

**RESTATED¹ BYLAWS
OF THE
ARIZONA WOMEN LAWYERS ASSOCIATION**

**ARTICLE I.
Offices**

Section 1. The Association shall maintain a principal office in the State of Arizona. The Association may maintain other offices at any place or places, within the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Association may be transacted at such offices with the same effect as that conducted at the principal office.

**ARTICLE II.
Members**

Section 1. A member shall either (a) be licensed to practice law in any jurisdiction and not currently under suspension or disbarment; (b) be a Justice of the Peace currently in good standing and sitting in any Arizona Justice Court; (c) be a Judge currently in good standing and sitting in any Tribal Court in Arizona; (d) be a Dean or faculty member of any law school located in Arizona; or (e) be a student at, or a graduate of, an ABA accredited law school.

Section 2. To be in good standing, a member shall be current with all annual dues.

Section 3. Persons distinguished for public service or eminence in the law may be elected to honorary membership by a vote of the Board of Directors. An honorary member shall not have a vote as a member and shall not be eligible to be a director or officer of the Association.

Section 4. Persons distinguished for extraordinary service and commitment to the Association as determined by the Board of Directors may be elected to lifetime membership.

**ARTICLE III.
Meetings of the Members**

Section 1. There shall be at least one regular meeting of the members annually, to be held at such time and place in the State of Arizona as determined by the Board of Directors. Generally, the annual meeting will be held in conjunction with the Association's annual state convention.

Section 2. Special meetings of the members may be called at any time by the Board of Directors and shall be called by the President or Secretary upon written request of any ten (10) members in good standing. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to the purposes stated in the notice. Any special meeting requested by the members shall be held within twenty (20) days of receipt of the request.

¹ The original AWLA Bylaws were amended by vote of the membership on November 20, 1982, November 12, 1984 and November 18, 1995, in the fall of 2005, on November 7, 2008, and on November 4, 2016.

Section 3. Written notice stating the place, day and time of any meeting of the members, including the annual meeting, shall be sent to each member in good standing. The notices shall be sent to the address of each member appearing on the records of the Association not less than ten (10) days or more than sixty (60) days before the date of the meeting. The purpose or purposes for a special meeting shall be stated in the notice.

Section 4. Each member shall be entitled to one vote. Except for the election of the members of the Board of Directors, members may vote by proxy in accordance with the provisions of Arizona Revised Statutes Section 10-3724.

Section 5. The members present or represented by proxy at any meeting duly noticed in accordance with these Bylaws shall constitute a quorum. The act of a majority of the members present or represented by proxy at any meeting at which there is a quorum shall be the act of the members. Meetings may be conducted through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

Section 6. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting of the members if the action is evidenced by one or more written consents describing the action taken which are signed by those members holding at least one-fifth of the votes entitled to be cast and delivered to the Association for inclusion in the minutes. For purposes of this provision, a member's signature includes an electronic signature as defined in Arizona Revised Statutes Section 44-7002.² Written notice of any action approved by written consent shall be given to all members who have not signed the written consent.

Section 7. Any action that the Association may take at any meeting of the members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. The ballot shall (a) set forth each proposed action, (b) provide an opportunity to vote for or against each proposed action, (c) indicate that the quorum requirement will be equal to the number of responses received, (d) state that each proposed action will need to be approved by a majority of the ballots received, and (e) specify the date and time by which a ballot must be delivered to the Association in order to be counted, which shall not be less than seven (7) days after the date the Association delivers the ballot.³

ARTICLE IV. Board of Directors

Section 1. The business affairs and property of the Association shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Association and do all such lawful acts as are not by statute or by the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the members.

Section 2. The number of persons who shall constitute the Board of Directors shall be fixed by the vote of not less than a majority of the directors then in office but shall not be less than nineteen (19) and not more than twenty three (23). The following shall also serve as directors and shall count towards the total number of directors: (a) upon election, the President, President-Elect,

² §44-7002 provides that electronic signature means an electronic sound, symbol or process that is attached to or logically associated with a record and that is executed or adopted by an individual with the intent to sign the record.

³ Clauses (c) and (d) tie into the quorum requirement set forth above in Section 5; written ballots are governed by ARS §10-3708.

Vice President, Secretary and Treasurer; (b) the immediate past President; and (c) the current president of each local chapter of the Association or her delegate.

Section 3. Any member in good standing is eligible to serve as director upon election. The directors shall be elected at the annual meeting of the members. At least thirty (30) days prior to the annual meeting, the Board of Directors shall select a nominating committee consisting of one member from each local chapter and one member at large. This committee shall propose a slate of directors (including the officers) at the annual meeting. In addition, nominations may be taken from the floor at the time of the annual meeting.

