

**BYLAWS
OF
THE NATIONAL CONFERENCE OF WOMEN’S BAR ASSOCIATIONS, INC.**

**ARTICLE I
NAME, PURPOSES**

Section 1. Name

The name of the association shall be The National Conference of Women’s Bar Associations, Inc. (the “Association”).

Section 2. Corporate Offices

The Association is registered as a North Carolina nonprofit corporation. The Association may establish other offices as the Board of Directors may designate or as the affairs of the Association may require from time to time.

Section 3. Purposes

The purposes of the Association shall be:

- (1) to advocate for the equality of women in the legal profession and in society by mobilizing and uniting women’s bar associations to effect change in gender-based process and laws;
- (2) to assist in the creation of a society that practices equality for women in role, position, impact, education, and financial power by taking a strong, reasoned, and determined voice of the Association into society’s discourse about law and women’s role in business, academia, politics, and society; ;
- (3) to inspire, educate and provide resources to women’s bar organizations, including best practices, and to engage its Members in the work of the organization;
- (4) to expand concrete methods by which legal practices can increase the diversity and representation of women lawyers at all levels in the practice of law; and
- (5) to accomplish visible progress measurable over time, including increases in the number of women lawyers in federal and state judiciaries, academia, law firms, corporate and nonprofit executive offices, and government and political leadership.

ARTICLE II MEMBERS

Section 1. Members

Any professional association for women lawyers which subscribes to the purposes of the Association, as set forth in Article I, shall be eligible to become a Member of the Association upon payment of applicable dues.

Section 2. Termination of Membership

Failure to pay dues or any other financial obligation shall result in termination of membership. Membership may be reinstated when all financial obligations have been paid in full.

Section 3. Suspension or Expulsion of Member

Any Member may be suspended or expelled by an affirmative vote of two-thirds of the Directors then in office at a regularly scheduled meeting of the Board of Directors or at a Special Meeting called for that purpose, provided that such Member is given at least thirty days written notice of the proposed suspension or expulsion and the reasons therefor, and an opportunity to be heard at the meeting and that notice of the proposed suspension or expulsion is given in the notice of meeting. Members who have been suspended or expelled, as described above, are not entitled to a refund of dues. Suspended or expelled Members may apply to the Board of Directors for reinstatement. It shall take an affirmative vote of two-thirds of the Directors then in office to reinstate an expelled or suspended Member.

ARTICLE III POWERS AND DUTIES OF MEMBERS

Section 1. Powers

Members of the Association shall have the power to (1) amend the Bylaws of the Association; (2) elect the Board of Directors; (3) elect the Officers of the Association; and (4) exercise such other powers and rights as are vested in them by law or these Bylaws.

Section 2. Annual Meeting

The Annual Meeting of the Members shall be held during the Annual Meeting of the American Bar Association, at such date, time and place as may be fixed by the Board of Directors or at such other time as shall be determined from time to time by a majority vote of the Board of Directors.

Section 3. Special Meetings

Special Meetings of the Members may be held at any time when called by the President. Special Meetings of the Members shall also be held when the Secretary receives written application of at least five Members to hold a Special Meeting.

Section 4. Place of Meetings

All meetings of the Members shall be held in the city where the Annual or Mid-Year Meeting of the American Bar Association is then being held, or at such other place as shall be fixed by the President or as applicable, the Secretary.

Section 5. Notice of Meetings

Notice of time and place of each meeting of the Members stating the purpose of the meeting shall be given to each Member by mail, electronic mail or fax at least thirty days before the meeting addressed to the Member's last known place of business. Whenever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by the Member before or after the meeting, is filed with the records of the meeting. Any Member who does not receive the required notice but who attends the meeting without protesting prior to or at the start of the meeting is deemed to have waived advance notice.

Section 6. Quorum

At any meeting of the Members, the presence of eight Members shall constitute a quorum, except when a larger quorum is required by law or by these Bylaws. Any meeting may be adjourned to such date or dates not more than 90 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 7. Action by Vote

Each Member which is entitled to vote shall have one vote which will be cast by its duly authorized or designated representative, voting in person or by proxy. When a quorum is present at any meeting, a majority of the votes properly cast shall decide any question, including election to any office, unless otherwise provided by law or these Bylaws.

