than 15 days prior to the proposed effective date of removal, CLA shall notify the member of the removal and the reason(s) therefor. Such notice may be given by any method reasonably calculated to provide actual notice.
- Not less than 5 days prior to the effective date of expulsion or suspension, the member shall have the opportunity to be heard, orally or in writing, by the Board to review the decision to remove or suspend the member from a volunteer position of CLA. A decision by the Board shall be final.
- Upon motion, second and a majority vote of the Board to do so, the Board may, upon request, consider reinstating a member after a reasonable period of time. In the case of an expulsion or suspension, the individual's membership fees for the year will be refunded upon request.

**CALIFORNIA  
LAWYERS  
ASSOCIATION**

*Adopted by the Board of Representatives of the California Lawyers Association on June 22, 2018 and revised on September 23, 2021.*

