

**BY-LAWS
FLORIDA ASSOCIATION FOR WOMEN LAWYERS**

ARTICLE I - OFFICE

The Executive Board of the Association shall designate the principal office of this Association.

ARTICLE II- MISSION STATEMENT

FAWL's mission is to actively promote gender equality and the leadership roles of FAWL's members in the legal profession, judiciary and community at large. To achieve these goals, FAWL will uphold the highest standard of integrity, honor and courtesy in the legal profession, promote reform in law, and facilitate administration of justice.

ARTICLE III - MEETINGS

There shall be an annual and mid-year meeting of this Association to be held at such time and place as may be decided by the Board of Directors from year to year. Such meetings shall be called by notice sent via mail, facsimile or electronic mail to the members of the Association upon order of the Board of Directors through the President. The Florida Association for Women Lawyers strives to hold all meetings and events in facilities that are reasonably accessible.

Special meetings of the Association may be called by the President or by any three members of the Board of Directors or by petition signed by any ten (10) members of the Association, provided notice is communicated by mail, facsimile or electronic mail to the members of the Association of the time, place or manner of such meeting and the purpose of such meeting at least ten (10) days prior thereto.

Any action of the Board of Directors or Executive Committee that is required or permitted to be taken at a meeting may be taken without a meeting if the approval of a majority of the voting body is first obtained. For the purpose of approval pursuant to this section, electronic communication will suffice.

ARTICLE IV – MEMBERSHIP

The Florida Association for Women Lawyers does not discriminate on the basis of age, race, sex, gender, sexual orientation, national origin, disability, marital status, or religion. Membership in this Association shall consist of the following categories:

Section 1: Full Members: Members in good standing of the Bar of any State shall be eligible for full membership in this Association, upon acceptance of application and payment of dues as set by the Board of Directors. Such members shall have all the privileges of this Association, including the right to vote and hold office.

Section 2: Honorary Members: Any lawyer, distinguished in the profession, upon resolution duly adopted by the Board of Directors of the Association, may be enrolled as an honorary member who shall not be required to pay dues. Honorary members shall not be entitled to vote or hold office. There shall be no more than fifty (50) living honorary members at any one time.

Section 3: Student Members: Any law student shall be eligible for a student membership upon enrolling in an accredited law school, which membership shall be available until admittance to any State Bar is obtained. Student members shall not be entitled to vote or hold office and shall pay membership dues as set by the Board of Directors.

Section 4: Affiliate Members: Any lawyer not otherwise eligible for membership or any non-lawyer who is dedicated to supporting the purposes of this Association may be eligible for affiliate membership, subject to the approval of the majority of the Board of Directors and subject to Section 5 of this Article. Affiliate members may include, but are not limited to, Clerk of Courts, Judicial Assistants, and paralegals. Affiliate members shall not be entitled to vote or hold office and shall pay membership dues as set by the Board of Directors. Each Chapter may in its discretion determine whether to have an affiliate membership.

Section 5: Suspension or Expulsion of Member: A member disbarred from practicing law in any State shall be automatically dropped from membership in this Association and cannot be reinstated until having been readmitted to practice law in that state. The Board has the power to remove any members or turn down an application for any membership category for cause.

Section 6: Local Chapters: Members residing in a given county or other regional area shall be encouraged to form a local chapter of the Florida Association for Women Lawyers. Upon application of five (5) members and provided the chapter shall submit By-Laws consistent with the Articles of Incorporation and By-Laws of this Association; the Board of Directors may issue a charter to the local chapter.

ARTICLE V – FISCAL YEAR

The fiscal year of this Association shall be from July 1 to June 30 of the following year.

ARTICLE VI – DUES

Section 1: Annual dues for full members, student members, and affiliate members shall be determined by majority vote of the Board of Directors. Any change in the dues for a fiscal year must be approved by October 1 of the previous year.

Section 2: No member shall be in good standing to be qualified to exercise a vote after September 1 of any fiscal year whose dues for the current fiscal year are not paid.

Section 3: If any member is in default in payment of dues after September 1, upon the approval of the Executive Board, the Treasurer of this Association shall notify such member by mail, facsimile, or electronic mail.

ARTICLE VII – OFFICERS AND BOARD OF DIRECTORS

Section 1: The officers of this Association shall be a President, President-Elect, Secretary, Treasurer, Development Director, Public Relations Director, Membership Director, Journal Editor, and Legislative Director. Their terms shall be one year, or until their successors shall have taken office.

Section 2: The President shall preside at all meetings of the Association and of the Board, shall create all necessary committees not provided for elsewhere herein and appoint the chairs thereof, and shall perform the usual duties incumbent upon a President.

Section 3: The President-Elect shall perform duties of the President in the absence of the President and a duly elected President-Elect shall succeed to the office of the President upon the expiration of the President's term. In the event the office of President shall become vacant, the President-Elect shall serve in the place of the President for the unexpired term. The President-Elect shall be responsible for program planning.

