

**BY-LAWS
OF
ASSOCIATION FOR WOMEN ATTORNEYS
AS AMENDED, NOVEMBER 10, 2008**

ARTICLE I. NAME AND FUNCTIONS:

§1. The name of this Association shall be the Association for Women Attorneys, a Louisiana non-profit corporation.

§2. The functions of the Association for Women Attorneys shall include the following: to foster the exchange of information among our members; to encourage and facilitate the participation of women in economic and social decision-making in the community; and, to advance the interests and improve the status of women in the legal profession and the status of women in our society.

ARTICLE II. MEMBERSHIP:

§1. (a) Membership shall be open to persons who have graduated from an approved law school. No person shall be excluded from membership because of race, color, sex, age, religion or national origin.

(b) Associate membership shall be open to any law student who attends an accredited law school. Associate members shall not vote and shall not hold office.

§2. Application for membership shall be made in writing to the membership chair and shall be accompanied by dues for the current year.

§3. The amount of annual dues for all members shall be as follows:

Admitted to practice 5 years or more	\$75.00
Admitted to practice between 3 and 5 years	\$50.00
Admitted to practice less than 3 years	\$40.00
Associate membership (law students)	\$20.00
Special membership	\$35.00

Special membership includes attorneys employed (a) by state, federal and local governments; (b) by non-profit organizations; (c) part-time; and (d) in special circumstances that would make payment of the regular membership dues a hardship.

ARTICLE III. OFFICERS:

- §1. The officers of this Association shall be no fewer than five (5) in number and shall include: a president, a vice-president, a corresponding secretary, a recording secretary and a treasurer, and any other officers as the Board of Directors may appoint, from time to time.
- §2. The president is charged with the duty of supervising all functions of the Association, subject to the instructions of the Board of Directors or the full membership; shall preside at all general meetings of the Association and the Board of Directors; and shall be an ex officio member of all committees.
- §3. The vice-president shall perform the duties of the president in the president's absence and perform such other functions as the president or the Board of Directors may from time to time assign.
- §4. The corresponding secretary shall conduct the correspondence of the Association, issue notices and perform such other functions as the president or the Board of Directors may from time to time assign.
- §5. The recording secretary shall keep minutes of all meetings of the Association and the Board of Directors and perform such other functions as the president or the Board of Directors may from time to time assign.
- §6. The treasurer shall collect all membership dues and receive any other monies on behalf of the Association; shall be the custodian thereof; shall cause them to be deposited in a bank designated by the Board of Directors; and shall be responsible for disbursement of funds as authorized by the Board. The treasurer shall make periodic reports to the Board.
- §7. Should any vacancy occur by death, resignation or otherwise, it shall be filled by the Board of Directors.

ARTICLE IV. COMMITTEES:

- §1. There shall be one or more standing committees of the Association, which might include the Website Committee, the Law Reform Committee, the Membership Committee, the Programs Committee, the Public Relations/History Committee and the Community Outreach Committee. Committee chairpersons shall be appointed by the Board of Directors and shall serve as members of the Board of Directors.

- §2. The functions and duties of standing committees shall be as set forth by the Board of Directors. The chairpersons of each standing committee shall make periodic reports to the Board of Directors.
- §3. Membership on all standing committees shall be open to any member of the Association who is in good standing. Any member wishing to serve on a standing committee shall notify the chairperson of that committee.
- §4. The Board of Directors may create such special committees as it deems necessary and may appoint chairpersons of such committees. Special committee chairpersons shall be ex officio members of the Board of Directors without vote.

ARTICLE V. BOARD OF DIRECTORS:

- §1. The affairs and business of the Association shall be managed by a Board of Directors, consisting of no fewer than five (5) but no more than eleven (11) members of the corporation in good standing, consisting of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer and Committee Chairpersons.
- §2. Special or regular meetings of the Board of Directors shall be called by the president whenever necessary or whenever called upon to do so by three (3) of the directors.
- §3. A quorum at all meetings of the Board of Directors shall consist of a majority of the total number of Board of Directors. Except as otherwise provided in these by-laws or in the articles of incorporation, voting at all meetings shall be by majority of vote cast in person or by proxy appointment in writing.

ARTICLE VI. BOARD OF DIRECTORS ELECTIONS:

- §1. The President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer shall be elected by the members in good standing of the Association at the first meeting of each calendar year, to take office immediately and to serve a term of one year.
- §2. The official ballot shall consist of those members who have nominated themselves by mailing or delivering written notice of intent to the president of the Association no later than the fifteenth day of December in the year prior to the date of the annual meeting. A copy of the ballot shall be mailed to all members at least ten (10) days prior to the meeting called for electing officers.

§3. Balloting shall take place at the meeting itself. Each member in good standing shall be entitled to one vote only and may vote personally or by proxy appointment in writing.

ARTICLE VII. MEETINGS:

§1. An annual meeting of the Association for Women Attorneys shall be held at least one (1) time per calendar year, for the purpose of electing officers. The annual meeting of the voting members of the corporation shall be held on the third (3rd) Thursday of the month of January, or, if that date is a legal holiday, on the first (1st) Thursday thereafter which is not a legal holiday.

§2. Special meetings of the membership may be called by the Board of Directors whenever deemed necessary.

§3. Notice of all special meetings of the membership shall be in writing given or mailed to each member not less than five (5) nor more than thirty (30) days before the date set for any such meeting. All notices of any special meeting shall state the purpose of the meeting and/or the program to be presented at the meeting.

§4. A quorum at all meetings shall consist of those members present. Except as otherwise provided in these by-laws or in the articles of incorporation, voting at all meetings shall be by majority of vote cast.

ARTICLE VII. PUBLIC POSITIONS -- PROCEDURES:

§1. The Association for Women Attorneys may take public positions on issues presented to its general membership only at a meeting specifically called for that purpose and only upon five days prior notice to its members that a vote on such position will take place at such meeting. A vote of two-thirds of those present is necessary to take any public position.

ARTICLE VII. RULES OF PROCEDURE:

§1. The rules of procedure at meetings shall be according to Robert's latest book on parliamentary procedure, so far as applicable and when not inconsistent with these by-laws.

ASSOCIATION FOR WOMEN ATTORNEYS

CERTIFICATE

I, the undersigned, Secretary of the Association for Women Attorneys, do hereby certify that the above and foregoing is a true and correct copy of the amended by-laws of the Association for Women Attorneys, duly adopted and passed by the Board of Directors at its meeting on November 10, 2008, and further certify that the by-laws remain in full force and effect and have not been otherwise amended or rescinded as of date hereof.

New Orleans, Louisiana, this 10 day of November, 2008.

Sharonda Williams
Recording Secretary