Section 4. Each director elected shall hold office until her successor is elected and qualified or until her earlier death, resignation or removal. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

Section 5. Regular meetings of the Board of Directors shall be held at such place or places within the State of Arizona, at such hour and on such day as may be fixed by resolution of the Board of Directors, provided, however, that the Board of Directors shall meet no less frequently than once each fiscal quarter. Special meetings shall be held whenever called by the President and shall be called by the President or Secretary upon written request of ten percent (10%) of the members of the Board. Members of the Board of Directors shall be given no less than five (5) days written notice of any special meeting date or of any change to a regularly scheduled meeting date. All meetings of the Board of Directors shall be open to all members of the Association except for any matters properly considered in executive session.

Section 6. At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Meetings may be conducted through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 7. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting of the directors if the action is evidenced by one or more written consents describing the action taken which are signed by all directors and included in the minutes filed with the Association's records reflecting the action taken⁴. For purposes of this provision, a director's signature includes an electronic signature as defined in Arizona Revised Statutes Section 44-7002.⁵

Section 8. The Board of Directors may from time to time appoint members to serve as honorary members of the Board of Directors. The number of honorary members shall be fixed and the honorary members appointed by the vote of not less than a majority of the directors then in office. These individuals are recognized for their expertise on and commitment to women lawyers' issues. The honorary members will receive notice of the meetings of the Board of Directors and

⁴ ARS §10-3821 does not allow for less than unanimous written consent of directors.

⁵ See note 2 *supra*.

may attend such meetings but will not be included for purposes of establishing a quorum or taking action of the Board of Directors.

ARTICLE V. Officers

Section 1. Any member in good standing is eligible to serve as an officer upon election. Each officer shall also be a director of the Association. The officers of the Association shall be elected by the members at the annual meeting and shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer. No individual shall hold two offices. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any time.

Section 2. Each officer elected shall hold office until her successor is elected and qualified or until her earlier death, resignation or removal. Officers may be removed with or without cause.

Section 3. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall be the principal executive officer of the Association and shall supervise and conduct all of its business and affairs. The President shall preside at all meetings of members and at all meetings of the Board of Directors. The President is an ex-officio member of all committees.

Section 4. The President-Elect shall perform all the duties of the President in the President's absence or disability. The President-Elect shall perform such other duties as shall be delegated by the President. The President-Elect chairs the AWLA State Convention Committee.

Section 5. The Vice President shall perform all the duties of the President in the President's and President-Elect's absence or disability. The Vice President shall perform such other duties as shall be delegated by the President. The Vice President chairs the Membership Committee.

Section 6. The Secretary shall be responsible for sending any notices or ballots required by these Bylaws, shall keep the minutes of the meetings of the members and of the Board of Directors, and shall send copies of the minutes of all meetings to all members of the Board of Directors within a reasonable time after each meeting. The Secretary chairs the Communications Committee.

Section 7. The Treasurer shall have custody of and be responsible for all funds and assets of the Association, shall ensure that all monies of the Association are deposited in such depositories as are designated by the Board of Directors, shall cause to be maintained a list of the names and addresses of members in good standing, and shall have this list available at all meetings of the members and the Board of Directors. The Treasurer chairs the Finance Committee.

Section 8. A Parliamentarian may be appointed by the President. The Parliamentarian shall, upon request of the President, act as Parliamentary Advisor.

ARTICLE VI. Board and Committees

Section 1. Each year, up to six past Presidents of the Association may serve on the Board of Directors, upon written notice to the President. The past Presidents shall not be included

for purposes of establishing a quorum of the Board of Directors but will be subject to all other duties and responsibilities of Board members. The six past Presidents will not count as part of the 19-23 Board members as referenced in Article IV, Section 2. If more than six past Presidents notify the President of their intent to serve on the Board of Directors, the Executive Committee shall decide, by majority, the six past Presidents that shall serve for that year.

Section 2. The President, President-Elect, Vice President, Treasurer, Secretary and immediate past President shall comprise the Executive Committee. The Executive Committee shall conduct the affairs of the Association between meetings of the Board of Directors, subject to the following:

(a) A majority of the members of the Executive Committee shall constitute a quorum for the conducting of business. All actions of the Executive Committee shall require the affirmative vote of four members and must be reported by the Secretary or, in her absence, the President at the next meeting of the Board of Directors.

(b) Notice of Executive Committee meetings shall be given to all members of the Board of Directors who may attend such meetings but will not be included for purposes of establishing a quorum or taking action of the Executive Committee.