Section 8. Action by Written Consent

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9. Proxies

Any proxy must be in writing either via mail, fax or electronic mail and dated not more than three months before the meeting at which it is cast. The proxy must be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

ARTICLE IV DUES

Dues shall be set by the Board of Directors.

ARTICLE V OFFICERS

Section 1. Enumeration and Qualification

The Officers of the Association shall be elected from the Board of Directors and shall include a President, a President-Elect, Vice-Presidents, a Secretary and a Treasurer. The Association may also have such agents, if any, as the Board of Directors may appoint.

Section 2. Powers and Duties

The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below. In addition, officers shall exercise such other powers and rights as are vested in them by law or these Bylaws.

A. President

The President shall be the chief executive officer of the Association responsible to the Board of Directors for the administration of its affairs. The President shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. Except as otherwise provided by the Board of Directors or these Bylaws, she shall sign all contracts and other formal instruments for the Association. In addition the President shall:

- (1) Preside at all meetings of the Association and the Board of Directors;
- (2) Call Special Meetings of the Board of Directors;
- (3) Appoint committee chairpersons from the Board of Directors upon consultation with the Board of Directors;
- (4) Appoint committee members or alternates whose selection is not otherwise provided for in these Bylaws from the Board or general membership;
- (5) Create task forces as necessary that report directly to the president and Board of Directors and serve in an advisory function only;
- (6) Serve as an ex-officio non-voting member of all committees; and
- (7) 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 and exercise the powers of the President in her absence;
- (2) Act in an advisory capacity to the President and perform such functions as shall be assigned to her by the President; and
- (3) Assume the office of the President automatically upon termination of the President's term of office or whenever the office of the President becomes vacant.

C. Vice Presidents

The Vice Presidents shall perform such duties as may be delegated or assigned to them by the President or the Board of Directors. Additional Vice Presidents may be added by amendment of the bylaws so long as the Executive Committee consists of an odd number.

- (1) Vice President of Finance shall:
 - a. Act in an advisory capacity to the President and perform such functions as shall be assigned to her by the President; and
 - b. Chair the Finance Committee.
- (2) Vice President of Fundraising and Strategic Partnering shall:
 - a. Act in an advisory capacity to the President and perform such functions as shall be assigned to her by the President; and
 - b. Chair the Fundraising Committee.
- (3) Vice President of Membership shall:
 - a. Act in an advisory capacity to the President and perform such functions as shall be assigned to her by the President; and
 - b. Chair the Membership Committee.

D. Secretary

The Secretary shall:

- (1) Keep records of all meetings of the Board of Directors and Association; and
- (2) Be responsible for sending all notices of meetings of the Board of Directors and the Association; and
- (3) Perform such duties as may be delegated or assigned to her by the President or the Board of Directors.

These tasks may be performed by the Executive Director under the direction of the Secretary.

E. Treasurer

The Treasurer shall be the chief financial officer of the Association and shall have primary responsibility for the fiscal affairs of the Association. With the advice and consent of the Board of Directors, she shall have the power to invest and reinvest surplus funds. She shall render to the Board of Directors at the Board of Directors' Annual Meeting and whenever else it so requests an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. In addition, the Treasurer shall:

- (1) Approve payment of all verified bills.
- (2) Maintain records of all dues.
- (3) 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.

These tasks may be performed by the Executive Director under the direction of the Treasurer.

Section 3. Election and Term

Officers shall be elected by a majority vote of the Members at the Annual Meeting of Members. Each Officer shall hold office until the next Annual Meeting of the Members and until her successor is elected and qualified or until she sooner resigns or is removed from office. Officers, with the exception of President and President-Elect, may hold up to three successive terms of office in each of the offices of any Vice President or Secretary, or Treasurer.

Section 4. Resignation

Any Officer may resign at any time by giving verbal or written notice of such resignation to the Board of Directors or its designee. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors.

