

**AMENDED AND RESTATED**

**BYLAWS OF THE DALLAS WOMEN LAWYERS ASSOCIATION**

**ARTICLE I**

**MEMBERSHIP AND BOARD OF DIRECTORS**

**Section 1.      Composition of Board of Directors**

The Board of Directors shall consist of the Officers (President, President-Elect, Secretary, and Treasurer) and at least four Directors elected at large. The Immediate Past President shall serve as a non-voting member of the Board.

**Section 2.      Membership**

Applications for membership in the Association shall be in such form and manner as shall be prescribed by the Board of Directors. The Association shall have two (2) classes of members, with the qualifications and rights of the members of each to be as follows:

(1)    **Regular Membership:** Any person possessing either of the following qualifications who shall request membership in the manner prescribed by the Board of Directors shall, upon payment of the then-current dues, be admitted to regular membership for the entire year beginning January 1st:

(a)    Any person duly licensed to practice law in any court of competent jurisdiction in the United States or any foreign jurisdiction; OR

(b)    Any person who has a Juris Doctor degree.

Regular members shall be entitled to vote on matters submitted to the members, to hold office or directorship, and participate in the committees and affairs of the Association.

(2)    **Associate Membership:** Any person who is law student in a law school may become an Associate Member of the Association. Rights and benefits of associate members shall be the same as those of regular members, except that associate members shall not be entitled to vote or hold an office or directorship. Dues for associate members shall be an amount prescribed by the Board of Directors. Associate memberships may also be granted to persons seeking such membership who are not lawyers or law students upon a majority vote of the Board of Directors.

**Section 3.      Powers**

The Board of Directors shall have the power to:

(1)    Supervise the affairs of the Association;

- (2) Transact any business between meetings of the Association and report thereon at the next business meeting of the Association;
- (3) Approve expenses in excess of \$500.00 from current funds for unbudgeted items;
- (4) Call special meetings of the Board and of the membership;
- (5) Approve an annual budget;
- (6) Fill vacancies occurring on the Board of the Association; and
- (7) Delegate any of its delegable duties to an Executive Director to be selected by the Board.

The Board of Directors shall have no power to endorse any political candidates and appointees, nor any political or social issues on behalf of Dallas Women Lawyers Association without a vote of the membership at a regular or special meeting. The choice of a speaker shall not be deemed to be an endorsement of that speaker's views.

#### Section 4. Indemnification

The Board members and their respective law firms and/or employers shall not be personally liable to the members of the Association or to any third parties for any mistake of judgment or for any acts or omissions made in good faith. Each Board member shall be indemnified by the Association to the fullest extent permitted by law. Specifically, the Association shall indemnify each Board member against all expenses, damages and liabilities, including attorneys' fees, reasonably incurred by or imposed upon the Board member in connection with any dispute or proceeding to which the Board member may be a party, or in which the Board member may become involved, by reason of the Board member's membership on the Board of Directors. Furthermore, each Board member shall be so indemnified by the Association against any settlement or other resolution of any such dispute or proceeding, whether or not the Board member is serving as a member of the Board at the time that such settlement or resolution is made. Board members act only as agents of the Association in every agreement made by the Board and shall have no personal liability thereunder.

This Article does not authorize the elimination or limitation of the liability of a Board member to the extent the Board member is found liable for:

- (1) willful misfeasance or malfeasance in the performance of the Board member's duties;
- (2) a breach of the Board member's duty of loyalty to the Association;
- (3) an act or omission not in good faith that constitutes a breach of duty of the Board member to the Association or an act or omission that involves intentional misconduct, fraud or a knowing violation of the law;

(4) a transaction for which the Board member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Board member's office; or

(5) an act or omission for which the liability of a Board member is expressly provided by an applicable statute.

Section 5. Term of Office

Each Officer and Director shall be elected for a term of one (1) year with each one year term commencing January 1st of each year, and shall hold office until such officer or director's successor shall have been elected and qualified. Any regular member is qualified for election or appointment to the Board of Directors.

