

BYLAWS

OF

FAYETTEVILLE WOMEN ATTORNEYS

A Chapter of the North Carolina Association of Women Attorneys, Inc.

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OF
FAYETTEVILLE WOMEN ATTORNEYS

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ARTICLE I

NAME AND PURPOSES

Section 1. *Name.* The name of this association is Fayetteville Women Attorneys (“FWA”), a chapter of the North Carolina Association of Women Attorneys, Inc. (“NCAWA”).

Section 2. *Purposes.* The purposes of FWA are as follows:

- (a) To advance and encourage women’s participation in the legal profession by offering programs designed to meet the unique professional and personal needs of women attorneys; and
- (b) To increase the meaningful interaction between women attorneys in Fayetteville in order to provide opportunities for networking and business development, while also building lasting friendships and creating a supportive environment to discuss day-to-day issues that women attorneys face.

Section 3. *Consistency with NCAWA.* Notwithstanding any other provision contained in these bylaws, FWA shall endeavor to act in a manner which does not conflict with or contravene the purposes and objectives of NCAWA.

ARTICLE II

MEMBERSHIP

Section 1. *Conditions of Admission and Membership.* The membership of this association shall consist of those persons who are interested in the goals of NCAWA and FWA, who are members of the NCAWA, and who apply for and are admitted to membership in FWA pursuant to these bylaws. Membership in FWA shall be on a yearly basis, and shall be effective upon completion, submission, and acceptance of a membership application and payment of applicable fees in a timely manner.

Section 2. *Application for Membership.* Any qualified person desiring membership in FWA shall so indicate on the application for or renewal of membership of NCAWA and shall submit the applicable dues payment. NCAWA will notify FWA of all members joining FWA as well as NCAWA. All qualified

applicants shall be accepted as members to FWA (each person hereinafter referred to as a “Member” and collectively “the Members”). No person otherwise eligible for membership in the Association shall be denied membership because of sex, race, national origin, sexual orientation, disability, age or religious beliefs.

Section 3. *Classes of Membership.* Classes of membership in FWA will be consistent with those set by the NCAWA Board. Members of all classes must also be members of NCAWA.

Section 4. *Voting Rights.* Any Regular Member (as defined by the NCAWA) who is current on her dues, if applicable, shall have the privilege of casting one vote on all issues submitted to a vote of the membership. Except as otherwise provided by law, the articles of incorporation of NCAWA, the bylaws of NCAWA, or these bylaws, if a quorum exists, the affirmative vote of a majority of the votes cast is the act of the Members. A bylaw amendment to increase or decrease the vote required for any Member action shall be approved by the Members entitled to vote on that action.

Section 5. *Dues.* Dues for membership shall be paid on a yearly basis and shall be set from time to time by the NCAWA Board. The Members of FWA may assess additional dues from time to time payable to FWA.

Section 6. *Nonassignability of Membership.* No membership may be assigned to another individual.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. *Regular Meetings.* A regular meeting of the Members shall be held at least annually, at such place, day and time as may be designated by the FWA Board, for the purpose of such business as may come before the meeting.

Section 2. *Special Meetings.* Special meetings of the Members may be called in accordance with the provisions of N.C. Gen. Stat. § 55A-7-02 of the North Carolina Nonprofit Corporation Act.

Section 3. *Notice of Meetings.* Regular and special meetings of the Members may be held with at least fifteen (15) days prior notice. The persons calling a meeting of the Members shall, at least fifteen days prior to the meeting, give written notice thereof sent by mail or electronic mail to each Member at her address or email address as shown by the records of the NCAWA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed delivered when sent

to the email address of the Member as shown by the records of the NCAWA. Such notice shall specify the purpose for which the meeting is called.

Section 4. Waiver of Notice. Any Member may waive notice of any meeting. The attendance by a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. Ten percent of the Members of FWA entitled to vote, in person or proxy, on an issue shall constitute a quorum for the transaction of business at any meeting of the Members. The members at a meeting convened in accordance with these bylaws and at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. Manner of Acting. Except as otherwise provided in these bylaws, the act of the majority of the Members entitled to vote on an issue present at a meeting at which a quorum is present shall be the act of the Members.