Section 5. Removal

An Officer may be removed from her office with or without cause by an affirmative vote of a majority of the Board of Directors then in office at a regularly scheduled Board meeting or at a Special Meeting called for that purpose, provided that such Officer is given at least thirty days' notice of the proposed removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure to regularly attend Board of Directors' meetings or failure to carry out the functions of the office shall constitute cause for removal from the office. Except as excused for good cause shown, two absences from regular Board of Directors' meetings during any one term shall constitute failure to regularly attend Board of Directors' meetings.

Section 6. Vacancies

The Board of Directors may appoint a successor if any office of the Association becomes vacant. Each such successor shall hold office for the unexpired term and until her successor is chosen and qualified, or in each case until she sooner dies, resigns, or is removed from office.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers

The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall exercise such powers and rights as are vested in them by law or these Bylaws.

Section 2. Number and Election

The Board of Directors shall consist of the Officers of the Association, the immediate past-president, and, additionally, not less than sixteen and not more than twenty-two Directors. The number of Directors shall be set from time to time by the Members at an Annual Meeting or at a Special Meeting. At each subsequent Annual Meeting of the Members, the successors of those Directors whose term then expires shall be elected by the Members to serve for a term of two years and until their successors are elected and qualified or until their death, resignation or removal.

Section 3. Tenure

Each elected non-officer Director shall hold office for the term of the class to which she is elected and until her successor is elected and qualified, or until she dies, resigns or is removed. No elected Director who has served as Director for four consecutive two-year terms shall be eligible for re-election until one full year has elapsed. A Director whose term has expired may move to an Officer position. However, time served as an Officer does not count toward the maximum eight years of service as a Director.

Section 4. Resignation

Any Director may resign at any time by giving verbal or written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors.

Section 5. Removal

A Director may be removed with or without cause by an affirmative vote of the majority of the Members at an Annual Meeting or a Special Meeting. Any such removal shall only be effective if the Notice of the Annual Meeting or Special Meeting states that the purpose, or one of the purposes, of the meeting is removal of the director(s).

Section 6. Vacancies

Any vacancy on the Board of Directors, including a vacancy resulting from the enlargement of the Board of Directors, may only be filled by a majority vote of the Members at the Annual Meeting, a regular meeting, or a special meeting called for such purpose. Despite the existence of one or more vacancies in their number, the Board of Directors shall have and may exercise all their powers.

ARTICLE VII COMMITTEES

Section 1. Establishment

The Board of Directors may, by a vote of a majority, establish one or more committees and delegate to any such committee or committees that consist solely of Directors any or all of the powers of the Board of Directors, except those which by law or by these Bylaws they are prohibited from delegating. The President shall appoint all committee members and the Chair of each Committee, unless said committee members or Chair are otherwise appointed or elected by the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

Section 2. Executive Committee

The Officers of the Association and Immediate Past President shall comprise the Executive Committee. Unless the Board of Directors otherwise determine, the Executive Committee shall have all of the powers of the Board of Directors during intervals between meetings of the Board of Directors except for the power (i) to amend the Bylaws; (ii) to elect Association Officers; (iii) to change the number of Directors and to fill vacancies in the Board of Directors; (iv) to remove Officers or Directors from office; and (v) to authorize a merger.

The Executive Committee shall provide to the full Board of Directors a report of any actions taken by the Executive Committee at the next regular or Special Meeting of the Board of Directors.

Section 3. Nominating Committee

The Nominating Committee shall consist of at least three Directors, one of whom shall be the President-Elect. All Officers and Directors must be members of a Member Organization and must consent to their nomination. The Nominating Committee may also present nominations for Director positions at a regular meeting or Special Meeting called to fill a vacancy on the Board. The Nominating Committee shall consider as part of the selection process, the Association's goal of diversity in geography, size of Member organizations, ethnicity and life experience.

A. Board of Directors

The Nominating Committee shall (i) solicit nominations for Board of Director positions from Member organizations; (ii) obtain a written summary of the qualifications of each potential nominee; and (iii) propose one or more names for each position.