Section 6. Meetings of Board of Directors

Regular meetings of the Board of Directors shall be held at least quarterly. Special meetings of the Board may be called by the President or any two Board members.

Section 7. Attendance at Board Meetings

It is the duty of each member of the Board of Directors to attend the regular and special meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at such time and place as the President shall direct by reasonable notice to the Board members. Any Director or Officer shall automatically be removed upon her second (2nd) absence from the regularly scheduled Board meetings during her term; provided, however, that upon a majority vote of the Board of Directors, any Officer or Director may be reinstated subject to any terms and/or conditions set by the Board. If reinstated, a Board member shall be automatically removed if any further absences occur during the year; provided, however that upon a majority vote of the Board of Directors, any Officer or Director may be reinstated subject to any terms and/or conditions set by the Board.

Section 8. Quorum

A majority of the then existing duly elected Board members shall constitute a quorum for the transaction of business at any meeting of the Board. Passage of any matter voted upon shall be by a majority of the Directors voting. Each member of the Board of Directors shall be entitled to one vote, and may vote orally.

Section 9. Action of Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a formal meeting if a majority of the Board consents by way of a telephone call or an email to such action. Such action shall have the same force and effect as a vote taken thereon at a regular meeting of the Board of Directors. Further, any such action shall be recorded in the Minutes of the Board of Directors meetings.

## ARTICLE II

### DUTIES OF OFFICERS AND DIRECTORS

#### Section 1.     President

The President shall:

- (1) Be the chief executive Officer of the Association and shall preside over all meetings of the Association and all meetings of the Board of Directors;
- (2) Call special meetings of the Board of Directors and the Association, in accordance with these Bylaws;
- (3) Perform all duties ordinarily incident to the office and consistent with these Bylaws;
- (4) Appoint the Chairs of the Standing and Ad Hoc Committees; and
- (5) Take any other action necessary and proper to perform of the foregoing duties.

#### Section 2.     President-Elect

The President-Elect shall:

- (1) Perform the duties of the President in the event of the President's absence, death, disability, resignation, removal, disqualification, or other vacancy in the office of President;
- (2) Succeed to the office of President for the remaining portion of the unexpired term created by the vacancy in that office;
- (3) Take any other action necessary and proper to perform any of the foregoing duties, and such other duties as may be assigned to the President-Elect by the President or by the Board of Directors; and
- (4) Chair the Ad Hoc Nominating Committee.

#### Section 3.     Secretary

The Secretary shall:

- (1) Record the minutes of all meetings of the Association and the Board of Directors, and maintain a Minute book;
- (2) Give proper notice of such meetings as required by the Articles and Bylaws;
- (3) Maintain a current record of addresses and telephone numbers of members of the Association;

(4) Be responsible for correspondence for the Association and maintain a file of such correspondence;

(5) Record the names of Board members present and absent at each meeting, and notify the Board when a Board member is not in compliance with the Attendance Policy found in Art. I, sec. 7, infra.; and

(6) Take any other action necessary and proper to perform any of the foregoing duties, and such other duties as may be assigned to the Secretary by the President or by the Board of Directors.

#### Section 4. Treasurer

The Treasurer shall:

(1) Have charge and custody of and be responsible for all funds of the Association or funds which the Association may hold in a fiduciary capacity;

(2) Deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Treasurer subject to the approval of the Board of Directors;

(3) Disburse the funds of the Association for approved budgeted items or when otherwise authorized to do so by the Association or by the Board of Directors subject to limitations otherwise specified in these Bylaws;

(4) Maintain a correct record of all financial transactions and provide a written summary when requested to do so by the President, or any Board member;

(5) Render a report of the financial affairs and status of the Association upon a monthly basis, at each regular meeting and upon the expiration of the Treasurer's term of office;

(6) Collect all monies for the Association;

(7) Prepare a budget for the current fiscal year for presentation to the Board of Directors in December for approval by the Board at the January Board meeting;

(8) Prepare a financial statement by December 31st of each year and publish same to the Board;

(9) Take any other action necessary and proper to perform any of the foregoing duties, and such other duties as may be assigned to the Treasurer from time to time by the President or by the Board of Directors; and

(10) Have the authority to disburse monies for all expenses up to \$500.00.

