

TEXAS WOMEN LAWYERS
(A Texas Nonprofit Corporation)

BYLAWS
(As Amended 03/03/01)

ARTICLE I
Name

The name of this association shall be Texas Women Lawyers.

ARTICLE II
Purposes

The purposes of Texas Women Lawyers are:

1. To promote and protect the interests of women attorneys and to achieve their full participation in all the rights, privileges and benefits of the legal profession;
2. To advance opportunities for women attorneys and to improve access to positions of merit and responsibility;
3. To promote and assist in the organization and growth of local women's bar associations;
4. To serve as a vehicle for the exchange and dissemination of information and ideas among women's bar associations;
5. To promote continuing legal education; and
6. To promote the advancement of women in society and in the administration of justice.

ARTICLE III
Membership

Section 1. Member Organizations. Any professional organization for women lawyers in the State of Texas which subscribes to the purposes of this association as set forth in Article II shall be eligible to become a Member Organization of this association upon written application and upon payment of dues.

Section 2. Individual Members. Any person admitted to the practice of law or law school graduate in the State of Texas who subscribes to the purposes of this association as set forth in Article II shall be eligible to become an

Individual Member of this association upon written application and upon payment of dues.

Section 3. Law Student Organization Affiliates. Any association for women law students in the State of Texas which subscribes to the purposes of this association as set forth in Article II shall be eligible to become a Law Student Affiliate of this association upon written application and upon payment of dues.

Section 4. Individual Student Affiliates. Any individual who is currently enrolled in law school in the State of Texas and who subscribes to the purposes of this association as set forth in Article II shall be eligible to become an Individual Student Affiliate of this association upon written application and upon payment of dues.

Section 5. Member in Good Standing. An organization or an individual whose dues have been paid in full for that year.

ARTICLE IV
Dues

Dues shall be as set by the Board of Directors. Dues shall be paid by March 1 of each calendar year.

ARTICLE V
Officers

Section 1. The Officers shall be: President, President-Elect, Vice-President, Secretary, Immediate Past President and Treasurer.

Section 2. The duties of officers shall be as implied by their respective titles and as specified in these bylaws or designated by the Board of Directors.

a. President. The President shall:

- (1) Preside at all meetings of the association and the Board of Directors;

- (2) Appoint committee chairpersons upon consultation with the Board of Directors;
- (3) Appoint committee members whose selection is not otherwise provided for in these bylaws;
- (4) Serve as an ex-officio member of all committees; and
- (5) Take such actions as necessary and proper to implement the purposes of the association.

b. President-Elect. The President-Elect shall:

- (1) Perform the duties of the President in her absence;
- (2) Act in an advisory capacity to the President and perform such functions as assigned by the President;
- (3) Assume the Office of President automatically upon termination of the President's term of office or whenever the office of the President becomes vacant; and
- (4) Serve as a member of the Nominating Committee, of which she shall serve as Chairperson.

c. Vice President. The Vice-President shall:

Perform such duties as may be delegated or assigned to her by the President or by the Board of Directors.

d. Secretary. The Secretary shall:

- (1) Be responsible for recording and reporting minutes of the proceeding of all official meetings of the association and of the Board of Directors.
- (2) Perform such duties as may be delegated or assigned to her by the President or by the Board of Directors.

e. Treasurer. The Treasurer shall:

- (1) Have charge of all monies of the association and report thereon at each meeting;
- (2) Pay all duly presented bills;
- (3) Maintain records of all dues paid;
- (4) Maintain an itemized record in a permanent file of all receipts and expenditures and provide a written report of the same at each regular meeting of the Board of Directors, and to the members at the Annual Meeting; and
- (5) Perform such duties as may be delegated or assigned to her by the President or by the Board of Directors.

f. Immediate Past President. The Immediate Past President shall perform all duties as delegated by the Board of Directors.

ARTICLE VI Board of Directors

Section 1. The first Board of Directors shall be those persons designated in the Articles of Incorporation of the association as the Board of Directors. The first Board of Directors shall serve until the date of the Annual Meeting of the membership held in 1997. Thereafter, the Board of Directors shall consist of the following persons:

- (1) One Director designated by each of the Members Organizations. The respective organizations shall establish the method of selecting said board member. Each will be a voting member.
- (2) At-large Directors equal to the number of State Bar of Texas Districts at the time of the nomination, not to exceed seventeen. Each will be a voting member.
- (3) One member from the Women and the Law Section and one member from the Women in the Profession Committee.

