

AMENDED AND RESTATED

BYLAWS

OF

WAKE WOMEN ATTORNEYS

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

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AMENDED AND RESTATED  
BYLAWS

OF

WAKE WOMEN ATTORNEYS  
a Chapter of the North Carolina Association of Women Attorneys, Inc.  
July 2009

**ARTICLE I  
NAME AND PURPOSES**

**Section 1.1. Name.**

The name of this association is WAKE WOMEN ATTORNEYS (hereinafter “WWA” or the “Association”), a chapter of the North Carolina Association of Women Attorneys, Inc. (hereinafter “NCAWA”). In all written communication, it shall be reflected that WWA is a chapter of NCAWA.

**Section 1.2. Purposes.**

The purposes of WWA are to be a chapter of NCAWA committed to the purposes of the NCAWA as follows:

- (a) To increase the participation of women attorneys in the legal profession;
- (b) To protect the rights of women under the law;
- (c) To promote and improve the administration of justice; and
- (d) To engage in any other lawful activity to achieve the purposes of NCAWA, as set forth in the Articles of Incorporation of NCAWA.

**Section 1.3. Consistency with NCAWA.**

Notwithstanding any other provision contained in these bylaws, WWA has no authority to act in any manner which would conflict with or contravene the purposes and objectives of NCAWA.

**ARTICLE II  
MEMBERSHIP**

**Section 2.1. Conditions of Admission and Membership.**

The membership of this association shall consist of those persons who are interested in the goals of NCAWA and WWA, who are members of the NCAWA, and who apply for and are admitted to membership in WWA pursuant to these Bylaws. Membership in WWA shall be on a calendar year basis, and shall be effective upon completion, submission, and acceptance of a membership application and payment of applicable fees in a timely manner.

**Section 2.2. Classes of Membership.**

Classes of membership in WWA will be consistent with those set by the NCAWA Board for NCAWA. Members of all classes must also be members of the NCAWA.

**Section 2.3. Application and Election to Membership.**

Any qualified person desiring membership in WWA shall so indicate on the application for or renewal of membership of NCAWA, including the applicable dues payment. NCAWA will notify WWA of all members joining WWA as well as NCAWA. All qualified applicants shall be accepted as members by the Board. 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 2.4. Voting Rights.**

Any person, who is current on her dues, 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 2.5. Dues.**

(a) Dues for membership shall be paid on a calendar year basis and shall be set from time to time by the Board. The Board may elect to set a different amount of dues for those persons who become members during the second half of a calendar year for the remainder of that year, or may adopt the policies of NCAWA with respect to dues.

(b) Members will be notified by a Notice of Dues from NCAWA for annual dues which are due and payable at the same time and in the same manner as NCAWA dues.

**Section 2.6. Nonassignability of Membership.**

No membership may be assigned to another individual.

**ARTICLE III  
MEETINGS OF MEMBERS**

**Section 3.1. Regular Meeting.**

The regular meetings of the members shall be held monthly at such place, day and time as may be designated in the notice of meeting, for the purpose of such business as may come before the meeting. If the day fixed for the regular meeting shall be a legal holiday in the State of North Carolina, such meeting may be rescheduled by the Board. From time to time, in the sole discretion of the Board, the monthly meeting may be canceled by providing reasonable notice to the membership by mail, e-mail or facsimile message.

**Section 3.2. 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 3.3. Place of Meeting.**

The Board may designate any place, either within or without the County of Wake, State of North Carolina, as the place of meeting for any regular meeting or special meeting.

**Section 3.4. Quorum.**

A quorum shall be 10% of the Association's membership eligible to vote. 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 3.5. Action by Written Ballot.**

Unless the articles of organization of NCAWA, the bylaws of NCAWA or these bylaws prohibit or limit such action, members may take any action that may be taken at any annual, regular, or special meeting by written ballot without a meeting if the Association delivers to every member entitled to vote on the matter a written ballot which sets forth each proposed action and provides an opportunity to vote for or against each matter. Approval is valid only if the number of votes cast equals or exceeds the quorum necessary to approve the action at a meeting and the number of

approvals equals or exceeds the number necessary for approval at a meeting at which the same number of total votes was cast. Solicitations for votes by written ballot must include the time by which the Association must receive the vote for it to be counted.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 4.1. Number.**

WWA's affairs shall be managed by a Board of Directors (the "Board") consisting of not less than five (5) nor more than fifteen (15) members elected by the members at a regular meeting held during the last half of the calendar year for which thirty (30) days notice of such election was given (except as herein otherwise provided for the filling of vacancies). The number of Board members shall be determined by the Board. The Board shall be composed of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past President, the Chair of any standing committee and the Liaison to NCAWA, if other than one of the foregoing persons. Other officers, committee chairpersons or at-large members may be added to the Board so long as the number of Board members is not in excess of fifteen (15).

### **Section 4.2. General Powers.**

Subject to any contrary provisions in the articles of organization of NCAWA or bylaws of NCAWA, the Board of WWA shall be WWA's governing body, subject at all times to the control of the membership of WWA as a whole at any regular or special meeting of the membership. The Board shall draw up an annual budget for submission to WWA's membership, shall coordinate the activities of the Committees of WWA, shall establish special committees and shall act in a general governing capacity as authorized by the membership of WWA.