Section 4: The Secretary shall ensure that a record is kept of all meetings of the Association and of the Board of Directors; shall ensure that notices are sent out at the request of the President or any three members of the Board or any ten (10) members of the Association, shall attend to such correspondence as necessary for the Association, shall routinely monitor and update the FAWL website through interactions with FAWL Chapters, Officers and website administrators, and shall perform such other duties as requested by the President or the Board.

Section 5: The Treasurer shall be responsible for the collection and disbursement of all funds of the Association, as directed by the Board of Directors, shall ensure that accurate books of account are maintained for the Association, that applicable tax forms are filed, and that membership records are accurately maintained. The Treasurer shall maintain contact with the Treasurer of each Chapter to ensure membership and dues are current.

Section 6: The Development Director shall perform duties related to fund-raising and sponsorship. The Development Director shall maintain relationships with current advertisers and sponsors as well as recruit new advertisers and sponsors for the Journal and FAWL events. The Development Director will work closely with the Treasurer in addressing FAWL's budgetary needs. The Development Director will be selected from the members of the Development Committee, which acts in support of the Development Director.

Section 7: The Journal Editor shall be responsible for the FAWL Journal, which shall be published and distributed to the membership at the direction of the Board of Directors.

Section 8: The Membership Director shall ensure that membership records are accurately maintained; create and distribute a membership directory if voted on by the Executive Board; develop and promote membership benefits; help local chapters to recruit new members; recruit membership and service as liaison for law school membership; communicate with existing and potential members about FAWL benefits and operations; recruit and develop new chapters as directed by the Executive Board.

Section 9: The Public Relations Director shall be responsible for press releases and other public relations activities and shall maintain a permanent record of the Association's activities.

Section 10: The Legislative Director shall be responsible for coordinating FAWL's legislative agenda and organizing FAWL's annual Lobby Days events. The Legislative Director shall also oversee a committee that will track and report on pending legislation related to FAWL's mission, providing a basis for FAWL's endorsement of or opposition to legislation.

Section 11: The Executive Director shall be an ex officio member of the Board of Directors with no vote. The Executive Director serves at the pleasure of the Board of Directors. The Executive Director shall keep a record of all meetings of the Association and of the Board of Directors; send out notices at the request of the President or any three members of the Board or any ten members of the Association; shall collect and disburse funds of the Association in accordance with policies and procedures established by the Board of Directors; shall maintain accurate books of account for the Association; and shall maintain membership records.

Section 12: Chapter Representatives of Law School Chapters shall be ex officio members of the Board of Directors with no vote. Chapter Representatives of all other Chapters shall be voting members of the Board of Directors. All Chapter Representatives shall represent

the interests of their Chapters, provide information about FAWL to their Chapters and shall provide FAWL with information about their Chapters.

Section 13: The Board of Directors shall be comprised of the officers, the immediate Past President, and the Chapter Representative from each Chapter, as set out in Article VIII of the Articles of Incorporation. The Chair of the Florida Association for Women Lawyers Young Lawyer Section Committee shall be a voting member of the Board of Directors. The President of the Virgil Hawkins Florida Chapter National Bar Association and the Chair of the Florida Bar Diversity and Inclusion Committee may designate a representative to serve ex-officio. No Board member may cast more than one (1) vote.

Section 14: All vacancies shall be filled by the Board except as provided in Article VI, Section 3 and 6.

Section 15: The Board of Directors shall meet at least four times a year, at a time and place designated by the President. One meeting shall coincide with the Florida Bar's Annual Meeting.

Section 16: All members of the Board of Directors, including the Chapter Representatives, or designated substitute Chapter Representatives with full voting power, shall attend each duly called meeting of the Board of Directors in person. If a member is unable to attend in person, that member may be permitted to attend using telephone conference facilities provided that those facilities are available and that the member will bear any related expenses. In the event that an Executive Board member is unable to attend a Board meeting, that member shall furnish to the President a written notice before the meeting, then such written notice shall be furnished by the time of the next duly called Board meeting. All written notices shall be presented to the Board, which shall approve or disapprove such notice. If an Executive Board member misses a meeting in one year without furnishing written reasons therefore as required above, or if the Board disapproves the reasons, then the Board may vote to remove the board member. The board member shall be removed from office upon majority vote of the Board.

In consideration of the time and expense incurred by Chapter Representatives in attending out-of-town meetings, each chapter should offer its Chapter Representative(s) or designated substitute financial assistance as is consistent with the chapter's financial ability.

ARTICLE VIII – ELECTION OF OFFICERS

Section 1: A nominating committee to elect officers to the Association shall consist of: the Immediate Past President, the President-Elect, three members appointed by the Board of Directors and one member appointed by the President. The Immediate Past President shall serve as Chair of the Nominating committee. Said committee shall formulate a slate of nominees

which shall be immediately reported in writing to the Board of Directors not less than sixty (60) days prior to the Annual Meeting, and presented to the entire membership by mail, facsimile or electronic mail. The nominating committee shall solicit nominees from the Executive Board, Board of Directors and Chapters and shall operate in accordance with the quorum and notice requirements of the Association bylaws. Any additional nominations for election of officers shall be made by written petition signed by not fewer than three (3) members of the Association in good standing. Nominating petitions shall be received by the Executive Director not less than forty-five (45) days prior to the Annual Meeting, but in any event prior to April 25.