The Directors from the Women and the Law Section and the Women in the Profession Committee shall serve one-year terms without restriction to reappointment. These Directors shall be selected by the Women and the Law Section and the Women in the Profession Committee as the Section and Committee determine. Each will be a voting member.

- (4) One judge from each of the federal court geographic areas of the state, selected by the President and approved by the board, to an advisory position. These Directors will be non-voting members.
- (5) One law student appointed by the President from a law school in Texas. The appointment will be rotated among the Texas law schools. The law student Director will serve on the board for one year. This Director shall be a non-voting member.

Section 2. The officers of Texas Women Lawyers, except for the President, shall be elected from the Board of Directors. The President-Elect shall become President upon the completion of a one year term as President-Elect. If the President-Elect is a Director who serves as a Member Organization Director, and if she is not selected by her Member Organization to be the Organization's representative on the Board during the year that she is to assume the position of President, she will nevertheless be a member of the Board during the year she serves as President.

Section 3. A quorum shall consist of one-third of the voting members of the Board of Directors.

Section 4. The Board of Directors shall have the general management of the affairs of the association and may delegate to the officers or any standing committee authority to conduct all normal business of the association.

Section 5. The Board of Directors may employ or contract with such persons or entities as it deems necessary and appropriate to carry out the business of the association. Commencement or termination of such employment or contract must

be approved by majority vote of the entire Board of Directors. The Board of Directors may delegate to such persons or entities any duties it deems appropriate, including administrative duties that are designated for the officers in these bylaws. The President shall supervise such persons or entities in the performance of these administrative and other assigned duties.

Section 6. Except as otherwise provided, the directors shall serve on the Board of Directors of Texas Women Lawyers for a term of two years, with one-half of the Member Organization Directors being newly elected by their Member Organizations each year, and one-half of the at-large Directors elected each year. At the designation and election of the Board of Directors elected in 1997, half of the directors, whether designated by Member Organizations or elected as an at-large Director, shall be designated, by drawing lots, as the Directors who will serve for a term of one year. The Directors drawing odd numbered lots will serve a one year term beginning in 1997, and the Directors drawing even numbered lots will serve a two year term beginning in 1997.

ARTICLE VII Committees

Section 1. In General. The association may, from time to time, create standing and/or special committees, made up of members of the Board of Directors and non-director members.

Section 2. Executive Committee. The Executive Committee shall be a standing Committee of the Board of Directors and shall, until the Annual Meeting of the membership in 1997, be comprised of the officers, the Board of Directors of the association as well as the chairs of the Resource Development, Communications and Activities Committees. Thereafter, the Executive Committee shall be comprised of the officers of the Board of Directors of the association. The Executive committee is authorized to conduct all normal business of the association between meetings of the Board of Directors. Absent prior approval by the Board of Directors, the following matters require approval of the Executive Committee:

- A. Any single expense of more than \$250.
- B. Major policy announcements or actions.
- C. Joinder in amicus curiae briefs.

Section 3. Nominating Committee. The Nominating Committee shall be a standing Committee of the Board of Directors. The Nominating Committee shall consist of a chair who shall be the President-elect and four members, not to include the President, to be appointed by the President, no later than five months prior to the Annual Meeting. In making her appointments to the Nominating Committee, the President shall consider the association's goals of ethnic and geographic diversity.

ARTICLE VIII
Nominations and Elections

Section 1. Eligibility for Office. All officers and members of the Board of Directors must be Members in Good Standing of Texas Women Lawyers as defined in Article III. All officers must be designated or elected members of the Board of Directors, except that the person to serve as President may ascend to the Presidency even if her Member Organization does not select her as its representative for the year she is scheduled to assume the Presidency.

Section 2. Nominating Committee's Duties.

a. Nominating Committee for Director positions. Members of the Nominating Committee may be nominated for director, if the Nominating Committee deems such nomination to be in the best interests of the association. The Nominating Committee shall:

- (1) Solicit recommendations for nomination for at-large director positions from members by sending to all members a request for information concerning persons qualified for these directorships. Self nominations are accepted. The nomination form *shall be published to the membership* after the appointment of the Nominating Committee and shall be due in 45 days; *(As amended 03/03/01)*
- (2) Determine the best qualified person for each at-large director position and nominate that person for a directorship;

- (3) Prepare a slate of one or more names for each director position;
- (4) Prepare a slate of names for each office of the Board;
- (5) Prepare a report of the Nominating Committee, which report shall be published *to the membership* at least 30 days prior to the date of the Annual Meeting. *(As amended 03/03/01)*
- (6) Consider, as part of the selection process, the association's goals of diversity in geography, and/or the member's ethnicity and life experience, to achieve a representative set of directors for Texas Women Lawyers.

b. Consent. Prior consent shall be obtained from all nominees.