B. Officers

The Nominating Committee shall present nominations for the Officer positions listed in Article V to the Board of Directors for ratification. Proposed Officers must be selected from the Board of Directors. Members of the Nominating Committee may be nominated for an Officer position, if the Nominating Committee, by a vote of a majority, deems such nomination to be in the best interests of the Association.

ARTICLE VIII MEETINGS

Section 1. Annual Meeting and Regular Meetings

The Annual Meeting of the Board of Directors shall be held during the time period that the Annual Meeting of the American Bar Association is held. Regular meetings of the Board of Directors shall be held during the time period that the Mid-Year Meeting of the American Bar Association is held, in the fall of each year, and at such times as the Board of Directors shall determine.

Section 2. Special Meetings

Special meetings of the Board of Directors may be held at any time when called by the President. Special Meetings of the Board of Directors may also be called by the Secretary upon written application of at least five Directors.

Section 3. Notice of Meetings.

Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by mail, fax or electronic mail at least thirty days before the meeting addressed to her at her usual or last known business address, or electronic mail address or in person or by telephone at least forty-eight hours before the meeting.

In the event of Special Meetings, such notice requirement may be shortened. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by her before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to her. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law or these Bylaws.

Section 4. Quorum.

At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 5. Action by Vote

When a quorum is present at any meeting of the Board of Directors, a majority of the Directors present and voting shall decide any question.

Section 6. Action by Written Consent.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing or via electronic mail and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as votes at a meeting.

Section 7. Presence Through Communication Equipment

Directors may participate in a meeting of the Board of Directors by means of a telephone or video conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other's participation at the same time, and participation by such means shall constitute presence in person at a meeting. Such communication method may constitute a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number participating in the conference would be sufficient to constitute a quorum at a meeting.

ARTICLE IX THE AMERICAN BAR ASSOCIATION

Section 1. House of Delegates

The American Bar Association permits one individual representing the Association to serve as a Delegate to the American Bar Association's House of Delegates. It shall be the responsibility of the Board of Directors to elect the Association's Delegate. The Board of Directors shall propose a candidate for the Delegate position. The proposed candidate must have served at least two years on the Board of Directors of the Association. Once elected, a Delegate may serve for a

term of two years, which term may be renewed for a successive term. No Delegate may serve for more than ten successive years as the Association's Delegate to the House of Delegates, unless such extension is approved by a two-thirds vote of the Board of Directors then in office. The American Bar Association Delegate shall be subject to the resignation and removal provisions of Article V.

Any vacancy in the Delegate position, may be filled by the President, with approval of the Board of Directors.

The successor shall hold office for the unexpired term of the Delegate and until her successor is chosen and qualified, or until she sooner dies, resigns, or is removed from office.

The Delegate is expected to attend at least two meetings per year of the Board of Directors, but shall have no voting powers at said meetings.

Section 2. Commission on Women in the Profession

The American Bar Association's Commission on Women in the Profession ("Commission") permits the Association to appoint a Liaison to the Commission. It shall be the responsibility of the Board of Directors to elect the Liaison. The Board of Directors shall propose a candidate for the Liaison position. Once elected, a Liaison may serve for a term of two years. No Liaison may serve for more than ten successive years as the Association's Liaison to the American Bar Association's Commission on Women in the Profession, unless such extension is approved by a two-thirds vote of the Board of Directors then in office. The Liaison shall be subject to the resignation and removal provisions of Article V.

Any vacancy in the Liaison position may be filled by the President, with approval of the Board of Directors. The successor shall hold office for the unexpired term of the Liaison and until her successor is chosen and qualified, or until she sooner dies, resigns, or is removed from office.

Section 3. Other Committees

The American Bar Association from time to time requests the participation of other liaisons or committee members. The President may fill these positions with approval of the Board of Directors. Once approved, the individual may serve for a term consistent with the position, which term may be renewed for a successive term. No individual may serve for more than ten successive years, unless such extension is approved by a two-thirds vote of the Board of Directors then in office. These positions shall be subject to the resignation and removal provisions of Article V.

Any vacancy in the position may also be filled by the President, with approval of the Board of Directors. The successor shall hold office for the unexpired term of the position and until her successor is chosen and qualified, or until she sooner dies, resigns, or is removed from office.

