

BY-LAWS OF THE WOMEN LAWYERS DIVISION
OF THE NATIONAL BAR ASSOCIATION

ARTICLE I – Name

The name of the organization shall be the Women Lawyers Division (hereinafter referred to as Division) of the National Board Association (hereinafter referred to as the NBA).

ARTICLE II – Purpose

The purpose of the Division shall be to address, in general, the concerns of our community and, in particular, those problems peculiar to women in the legal profession.

ARTICLE III – Membership

1. Application for Membership—Any member of the NBA may file with the Corresponding Secretary an application for membership in the Section in the form prescribed by the Board of Directors.
2. Classification of Membership—There shall be four (4) classes of membership: regular, associate, student and honorary.
 - a. Regular members—Any person in or who has retired in good standing at the Bar of a state, territory, or possession of the United States may be a regular member.
 - b. Associate members—Any person who has graduated from a recognized law school may be an associate member. Associate members shall have the rights and privileges of regular members as prescribed by the Board of Directors except they may not hold office or serve as a director of the Division.
 - c. Student members—Any student matriculating at a recognized law school may apply for student membership. Student members shall have all rights of regular and associate members except the right to hold office and serve as a director of the Division or as a standing committee chair.
 - d. Honorary members—Any lawyer may at the annual meeting be elected an honorary member upon recommendation of the Board of Directors.
3. Dues—The annual dues shall be determined by the Board of Directors.
4. Payment of Dues—The fiscal year of the Division shall be July 1 to June 30. Notice of dues shall be sent to members by the Treasurer thirty days in advance. Members who have not made payment by the end of the calendar year shall be suspended from membership without further notification. Suspended members may be reinstated at any time upon payment of the full fiscal year's dues. An associate or student member, upon notice to the Division of admission to the Bar of a state, territory, or possession of the United States within a year after graduation from law school, is entitled to the full privileges of Division membership without further payment of dues until the next dues billing period.

ARTICLE IV – Meetings

1. Annual Meeting—The annual meeting of the members shall be held during the annual meeting of the NBA. It shall be held in order to elect officers, directors, the nominating committee and for such other business as may properly come before the meeting. A notice setting forth the time and place of such meeting shall be included in the program of the annual meeting of the NBA.

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2. Special Meetings—Special meetings of the members may be called at any time by the President or on the written request of five (5) members of the Board of Directors. Written notice setting forth the time, place and purpose(s) of such meeting shall be mailed to every member at least thirty days prior to the date of such meeting at the member's last known address as it appears on the books of the Division. The business at any special meeting shall be confined to the matter stated in the notice.
3. Quorum—Ten percent of the regular members shall constitute a quorum at any annual or special meeting of the members.

ARTICLE V—Board of Directors

1. Composition and Duties—The Board of Directors shall establish dues, policies and programs, assume responsibility for providing adequate financing, and establish such committees as it may deem necessary to carry out the Division's work.
2. Number and Term—The Board of Directors shall consist of the officers and eight (8) members each elected for two years. However, at the first annual meeting of this Division, four directors shall be elected for a term of two years and four for a term of one year. No more than two directors may be elected from any region as established by the NBA. The immediate past president shall be an ex-officio non-voting member of the Division's Board. The President of the NBA shall be an ex-officio member during the term in office.
3. Vacancies—Non-officer vacancies on the Board of Directors caused by death, resignation, removal or increase in the number of the Board of Directors shall be filled by the President of the Division with the approval of the Executive Committee. Any director so chosen shall hold office until the next succeeding annual or special meeting of the members called for the purpose of electing directors and until a successor shall be elected and qualified. A director elected at such meeting shall be elected to complete the unexpired term, if any, of the vacancy.
4. Meetings—The Board of Directors shall meet at the place and during the time noticed for the NBA Board of Governors meetings. Written notice of such meetings shall be mailed at least fifteen days prior to the day of the meeting.
5. Quorum—At any meeting of the Board, one-third of the directors then in office shall constitute a quorum.

