

**RESTATED BY-LAWS
OF THE
MARICOPA CHAPTER
OF THE
ARIZONA WOMEN LAWYERS ASSOCIATION,
as amended June 6, 2006; October 3, 2006; and
November 9, 2010**

ARTICLE I

NAME

This organization shall be known as the “Maricopa Chapter of the Arizona Women Lawyers Association,” hereinafter sometimes referred to as the “Chapter.”

ARTICLE II

PURPOSES OF THE CHAPTER

In addition to the purposes set forth in Article II of the Articles of Incorporation of the Arizona Women Lawyers Association, the purposes of the Chapter shall be:

(a) To educate and inform the Chapter membership on legal and other topics of particular interest and concern to women attorneys practicing in Maricopa County.

(b) To provide an effective forum for the exchange of ideas, views, and information common and/or unique to women attorneys practicing in Maricopa county.

(c) To facilitate and improve the relationship and communication among women attorneys in corporate, government, and private practice.

(d) To represent and foster in the legal community and the community-at-large the goals and objectives of women and women attorneys, and to collectively seek and pursue solutions to common problems. This objective may include making proposals and/or lending support for legislation and regulatory reform.

(e) To facilitate social relationships among Chapter members.

ARTICLE III

MEMBERSHIP

Section 1. VOTING MEMBERSHIP. A member of this Chapter shall consist of any person who meets the qualifications for membership set by the Arizona Women Lawyers Association State Board of Directors, and who resides or works in Maricopa County, Arizona; or who resides or works in any County that does not currently have a separate AWLA chapter and who elects to be a member of the Maricopa Chapter. Each member shall be entitled to one (1) vote on any matter submitted to a vote of voting members.

Section 2. LIFETIME MEMBERSHIP. Lifetime members of this Chapter shall consist of any person who meets the qualifications for lifetime membership set by the Arizona Women Lawyers Association State Board of Directors, and who resides or works in Maricopa County, Arizona; or who resides or works in any County that does not currently have a separate AWLA chapter and who elects to be a member of the Maricopa Chapter. Each lifetime member shall be entitled to one (1) vote on any matter submitted to a vote of the voting members.

Section 3. HONORARY MEMBERS. Honorary members shall consist of any person who meets the qualifications for honorary membership set by the Arizona Women Lawyers Association State Board of Directors, and who resides or works in Maricopa County, Arizona; or who resides or works in any County that does not currently have a separate AWLA chapter and who elects to be a member of the Maricopa Chapter. Honorary members shall not be entitled to hold office in this Chapter or vote but otherwise shall have the right to participate in the activities of the Chapter upon such terms and conditions and in accordance with such rules as may be established from time to time by the Steering Committee.

ARTICLE IV

DUES

Section 1. FISCAL YEAR. The fiscal year of the Chapter shall commence on January 1 and shall end on December 31. Chapter dues shall be payable in accordance with the By-Laws of the Arizona Women Lawyers Association, as established from time to time by the Board of Directors of the Arizona Women Lawyers Association.

Section 2. NON-PAYMENT OF DUES. The name of any member who has not paid her or his annual dues to the Arizona Women Lawyers Association by

February 28 of the current fiscal year shall be stricken from the membership rolls of the Chapter, provided, however, she or he may be reinstated at any time during the fiscal year upon payment of the entire amount of annual dues.

ARTICLE V

OFFICERS

Section 1. PRESIDENT. The President, as chief executive officer, shall preside at all meetings of the Chapter and of the Steering Committee and shall have such other executive powers and perform such other executive duties as are consistent with these By-Laws and with the Articles and By-Laws of the Arizona Women Lawyers Association.

Section 2. PRESIDENT-ELECT. The President-Elect shall perform all the duties of the President during the latter's absence or inability to act, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties as are consistent with these By-Laws as from time to time may be prescribed by the President or by the Steering Committee. The President-Elect shall assume the office of the President upon the expiration of the term of President, unless another person is elected to the office of President pursuant to Article X. The President-Elect will be eliminated as an Officer of the Chapter effective with the Chapter year beginning January 1, 2012.

Section 3. VICE-PRESIDENT. The Vice-President shall perform such duties as are prescribed by the President or by the Steering Committee and shall have all of the powers and authority and perform all of the functions and duties of the President in the absence of the President and President-Elect, or upon their inability for any reason to exercise such powers and functions or to perform such duties.

