

**BY-LAWS OF  
BROWARD COUNTY WOMEN LAWYERS' ASSOCIATION**

Restated and Amended January 2008. These By-Laws supersede any and all previous versions. The Association shall be governed by these By-Laws until further revision or amendment by majority vote of the membership.

**ARTICLE I—NAME**

The name of this corporation shall be the “Broward County Women Lawyers’ Association;” (the “Association”).

**ARTICLE II—PURPOSE AND OBJECT**

The objects of this Association are as follows: to maintain and honor the dignity of the legal profession; to regulate the practice of and promote reform in the law and in the methods of its administration; to educate its members and the general public in matters pertaining to the law and to the legal profession; to cultivate professional ethics and social discourse among the members of this Association; to promote gender equality; and to facilitate the administration of justice.

**ARTICLE III—MEMBERSHIP**

**SECTION 1. *Membership Categories.***

Membership in this Association shall consist of the following categories:

**A. Full Members.** Members in good standing of any organization of any state charged with regulation of the practice of law shall be eligible for full membership in this Association, upon acceptance of application and payment of dues. Such members shall have all the privileges of this Association, including the right to vote and hold office.

**B. Honorary Members.** The Board of Directors (the “Board”) may from time to time choose persons as honorary members of the Association. Honorary members shall be entitled to all privileges of the Association, except those of voting and holding office, and shall be exempt from payment of dues.

**C. Student Members.** Any law student shall be eligible for a student membership upon enrolling in and attending an accredited law school, which membership shall be available until said student is admitted to practice law in any state. Student members shall not be entitled to vote or hold office and shall pay membership dues as set by the Board.

**SECTION 2. *Maintaining Membership in the Association.***

Continuation of membership in the Association shall be governed by the following:

**A. Suspension of privileges to practice law.** The Board shall suspend any member of the Association from the exercise of all rights and privileges of membership after finding that such member has been suspended from the practice of law by The Florida Bar or by the organization of any other state which is responsible for the regulation of the practice of law.

**B. Disbarment.** The disbarment of any member by The Florida Bar or the by the organization of any other state which is responsible for the regulation of the practice of law shall automatically result in expulsion from this Association and the member cannot be reinstated to full membership privileges until having been readmitted to practice law in the disbarring state.

**C. Reinstatement.** Reinstatement of membership of a suspended or expelled member shall be accomplished by the filing of a new application reflecting good standing in The Florida Bar or by the suspending or disbarring state which must be accepted by majority vote of the Board.

#### **ARTICLE IV—FISCAL YEAR**

The fiscal year of this Association shall commence on July 1st and shall end on June 30th of the following year. General meetings shall be held from September through June of each calendar year. The planning session for the Board shall be held between June and August of each calendar year.

#### **ARTICLE V—DUES**

##### **SECTION 1. *Amount of Dues.***

**A. Full Members.** Annual dues for members, including but not limited to, full members and student members, shall be determined for the next fiscal year by the Board in the month of May but not less than sixty (60) days prior to the beginning of the fiscal year. A dues payment schedule shall also be determined by the Board at this time, if the Board determines that such payment schedule is appropriate.

**B. Honorary Members.** Honorary members shall be exempt from the payment of dues.

##### **SECTION 2. *Payable Date.***

Annual dues shall be payable on or before the commencement of the fiscal year of the Association. The new dues schedule shall be printed in the June publication of the Association for collection in July. Any member whose dues for the current fiscal year are not paid by September 30th of that fiscal year shall not be in good standing and shall not be qualified to exercise a vote.

##### **SECTION 3. *Reinstatement after failure to pay Dues.***

Any former member who has ceased to be a member by reason of non-payment of dues, if otherwise approved for membership, shall be fully reinstated as a member upon payment of dues for the year of reinstatement.

**SECTION 4. *Notification of Default.***

The Treasurer of the Association shall cause a notification of default to be given to a member who is in default in the payment of dues. Such notification shall be given in September of the fiscal year but at least ten days prior to the automatic termination of said membership.

**ARTICLE VI—MEETINGS**

**SECTION 1. *General Meeting Dates and Times.***

There shall be an annual meeting of the Association on a date to be designated by the Board. Special meetings of the Association shall be called by the President or by any three members of the Board of Directors or by any ten members of the Association, provided notice is communicated to the members of the Association of the time and place of such meeting and the purpose of such meeting at least ten days prior thereto. Regular meetings may be held at times to be determined by the Board and, when so fixed and made known to the membership, no special notice of the purpose of such meetings shall be required. All meetings shall be held at such place and at such hours as the Board may designate.

