

**BYLAWS OF THE
TENNESSEE LAWYERS' ASSOCIATION FOR WOMEN**

ARTICLE I. NAME AND PURPOSES.

Section 1 The name of this corporation shall be Tennessee Lawyers' Association for Women ("TLAW" or the "Association").

Section 2. The purposes of this Association shall be:

(a) To achieve, promote and protect the full participation of women lawyers in all the rights, privileges and benefits of the legal profession.

(b) To maximize and to increase the political strength of women lawyers and in particular to use said strength to increase the number of women serving on the bench.

(c) To improve the visibility and image of women lawyers with members of the public, members of government, and members of the legal profession. This purpose includes increasing the degree and level of participation by women in other groups of lawyers. It also includes increasing the number of women teaching in continuing legal education events.

(d) To support and advance the status and progress of women in society.

(e) To share information among groups for women lawyers and individuals throughout Tennessee through a newsletter and other means.

(f) To provide and promote professional advancement for women through the sharing of information concerning employment opportunities and facilitating client referrals.

(g) To provide and promote opportunities for mutual support and fellowship.

(h) To provide and promote additional support and encouragement to those women who are law students, law professors, new lawyers and minority lawyers.

(i) To encourage the development of organizations of and for women lawyers in those parts of the state where they do not exist.

(j) To provide and promote education on issues affecting women attorneys, and on legal issues affecting all women.

(k) To increase the awareness and involvement of members of the judiciary in organizations for women lawyers and on issues affecting women.

(l) To provide a source for continuing legal education.

Section 3 The Association shall be non-partisan.

Section 4 No person shall be denied membership in the Association because of race, creed, color, sex, disability or national origin.

ARTICLE II. OFFICERS.

Section 1 The officers of the Association shall be the President, President-Elect, Recording Secretary, Corresponding Secretary, and Treasurer. The officers shall be elected annually from among the voting members of the Association as provided in these Bylaws, and shall take office on July 1.

Section 2 In the event of death or resignation of an officer other than the President before the expiration of the officer's term, the Board of Directors shall elect a successor, who shall hold office for the unexpired term.

Section 3 The officers shall perform such duties as may be assigned to them from time to time by the Board of Directors or the President, in addition to those set forth in these Bylaws.

ARTICLE III. THE PRESIDENT.

Section 1 The President shall:

(a) Preside at all meetings of the Association, the Board of Directors and the Executive Committee.

(b) Call all special meetings of the Association, the Board of Directors or the Executive Committee.

(c) Appoint committee chairpersons upon consultation with the Board of Directors.

(d) Appoint or direct the appointment of committees and committee members whose selection is not otherwise provided for in these Bylaws.

(e) Serve as an *ex-officio* nonvoting member of all committees, except of the Nominating Committee, of which the President shall serve as a voting member.

(f) Present annually to the members a report of the activities of the Association during the year. The President may direct the production and distribution of any committee reports in advance of any meeting, and the reading of any such reports at any meeting.

(g) Take such actions as are necessary and proper to implement the purposes of the Association.

(h) Release to the successor to the office within thirty (30) days after expiration of term of office all books, records and papers, securing a signed receipt therefor.

Section 2 The President may delegate any duty imposed upon or power granted to the President by these Bylaws, except the creation of committees and selection of their chairs, the calling of special meetings of the Association, the Board of Directors or the Executive Committee, and the assignment of duties to other officers of the Association.

ARTICLE IV. THE PRESIDENT-ELECT.

Section 1 The Office of President-Elect shall move in succession from the Grand Division of West Tennessee to the Grand Division of Middle Tennessee to the Grand Division of East Tennessee. The President-Elect shall automatically succeed to the office of President.

Section 2. The President-Elect shall:

(a) Perform such duties as may be delegated or assigned by the President or by the Board of Directors.

(b) Preside at meetings of the Association, the Board of Directors and the Executive Committee in the absence of the President or as designated by the President.

(c) Assume the office of President automatically upon termination of the President's term of office, or whenever the office of President becomes vacant.

