

**BY-LAWS
OF
WOMEN LAWYERS OF ALAMEDA COUNTY
A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I
Preliminary Matters**

Name.

The name of this organization shall be "Women Lawyers of Alameda County."

Definitions.

All pronouns are gender-neutral, and are used interchangeably to refer to either gender.

Principal Office.

The principal office of the Women Lawyers of Alameda County (hereinafter the "Organization") shall be located within Alameda County, California, and shall include but not be limited to a post office box.

Other Offices.

The Organization may also have other offices in California, within or outside Alameda County, at such places as the Board of Directors (hereinafter "Board") shall from time to time determine.

Address and Telephone of Board Members.

The Organization shall publish a list of the business addresses and telephone numbers of current Officers and Directors in the first Newsletter each year and thereafter at the discretion of the Board and/or Newsletter Chair.

**ARTICLE II
Purpose**

The purpose of this Organization shall be to promote the interests of women, including but not limited to women lawyers and women judges, and in this regard to:

1. Seek out information concerning current problems faced by women generally, and by women lawyers and judges in particular, encourage discussion and develop solutions;
2. Provide a forum for social contact and business networking by and among women lawyers and judges;

3. Encourage professionalism, mutual respect and courtesy towards and among women in the legal profession;
4. Further equal opportunity for all women, including but not limited to women in the legal profession; and
5. Affiliate or associate with other groups or organizations that may also advance the purposes of this Organization.

ARTICLE III Membership

Section I - Qualifications.

1. Regular Members. Any of the following individuals who live, work or attend school in Alameda County, may become a regular member of the Organization:

- A. Lawyer in good standing licensed to practice in any jurisdiction in the U.S.;
- B. Currently enrolled law student;
- C. Law school graduate;
- D. Retired lawyer in good standing;
- E. Sitting or retired Judge in good standing.

2. Affiliate Members. Attorneys and currently enrolled law students who do not live, work, or attend school in Alameda County, are eligible to become affiliate members. Affiliate membership is non-voting.

3. Honorary Members. Upon the recommendation of any member, the Board may elect honorary members by two-thirds (2/3) vote. Said members need not meet the above-stated criteria.

Section II - Termination.

1. Member's Voluntary Resignation. Any member may resign by filing a written resignation with the Secretary. Resignation pursuant to this paragraph shall not result in any refund, in whole or in part, of any dues paid.

2. Automatic Termination. Anyone who is disbarred or suspended from the practice of law shall thereby become ineligible for membership in this Organization, and if a member at the time, her membership shall be terminated automatically. Any termination pursuant to this paragraph shall not result in a refund, in whole or in part, of any dues paid.

Section III - Privileges.

1. Voting. Only regular members who are current in their Organization dues and who meet one of the criteria below, are eligible to vote:

A. Members of a State Bar (including the District of Columbia and U.S. territories);

B. Judges of a court of record in the State of California;

C. Currently enrolled law students, or law school graduate.

2. Holding Office. Only voting members shall be eligible to hold office.

3. Newsletter. All members shall be entitled to receive the Newsletter or other communications of the Organization.

Section IV - Dues.

1. Regular Dues. Annual membership dues are due and payable on January 1 of each year. A late charge may be added to any fee paid after March 1. The amount of such dues and fees shall be determined by the Board annually.

2. Law Student and Recent Law Graduate Dues. Law students and graduates (up to five years after graduation) may, at the discretion of the Board, be offered a discounted rate to be determined by the Board.

3. Other Special Rates. The Board may, at its discretion, offer other special membership rates.

ARTICLE IV Meetings of the General Members

Time and Place of Meetings.

Meetings shall be held at the times and places designated by the Board.

Annual Meeting.

There shall be one general meeting of members each year. At that meeting, members shall by a plurality of those present (including current Board members) elect Officers and Directors for the following calendar year and transact such other business as may properly be brought before them.

Special Meetings.

Special meetings of the general members, unless otherwise provided herein, may be called at any time by the Board, the President, or upon the written request to the Board of at least five percent (5%) of the general voting members, exclusive of Officers and Directors.

Notice of Meetings.

Written notice of each annual and special meeting of the general members stating the date, place and hour of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be given to each member not less than ten (10) days before the meeting. Said Notice shall, at the discretion of the Board, be:

A. Mailed to the address listed in the membership records; or

B. E-mailed or faxed to the electronic address or fax number listed in the membership records; or

C. Published in the Newsletter or other publication reasonably calculated to reach a majority of the general members in a timely fashion.