### **Section 4.3. Election and Term.**

The members of WWA shall elect the Board at a regular meeting of WWA held during the last half of the calendar year. The term of a director filling any other vacancy expires at the end of the unexpired term that such director is filling. A decrease in the number of directors or term of office shall not shorten an incumbent director's term. Board members shall serve a term of one year beginning with the 1st day of the month following their election and serving until their resignation, removal or until their successor is elected and takes office.

**Section 4.4. Eligibility.**

Only Regular Members may serve on the Board. No person shall serve in the same Board position for more than four (4) consecutive years.

**Section 4.5. Vacancies.**

Except as otherwise provided by law or these bylaws, any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum or by the sole remaining director.

At a meeting of members convened in accordance with these bylaws, the members may elect a director to fill any vacancy not filled by the directors.

**Section 4.6. Removal of Directors.**

Any or all directors may be removed at any time with cause by a vote of the members if the number of votes cast to remove the director would be sufficient to elect the director at a members' meeting. A director may not be removed by the members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the director. "Cause" for purposes of this Section 4.6 shall be limited to the following:

- (a) Conviction of a felony;
- (b) Failure to meet qualifications of membership; or
- (c) Failure to perform the duties of the director's office due to illness or other incapacity for a continuing period of more than three (3) months.

**Section 4.7. Compensation.**

The Board may provide for the payment of all expenses incurred by directors in attending meetings of the Board or performing functions directed by the Board or these bylaws.

**Section 4.8. Conflict of Interest.**

It is the responsibility of all Board members to avoid acquiring any personal interest, whether direct or indirect, that is incompatible or in conflict with the discharge of the Board member's function, duty or responsibility to the WWA. If any matter should come before the Board, or any of its committees, in such a way as to give rise to a conflict of interest, the affected Board member shall



make known the potential conflict, and if advisable, withdraw from the meeting for so long as the matter shall continue under discussion, except to answer any questions for the Board or its committee. Should the matter be brought to a vote, the affected Board member shall not vote on it.

**ARTICLE V  
MEETINGS OF THE BOARD OF DIRECTORS**

**Section 5.1. Location and Date.**

All meetings of the Board shall be held at such place at such time shall be designated in the notice of the meeting or as shall be agreed upon by a majority of the members of the Board. All meetings of the Board or of any committee are open to all members of WWA.

**Section 5.2. Regular Meetings.**

Regular meetings of the Board shall be held at least annually.

**Section 5.3. Special Meetings.**

Special meetings of the Board may be called by the President or any two members of the Board. Upon the call of a special meeting, the Secretary shall give a minimum of seven (7) days notice to all members of the Board of the time, place and subject of the special meeting. Without the unanimous consent of all members of the Board, whether present or not, no other matters may come before the meeting except those contained in the notice thereof.

**Section 5.4. Notice.**

Written notice stating the date, time, place and purpose or purposes of any special meeting and, when the business to be transacted at any regular meeting shall require notice to the Board, of a regular meeting, shall be mailed, e-mailed or transmitted via facsimile to each member of the Board at least thirty (3) days prior to the date of the meeting.

**Section 5.5. 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 Association 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 5.6. Quorum.**

Except as otherwise provided by law or these bylaws, a quorum of the Board consists of one-half (1/2) of the directors in office immediately before the meeting begins.

**Section 5.7. Manner of Acting.**

If a quorum is present when a vote is taken, the affirmative act of the majority of the directors present is the act of the Board, except as otherwise provided by law or in these bylaws. Voting on all matters shall be by show of hands unless more than one-half of the members of the Board present at a meeting shall demand, prior to voting, a secret written ballot on some particular matter.

**Section 5.8. Action by Directors Without Meeting.**

Action required or permitted by law to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

**Section 5.10. Resignation of Board Members.**

A Board member may resign at any time by communicating her resignation to the Association, orally or in writing. 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 Association, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

## **ARTICLE VI OFFICERS**

### **Section 6.1. Officers of the Association.**

The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. 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 6.2. Duties of the President.**

The President shall be the principal executive officer of the Association and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Association in accordance with the Articles of Incorporation of NCAWA, the bylaws of NCAWA and these bylaws. The President shall, when present, preside at all meetings of the membership and of the Board. The President shall sign with any other properly designated person any deeds, mortgages, bonds, contracts or other instruments which lawfully may be executed on WWA's behalf, except where the signing or execution of that instrument is delegated by law or by the Board to some other agent of the Board. In addition, the President shall perform such other duties incident to the office of President as may be prescribed by the Board from time to time.

### **Section 6.3. Duties of the Vice President.**

The Vice President shall make public statements for WWA as are authorized by the membership, the Board or the Executive Committee. The Vice President will accept queries from the public and if not authorized to respond, direct these inquiries to the Board or a Committee for response. 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 the President or Board may assign from time to time.