(d) Release to the successor to the office within thirty (30) days after expiration of term of office all books, records and papers, securing a signed receipt therefor.

ARTICLE V. THE RECORDING SECRETARY.

The Recording Secretary shall:

(a) Be responsible for recording and reporting minutes of the proceedings of all official meetings of the Association and of the Board of Directors.

(b) Be responsible for sending all notices, publications and other mailings to members and for maintaining all membership records.

(c) Perform such other duties as may be assigned by the President or by the Board of Directors.

(d) Be responsible for the authentication of all corporate records.

(e) Release to the successor to the office within thirty (30) days after expiration of term of office all books, records and papers, securing a signed receipt therefor.

ARTICLE VI. THE CORRESPONDING SECRETARY.

The Corresponding Secretary shall:

(a) Serve as Editor of the Association's newsletter and any special publications.

(b) Perform such other duties as may be assigned by the President or by the Board of Directors.

(c) Release to the successor to the office within thirty (30) days after expiration of term of office all books, records and papers, securing a signed receipt therefor.

ARTICLE VII. THE TREASURER.

The Treasurer shall:

- (a) Have charge of all funds of the Association.
- (b) Pay all bills and invoices. The Board of Directors shall from time to time set a policy for the approval of bills and invoices and the issuance of checks by the Association.
- (c) Maintain dues records, and forward lists of paid members to the Recording Secretary.
- (d) Maintain an itemized record in a permanent file of all receipts and expenditures and provide a written report of the same to each regular meeting of the Board of Directors, and at the Annual Meeting.
- (e) Perform such other duties as may be assigned by the President or by the Board of Directors.
- (f) Release to the successor to the office within thirty (30) days after expiration of term of office all books, records and papers, securing a signed receipt therefor.

ARTICLE VIII. THE BOARD OF DIRECTORS.

Section 1 (a) The Board of Directors shall consist of the officers of the Association, the Immediate Past President of the Association, and Members elected pursuant to Section 2 and Section 3 of this Article. The term of Directors shall commence on July 1 of each year. Each Director shall serve a one-year term, with the exception of At-Large Directors, who shall serve two-year terms. The terms of the At-Large Directors shall be staggered so that the terms of all At-Large Directors do not expire simultaneously.

(b) **Chairs of Standing Committees shall be non-voting members** of the Board of Directors, entitled to notice of all meetings of the Board of Directors. A Chair of any Ad Hoc Committee shall be a non-voting member of the Board of Directors for so long as the Ad Hoc Committee in question exists. Chairs of Standing and Ad Hoc Committees shall be entitled to be heard on any subject discussed at such meetings, even though they are not entitled to vote.

(c) An advisory committee to the Board of Directors shall consist of the five (5) most recent past Presidents of the Association, exclusive of the Immediate Past President. The Advisory Committee shall receive notices of Board meetings and may participate without vote in such meetings. The Advisory Committee shall perform such duties as may be assigned by the President or by the Board of Directors.

Section 2 Each local organized women's bar association in Tennessee ("Local Organization") that endorses the purposes of this Association, shall be entitled to one (1)

Director. Each Local Organization shall be entitled to designate its Director. If the Local Organization's Director is unable to attend a Board of Directors meeting, it shall be such Local Director's responsibility to notify the Local Organization, which shall appoint a substitute to attend the Board of Directors meeting.

Section 3 Each Grand Division in the State of Tennessee shall be represented by one At-Large Director from that Grand Division. At-Large Directors shall be elected biennially by the voting members of the Association within that Grand Division, if the position is open due to the staggered nature of the terms of At-Large Directors as provided in Section 5 below. Preference in electing At-Large Directors shall be given to members of the Association who are not also voting members of a Local Organization ("At-Large Members").

Section 4 Entitlement to vote in the Association's election shall be determined in accordance with Article XV, Section 1.D. below.

Section 5 Nothing herein shall prevent the reappointment or reelection of any member or the Board.

Section 6 When a vacancy occurs during the term of a Director elected pursuant to Section 2 of this Article, such vacancy shall be filled for the unexpired term by a successor Director to be elected by the local organization. When a vacancy occurs during the term of a Director elected pursuant to Section 3 of this Article, such vacancy shall be filled for the unexpired term by a successor Director to be elected by the Board of Directors at its next regular meeting by a majority of the members present.