(c) The Executive Committee may not authorize the execution of any agreement, or otherwise commit the Association, for the expenditure of Association funds in excess of one thousand dollars (\$1,000) in the aggregate, without the prior approval of the Board of Directors.

Section 3. There shall be the following standing committees of the Board of Directors:

(a) AWLA State Convention Committee: the President-Elect shall serve as chair. The purpose of this committee shall be to organize and promote the annual convention of the Association held in conjunction with the annual meeting of the members.

(b) Membership Committee: the Vice President shall serve as chair. The purpose of this committee shall be to promote membership in the Association.

(c) Finance Committee: the Treasurer shall serve as chair. The purpose of this committee shall be to support the Treasurer.

(d) Communications Committee: the Secretary shall serve as chair. The purpose of the committee shall be to foster communications with the members of the Association, including oversight of the Association's website.

(e) Gender Equity Committee: the chair shall be a member of the Board of Directors appointed by the President. The purpose of this committee shall be to promote gender equity among lawyers in the State of Arizona and to sponsor the Secrets of Success program.

(f) Judicial Appointments Committee: the chair shall be a member of the Board of Directors appointed by the President. The purpose of this committee shall be to promote members of the Association to serve as judges within or from the State of Arizona.

(g) AWLA Foundation Committee: the chair shall be a member of the Board of Directors appointed by the President. The purpose of this committee shall be to establish a fundraising foundation to support the activities of the Association.

(h) Arizona Bar Liaison Committee: the chair shall be a member of the Board of Directors appointed by the President. The purpose of this committee shall be to foster the relationship with the Arizona State Bar and to attend the meetings of the Board of Governors.

(i) Special Events Committee: the chair shall be a member of the Board of Directors appointed by the President. The purpose of this committee shall be established by action of the Board of Directors from time to time.

Section 4. Each standing committee may have one or more co-chairs, as appointed by the Board of Directors. The chair(s) of each standing committee shall recruit members in good standing to serve on their respective committees and shall report the committee membership to the Secretary. Each member of the Board of Directors will serve on a committee. Each committee shall prepare a report of its activities to be presented at the meetings of the Board of Directors.

Section 5. In addition to the standing committees, the Board of Directors, may from time to time, establish additional committees of the Association. The President shall appoint the chair of any such committee with the approval of at least four (4) other members of the Board of Directors. Any member in good standing is eligible to serve as chair or member of such committees.

Section 6. Committee reports shall not be released for publication nor shall committees speak for the Association except by specific authorization of the Board of Directors.

ARTICLE VII.

Dues

All members, except those who have received lifetime and honorary memberships, shall pay dues in such amount and for such classifications per year as the Board of Directors determines. Dues shall be payable at such times as determined by the Board of Directors. The Board of Directors shall have the power to waive payment of dues in appropriate cases.

ARTICLE VIII.

Amendments

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the members at any regular meeting of the members or at any special meeting of the members if notice of such alteration, amendment, repeal or adoption of new Bylaws shall be contained in the notice of such special meeting.

ARTICLE IX.

Chapters

Section 1. In order for a local Chapter of the Association to be activated, at least five members who comply with the membership requirements of Article II, Sections 1 and 2 must be interested in, and apply for, activation of a Chapter to the Board of Directors. The Board of Directors has sole discretion to determine whether a new Chapter shall be activated.

Section 2. Each Chapter shall adopt bylaws that are not inconsistent with these Bylaws and provide a copy of such bylaws to the Board of Directors for approval.

Section 3. Each Chapter must elect a Chapter president, president-elect and secretary. In lieu of a president-elect, a Chapter may elect a vice president. If appropriate, each Chapter may elect additional officers and steering committee members, in accordance with its bylaws.

Section 4. Each Chapter must file a statement with the Board of Directors by no later than January 31st each year, stating the names and offices of all officers and steering committee members, and the dates and location of all anticipated Chapter meetings or activities scheduled for the upcoming calendar year.

Section 5. The dues payable by the members shall be paid to the Association. The Board of Directors shall determine the percentage of membership dues to be allocated to the Chapters. Each Chapter shall control its allocated portion of collected dues.

Section 6. In the event a Chapter fails to elect officers as provided by the Chapter bylaws or to hold at least one meaningful membership activity annually, that Chapter shall be automatically suspended and no membership dues shall be further allocated to that Chapter until officers are elected or meaningful membership activities are resumed. Should any Chapter be suspended for more than twelve calendar months, the Board of Directors may deactivate the Chapter and the assets of the Chapter shall be transferred to the Association's general fund.

ARTICLE X. Fiscal Matters

Section 1. The fiscal year of the Association shall be October 1 to September 30.

Section 2. The Association shall adopt a budget at the annual meeting of the members.