Section 4. SECRETARY. The Secretary shall keep minutes of all meetings of the Steering Committee and any other correspondence, records or notices as deemed necessary by the Steering Committee.

Section 5. TREASURER. The Treasurer shall be responsible for maintaining accurate financial records for the members of the Chapter, for collecting the dues and other monies due and payable to the Chapter and for making the necessary disbursements thereof, subject to such procedures as shall be prescribed by the Steering Committee or by the Board of Directors of the Arizona Women Lawyers Association.

Section 6. TERM. The Term of office of each of the Officers shall commence as of January 1 of each year and shall end as of December 31 of the same year.

Section 7. VACANCY. Whenever any vacancy shall occur in any office by death, resignation, or otherwise, the same may be filled by the Steering Committee by a majority vote of the regular and ex-officio members of the Committee present at a regular meeting or a special meeting called for such purpose.

Section 8. REMOVAL. Any officer may be removed by action of a majority of the regular, alternate and ex-officio members of the Steering Committee present at a regular meeting or a special meeting called for such purpose.

ARTICLE VI

STEERING COMMITTEE

Section 1. MEMBERSHIP. There shall be a Steering Committee, which shall consist of regular and ex-officio members and may also consist of two (2) alternate members. There shall be not less than fifteen (15) and not more than thirty (30) regular members, who shall be elected, including the Officers of the Chapter. If thirty (30) regular members are elected, two (2) alternate members may be elected. All past presidents of the Chapter who indicate an intent to be a member of the Steering Committee in a particular year shall be considered ex-officio voting members of the Steering Committee for that year, and shall not be considered as regular members for the purpose of calculating the number of regular members of the Steering Committee for that year.

Section 2. TERM. The Term of office of each member of the Steering Committee shall run concurrently with the Term of office of the Officers of the Chapter.

Section 3. DUTIES. The Steering Committee shall supervise and direct the affairs and determine the policies of the Chapter and shall adopt policies and procedures relating to endorsement not inconsistent with the tax-exempt status of the organization, subject to and in accordance with these By-Laws and the Articles and By-Laws of the Arizona Women Lawyers Association.

Section 4. MEETINGS. The Steering Committee may act by voting at a duly called meeting of the Steering Committee. The regular meeting of the Steering Committee shall be on the first Tuesday of each month. Except as

otherwise specified in these By-Laws or any amendments thereto, the number of regular members who must be present to constitute a quorum to transact business shall be the number which equals a majority of the appointed regular members. Ex-officio and alternate members shall not count for purposes of determining the quorum. Unless a greater vote is required by these By-Laws, the affirmative vote of a majority of the quorum shall constitute an act of the Steering Committee. Regular, alternate and ex-officio members of the Steering Committee may vote by a written proxy, stating the name of the member to whom proxy is given, filed with the Secretary. The proxy must unconditionally grant the Steering Committee member who is present at the meeting the right to cast the absent member's vote on any issue to come before the meeting. Any such proxy shall be effective for one meeting only. Special meetings may be called by the President or may be called by a majority of the members of the Steering Committee, and written notice of such special meetings shall be given to members of the Steering Committee not less than two days prior to such meetings. The Steering Committee shall have the power to act by a vote of a majority of its members via electronic mail, in circumstances in which it is impossible or impractical to call a full meeting of the Steering Committee, and business cannot wait until the next regularly scheduled meeting.

Section 5. VACANCIES. The first vacancy among the regular members of the Steering Committee shall be filled by the alternative member, if there is an alternate member. Any additional vacancy among the regular members of the Steering Committee may be filled by the affirmative vote of a majority of the remaining regular Steering Committee members. A person thus elected shall fill the unexpired term of her or his predecessor in office. Any position on the Steering Committee to be filled by reason of increase in the number of regular members thereof may be filled by affirmative vote of a majority of the regular members of the Steering Committee for a term of office continuing only until the next regular election of Officers. If any regular or alternative member of the Steering Committee is absent from three (3) meetings of the Steering Committee without giving the President reasons for the absences which are accepted by the President or the members of the Steering Committee, the member's seat on the Steering Committee may be declared vacant.