Section 5. Directors at Large

The Board Members elected at large shall be voting members of the Board. Directors at Large shall undertake such duties as may be assigned from time to time by the President or by the Board of Directors.

**ARTICLE III**

**ELECTION OF OFFICERS AND DIRECTORS**

Section 1. Elections

A. The elections of the Board of Directors shall be held at the December meeting of the Association and the new Board of Directors shall take office January 1st.

B. All members shall be given reasonable notice of the election date and candidates prior to the December meeting of the Association.

C. Only dues paying Regular Members shall be eligible to hold office and serve as Directors at Large.

D. Any candidate for President or President-Elect must have served on the Board of Directors within the previous two (2) years prior to election as President or President-Elect.

Section 2. Nominations

A. The Nominating Committee shall be composed of the President-Elect and such other Board members as the President-Elect may appoint. The Chair of the Nominating Committee shall be the President-Elect of the Association. The Nominating Committee shall meet and determine a list of one or more nominees for each Officer and Director at Large position and shall cause such nominees' names to be published prior to the December meeting of the Association.

B. At the regular December meeting of the Association, further nominations shall be accepted from the floor.

Section 3. Voting

Each member in good standing present at the December meeting may vote for one person for each position. Voting shall be by written ballot or voice vote as prescribed and announced by the President prior to each vote. The nominee receiving a simple majority of votes shall be declared elected to that office.

Section 4. Vacancies

In the event of a vacancy in any Officer's position, other than President, for any reason, a successor shall be selected by the Officers and submitted to the Board for approval, and each

person shall serve for the remainder of the term of the office vacated. A vacancy in the office of the President shall be filled by the President-Elect.

## ARTICLE IV

### REMOVAL OF BOARD MEMBERS

#### Section 1. Grounds for Removal

A. Any Board member may be removed for failure to adequately carry out the duties of that office.

B. Any Board member shall automatically be removed upon their second (2<sup>nd</sup>) absence from the regularly scheduled Board meetings during their term, as provided in Article I, Section 7 herein, provided, however, that upon a majority vote of the Board of Directors, any Officer or Director may be reinstated subject to any terms and/or conditions set by the Board.

#### Section 2. Procedure for Removal

Any Board member may be removed for cause by a two-thirds majority vote of the Board of Directors at a regular or special Board meeting. In the event the removal is based on the Board member's second (2<sup>nd</sup>) absence, no action shall be necessary to effectuate the removal, provided, however, that upon a majority vote of the Board of Directors, any Officer or Director may be reinstated subject to any terms and/or conditions set by the Board.

## ARTICLE V

### MEETINGS

A. Regular membership meetings shall be held regularly, and at such other times when called in accordance with Section 2 of this Article. The day, time and place of the regular authorized meetings shall be as prescribed by the Board of Directors.

B. Meetings of the Association shall be open to all, unless the members elect by two-thirds majority to close the meeting to non-members.

#### Section 2. Authority to Call Special Meetings

Special meetings of the Association may be called by the President, or by two (2) members of the Board of Directors, or by petition in writing of ten percent (10%) of the membership of the Association.

#### Section 3. Notice

All members shall be given reasonable notice of all meetings by U.S. mail or email.

Section 4.     Quorum

Twenty (20) members of the Association shall constitute a quorum for the transaction of business at a regular or special meeting of the Association.

Section 5.     Voting

A.     Action by the Association shall require a majority vote of the membership present and voting unless otherwise specified in these Bylaws.