Quorum.

For the transaction of business at any annual or special meeting of the general members, fifteen (15) voting members shall constitute a quorum.

Organization.

The President, or in her absence, the Vice-President shall preside over any meeting of the members, determining the order of business to be presented and time allotted for each. The Secretary or, in her absence, another person appointed by the presiding officer, shall keep minutes thereof.

Section VII - Business Transacted.

1. Annual Meeting. Members shall, by a plurality of the voting members present, elect the Board for the following year and transact such other business as may properly be brought before them.

2. Special Meetings. Business transacted at any special meeting shall be limited to the purpose(s) stated in the notice.

Voting.

Unless otherwise specified a simple majority of those voting is required to pass a resolution or motion, or to approve a transaction properly before the meeting.

ARTICLE V Directors and Officers

Section I - Elections.

1. Qualifications for Office. Anyone who has been a voting member of the Organization for at least one (1) year is eligible to hold office.

2. Nominations by Committee. A Nominating Committee consisting of the immediate Past-President, current Membership Chair, and three (3) additional persons selected by the Board, shall be formed at the Board's first meeting each year.

A. Duties. The Nominating Committee shall have duties including, but not limited to:

(1) Making periodic reports to the Board:

(2) Developing a slate of nominees to be elected as members of the Board, President, Vice-President, Secretary and Treasurer for the following year;

(3) Drafting the final list of nominees to be elected (including member nominated candidates (see paragraph 3 below), and soliciting a statement of interest and qualification of no more than two (2) paragraphs in length from each nominee;

(4) Publishing the complete roster of nominees on the agenda for the membership's annual meeting;

(5) Drafting and publishing (by mail, newsletter and or other means) any and all formal announcements concerning the process of electing Board members and Officers, including, but not limited to, announcing the opening and closing of the nomination period;

(6) Drafting and publishing articles encouraging members to serve as Directors and or Officers, featuring the statements of interest and qualifications provided by current nominees, and or highlighting other aspects of the election process throughout the year.

B. Timeline and Qualifying Procedures. The Committee shall perform its duties within the following periods:

(1) Solicit statements of interest and qualification for Board and Officer positions by publishing notices in the Newsletter, and/or by any other means the Committee deems appropriate, beginning July 1 and ending August 15 of each year;

(2) Submit a final list of nominees for elections to the Board no later than September 1 of each year.

3. Nominations by Members. Members may also nominate board members and or officers by submitting to the Secretary, on or before 5 p.m., August 15, a written nomination signed by the nominee and not less than five percent (5%) of the current membership in good standing.

4. Meeting the Nominees. Officers, Directors and other members shall have the opportunity to meet and hear from all candidates at the annual meeting. At that time,

members will also have the opportunity to review all written statements of qualification and interest.

5. Manner of Filling Vacancies. Available seats shall be filled first by the member receiving the most votes and continuing in like manner until all seats are filled.

6. Term of Office. Newly elected Officers and Directors shall take office for a one-year term beginning on January 1 of the next calendar year.

7. Term Limits. Directors shall serve no more than six (6) consecutive terms of office. A partial term served as a consequence of filling a mid-term vacancy on the Board shall not count toward this limitation.

Section II - Officers.

1. Positions of Office. At all times, there shall be a President, Vice President, Secretary and Treasurer of the Organization, each to be elected in the above-described manner.

A. President. The President shall be the principal executive officer and shall supervise the business and affairs of the Organization. The President shall preside at all meetings of the Organization and the Board. The President shall have such powers and shall perform such duties as are usually possessed or exercised by a presiding officer and are not inconsistent with these by-laws.

B. Vice-President. The Vice-President shall perform the duties of the President in the absence of the President, and shall assist the President, at the President's pleasure, in the performance of her duties.

C. Secretary. The Secretary shall (1) give the membership notice of all meetings, events, and other matters as may be directed by the Board or the President; (2) keep a record of the proceedings of all meetings, events, and such other matters as may be reasonably necessary for the proper conduct of the business and purposes of the Organization; (3) keep a roster of all members of the Organization in good standing (in conjunction with the Membership Committee Chair), their addresses, and type of membership; (4) be responsible for all correspondence (including pick-up and distribution of the mail) not within the duties of other Officers, and (5) perform such other tasks as are customary and usual for the office of Secretary.