**SECTION 2. *Order of Business.***

The order of business at each meeting of the Association shall be determined by the presiding officer of the meeting.

**SECTION 3. *Regular meetings of the Board.***

Regular meetings of the Board shall be held no less than eight times per year at such time and place as the President may schedule.

**SECTION 4. *Special Meetings of the Board.***

Special meetings of the Board may be called by the President and shall be called by the President at the request of four members of the Board. Reasonable notice, either verbal or written, shall be given of all special meetings, specifying the matters to be considered at the special meeting.

**SECTION 5. *Board Member Assistance at General Meetings.***

Each Board Member, on a rotating basis, shall assist the Treasurer at each general meeting in collecting money and controlling the seating. The Board Members shall be drawn upon in the following order: 1) the Board Members at large; 2) the designated Board positions; then: 3) the Officers in ascending order. The scheduling of the specific meeting(s) for which a Board Member will assist will be decided at the Board Meeting held prior to the General Meeting.

## ARTICLE VII—MANAGEMENT OF THE ASSOCIATION

### SECTION 1. *Officers.*

**A. Designation of Officers.** The Officers of the Association shall consist of the President, President-Elect, Vice-President, Secretary and Treasurer. The terms of office shall be one year, or until a successor takes office.

**B. Duties of the Officers.** Each Officer will be provided with all information pertinent to the Association, issues relating to the Board, and material specific to her/his office at the close of the current Officer's term.

Each Officer may also be provided with blank stationery of the Association which may be used by the Officer for correspondence relating to business of the Association. The Officer will provide copy(ies) of any correspondence sent on Association stationery, or received by any Officer that relates to the Association, to both the President and the President-Elect.

(I) President. The President shall act as the Chief Executive Officer of the Association, shall preside over meetings of the Board and of the Association, schedule general membership meetings, create and distribute Board meeting agenda prior to Board Meeting(s) to allow for suggestions, additions and/or changes, shall create all necessary committees not elsewhere provided for and appoint Chairs thereof, and shall perform the usual duties incumbent upon a President and delegated by these By-Laws, the Association, or the Board.

(II) President-Elect. The President-Elect shall perform such duties as may be delegated by these By-Laws, the Association, or the Board. The President-Elect shall succeed to the office of the President upon the expiration of the President's term. In the event the office of President shall become vacant, the President-Elect shall serve in place of the President for the unexpired term. The President-Elect shall be responsible for a fundraising event and may establish a committee which she/he will Chair to assist her/him.

(III) Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall perform such other duties as may be delegated by these By-Laws, the Association, or the Board. The Vice-President shall coordinate the monthly meetings including reservations, location, menu, and speakers as necessary. The Vice President shall be designated as the second FAWL Representative. The Vice President may establish a committee which she/he will Chair to assist her/him.

(IV) Secretary. The Secretary shall keep a record of all meetings of the Association and of the Board of Directors, shall send out notices at the request of the President or any three members of the Board or any ten members of the Association, shall attend to such correspondence as necessary for the Association, and shall perform such other duties as requested by the President or the Board. Meeting records shall be forwarded to the Board prior to the next scheduled Board Meeting for review.

(V) Treasurer. The Treasurer shall collect and disburse all funds of the Association as directed by the Board, shall maintain accurate books of account for the Association, file any tax returns of the Association which may be required, maintain the

corporate book and corporate statuts of the Association, and maintain the tax exempt status of the Association if the Board determines that such status is in the best interest of the Association. The Treasurer shall provide a written report, attach a bank reconciliation and a copy of the bank statement at each Board Meeting. The Treasurer shall maintain copies of all payments, disbursements, deposits and funds collected which are subject to inspection by the Board upon reasonable notice. These records shall be delivered to the incoming President at the close of the Treasurer's term.

## **SECTION 2. *Board of Directors.***

**A. Designation of Board of Directors.** The Board shall consist of the officers, the immediate Past President of the Association, the Membership Director, the FAWL Representative, the Judicial Liaison, and six at-large members elected by the Board. The officers and members of the Board shall be nominated and elected as prescribed by these By-Laws and shall take office as of July 1st. At no time shall there be less than 11 nor more than 15 Board Members.

