

WOMEN ATTORNEYS ASSOCIATION OF TOPEKA
BYLAWS
(as amended _____)

ARTICLE I

NAME

This association shall be known as the Women Attorneys Association of Topeka, a not-for-profit corporation.

ARTICLE II

PURPOSE

The purpose of this Association shall be as follows:

- A. To promote the efficient administration of justice and the constant improvement of the law, especially as it relates to women;
- B. To encourage the advancement, education and support of women in the legal professions;
- C. To encourage the participation of women in professional and bar organizations, particularly at the committee and officer level;
- D. To promote equality and social justice for all people;
- E. To promote relations between the legal profession and the public; and
- F. To provide women attorneys with a supportive environment to network professionally.

ARTICLE III

MEMBERSHIP

Section 1. Members.

The following persons may, upon payment of dues, become voting members of this Association: 1) persons licensed to practice law; 2) persons employed as law professors at any accredited Kansas law school; 3) persons who have graduated an accredited law school; and are in the process of Kansas bar examination application; 4) students enrolled at any accredited Kansas law school. This would exclude a person who has been disbarred from the practice of law in any jurisdiction.

Section 2. Honorary Members.

The Board of Directors may elect any person who has attained unusual distinction in the Bar or on the Bench or has contributed significantly to the enhancement of the legal profession, as an honorary

member of the Association. Such designation shall ordinarily be reserved for speakers or guests from other associations. Honorary members shall not be required to pay either dues or assessments. Honorary members shall be non-voting members unless such members choose and are qualified in active membership.

ARTICLE IV

FEES AND DUES

The fiscal year of the Association shall run from ~~July 1 to June 30~~ ~~May 2 through April 30~~. The annual dues of members shall be due on ~~July~~ ~~May~~ 1 of each year. If delinquency in the payment of dues continues until ~~August~~ ~~June~~ 1, such member shall be stricken from the membership rolls. The Board of Directors, however, in its discretion may direct that the name of a delinquent member in a particular case remain on the membership rolls for a longer period of time. Upon payment in full of the dues outstanding, such delinquent member shall be reinstated. The amount of dues and fees shall be established by the Board of Directors ~~with the consent of the membership~~. New members joining after ~~January~~ ~~October~~ 1 shall pay one half of the applicable annual dues.

ARTICLE V

MEETINGS OF THE ASSOCIATION

Section 1. Meetings.

The Association shall meet at least six times each year. The date and place of such meetings shall be established by the Board of Directors ~~with the consent of the membership~~.

Section 2. Annual Meeting.

The annual meeting of the membership for the election of the President-Elect, Secretary, and Treasurer shall be held between ~~June 1 and June 30~~ ~~April 1 and May 1~~ of each year. The Secretary ~~or the Secretary's designee shall mail written notice~~ provide formal notice of the meeting at least fifteen (15) days prior thereto ~~to each member~~ to the membership along with the report of the Nominating Committee.

Section 3. Quorum and Majority.

Ten percent (10%) of the voting membership of the Association shall constitute a quorum necessary for the transaction of business at any meeting. A majority of those present at a meeting shall be sufficient for any action of the Association.

Section 4. Notice.

The membership must be advised in advance of the date, time and place of the monthly Association meetings and regular Board of Directors meetings. ~~In regard to any action of the Association, the subject matter that will be considered, in sufficient detail that the membership can~~

reasonably anticipate the alternatives to be discussed and acted upon. Notice shall include, but not be limited to, written notice transmitted by mail or by electronic means.

ARTICLE VI

OFFICERS AND DUTIES

Section 1. Officers.

The Officers of the Association shall consist of a President, President-Elect, Secretary, Treasurer, and Past-President. A law student may not serve as President or President-Elect.

Section 2. Duties of Officers.