Section 6. EXECUTIVE COMMITTEE. There shall be an Executive Committee of the Steering Committee, which shall consist of the Officers of the Chapter, and the Immediate Past President of the Chapter. The Executive Committee shall have the power to act by a vote of a majority of its members in circumstances in which it is impossible or impractical to call a full meeting of the Steering Committee, but in no event shall the Executive Committee have the authority (1) to replace Officers of the Chapter or members of the Steering

Committee, (2) to amend these By-Laws, or (3) to undertake any other such matters as may be determined from time to time by the Steering Committee.

ARTICLE VII

COMMITTEES

Section 1. STANDING COMMITTEES. The Steering Committee shall have the power to designate standing committees. The standing committee chairs shall be selected by the President. The standing committee members shall be selected by the respective standing committee chair.

Section 2. INTERIM COMMITTEES. The President shall have the power, without the need for Steering Committee approval, to appoint such interim committees as are necessary for the purposes of furthering the objectives of the Chapter.

Section 3. TERM. The terms of the committee chairpersons and the members shall run concurrently with the term of office of the Officers of the Chapter.

ARTICLE VIII

MEETINGS OF MEMBERS

Section 1. MEETINGS. The Chapter shall hold at least one regular meeting of its members on the last Wednesday of each month, except the months of November and December, when one meeting will be held on a date to be determined by the Luncheon Chair (“November/December meeting”). Special meetings of the Chapter members may be called by the President or by a majority of the members of the Steering Committee.

Section 2. ANNUAL MEETING. An annual meeting of the members of the Chapter shall be held each year at the November/December meeting date, for the purpose of electing Officers and regular and alternate Steering Committee members to serve for the ensuing year.

Section 3. SPECIAL MEETINGS. Special meetings of the Chapter members may be called by the President, by the Steering Committee or by petition signed by one-tenth (1/10th) of the voting members in good standing, excluding Officers and Steering Committee members.

Section 4. NOTICES. Notice of the time, place and purpose of all meetings shall be given to all members of the Chapter at least five days prior thereto. Notice may be accomplished by posting the dates of the meetings on the Chapter web site.

Section 5. PROCEDURE. All meetings of the full Chapter membership shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IX

ELECTIONS

Section 1. TIME. The Chapter shall conduct the election of Officers, the Member-at-Large and regular and alternate Steering Committee members each year at the annual meeting held at the November/December meeting.

Section 2. NOMINATING COMMITTEE. There shall be a Nominating Committee of three or more persons chosen by the President of the Chapter, subject to the approval of the Steering Committee, from voting members in good standing of the Chapter. The Nominating Committee shall be selected each year, no later than the September meeting of the Steering Committee. The Nominating Committee shall nominate one or more voting members of the Chapter for the offices of President-Elect, Vice-President, Secretary, and Treasurer and shall nominate a Member-at-Large and a slate of regular and alternate Steering Committee members. The written report of the Nominating Committee stating the names of the persons so nominated shall be forwarded to the President of the Chapter in time to notify the members of the Chapter of the nominations at the regular meeting of the Chapter held in October.

Section 3. ADDITIONAL NOMINATIONS. Additional nominations for the offices of President, President-Elect, Vice-President, Secretary, and Treasurer may be made from the floor at the November/December meeting of the Chapter.

Section 4. ONE CANDIDATE FOR EACH OFFICE. If the Nominating Committee nominates only one candidate for any position, and if no one is nominated in accordance with the foregoing Section 3, then that position as nominated will be deemed unanimously elected.

Section 5. VOTES TO ELECT. A plurality of votes cast at the Annual Meeting shall elect the Officers and Steering Committee. In case two or more candidates for one office shall receive an equal number of votes, a ballot shall be taken at the first regular monthly meeting thereafter between such candidates.

ARTICLE X

AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be amended by the Steering Committee by a two-thirds vote of the regular and ex-officio members of the Committee at a meeting duly called at which a quorum is present. Alternatively, these By-Laws may be amended by the general membership of the Chapter at a regular meeting or a special meeting called for such purpose, if a petition signed by at least one-tenth (1/10th) of the voting members in good standing, excluding Officers and Steering Committee members, is presented to the President or Steering Committee setting forth the proposed amendment.