Section 7. Presumption of Assent. A Member who is entitled to vote on an issue and who is present at a meeting of the Members at which action on any matter is taken shall be presumed to have assented to the action taken unless her contrary vote is recorded or her dissent is otherwise entered in the minutes of the meeting or unless she shall file her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of FWA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of FWA shall be managed by its Board of Directors (individually hereinafter referred to as “Director” and collectively hereinafter referred to as the “FWA Board”).

Section 2. Number and Term. The number of Directors constituting the FWA Board shall be at least three and not more than twenty as may be fixed or changed from time to time, within the minimum and maximum, by the FWA Board. The board shall consist of the President, the Vice President, the Treasurer, the Secretary, the Immediate Past President (if applicable), and if the FWA Board determines for the respective calendar year to have one or more committee(s), the Chair and, if necessary, a Co-Chair, of each Committee,

the NCAWA Liaison, and not more than five at-large Directors. Each Director shall serve one year or until her successor is elected and qualifies. Each Director, with the exception of the President, shall serve on a Committee so long as she serves as a Director.

Section 3. Election of Directors. The FWA Board shall solicit nominations for Directors each year by written notice to the Members requesting such nominations. Any Member who desires to serve as a Director shall submit an application to the FWA Board by the deadline stated in the written notice. The existing FWA Board shall be responsible for reviewing all applications and shall approve the slate, and the slate shall then be presented to the Members for approval at a meeting of the Members at which a quorum is present.

Section 4. Removal. Any Director may be removed at any time with or without cause by the vote of a majority of the Directors present at a meeting at which a quorum is present. Without limiting the generality of the forgoing, any Director who fails (i) to pay the annual membership dues by the end of the first quarter of the calendar year, (ii) to attend at least fifty percent (50%) of the meetings of the FWA Board in any calendar year (iii) to attend at least twenty-five percent (25%) of FWA social events in any calendar year or (iv) to attend at least one (1) of the regular meetings of the Members in any calendar year shall be removed unless a majority of the Directors present at a meeting at which a quorum is present shall vote to permit such Director to continue to serve as Director.

Section 5. Resignation. Any Director may resign at any time by communicating her resignation to the FWA Board. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the FWA Board, the FWA Board may fill the pending vacancy before the effective date if the FWA Board provides that the successor does not take office until the effective date.

Section 6. Compensation. Directors shall not be compensated for their services as such but may be reimbursed for any or all expenses incurred in performing functions directed by the FWA Board.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Location and Date. All meetings of the FWA Board shall be held at such place and at such time as shall be designated in the notice of the meeting or as shall be agreed upon by a majority of the Directors.

- Section 2.* *Regular Meetings.* Regular meetings of the FWA Board shall be held at least two (2) times each calendar year. Written notice stating the date, time and place of each meeting shall be sent to each Director by electronic mail at least twenty (20) days prior to the date of the meeting.
- Section 3.* *Special Meetings.* Special meetings of the FWA Board may be called by the President or any two Directors of the FWA Board. Upon the call of a special meeting, the Secretary shall give a minimum of seven (7) days notice to all Directors of the time, place and subject of the special meeting. Without the unanimous consent of all Directors of the FWA Board, whether present or not, no other matters may come before the meeting except those contained in the notice thereof.
- Section 4.* *Waiver of Notice.* A Director may waive any notice required by law, the articles of incorporation of NCAWA, the bylaws of NCAWA, or these bylaws before or after the date and time stated in the notice. Except as provided in the following paragraph, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Secretary of the FWA for filing with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to her of the meeting unless the Director at the beginning of the meeting (or promptly upon her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- Section 5.* *Quorum.* A majority of the Directors of the FWA Board shall constitute a quorum for the transaction of business at any meeting of the FWA Board.
- Section 6.* *Manner of Acting.* Except as otherwise provided in these bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the FWA Board.
- Section 7.* *Presumption of Assent.* A Director who is present at a meeting of the FWA Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her contrary vote is recorded or her dissent is otherwise entered in the minutes of the meeting or unless she shall file her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of FWA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
- Section 8.* *Informal Action by Directors.* Action taken by the Directors without a meeting is nevertheless FWA Board action if written consent to the action in question is approved by a majority of the Directors. Such approval may be evidenced by signature or electronic indicia of assent, and filed with the

minutes of the proceedings of the FWA Board, whether done before or after the action so taken.