D. Treasurer. The Treasurer shall (1) collect and deposit all dues paid by members of the Organization; (2) collect and deposit all other monies paid to or raised by the Organization; (3) pay all debts and bills of the Organization; (4) maintain and account for the checking and any and all other accounts and financial transactions of the Organization; (5) prepare and present a budget for the Board and each standing committee at the Board's first meeting in January of each year based on the data provided by the Officers and Committee Chairs at the last Board meeting of the preceding year; (6) prepare and file any necessary tax related forms, and make any necessary payments, in a timely fashion; (7) send timely dues and, where necessary, delinquency, notices to members (in conjunction with the Chair of the Membership

Committee); (8) give a current, detailed, written income and expense report to the Board at each regular meeting, with substantiating documents including bank statements and canceled checks; and (9) perform such other duties as are customary and usual for the office of Treasurer.

2. Removal from Office. The Board shall remove an Officer for any of the following reasons:

- A. Disbarment;
- B. Non-payment of dues;
- C. Three or more unexcused absences from regular Board meetings;
- D. Cause as determined by three-quarters (3/4) of the Board.

3. Resignation. An Officer may resign at any time by giving written notice to the Board through the President or Secretary. The resignation shall be effective upon receipt or at a later time specified in the written notice.

Section III - Board of Directors.

1. Composition. The Board shall consist of the Officers and from five (5) to eleven (11) additional Directors, Board members shall hold office for a one year term beginning on January 1 and ending December 31 of each year.

2. General Powers. The business and affairs of the Organization shall be managed by or under the direction of the Board. The Board may exercise all such authority and powers of the Organization, and do all such lawful acts and things, as are not required to be done by the members.

3. Transaction of Business. Board business shall only be transacted in the following ways:

- A. At a regular meeting with a full quorum of Board members present throughout;
- B. At a duly noticed and conducted special meeting, but only as to the specific business or issue identified in the notice;
- C. By unanimous, written consent of all Board members; and/or
- D. By telephone poll or e-mail as provided below.

4. Telephone or E-Mail Polls. When immediate action is required between regularly scheduled meetings, telephone or e-mail polls may be used. Board members shall have at least forty-eight (48) hours to respond to such a poll. Consent to any action raised by a telephone or e-mail poll must be written and given by a two-thirds (2/3) vote of the Board. A director who wishes to initiate a telephone or e-mail poll must contact the

President, who shall determine whether the immediate action is required and, if so, initiate the poll regarding the specified issue.

5. Removal from the Board. The Board shall remove a Director from office for any of the following reasons:

- A. Disbarment;
- B. Non-payment of dues;
- C. Three or more unexcused absences from regular Board meetings;
- D. Cause as determined by three-quarters (3/4) of the Board.

6. Resignation. A Board member may resign at any time by giving written notice to the Board through the President or Secretary. The resignation shall be effective upon receipt or at a later time specified in the written notice.

7. Mid-Term Vacancies. Any mid-term vacancy caused by the death, resignation or removal of a Director may be filled by a majority vote of the remaining members of the Board, with the newly elected Director serving to the end of the calendar year in which she is elected.

A. Candidacy. A candidate for a vacant seat must contact the President and request to be included on the agenda for the next Board meeting in order to introduce herself and provide a resume or other evidence of qualification, along with a written statement of interest of no more than one (1) page. A sponsor, if any, can also arrange to speak on the candidate's behalf.

B. Approval. The Board will discuss and vote on the candidate in closed session at the next regular Board meeting.

Section IV - Board Meetings.

1. Regular Meetings. Regular meetings of the Board shall be held once a month for at least eleven (11) months of the year. The dates, places, and times of the meetings shall be determined at the first meeting of the Board in January and shall be published in the Newsletter. The date, place or time of a regular meeting of the Board may be changed, if necessary, upon five (5) days' notice.

2. Special Meetings. Special meetings of the Board may be called by the President or by three (3) or more directors, upon twenty-four (24) hours' notice. Said notice shall specify the limited purpose of the meeting, and give the date, time, and place where it is to be held. Only the business or issue(s) specified in the notice may be transacted or addressed at a special meeting.

3. All Meetings Open. Board meetings shall in general be open to the Organization's members and the public. All or part of any meeting may, however, be closed at the discretion of the President or Board.

4. Conduct of Meetings. At each meeting of the Board, the President (or in her absence, the Vice-President or another Director chosen by a majority of Directors present) shall act as Chair and preside over the proceedings. Among her other duties, the Chair will be responsible for issuing an agenda no later than three (3) days before each regular meeting, setting the order of business, and allotting reasonable time for each item. The Secretary (or, in her absence, another Director appointed by the Chair) shall keep minutes of the matters discussed and business transacted.