Section 7 (a) The Board of Directors shall meet at least annually upon at least thirty (30) days' notice to Board members, given either telephonically, by mail, by telecopy, or by electronic mail. A majority of the entire voting membership of the Board shall constitute a quorum. A special meeting of the Board of Directors may be called at any time upon two (2) days' notice by the President acting alone, or by the President at the written request of ten percent (10%) of the members of the Board of Directors. Such special meeting can be held either at a specific location, or telephonically. A meeting held telephonically upon notice as described herein shall have the same force and effect as a meeting held at a specific location.

(b) When, in the judgment of the President or the Executive Committee, an action must be taken or decision made quickly, and a timely meeting of the Board of Directors would be impracticable, such action may be taken or decision made by a telecopy or electronic mail poll of the Directors. The affirmative vote by telephone, telecopy or electronic mail or in person of a majority of the Board of Directors shall be required in such event unless a greater number is required elsewhere in these Bylaws or by statute. However, all members of the Board must consent to the taking of such a telecopy or electronic mail poll; and such consent may be by any of the aforementioned means of communication. The Recording Secretary shall make a written record of the action taken and the vote thereon, which shall include the names of the Directors polled, and shall be entered in the minutes of the Board of Directors.

Section 8 The Board of Directors shall have the general management of the affairs of the Association. The Board of Directors may authorize contracts to be made by or on behalf of the Association by one or more of the officers or by any standing or special committee. The Board of

Directors shall have power to make such rules and regulations and take such action not inconsistent with the Certificate of Incorporation of the Association and these Bylaws as it may deem advisable. The Board of Directors shall have the power to adopt a seal of the Association.

Section 9 Dues shall be set by the Board of Directors.

Section 10 The Board of Directors shall have control of the custody, investment, expenditures, and disposition of all property of the Association, other than the disposition of real estate, which is subject to the direction of the membership.

Section 11 The Board of Directors may from time to time appoint or employ one or more persons who need not be members of the Association to perform such duties as may be assigned by the Board of Directors or the President.

Section 12 In the event a member of the Board of Directors elected pursuant to Section 2 or Section 3 of this Article is absent from two (2) successive regular meetings of the Board of Directors without reasonable excuse, or has failed to perform any duty imposed by these Bylaws without reasonable cause, the Board of Directors may in its discretion remove such member and declare a vacancy. In such event, such vacancy shall be filled pursuant to Section 7 of this Article.

Section 13 If a Director is unable to attend a meeting of the Board of Directors, the Director or the President may designate a designee to attend. Such designee shall not have the same powers and duties at such meeting as the Director replaced, except said designee shall have the right to speak, and shall be counted toward a quorum.

Section 14 The Board has the power to adopt appropriate policies and procedures to enforce these Bylaws.

ARTICLE IX. EXECUTIVE COMMITTEE.

Section 1 There shall be an Executive Committee of the Board of Directors, which shall consist of the officers of the Association.

Section 2 The Executive Committee may act on behalf of the Board of Directors between meetings thereof with respect to the routine business and affairs of the Association with the same effect as if the Board of Directors had acted. Changes in the general policy of the Association shall not be considered "routine."

Section 3 If the Executive Committee determines that a decision needs to be made or an action taken by the Association prior to the next meeting of the Board of Directors with respect to matters other than the routine affairs and business of the Association, it shall request that the President call a special meeting of the Board of Directors, or, if such a meeting shall not be reasonably practicable, it may request that the President initiate a vote by telephone or electronic mail of all the Directors as provided in Article VIII, Section 8(b) of these Bylaws.

ARTICLE X. MEMBERSHIP.

Section 1 Any person who is a member in good standing of a State or Federal Bar of the United States may be a member of the Association and may, if such person is a member of the Association in good standing, with his or her dues paid for the current year, vote in Association elections.

Section 2 Any person supporting the purposes of this Association, any law student, and any law graduate awaiting admission may be a member. Such members shall not be entitled to vote.