Section 9. Advisory Board. The FWA Board, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may designate persons to serve as members of an Advisory Board. Such Advisory Board shall provide counsel to the FWA Board and shall have no authority to manage the affairs of FWA. No more than twenty-five percent (25%) of the members of the Advisory Board shall be Directors.

ARTICLE VI

OFFICERS

Section 1. Officers of FWA. The officers of FWA shall consist of a President, a Vice President, a Secretary, a Treasurer, an Immediate Past President (if applicable) and other officers as the FWA Board may from time to time elect. The same individual may simultaneously hold more than one office in the Association, but no individual may act in more than one capacity where action of two or more officers is required.

Section 2. Qualification, Appointment and Term. Any Member who has served as a Director for at least one membership year shall be qualified to serve as President in the year immediately following such Member's service as a Director. Each officer of FWA shall be appointed annually by the FWA Board and approved by the Members. Each officer shall hold office for one year or until her successor shall have been appointed. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the FWA Board for the unexpired portion of the term.

Section 3. Removal. Any officer or agent appointed by the FWA Board may be removed by the FWA Board.

Section 4. President. The President shall be the principal officer of FWA and, subject to the control of the FWA Board, shall in general supervise and control all of the business and affairs of FWA. She shall, when present, preside at meetings of the FWA Board and at all meetings of the Members. She shall sign, with the Secretary or any other proper officer of FWA thereunto authorized by FWA Board, contracts or other instruments which the FWA Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the FWA Board or by these bylaws to some other officer or agent of FWA, or shall be required by law to be otherwise signed or executed; and in general she shall perform all duties incident to the office of president and such other duties as from time to time may be assigned to her by the FWA Board.

Section 5. *Vice President.* The Vice President shall make public statements for FWA as are authorized by the membership or the FWA Board. The Vice President will accept queries from the public and if not authorized to respond, direct these inquiries to the FWA Board or a Committee for response. The Vice President shall also serve as the Chair of the Membership Committee when the FWA Board determines that said committee will be employed. In the absence of the President or in the event of the death, inability or refusal to act of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to her by the President or by the FWA Board.

Section 6. *Secretary.* The Secretary shall (a) keep the minutes of the meetings of the FWA Board and of all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, (c) be custodian of the corporate records and of the seal of FWA, if any, and see that the seal of FWA is affixed to all documents the execution of which on behalf of FWA under its seal is duly authorized; (d) shall serve as Chair of the Communications Committee when the FWA Board determines that said committee will be employed; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to her by the President or by the FWA Board.

Section 7. *Treasurer.* The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of FWA; receive and give receipts for moneys due and payable to FWA from any source whatsoever, and deposit all such moneys in the name of FWA in such depositories as shall be selected by the FWA Board; (b) shall timely remit information requested by the NCAWA to complete the NCAWA IRS filing; (c) shall serve as Chair of the Sponsorship Committee when the FWA Board determines that said committee will be employed; and (d) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to her by the President or by the FWA Board.

Section 8. *Immediate Past President.* The Immediate Past President shall assist the FWA Board and committees as requested by the President or the FWA Board from time to time. The Immediate Past President shall serve as Chair of the Nomination Committee when the FWA Board determines that said committee will be employed.