B.     All members shall have one vote except the President, who shall vote only in case of a tie.

Section 6.     Procedure

A.     The President shall preside at all meetings of the Association and Board of Directors.

B.     The rules contained in the most recent edition of Robert's Rules of Order shall serve as a guide to the Association in all cases in which such rules are applicable, and in which they are not inconsistent with the Association's Articles of Incorporation, these Bylaws, or with any policies or procedures the Association may adopt.

**ARTICLE VI**

**DUES**

Section 1.     Annual Dues

Annual dues for the fiscal year for regular membership in this Association shall be in an amount set by the Board of Directors and shall be due no later than January 1<sup>st</sup> or such other date as may be determined by the Board of Directors.

Section 2.     Penalties

Failure to pay dues by January 31st of each year shall constitute grounds for the Board of Directors to suspend said person's membership rights.

**ARTICLE VII**

**FISCAL YEAR**

The fiscal year of the Association shall begin January 1st of each year and continue through December 31st of the same year.



**ARTICLE VIII**

**BANK ACCOUNT**

The Treasurer shall establish an account or accounts at such bank or banks as directed by the Board of Directors and disbursement of funds therefrom shall require the signature of either the Treasurer or the President

**ARTICLE IX**

**NOTICES**

All notices required hereunder may be made by publication in an association newsletter.

**ARTICLE X**

**RESTRICTION ON MEMBERS**

No member of the Association may use, or permit the use of, the name of the Association or any information obtained through the Association membership for commercial purposes or any other purposes inconsistent with these Bylaws.

**ARTICLE XI**

**COMMITTEES**

Committee structure of the Association shall be as follows:

Section 1. All committees shall have a minimum of two (2) members; and

Section 2. All committees shall be either Standing (i.e. permanent and operating year-round) or Ad Hoc (appointed for a limited time and purpose during the year).

The following committees shall be Standing Committees: a] the Membership Committee, and b] the Annual Reception Committee. The following committees shall be Ad Hoc Committees: a] the Nominating Committee; and b] the Bylaws Committee (appointed at least once every 10 years, e.g. 2010, 2020, etc.). In addition, the President may appoint any additional Ad Hoc committees as needed.

**ARTICLE XII**

**BYLAWS AMENDMENT PROCEDURE**

Amendments to these Bylaws may be proposed by any three (3) members by submitting the proposed amendment in writing, signed by the three (3) members, to the Board of Directors at any regular membership meeting or Board meeting.

The proposed amendment(s) shall then be presented to the Board of Directors at the next regular Board meeting. The proposed amendment(s) may be adopted by the vote of two-thirds of those present and voting at the Board meeting.

These Bylaws were proposed and discussed at the regular monthly meeting of the Association on October 12, 1983, were published in the October 1983 newsletter, and were adopted by a vote of two-thirds of those present and voting at the regular meeting on October 12, 1983.

Amendments to these Bylaws were proposed and discussed at the regular monthly meeting of the Association on November 14, 1990, were further revised at the Board of Directors meeting held on November 27, 1990, were published in the December 1990 newsletter, and were adopted by a vote of two-thirds of those present and voting at the regular meeting on December 12, 1990.

Amendments to these Bylaws were presented to and revised at the Board of Directors meeting held on October 12, 1995. The Amendments were published in the November 1995 Newsletter of the Association. The amendments were proposed and discussed at the regular monthly meeting of the Association on November 2, 1995, and were adopted by a unanimous vote of those present and voting at the meeting.

Amendments to these Bylaws were presented to and revised at the Board of Directors meeting held on June 19, 2008. The amendments were published in the October 2008 Newsletter of the Association, and were proposed and discussed at the regular meeting of the Association on October 23, 2008. They were adopted by a unanimous vote of those present and voting at the meeting.

**AMENDMENTS PREPARED BY:**

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**STEPHANIE GAUSE CULPEPPER**

DWLA President Elect

Dated: \_\_\_\_\_

**APPROVED:**

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**SARAH ROGERS**

DWLA President

Dated: \_\_\_\_\_

**APPROVED:**

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**STACI GLENN**

DWLA Secretary

Dated: \_\_\_\_\_