Section 3. Election of Directors and Officers

- a. Election of Directors. One board member shall be elected for each of the at-large Director's positions, with one-half of the members being elected each year. These members shall be elected at the Annual Meeting by the members of the association.
- b. Designation of Directors. The respective Member Organizations shall establish the method of selecting one board member from each Member Organization. One-half of the Member Organizations shall select a board member each year, and shall promptly notify the President-Elect of the name of the individual selected, except that a Member Organization may decide to elect a different representative each year.
- c. Designation of Directors from the Women in the Law Section and the Women in the Profession Committee. The Texas Women Lawyer Directors designated by the Women and the Law Section and the Women in the Profession Committee shall be selected by the Women and the Law Section and the Women in the Profession Committee by any method the Section and the Committee determine. Each board

member from the Women in the Law Section and the Women in the Profession Committee shall serve a one year term, subject to reappointment.

- d. Election of Officers, except the President. All officers, except the President, shall be elected by the members of the Board of Directors at the first meeting of the newly elected Board of Directors at the Annual Meeting, as defined in Article X. Each candidate for office receiving the majority of the votes for that office shall be elected to the office, shall assume the duties of the office after being installed at the Annual Meeting and shall serve until her successor is installed. Officers shall serve for a term of one year.
- e. Vacancies. If an officer or member of the Board of Directors dies or resigns or is no longer a member of a Member Organization, the office is considered vacant. If an officer or a member of the Board of Directors fails to attend two consecutive meetings of the Board of Directors, that office may be declared vacant, by a majority vote of the entire Board of Directors, unless the individual has made significant contributions to the work of the association that year. If the director's position is vacant, the Member Organization local bar association shall elect another person as director to complete that term of office if that Director serves as a Member Organization Director. If the director's position that is vacant is an at-large position, *the vacancy shall be filled by a majority vote of the Board of Directors.* Should the office of the President become vacant, the President-elect automatically assumes the office and the duties of the President. Should a vacancy occur in any office other than the office of the President, the vacancy shall be filled by a majority vote of the entire Board of Directors. *(As amended 03/03/01)*

ARTICLE IX Voting Privileges

Section 1. At any membership meeting, as defined in Article X, each Member Organization in Good Standing and each law Student Affiliate in Good Standing shall each be entitled to one vote.

Section 2. At any membership meeting, as defined in Article X, each Individual Member in Good Standing and each Individual Student Affiliate in Good Standing shall each be entitled to one vote.

Section 3. Voting. There shall be no proxy voting. Decisions at any membership meeting shall be made upon a majority vote of members present and voting.

ARTICLE X Meetings

Section 1. Membership Meetings

- a. The association shall have at least one membership meeting each year, the Annual Meeting, to be held as set by the Board of Directors each year. The exact date of the meeting will be set by the Board of Directors, at least six months prior to the date of the Annual Meeting.
- b. The Annual Meeting shall be for the purpose of electing directors, installing officers, receiving reports of officers and committees and for other appropriate business designed to further the purposes of the association.
- c. Notice of the Annual Meeting shall be published in the newsletter at least 30 days in advance of the Meeting.

Section 2. Board Meeting. The Board of Directors shall meet at least four times each year. One meeting shall be held in conjunction with the Annual Meeting of the association, and the other meetings shall be quarterly, as set by the Board of Directors. The Board of Directors shall also meet at such other times as may be determined by the board. Board action may be taken by any means allowable under the laws of the State of Texas.

ARTICLE XI
Amendments

These Bylaws may be amended at the Annual Meeting by a two-thirds vote of members present and voting, provided that such changes have been published to the membership, ~~through publication in the newsletter~~, at least 30 days in advance of the Annual Meeting at which the vote will be taken. Amendments shall become effective immediately upon adoption.

(As amended 03/03/01)

ARTICLE XII
Indemnification

Texas Women Lawyers may, to the fullest extent permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason that he or she was an officer or director of the association; against any judgments, fines, amounts paid in settlement and the expenses, including attorney fees, incurred in connection with any such proceeding, unless the director or office is adjudged to have acted in bad faith or to have been liable or guilty by reason of willful misconduct.

ARTICLE XIII
Distribution Upon Dissolution

In the event of the dissolution of Texas Women Lawyers, the corporation's remaining assets shall be transferred or conveyed to a not-for-profit organization established for the benefit of women in the legal profession, pursuant to a plan of distribution adopted by the Board of Directors.