Section 2: In non-contested elections, the slate of nominees shall be voted on at the annual meeting.

Section 3: In the case of a contested race(s), a ballot will be prepared and sent to all voting members by mail, facsimile or electronic mail. Voting shall be by secret ballot. The Executive Director shall prepare the ballot and shall send one such ballot to each member in good standing. The records of the Executive Director shall be conclusive in determining the members entitled to receive such ballots. The ballots shall be sent by mail, facsimile, or electronic mail no later than May 15. Only voted ballots received by the Executive Director by June 1 shall be counted or tabulated by the Executive Director. The candidate receiving a majority of the votes cast for an office shall be declared elected. In the event no candidate received such a majority, there shall be a runoff election between the two (2) candidates receiving the highest number of votes for that office. The ballots for the runoff shall be sent by, on or before the Annual Meeting, whichever comes first. Runoff ballots must be counted by the Executive Director. Results of the election shall be furnished by the Executive Director to the officers and Board of Directors, and all candidates, and shall be published in the next following Journal. If any of the above stated dates fall on a weekend or holiday, the following work day shall be the effective date.

ARTICLE IX – QUORUM

Section 1: A quorum at any meeting of the Association's Members shall consist of ten (10) Members of the Association, three (3) of whom must also be members of the Executive Board.

Section 2: One third (1/3) of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

ARTICLE X – AMENDMENT OF BY-LAWS

These By-Laws may be amended at any meeting of the Association by a two-thirds (2/3s) vote of the members voting; provided, however that such amendment or amendments to be voted upon shall have been submitted by mail, facsimile or electronic mail to each member of the Association at least thirty (30) days prior to the date of such meeting.

ARTICLE XI – ENDORSEMENTS

The Florida Association for Women’s Lawyers shall not endorse candidates for public office.

ARTICLE XII – EXECUTIVE BOARD

Section 1: There shall be an Executive Board of the Association, which shall be composed of the elected officers of the Association and the Immediate Past President.

Section 2: Subject to the authority and discretion of the Board of Directors, and between its meetings, the Executive Board shall be the administrative body of the Association and shall have power and authority to do and perform all acts and functions that the Board of Directors itself might do or perform, not inconsistent with the Articles of Incorporation and By-Laws of the Association. Actions taken by the Executive Board shall be presented for ratification by the Board of Directors at their next regularly scheduled meeting.

Section 3: The Executive Board shall meet in person, by telephone, by such other manner and at such time and place as the President may designate, or when requested in writing by at least three (3) members thereof. All members of the Executive Board shall attend each duly called meeting. In the event that an Executive Board member is unable to attend an Executive Board Meeting, that member shall furnish to the President a written notice of the reasons for absence before the meeting, or, if unable to furnish notice before the meeting, then such written notice shall be furnished by the time of the next duly called Executive Board Meeting, which shall approve or disapprove such notice. If an Executive Board member misses more than two (2) meetings in one year without furnishing written reasons therefore as required above, or if the Executive Board disapproves the reasons, then the Board may vote to remove the board member. The Executive Board member shall be removed from office upon majority vote of the Board of Directors.

Section 4: At any meeting of the Executive Board, those present, shall constitute a quorum of that body.

ARTICLE XIII – AMICUS CURIAE BRIEFS

Section 1: To achieve the goals provided in FAWL’s Statement of Purpose, Mission Statement or Legislative Priorities, FAWL may file amicus curiae briefs by the following procedure set forth herein.

Section 2: Any person requesting FAWL to file an amicus curiae brief shall produce the following documents regarding the case for review by its members: (1) complaint or petition; (2) answer or response; (3) any motion that contains the issue upon which the decision was based, such as motion for summary judgment; and (4) the final judgment or order thereon.

Section 3: The request for amicus curiae brief should identify (1) the appellate court that will be handling the appeal, (2) the date the notice of appeal was filed, (3) the party/ies the amicus curiae brief would be supporting (appellant or appellee/petitioner or respondent), and (4) an estimated timetable for filing the brief.

Section 4: FAWL shall post the information required by sections 2 and 3 above on its website and notify the Chapters and members of the Board of Directors of the request by mail, facsimile or electronic mail. The notice should inform the Chapters and members of the Board of Directors of the website posting and provide instructions on where and how to vote.

Section 5: Majority vote of the FAWL Board is required to authorize the filing of an amicus curiae brief.

ARTICLE XIV – PARLIAMENTARY PROCEDURE

Roberts Rules of Order, Newly Revised, shall govern all meetings of this Association, where not inconsistent with the Articles of Incorporation and By-Laws.

Published February 25, 2015, approved September 14, 2014