- A. President. The President shall preside over and call all meetings of the membership and of the Board of Directors, and execute the duties generally attendant upon this position. In addition, the President shall be an ex-officio member of all committees except the Nominating Committee. The President may appoint a Parliamentarian.
- B. President-Elect. The President-Elect shall perform duties as assigned by the President or the Board of Directors, ~~and~~ shall preside at all meetings of the Association and Board in the absence of the President, ~~and~~ assist in all of the President's administrative duties, and shall be the presiding member of the Nominating Committee. The President-Elect shall succeed to the office of President following the completion of the President's term. If the President is unavailable to complete the President's term, the President-Elect shall complete the President's unexpired term as President and, additionally, shall complete the term for which elected as President.
- C. Secretary. The Secretary shall keep detailed Minutes of all business meetings and meetings of the Board of Directors and shall perform all other duties assigned by the President or the Board of Directors. In addition, the Secretary shall tally votes conducted by electronic means and make a record in the minutes for the next meeting of the Board of Directors.
- D. Treasurer. The Treasurer shall have the duties customarily incident to that office including the collection of dues, the deposit of the monies of the Association in a Shawnee County, Kansas, bank, and the keeping of a record of all money collected, deposited, and disbursed. The Treasurer shall report the Association's financial condition to the Board of Directors as called upon by the President. The Treasurer shall pay all verified bills. The Treasurer shall maintain records of all dues and forward a list of paid members to the Secretary. The Treasurer shall maintain an itemized record in a permanent file with all receipts and expenditures and provide a written report of the same to each regular meeting of the Board of Directors. The Treasurer shall release to her successor, within thirty (30) days after the expiration of the term of office, all books, records and papers.
- E. Past-President. The Past-President shall be the immediate past president of the Association and shall perform duties as assigned by the President or Board of Directors and shall

perform the duties of the President-Elect if the President-Elect is completing an unexpired term of the President. At such time as the President-Elect completes the President's unexpired term and a new President-Elect is elected, the Past-President shall complete the next term as Past-President.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Membership.

A member of the Board of Directors shall be a member of the Association and shall be entitled to one vote. The Board shall consist of the President, the officers of the Association and chairpersons on the Standing Committees, ~~and~~ The President, with the approval of the Board, may designate up to three (3) other committee chairpersons to serve as Directors.

Section 2. Duties.

The Board of Directors shall direct the affairs of the Association, and shall be the policy-making body of this Association. It shall have all the powers normally vested in such a body, subject to any of the limitations in these Bylaws, including but not limited to the power to delegate such of its duties as may be reasonable and responsible, and to appoint such ad hoc committees on such a basis as it may deem appropriate.

Section ~~35~~. Open Meetings of the Board of Directors.

Regular meetings of the Board of Directors are to be held on a monthly basis, with a general schedule and any variations announced to the Board of Directors in advance. Business Meetings of the Board of Directors may, if necessary, be conducted by electronic means.

All meetings of the Board of Directors shall be open to the membership.

All records of such action and all reports presented to the Board or to the Officers shall be presented or recapitulated at such ~~open~~ meeting.

Section ~~34~~. Quorum.

~~The Board of Directors may take no action unless a quorum is present. A quorum shall be defined as one-half of the total number of Directors. If one-half is a fractional number, then such number shall be rounded down. If a quorum is present, then action may be taken by a majority vote of those present.~~

A Quorum, which is defined as one-half or more of all Board members, must be present before business can be conducted at Board meetings or by electronic means. If one half is a fractional number, then such number shall be rounded down. ~~before business can be conducted. Members present can~~

~~adjourn and schedule a special meeting in accordance with Article VII, Section 3. In the absence of a quorum and where circumstances warrant immediate action, a majority of those present may take informal action and then ask that their actions be ratified by the Board at the next Board meeting. The Board is under no obligation to endorse their informal action.~~

~~Section 4. Notice.~~

~~Reasonable notice must be given to the membership of the date, time and place of the meeting. The President, however, may call a special meeting of the Board of Directors on oral notice to all Board members.~~

~~Section 6. Invalidation of Action.~~

~~Any action taken by the Board of Directors which is not in compliance with Sections 2, 3, and 4 above, shall be void ab initio without further action by any party.~~

~~Such action may be ratified or re-enacted at the next meeting of the Board of Directors which is in compliance with these Bylaws.~~

~~Section 75. Action by the Membership.~~

The membership may take action on behalf of the Association as follows:

- A. Referral. The Board of Directors may refer any question which is not prohibited by these Bylaws to the membership. Upon the vote of the membership, which vote shall be by a majority of the active members present at any regularly scheduled membership meeting, such action shall be deemed to have been taken by, and binding upon, the Board of Directors.
- B. Resolution. The membership may pass such resolutions as it may desire, by a majority vote of those active members present at any regularly scheduled membership meeting provided such action could have been taken by the Board of Directors or is not otherwise prohibited by these Bylaws.
- C. Veto. Any action taken by the Board of Directors may be vetoed by the membership by written vote, which may be accomplished by electronic means, within sixty (60) days of the date of this action, by a majority vote of the members of this Association. Such veto shall be within sixty (60) days of the date of the action ~~may be by voice or other vote at the next scheduled membership meeting, or may e in writing by utilizing and shall utilize the~~ following form:

"I, _____, do hereby vote to veto the action taken on _____, by the Board of Directors, which action provided as follows:

(Specify the action)

Date: _____

Signature _____

Any action thus vetoed by the membership may not be reconsidered by the Board of Directors until passage of six (6) months from the date of the veto, except that such action may be reconsidered by referral as set forth in Part A of this section.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees.

The Association shall have the following committees:

- A. Bylaws/Archives.
- B. Program.
- C. Newsletter/Website
- D. Career Development and Networking.
- E. Membership Development.
- F. Archives/KWAA Liason.
- G. Public Relations/Website.
- H. Young Lawyers.
- I. Social.

Section 2. Other Committees.

The President, with the approval of a majority of the Board of Directors, may ~~appoint~~ create such other committees ~~from time to time and subcommittee~~ as may be necessary to carry on ~~required~~ to accomplish the purpose of the Association.

Section 3. Appointment of Chairs.

The President, with the approval of the officers, shall appoint Chairs of all committees and subcommittees to serve during that President's elected term.

Section 4. Membership.

Membership on committees specified by Article VIII of these Bylaws shall be voluntary and shall be given to any member and shall not require the approval of the Board of Directors, any Officer, or Committee Chair.

Section 5. Duties and Procedures.

The membership of each committee shall define the duties of the committee subject to the approval of the Board of Directors. The Board of Directors may prescribe further duties for each committee. Each committee may prescribe its own rules of procedure. , however, none of the All of the actions of the committee shall be exercised to carry on activities, other than as an insubstantial part of its activities, which are not in furtherance of the purposes of the Association. The Board of Directors may prescribe further duties for each committee. Each committee may prescribe its own rules of procedure. Committees chairs or their designees are to report to the Board on committee activities and any monies raised, and such funds shall be applied exclusively for such purposes as the Board may determine to be in the Association's interests.

ARTICLE IX

TERMS OF OFFICE

Each Officer and Director of this Association shall serve for one (1) year from ~~May~~ July 1. In the case of those Officers elected or appointed midterm, they shall serve until ~~May 1~~ June 30. No person shall hold the same office or chair the same committee of this Association for more than two (2) consecutive terms.

ARTICLE X

NOMINATIONS AND ELECTIONS

Section 1. Nominations.

The A-Nominating Committee is chaired by the President Elect. The President Elect may, subject to approval of a majority of the Board of Directors, appoint of no more than five (5) additional members, shall be appointed by the President, subject to the approval of a majority of the Board of Directors. The Committee shall nominate candidates for President-Elect, Secretary and Treasurer to be elected at the Annual Meeting and report nominations to the membership in the Annual Meeting notice. Other nominations may be made from the floor at the Annual Meeting.

Section 2. Elections.

The Membership shall elect the President-Elect, Secretary, and Treasurer at the Annual Meeting. The officers' terms shall commence at the start of the fiscal year. If there is more than one nomination to any office, the election shall be by written ballot.

ARTICLE XI

VACANCIES

The President shall fill vacancies by appointment, subject to the approval of a majority of the Board of Directors. Appointment shall be for the unexpired term.

ARTICLE XII

PARLIAMENTARY PROCEDURE

Matters of procedure at any meeting of the membership or of the Board of Directors shall follow rules which may be adopted by the Board of Directors. If no rules of procedure have been adopted, then the most recent edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority for this Association.

ARTICLE XIII

BYLAWS

The Bylaws may be amended by a majority vote of the members present at the regular membership meeting, provided that members are given at least fifteen (15) days notice of the substance of the proposed amendment to be voted upon at the next regular membership meeting.

ARTICLE XIV

DISSOLUTION

Upon the dissolution of this corporation, the governing board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, to such organization or organizations organized or operated exclusively as an exempt organization or organizations under Section 501(c)(~~3~~) (6) of the Internal Revenue Code of 1954 1986 (or the corresponding provision of any future United States law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county which the principal office of the corporation is then located, exclusively for such purposes.