**B. Selection and Duties of the Board of Directors.** Each Board Member, at the beginning of his/her term, will be provided with all information pertinent to the Association, issues relating to the Board, and material specific to her/his committee. Each Board Member shall serve on a committee, the selection of which shall be either of her/his own choosing or that of the Board, and assist in General Meetings, when appropriate.

Each Board Member may also be provided with blank stationery of the Association that may be used by the Board Member for correspondence relating to business of the Association. The Board Member will provide copy(ies) of any correspondence sent on Association stationery or received by any Officer that relates to the Association, to both the President and the President-Elect.

(I) Membership Director. The Membership Director is an elected position and, upon election, will be automatically appointed as a member of the Board to serve for a one year term, which term shall end contemporaneously with the elected officers of the Board. The Membership Director shall be responsible for producing and distributing all information pertaining to the Association or made available to the Association to the Association's members. Such dissemination may be in electronic form. The Membership director must also maintain current records of all Association members, and forward their names and payment to the Treasurer. The Membership Director may establish a committee which she/he will Chair to assist her/him.

(II) FAWL Representative. The FAWL Representative is an elected position and, upon election, will be automatically appointed as a member of the Board to serve for a one year term, which term shall end contemporaneously with the elected officers of the Board. The FAWL Representative shall serve as the liaison between the Association and the Florida Association of Women Lawyers, shall represent the Association at all FAWL functions, and shall report to the Board on FAWL events.

(III) Judicial Liaison. The Judicial Liaison shall be appointed by the Board in accordance with these By-Laws and, upon appointment, will be automatically appointed as a member of the Board to serve for a one year term, which term shall end contemporaneously with the elected officers of the Board. The Judicial Liaison shall serve as the liaison between the Association and the Judiciary.

(IV) Committee Members. The remaining positions on the Board are elected, and upon election, will be automatically appointed as members of the Board to serve for a one year term, which term shall end contemporaneously with the elected officers of the Board. Board Members shall each serve on a committee, the duties for which shall be in accordance with Article VIII of these By-Laws.

C. Quorum. If the Board consists of more than 11 members, eight members shall constitute a quorum. Six members shall constitute a quorum if there are no more than 11 Board Members. A smaller number may adjourn a meeting not attended by a quorum to a later specific date with notice thereof to all Board Members. A resume of the business conducted at each Board Meeting shall be given at the next general meeting of the Association at the request of any member of the Association. Attendance at the Board meetings is needed for voting purposes, and attendance at Board Meetings by telephone conference is permissible.

D. Vote by the General Membership on action taken by the Board. Six members of the Board may require any action of the Board to be referred to the Association for approval or disapproval. The six members must vote for such referral at any Board Meeting or file a petition with the Secretary within seven days after the action. The action will be referred to any meeting of the general membership of the Association.

E. Resignation or Removal. During any Board Member's term, she/he may resign the position by placing in writing her/his intent to relinquish the position sent to the President. A Board Member may be removed from her/his position for cause and by a supermajority vote by two-thirds of the Board.

### **SECTION 3. *Finances of the Association.***

A. Budget. The property and business of the Association shall be managed by the Board which shall adopt a budget for each ensuing fiscal year. The Board shall have all duties which are necessary to accomplish its responsibility to manage the affairs of the Association, including the amendment of said budget. The proposed budget may be made available to any member of the Association upon request. Nothing shall prevent the Board from transferring unexpected funds allocated for one committee to another committee.

B. Association Banking and Bonding. The Board shall oversee any bank account(s) established by the Treasurer. Said bank account(s) shall require two signatories for any disbursements in excess of \$250.00. The Board shall ensure that all Officers are bonded.

C. Miscellaneous. The Board shall determine the cost, if any, to be charged to the membership for meetings including the ability to waive any charges as the Board sees fit. The Board shall approve the compensation of all employees or independent contractors of the

Association. It shall make contributions of any group after the request for such contribution is approved by a vote of a majority of the Board Members present and voting.

#### **SECTION 4. *Nominations and Elections***

**A. Nominating Committee.** There shall be a Nominating Committee created by the Officers, consisting of the President, the President-Elect, the immediate Past President, and at least one Board Member, all of whom must be in good standing. By February 28th of each year, said Nominating Committee shall prepare a slate of the nominees for Officer and Board Member positions. No later than January 31st of each year, any full member in good standing who desires to run for office as a Board Member-at-Large may submit her/his name to the Committee for consideration. To be considered for an Officer position on the Board, a Board Member must have served on the Board for at least one year.