5. Attendance and Participation. Officers and Directors are required to attend all regular and special Board meetings, and to give full and fair consideration to all matters brought before them. Failure to attend three (3) or more regularly scheduled meetings is grounds for removal under section 3, paragraph 5, above. Directors are encouraged to run for office, chair and or join committees, and head and or participate in special projects, activities, or events.

6. Quorum. A quorum for the purpose of transacting business shall consist of five (5) officers or directors. Since no business can be transacted without a quorum, this minimum must be maintained throughout the course of any meeting at which business is to be transacted. The attendance of a Board member by proxy will not count to establish a quorum.

7. Absence. A Board member shall give the President as much advance notice as possible in the event she cannot attend a regularly-scheduled or special Board meeting.

Section V - Third-Party Liability.

1. Indemnification of Directors and Officers. The Organization shall indemnify any person who was or is a party, or who is threatened with being made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Organization), by reason of the fact that she is or was a director, officer, employee, or agent of the Organization, or is or was serving at the request of the Organization, as a director, officer, employee, or agent of another association, partnership, joint venture, trust or other enterprise.

2. Scope and Terms of Indemnification, in general. Indemnification shall include expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by such a person in connection with such action, suit, or processing, providing she acted in good faith and in a manner she reasonably believed to be in and not contrary to, the best interests of the Organization. Further, with respect to any criminal action or proceeding, the person to be indemnified must have had no reasonable cause to believe the alleged conduct was unlawful.

A. **Presumption of Good Faith/Unfavorable Result.** Termination of any action, suit, or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person acted in bad faith/or in a manner she could not have reasonably believed to be in the best interests of the Organization.

B. **Costs of Successful Defense.** To the extent that a present or former director, officer, employee, or agent of the Organization has been successful on the merits or otherwise in defending any action, suit, or proceeding, or any claims, issues, or other matters encompassed within it, she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in obtaining the favorable result.

3. **Limitation on Liability of Organization.** The Organization's liability for any indemnification shall be limited to the assets of the Organization, including the limits of any insurance the Organization might obtain pursuant to this section, at the time the action, suit, or proceeding is filed or otherwise instituted.

4. **Procedure.** Any indemnification (other than that ordered by a court of competent jurisdiction) shall be made only upon a determination that it is proper because the officer, director, employee, or agent has met the applicable standard of conduct set forth above. Such determination shall be made by:

A. Majority vote of a disinterested quorum, consisting of Board members who were not parties to said action, suit or proceeding;

B. Independent legal counsel in a written opinion; or

C. A majority of the voting members of the Organization.

5. **Advances for Expenses.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding if believed to be appropriate by a majority of the Board. The Organization shall have a right of reimbursement in the event the payment was in fact improper.

6. **Insurance.** The Organization shall have the power to purchase and maintain insurance for the purpose of indemnifying present and/or former directors, officers, employees, or agents for any liability asserted against and/or incurred by them when acting in that capacity, or arising out of their status as such, whether or not the Organization would otherwise have the power to indemnify them against such liability under the above provisions.

ARTICLE VI Financial Accounts

Signatories

. All financial accounts shall have at least two (2) authorized signatories consisting of the current Treasurer and President. Unless otherwise determined by the Board, however, only one signature shall be required per check.

Payment of Debts

. The Treasurer shall pay only those bills and debts which have been pre-approved by the Board, and for which receipts are provided along with a detailed accounting of the date, amount, and purpose of each expenditure.

Availability of Information

. Financial information shall, at the Board's discretion, be made available to members upon request.

ARTICLE VII Committees of the Board

Creation

. The President, or a majority of the entire Board, may by resolution create one or more committees to carry out the business of the Organization. Except as restricted by statute or by law, each committee may exercise such power and authority as is delegated to it by the Board. Committees shall continue to serve at the pleasure of the Board, and shall present a report of their activities, if any, at regularly scheduled Board meetings. Committees may establish subcommittees to further their functions.

Standing Committees

. There shall be the following standing committees, which are necessary for the conduct of the Organization's business:

- A. Membership;
- B. Media;
- C. Dinner.

Other Committees and Task Forces

. The Board may create other special or ad hoc Committees and Task Forces as necessary to carry on general or specific activities of the Organization.

Committee Chairs

. The President shall appoint a Board member to serve as Chair of each Standing and Other Committees. Said appointment shall be effective beginning in January of each year, or as soon thereafter as possible.