Section 3 Applications for full voting membership shall require an affirmation by the applicant of membership in good standing of the Bar to which the applicant has been admitted. All eligible applicants shall be entitled to membership upon paying the appropriate dues for the then current fiscal year. All applications for membership are subject to review by the membership committee for a determination that the applicant meets the eligibility requirements.

ARTICLE XI. MEMBERS-AT-LARGE.

Any person meeting the requirements for membership in the Association who is not a voting member of a local organization may be an At-Large Member of the Association upon payment of the established dues.

ARTICLE XII. TERMINATION OF MEMBERSHIP.

Membership may be terminated in the following manner:

(a) Resignation - A member may resign by submitting a written resignation to the Association. Such resignation shall become effective on the date submitted.

(b) Disbarment - A member who is disbarred shall automatically be removed from membership.

(c) Suspension from Practice - A member suspended from practice shall be suspended from membership for as long as said period of suspension from practice continues, and shall be returned to membership subject to the approval of the Board of Directors upon the termination of said suspension.

(d) A membership may be terminated for non-payment of dues.

(e) A member may be suspended or expelled for other cause by a two-thirds (2/3) vote of the Board of Directors after thirty days' notice to the member, and after an appropriate hearing, if requested by the member, before the Board of Directors. Such a hearing shall be informal in nature; it shall not be necessary to follow the Rules of Civil Procedure, the Rules of Evidence or other procedures followed in courts of law or equity; hearsay evidence shall be allowed.

ARTICLE XIII. MEETINGS.

Section 1 (a) The Association shall meet at least once each year. A meeting shall be designated as the Annual Meeting and shall be for the purpose of electing and installing officers, receiving reports of officers and Committees and for other appropriate business designed to further the purposes of the Association. Notice of the meeting shall be mailed at least thirty (30) days in advance to all members in good standing. It shall be permissible to give notice of the Annual Meeting (including the names of nominees as reported by the Nominating Committee) by publishing same in the Association's newsletter rather than sending a separate notice by mail. It is permissible to send notice by email to the extent that members have email addresses. (added 6/16/06)

(b) The time and place of each Annual Meeting shall be set by the Board of Directors.

(c) Proxy voting shall be allowed at all membership meetings of the Association, upon presentation to the Recording Secretary of a proxy given by a member in good standing, who is eligible to vote.

ARTICLE XIV. QUORUM.

Section 1 A majority of the voting members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors.

Section 2 The presence of ten percent (10%) of the members, in person or by proxy, shall constitute a quorum at any meeting of the membership of the Association.

ARTICLE XV. ELECTIONS.

Section 1 (a) Elections of Officers (other than those who automatically succeed to an Office) and At-Large Directors shall take place at the Annual Meeting.

(b) Nominations. Nominations of Officers and At-Large Directors shall be by the Nominating Committee in accordance with Article XVII. The report of the Nominating Committee shall be mailed to the membership or published in the Association's newsletter at least thirty (30) days prior to the Annual Meeting.

(c) Ballots. The Recording Secretary shall prepare for distribution at the Annual Meeting, if they are needed, a ballot or ballots listing in alphabetical order, by position, the names of all candidates who have been nominated, with blanks for names of persons nominated from the floor.

(d) Eligibility to Vote. Members of the Association in good standing for at least sixty (60) days prior to the Annual meeting are eligible to vote for officers and At-Large Directors. The Recording Secretary shall provide the Chairperson of the Association's Election Committee a list of members eligible to vote.

(e) Certification of Election Results. The Election Committee shall conduct the elections at the Annual Meeting. After the results have been tabulated by the Election Committee, a written report of the count shall be delivered to the President. If two or more candidates receive an equal number of votes, the winner shall be determined by lot under the supervision of the Board of Directors. The ballots shall be retained for a period of one (1) year following any tie election.

(f) Removal of a Candidate's Name. Whenever a duly nominated candidate for an officer or At-Large Director dies, moves away from Tennessee, ceases to be a member of the Association, declines to serve, or otherwise becomes ineligible, that candidate's name shall be removed from the ballot. A substitute may be nominated from the floor at the Annual Meeting. If no one is nominated, the position shall be treated as vacant and filled in accordance with these Bylaws.