**B. Vote of the General Membership.** The names of those people seeking a position on the Board, either as an Officer or a Member-At-Large, shall be submitted to the general membership for a vote at the General Meeting in March of each year. All full members in good standing shall be permitted to vote for the new Officers. Election shall be by the highest number of votes cast. Tie votes shall be determined by a new vote for those persons who received the highest tie votes. If no winner results, the tie shall be broken by a vote of the majority of the Board at its next Board Meeting.

There shall be no election for the office of President. The office of President shall be filled each year by the person who holds the position of President-Elect.

**C. The Election Committee.** An Election Committee consisting of the President, the Past President, and a member of the Board-At-Large appointed by the President shall conduct and supervise all elections hereunder, shall determine the results thereof, and shall certify the results of said election no later than the general meeting held in April of each year. The Election Committee may delegate clerical duties required to be performed.

Any controversy arising in connection with said election shall be determined by said Election Committee. An appeal may be made to the Board within ten days following the Committee's determination. In the event of an appeal, the certification of the election shall be deferred pending an outcome of said appeal.

#### **SECTION 5. *Vacancies.***

**A. Office of the President.** A vacancy in the office of President shall be filled by the President-Elect, who shall serve as President for the remainder of the fiscal year and for the ensuing fiscal year.

**B. Remaining Officers and Board of Directors.** Should a vacancy(ies) occur in the office(s) of President-Elect, Vice President, Secretary and/or Treasurer, such vacancy(ies) shall be filled by person(s) elected by the Board from among its members to serve for the remainder of the fiscal year. If the vacancy filled is for the office of the President-Elect, the office of President for the ensuing fiscal year shall be filled in the next election.

Any vacancy(ies) on the Board of Directors shall be filled by the then existing Board for the remainder of the fiscal year.

#### **SECTION 6. *Solicitation of Association Members.***

The Board of Directors may adopt a policy(ies) pertaining to those situations in which other organizations and/or individuals, including but not limited to, candidates for political or judicial office desire to solicit, contact, and/or otherwise petition the members of the Association.

### **ARTICLE VIII—COMMITTEES**

There shall be the following standing Committees of the Association:

1. CLE Credits. Responsible for obtaining Continuing Legal Education Credits for General Monthly Meetings, when applicable, and disseminating such credit information to the attendees, including posting on the Association's website.
2. Public Relations/Publicity/Media. Responsible for establishing and maintaining contact with media representatives, obtaining publicity for Association events, posting such upcoming events on the Association's website, notifying the public of the event.
3. Scholarship. Responsible for notifying law schools in Broward County of scholarship opportunities, interviewing candidates and making a recommendation to the Board regarding prospective recipient(s).
4. Community Awareness. Responsible for informing the membership and the public of issues of importance.
5. Special Projects. Responsible for the Association's community service and educational programs.
6. Historian. Responsible for maintaining the written and pictorial history of the Association and for ensuring that said history is available to the membership and the public. Also responsible for delivering this information to the incoming Historian at the close of her/his term. The immediate Past President shall serve as Historian. She/he may establish a committee to assist her/him.

In addition to these standing committees, the Board may create such other Committees as it may deem advisable or necessary. All committees shall be subject to the directions of the Board.

### **ARTICLE IX—ENDORSEMENTS**

The Florida Association for Women Lawyers shall not endorse candidates for public office, as such, the Association may not do so.




**ARTICLE X—AMENDMENT TO CHARTER AND BY-LAWS**


The Association may, at any meeting, by a vote of a majority of those members eligible to vote, amend its Charter or By-Laws. No proposed amendment shall be acted upon unless the text of the amendment is given in a notice of the meeting, which notice shall be given at least seven days prior to the date of such meeting. A vote shall be taken at such meeting and the amendment shall become effective immediately if approved by a majority of the votes cast.

**ARTICLE XI—PARLIAMENTARY PROCEDURE**

Roberts Rules of Order, revised, shall govern all meetings of the Association when not inconsistent with the Constitution and By-Laws of the Association and when such By-Laws are silent.

Adopted by the Broward County Women Lawyers' Association on the 13th day of February, 2008.

  
President Tonja Haddad Coleman

  
Secretary Cheryl Bucker