### **Section 6.4. Duties of the Secretary.**

The Secretary shall: (a) attend all meetings of the members and of the Board and the Executive Committee, keep the minutes of such meetings in one or more books provided for that purpose, and perform like duties for other committees when required; (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 Association's record; (d) keep a register of the post office address and / or e-mail address of each member which shall be furnished to the Secretary by such member; and (c) in general perform all

duties incident to the office of secretary and such other duties as the President or the Board may assign from time to time.

**Section 6.5. Duties of the Treasurer.**

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for money due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such depositories as shall be selected by the Board; and (b) in general perform all of the duties incident to the office of Treasurer, including preparing, or causing to be prepared, all financial statements required by law or these bylaws, and such other duties as from time to time may be assigned to her by the President or by the Board. Any checks over \$200.00 shall be signed by the Treasurer and one other officer.

**Section 6.6. Duties of the Immediate Past President.**

The Immediate Past President shall assist the Board and other committees as requested by the President or the Board from time to time.

**ARTICLE VII  
COMMITTEES OF THE BOARD**

**Section 7.1. Committees.**

The Board may create one or more committees and appoint members to serve on them. Each committee member serves at the pleasure of the Board. The creation of a committee and appointment of members to it must be approved by the greater of:

- (a) A majority of all the directors in office when the action is taken; or
- (b) The number of directors constituting a quorum under these bylaws.

Chair of standing committees so named to serve shall serve until the next regular meeting of WWA at which a quorum exists when such Chair shall be ratified by the affirmative vote of a majority of votes cast by members present.

**Section 7.2. Vacancy.**

Any vacancy occurring in any committee shall be filled by a majority of the number of directors fixed by these bylaws at a regular or special meeting of the Board.

**Section 7.3. Minutes.**

Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.

**Section 7.4. Responsibility of Directors.**

The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility or liability imposed by law.

Any action taken by a committee within the scope of the authority delegated to it by the Board shall be deemed for all purposes to be adopted or taken by the Board.

If action taken by a committee is not thereafter formally considered by the Board, a director may dissent from such action by filing her written objection with the Secretary with reasonable promptness after learning of such action.

**Section 7.5 Meetings, Notice and Voting.**

The provisions set forth in Article IV of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board, apply to committees of the Board and their members.

**Section 7.6. Prohibited Actions.**

Except as specifically provided herein, no committee of the Board or individual shall:

- (a) Authorize distributions;
- (b) Recommend to members or approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;
- (c) Elect, appoint or remove directors, or fill vacancies on the board of directors or on any of its committees; or
- (d) Adopt, amend or repeal the bylaws.

**ARTICLE VIII  
DISSOLUTION AND NONPROFIT STATUS**

In the event of the liquidation or dissolution of the Association, whether voluntary or involuntary, no director, officer or member of the Association 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 the Association from any source, after the payment of all debts and obligations of the Association, shall be used or distributed exclusively for purposes similar in nature to those of the Association 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 they same now exist or as they may be hereafter amended from time to time.

Notwithstanding anything herein to the contrary, the Association shall not engage in any act or activities which are prohibited for organizations described in Section 501(c)(6) of the Code.

**ARTICLE IX  
BYLAWS AND AMENDMENTS**

These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the members at any regular or special meeting. Provided, however, that any alteration, amendment or repeal by the members will only become effective upon the approval by a majority vote of the Board of Directors of the NCAWA present at a duly called meeting of the NCAWA- Board of Directors.

**ARTICLE X  
FINANCIAL AFFAIRS**

**Section 10.1. Financial Review.**

An annual financial statement shall be presented to the members of the Board and to the Executive Committee of NCAWA.

**Section 10.2. Fiscal Year.**

WWA’s fiscal year shall be the calendar year.

**Section 10.3. Indemnification.**

The Association shall indemnify present and former 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 the Association 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 the Association. The Association may in the sole discretion of the Board purchase insurance to cover such indemnification.

**Section 10.4. Bond.**

The Board may require a bond of the Treasurer or any other officer, agent or employee of the Association charged with responsibility for the custody of any of its funds or property conditioned upon the faithful performance of the duties of the office, the premium for which shall be paid by WWA.

**Section 10.5. Investment Standard.**

The Board shall be charged with and assume control of WWA's property; shall designate the bank or banks wherein the funds of WWA shall be deposited; shall be responsible for all expenditures.

**ARTICLE XI  
MISCELLANEOUS**

**Section 11.1. Chapter Reporting.**

WWA shall provide quarterly reports of its activities to the NCAWA Board of Directors or to the Liaison.

**Section 11.2. Liaison to NCAWA.**

The Board shall designate a Liaison to the NCAWA Board of Directors which Liaison may be a member of WWA's Board.

**ARTICLE XII**  
**RULES OF ORDER**

Upon the request of any member, a meeting of the members, of the Board or of any Committee provided for in these bylaws and of any other Committee of the members of the Board, shall be conducted according to the most recent edition of Robert's Rules of Order.

Secretary's Certificate

This is to certify that the foregoing Amended and Restated Bylaws of WAKE WOMEN ATTORNEYS have been duly approved and adopted by the Board of said Association, effective this 9<sup>th</sup> day of July, 2009.

Secretary