Committee Members

. Members other than Directors may serve on Committees.

Duties

. All Standing or Other Committees approved by the Board must, at the time of their creation and annually thereafter at each January meeting, prepare and submit in writing for Board approval a proposed:

- (1) Statement of purpose;
- (2) Budget, listing anticipated income, costs, and expenditures for the coming year;
- (3) Policies and procedures for Committee operation. The Board shall vote on these proposals at the first meeting of each year.

Reports

. Each Committee shall prepare and present a report to the Board at each regularly scheduled meeting of the Board, unless it has notified the President prior to the meeting that the Committee has nothing to report. Committee reports shall not be released for publication without the authorization of the Board.

Dissolution

. Committees, both Standing and Other, shall cease to exist and shall dissolve as determined by the Board.

Section IX - Duties of Standing Committees.

1. Membership Committee. The Membership Committee shall maintain current records as to members, and shall solicit, provide information to and, as necessary, follow-up on the needs of, new members. The Committee may verify that any applicant for membership is qualified to become or continue to be a member of the Organization. The Membership Committee shall organize activities and events for the members, including the Herma Hill Kay members.

2. Media Committee. The Media Committee shall be responsible for producing and distributing the Newsletter of the Organization and maintaining and updating the Organization's website.

3. Dinner Committee. The Dinner Committee shall be responsible for planning and producing the annual Judge's Dinner.

ARTICLE VIII Professionalism and Public Relations

Professional Conduct

. All members, Directors and Officers shall strive at all times to maintain a professional attitude in their dealings with each other, with members of the legal community, and with the public. Further, Directors and Officers owe a fiduciary duty to the Organization.

Communications

. In general, the Board is the only body that may authorize communications on behalf of the Organization. No member, Director, or Officer shall issue any public statement, whether written or oral, purporting to represent the views, positions, or policies of the Organization without prior Board approval. No member, Director, or Officer shall use the name of the Organization in whole or in part (other than the fact of her membership or office) without Board approval.

1. **Communications to Other Private Persons or Groups.** A Committee or individual member may attend and participate in meetings with other private persons or entities. Such participation may include discussions, correspondence, circulation of draft reports, and issuance of recommendations. Unless a report, recommendation, or other communication has been approved by the Board, however, the Committee or member shall make it clear that the views expressed are not those of the Organization.

2. **Statements to Judicial, Legislative, Administrative and Executive Bodies.**

A. **Appearance or Representation Before Judicial and Administrative Bodies.** A Committee or other member must obtain prior Board approval in order to represent the Organization before any judicial or administrative body. The position to be taken must be Board-approved, and a copy of any proposed pleadings or briefs to be filed on behalf of the Organization submitted in advance of filing,

B. **Appearance of Representation Before Legislative and Executive Bodies.** A Committee or member of the Organization must obtain prior Board authorization to appear on behalf of the Organization before any legislative or executive body. Proposed testimony, reports, draft legislation, and all other presentations shall be submitted in advance to the Board.

3. **Publication of Reports or Recommendations.** A Committee or other Organization member shall submit to the Board in advance a copy of any letter, article, recommendation, report, or other written communication purportedly on behalf of the Organization prior to its publication.

4. **Public Appearances.** Committees or members of the Organization are not authorized to take public positions, issue reports, or appear before legislative, administrative, or executive bodies in rule-making, adjudicatory, or other proceedings on behalf of the Organization without prior Board approval.

5. **Statements to the Press and/or Public.** Unless otherwise provided by these Bylaws, or by written procedures developed and/or approved by the Board, all other

communications by members to third parties related to the affairs of the Organization, including but not limited to press releases, statements to the press, interviews, correspondence, committee reports, recommendations, or other public actions, require prior Board approval.

ARTICLE IX Miscellaneous

Amendments

. These Bylaws may be amended or repealed, or new bylaws adopted, by a majority vote of those members present at the annual meeting of the general membership or of members responding to a mail ballot or by 2/3 majority of the Board of Directors.

Rules of Order

. All meetings of this Organization shall be conducted according to Robert's Rules of Order, as revised.

Evaluations and Endorsements

. The Organization may evaluate and endorse judicial candidates. It shall not, however, provide or perform evaluations or endorsements of any person seeking other public or private offices.

Representatives to Other Organizations or Affiliates

. The Organization representatives to other organizations or affiliates shall be appointed by the President with the approval of the majority of the Board. Said appointment shall be effective January 1 of each year or, if made after that date, when made, and in any case shall terminate December 31.