ARTICLE VI – Officers

1. Officers—The officers of the Division, which shall be elected at the annual meeting, shall be a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Parliamentarian, each of whom shall be elected for a term of one year. Officers shall not hold the same office for more than two consecutive one-year terms exclusive of unexpired terms.
2. President—The President shall preside at all meetings of the members of the Board of Directors and Executive Committee and shall be ex-officio member of all committees. The President shall sign all contracts and others papers of the Division. The President shall appoint the members of

each standing committee and chairs of all committees and shall perform such duties as pertain to the office.

3. Vice-Presidents—Each Vice President, in the order of seniority in election, shall perform the duties of the president in her absence, or as assigned by the president.
4. Recording Secretary— The Recording Secretary shall keep an accurate record of the proceedings of all meetings of the Board of Directors, Executive Committee and of the members. Minutes of all meetings at which the Secretary is not present, including minutes of all committee meetings, shall be promptly filed with the Secretary by the recorder.
5. Corresponding Secretary—The Corresponding Secretary shall keep a list of all members, directors, officers and members of committees and be responsible for sending such notices as are required by these By-Laws, notify officers and all board members and committee members of their election and appointment, and conduct the correspondence of the Division. Copies of all correspondence on behalf of the Division shall be promptly sent to the Secretary by the writer.
6. Treasurer—The Treasurer shall collect and have charge of all funds due or belonging to the Division and shall deposit the same in a bank approved by the Board and under the direction of the Board reinvest and disburse such funds. The Treasurer shall keep the books of the Division and report the financial status of the Division regularly to the Board of Directors. The accounts shall be audited annually as determined by the Board.
7. Parliamentarian—The Parliamentarian shall maintain order at meetings of the Division and rule on matters of parliamentary procedure.
8. Resignation—Any officer may resign at any time upon written notice to the President or Corresponding Secretary. Vacancies shall be filled by the Board, except as otherwise provided for by the President.

ARTICLE VII – Executive Committee

The Executive Committee shall be composed of the duly elected officers and two other members who shall be designated by the Board of Directors. The Executive Committee shall have the power to act and exercise the authority of the Board as authorized by the Board when the Board is not meeting. The Executive Committee shall keep minutes of the meetings including telephone meetings and submit the same to the Board at its next meeting. Four (4) members shall constitute a quorum.

ARTICLE VIII – Nominating Committee

The Nominating Committee shall consist of five (5) members elected at the annual meeting. The Committee shall prepare a slate of candidates for directors and officers to be presented and voted upon at the annual meeting. Nominations from the floor for any vacancy may be made by any member in good standing at the annual meeting. The Corresponding Secretary shall prepare a ballot to be used at the annual meeting, if there are no nominations from the floor the Secretary shall cast one ballot on behalf of the members in favor of the candidates slated by the Committee, and such candidate shall thereupon be declared duly elected.

ARTICLE IX—Committees

1. In addition to the Executive and Nominating Committees, the standing Committees shall include:
 - a. Professional Development and Education—Which shall plan programs and seminars for the NBA Annual Convention or during the year designed to enhance the skills of Division members and/or the public.
 - b. Placement and Referral—which will collect resumes; act as a clearing house for job openings; and refer members for positions nationwide.
 - c. Budget—which shall prepare an operating budget for the current fiscal year and a projected budget for the following fiscal year.
 - d. Membership—which shall seek to increase the Division’s membership.
2. Such ad hoc committees as the Board of Directors or the President shall appoint.
3. The chair of each standing committee shall be a member of the Board of Directors.
4. All committees shall report to the Board of Directors twice annually.

ARTICLE X—Property

The Division shall not be operated for profit and its properties shall be devoted to the purposes for which it is organized. No member, director, or officer shall have any right to or share in any of the property of the Division and no member, director, or officer shall be liable for any debts, liabilities or obligations of the Section in the absence of fraud or embezzlement. In the event of dissolution of the Division all property or other assets shall be immediately transferred to the Treasurer of the NBA.

ARTICLE XI—Amendments

At any annual meeting, By-laws may be amended or repealed upon a majority vote of the members. Unless otherwise provided, an amendment is effective upon adjournment of the meeting at which it is adopted.

ARTICLE XII—Supremacy

Any provision herein inconsistent with the Constitution and By-Laws of the NBA shall be void.