ARTICLE VII

COMMITTEES OF THE BOARD

- Section 1.* *Committees of the Board.* The FWA Board may designate certain committees. No committee of the FWA Board shall authorize or approve any appropriation or monetary or other distribution without the approval of the Treasurer. No committee of the FWA Board shall engage in any other act not specifically delegated to such committee by these bylaws or by resolution of the FWA Board. The designation of any committee and the delegation thereto of authority shall not operate to relieve the FWA Board, or any Director thereof, of any responsibility or liability imposed upon it or her by law.
- Section 2.* *Standing Committees.* The standing committees of the FWA may be as follows: (a) Membership; (b) Nominating; (c) Programs; (d) Sponsorship; (e) Community Service; and (f) Communications. Other committees may be created by the FWA Board from time to time.
- Section 3.* *Appointment of Committees.* Any special committees of the FWA may be appointed by the FWA Board or by the President upon resolution by the FWA Board.
- Section 4.* *Membership Committee.* The Membership Committee shall use its best efforts to increase FWA membership and increase the membership benefits for members of the FWA. The Membership Committee shall be chaired by the Vice-President of FWA.
- Section 5.* *Nominating Committee.* The Nominating Committee is responsible for bringing to attention any outside award opportunities of relevance and interest to FWA members. The Nominating Committee is also responsible for overseeing the selection process for choosing FWA award recipients and coordinating the presentation of such awards. Additionally, the Nominating Committee shall make nominations for the FWA offices to be filled at the annual election of the FWA and shall give written notice of such nominations to the President by the last day of September. The President, upon receipt of such notice, shall forthwith direct the Secretary to give notice to the membership. The Nominating Committee shall be chaired by the Immediate Past President of FWA.
- Section 6.* *Programs Committee.* The Programs Committee plans education and social programs for FWA receptions, conferences, meetings, and other events.

Section 7. Sponsorship Committee. The Sponsorship Committee raises funds from a variety of professional organizations and businesses to support FWA activities, help reduce event fees, fund research projects, and host a number of seminars and receptions. The Sponsorship Committee shall be chaired by the Treasurer of FWA.

Section 8. Community Service Committee. The Community Service Committee shall recommend to the membership and facilitate community service projects.

Section 9. Communications Committee. The Communications Committee is responsible for preparing and ensuring the publication of FWA newsletters, articles, and other publications. The Communications Committee takes charge of the selection process for articles, and participates in the proofing process to ensure that the publication continues to function as a historical record for FWA, to provide information on topics that affect women in the law, and to serve as a forum for the achievements and concerns of FWA members. The Communications Committee shall be chaired by the Secretary of the FWA.

ARTICLE VIII

DISSOLUTION AND NONPROFIT STATUS

In the event of the liquidation or dissolution of FWA, whether voluntary or involuntary, no Director, officer or Member of FWA or any other private individual shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by FWA from any source, after the payment of all debts and obligations of FWA, shall be used or distributed exclusively for purposes similar in nature to those of FWA as set forth in Article One of the Bylaws, and according to Section 506(c)(6) of the Internal Revenue Code of 1986, as amended, (the "Code") and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time. Notwithstanding anything herein to the contrary, FWA shall not engage in any act or activities which are prohibited for organizations described in Section 501(c)(6) of the Code.

ARTICLE IX

NCAWA LIAISON

The FWA Board shall designate a Liaison to the NCAWA Board which Liaison shall be a member of the FWA Board. FWA shall provide quarterly reports of its activities to the NCAWA Board or to the Liaison.

ARTICLE X

GENERAL PROVISIONS

- Section 1.* *Indemnification.* FWA shall indemnify present and former FWA Board members, officers and agents of the Association against liability pursuant to N.C. Gen. Stat. § 55A-8-50, et. seq., to the extent of any liability insurance acquired by FWA and to the extent that their acts or omissions constituting the grounds for alleged liability were performed in their official capacity and, if actionable at all, were based upon a good faith, reasonable belief that the conduct was in the best interests of FWA. FWA may in the sole discretion of the FWA Board purchase insurance to cover such indemnification.
- Section 2.* *Fiscal Year.* The fiscal year of FWA shall be the fiscal year adopted by the NCAWA.
- Section 3.* *Amendments.* Except as otherwise provided herein, these Bylaws or the articles of incorporation of FWA may be amended or repealed and new Bylaws or amended articles of incorporation may be adopted by the affirmative vote of the majority of the Members at a meeting of the Members at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new bylaws or articles of incorporation at such meeting.
- Section 4.* *Books and Records.* FWA shall keep correct and complete books and records and shall also keep minutes of the proceedings of the FWA Board. The books, records and papers of FWA shall at all times, during reasonable business hours, be subject to inspection by any Director.

Approved by the NCAWA Board of Directors on May XX, 2018.
Approved by the FWA Members on July XX, 2018.