(g) Proxy voting in any election for Officers and At-Large Directors shall be allowed upon presentation to the President of the Association or other person presiding, of a proxy given by a member eligible to vote in that election.

ARTICLE XVI. COMMITTEES.

Section 1 The Standing Committees of the Association shall be:

- (a) Committee on Nominations
- (b) Committee on Elected and Appointed Positions
- (c) Committee on Legislation
- (d) Committee on Equal Opportunity and Placement
- (e) Committee on Continuing Legal Education
- (f) Committee on Membership & Local Organization Development
- (g) Committee on Annual Meeting Arrangements
- (h) Committee on Technology

Section 2 The Committee on Nominations shall be governed solely by Article XVII of these Bylaws.

Section 3 Ad Hoc Committees of the Association may be appointed by the President or upon the resolution of the Board of Directors.

Section 4 Any vacancy in a Standing or Ad Hoc Committee may be filled by the Committee Chairperson for the remainder of the term, subject to the approval of the President.

Section 5. The Chairperson of each Standing and Ad Hoc Committee, upon the direction of the Board of Directors or the President, shall report to the Board of Directors upon the proceedings of such Committee and shall present to the Board of Directors for its action any recommendation which the Committee may make for expenditures or otherwise. Each of the Standing and Ad Hoc Committees shall present its annual report in writing to the President. No Committee may make any statement on behalf of the Association on any issue without prior approval of the Board of Directors.

Section 6. No Committee shall contract for or make expenditures in excess of such appropriation as the Board of Directors shall authorize.

ARTICLE XVII. COMMITTEE ON NOMINATIONS.

Section 1 In addition to the President, the Nominating Committee shall consist of a Chairperson and three members to be appointed at a mid-year meeting by the Board of Directors.

Section 2 The Committee on Nominations may nominate any of its members for any office or directorship of the Association except the office of President, to which the President-Elect automatically succeeds.

Section 3 The Nominating Committee shall:

(a) Solicit recommendations for nominations from members and request information concerning persons qualified for these offices and directorships, prior to the Annual Meeting. Members may submit their own names to the Nominating Committee, and members of the Nominating Committee may be nominated for office.

(b) Obtain the consent of each nominee to be nominated for office, and solicit from the nominee a written summary of the nominee's qualifications.

(c) Prepare a report of the Nominating Committee, including a slate of one or more nominees for each position and a description of the qualifications of each nominee. The report shall be delivered to the President and the Recording Secretary forty-five (45) days prior to the Annual Meeting.

ARTICLE XVIII. FISCAL YEAR.

The fiscal year of the Association shall commence July 1.

ARTICLE XIX. INDEMNITY.

Section 1 The Association shall indemnify each present and future Director, officer, employee, or agent of the Association, or any person who may have served at its request as a director, officer or agent of another company or business entity (and, in either case, their heirs, executors and administrators) to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted.

Section 2 The Board of Directors shall have power to purchase and maintain liability insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director officer, employee or agent of another enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under applicable law.

ARTICLE XX. DISSOLUTION.

The Association shall use its assets only to accomplish the objectives and purposes as specified in its Charter and these Bylaws. Upon dissolution of the Association, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined in IRS Code Section 501(c)(3) or to an organization defined in Section 501(c)(6), to be selected by the Board of Directors.

ARTICLE XXI. AMENDMENT.

These Bylaws may be amended at any Annual Meeting by a majority vote of members present (in person or by proxy) and voting, provided that such changes have been submitted to the membership at least thirty (30) days in advance of the Annual Meeting. Amendments shall become effective immediately upon adoption, or as stated in such amendment.

ARTICLE XXII. PARLIAMENTARY AUTHORITY.

On matters not covered by these Bylaws, the latest edition of Robert's Rules of Order shall be the parliamentary authority.

Revised: June 8, 1990

Amended: June 12, 2003

Amended: June 16, 2006