**ARTICLE X
REPRESENTATION TO ENTITIES OTHER THAN
THE AMERICAN BAR ASSOCIATION**

From time to time other entities may request the participation of representatives, liaisons, or committee members from the Association. The President may fill these positions with approval of the Board of Directors. Once approved, the individual may serve for a term consistent with the position, which term may be renewed for a successive term. No individual may serve for more than ten successive years, unless such extension is approved by a two-thirds vote of the Board of Directors then in office. These positions shall be subject to the resignation and removal provisions of Article V.

Any vacancy in the position may also be filled by the President, with approval of the Board of Directors. The successor shall hold office for the unexpired term of the position and until her successor is chosen and qualified, or until she sooner dies, resigns, or is removed from office.

**ARTICLE XI
COMPENSATION; PERSONAL LIABILITY; DISCLOSURE OF INTEREST**

Section 1. Compensation

Subject to Section 3 below, Members and Directors shall not be precluded from serving the Association in any other capacity and receiving compensation for any such services.

Section 2. No Personal Liability

The Members, Officers and Directors of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, associations or other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

Section 3. Disclosure of Interest

No Member of the Association, Director, Officer or employee of the Association shall have any personal financial interest, direct or indirect, in any contract relating to the business conducted by the Association, or the furnishing of supplies to the Association, unless authorized by a concurring vote of two-thirds of the disinterested Directors, even though the disinterested Directors be less than a quorum, and provided that the material facts as to her interest in such transaction are disclosed or are known to the Board of Directors.

ARTICLE XII INDEMNIFICATION

The Association shall to the extent legally permissible indemnify each of its present and former Officers, Directors, and employees against all expenses and liabilities which said persons have reasonably incurred in the defense of any action or threatened action, suit or proceeding in which said person may be involved by reason of being or having been an Officer, Director, or employee of the Association, provided no such indemnification shall be made: (a) in relation to matters as to which such person(s) shall be finally adjudged liable to the Association; or (b) in connection with any other proceeding charging improper personal benefit to such person(s), whether or not involving action in her official capacity, in which she was adjudged liable on the basis that personal benefit was improperly received by her.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director, Officer, or employee may be entitled as a matter of law.

ARTICLE XIII DISSOLUTION

The Association may, subject to applicable provisions of law, approve a plan of dissolution by the affirmative vote of the Board of Directors together with a two-thirds majority vote of the Members. A notice stating that the purpose, or one of the purposes, of the meeting is to consider dissolving the Association, together with a copy or summary of the plan of dissolution, shall be given in writing to the Directors at least 5 days in advance, and in writing to the Members at least 30 days in advance, of the Annual or Special Meeting at which the vote will be taken. Upon receiving such votes, the Association shall dissolve by delivering articles of dissolution to the Secretary of State for filing.

The plan of dissolution shall provide that all liabilities and obligations of the Association be paid and discharged, and that the remainder of the Association's assets shall be distributed to the National Foundation for Women's Bar Associations or other organizations established for the benefit of women in the legal profession and which are engaged in activities substantially similar to those of the Association and which are not organized primarily for profit and which shall at the time qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, or the corresponding provision of any future Internal Revenue Law, as the Board of Directors or a court may determine.

**ARTICLE XIV
MISCELLANEOUS**

Section 1. Fiscal Year

The fiscal year of the association shall be January 1 through December 31, inclusive, unless otherwise determined by the Board of Directors.

Section 2. Receipt and Disbursement of Funds

Funds of the Association shall be deposited in such bank or banks or with such other associations, firms, or individuals, as the Board of Directors may from time to time designate. In addition to the Treasurer, the Board of Directors may designate such other Officers or agents to receive and receipt all monies due and payable to the Association from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor.

**ARTICLE XV
AMENDMENTS**

These Bylaws may be amended at the Annual or any Special Meeting of the Members by a two-thirds majority vote of the Members present and voting, provided that the notice describing the proposed amendments has been given in writing to all Members at least 30 days in advance of the Annual or Special Meeting at which the vote will be taken. Amendments shall be effective immediately upon adoption.

As approved August 5, 2016