

**BYLAWS OF  
TEXAS WOMEN LAWYERS**  
*a Texas Nonprofit Corporation*

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**ARTICLE I  
NAME, STRUCTURE, AND PURPOSE**

**1.1 Name.** The name of the nonprofit organization is Texas Women Lawyers (the “Organization”).

**1.2 Structure.** The Organization is a nonprofit corporation organized under the laws of Texas. These bylaws govern the affairs of the Organization.

**1.3 Purpose.** The Organization is organized exclusively and shall be operated solely for the charitable, educational, literary, and scientific purposes within the meaning of the Internal Revenue Code Section 501(c)(6). Within the scope of the foregoing, the Organization is organized and will operate to:

- a. Promote and protect the interests of women attorneys and to achieve their full participation in all the rights, privileges, and benefits of the legal profession.
- b. Advance opportunities for women attorneys and improve access to positions of merit and responsibility.
- c. Promote and assist in the organization and growth of local women's bar associations.
- d. Serve as a vehicle for the exchange and dissemination of information and ideas among women's bar associations.
- e. Promote continuing legal education.
- f. Promote the advancement of women in society and in the administration of justice.

**ARTICLE II  
MEMBERS AND AFFILIATES**

**2.1 Member Qualification and Voting.**

- a. **Qualification.** Any of the following persons who support the mission of the Organization are eligible to become a Member: (i) any member in good standing with the State Bar of Texas; (ii) any law school graduate residing in the State of Texas; and (iii) any person currently enrolled in law school in the State of Texas.
- b. **Voting Right.** The Members’ right to vote shall be limited to those issues specified by the Board.
- c. **Quorum and Vote.** A quorum for the Members to transact any business at any meeting of the Members shall consist of those Members in attendance. The vote of the majority of the votes cast by the Members present at a meeting is the act of the Members.

**2.2 Affiliates.**

- a. **Association Affiliate.** Any professional association for women lawyers that supports the mission of the Organization and is based in the State of Texas is eligible to become an Association Affiliate.
- b. **Student Organization Affiliates.** Any association for women law students that supports the mission of the Organization and is based in the State of Texas is eligible to become a Student Organization Affiliate.

Collectively, Association Affiliates and Student Organization Affiliates are referred to as “**Affiliates**” herein.

**2.3 Dues.** Each Member and Affiliate shall pay the dues established by the Board (the “**Board**”) by March 1. Any Member or Affiliate who fails to pay the required dues or who otherwise no longer meets the qualifications specified in Section 2.1 and Section 2.2 shall be subject to suspension from the Organization.

**2.4 Meetings.** Members and Affiliates shall be invited to the Annual Meeting, to be held as set by the Board each year, and any other meeting as determined by the Board. Timely notice of the Annual Meeting will be provided to the Members and Affiliates, preferably in the Organization’s newsletter at least 30 days in advance of the Annual Meeting. The Annual Meeting shall be for the purpose of electing directors, installing officers, and other appropriate business as may be determined by the Board.

### **ARTICLE III BOARD OF DIRECTORS**

**3.1 General Powers and Responsibilities of the Board.** The directors of the Organization shall be responsible for the control and management of the affairs, property, and interests of the Organization, and may exercise all powers of the Organization, except as limited by statute, the Organization’s formation documents, or these bylaws.

Directors will discharge their duties in good faith, with ordinary care, and in the Organization’s best interest. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Organization or another entity that has been prepared or presented by a variety of persons, including officers and employees of the Organization, professional advisors, or experts such as accountants or legal counsel. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders the reliance unwarranted.

**3.2 Composition.** Directorships shall not be denied to any person on the basis of race, creed, sex, religion, national origin, or other legally protected status.

- a. **Voting Directors.** Voting Directors shall consist of the following:
  - i. The designee of: (A) each Organization Member; (B) the Women and the Law Section of the State Bar of Texas; and (C) the Women in the Profession Committee of the State Bar of Texas.

- ii. Up to 17 at-large directors, who must each be Members of the Organization. At-large directors shall be nominated to the Board no later than the Board meeting immediately prior to the Annual Meeting, and a list of the nominees approved by a majority of the Board shall be provided to the Membership at or prior to the Annual Meeting.
- b. **Advisory Directors.** Advisory Directors shall not be entitled to vote as part of the Board and, to the extent appointed or approved, shall consist of the following:
- i. Up to one judge from each of the federal court geographic areas of the state, nominated by the President and approved by the Board.
  - ii. Up to one law student currently enrolled in a Texas law school and appointed by the President. The law student appointment will be rotated among the Texas law schools.
  - iii. Prior members of the Board.

**3.3 Term.** Directors shall serve two-year terms. There is no limitation on the number of terms a director may serve on the Board, however, the term of at-large directors shall be staggered, so that half are elected each year.

**3.4 Regular Meetings.** In addition to the Annual Meeting, the Board shall have regular meetings as often as necessary so that directors can deal with the business at hand and to fulfill their fiduciary duty to keep themselves adequately informed, which shall be at least quarterly (including the Annual Meeting). Regular meetings of the Board shall be held at such places and at such times as the Board may from time to time determine, provided that any director who is absent when such determination is made shall be advised of the determination. Notice of regular meetings of the Board shall not be required.

**3.6 Special Meetings.** A special meeting of the Board may be called by the President or a majority of the directors, at such time and place as may be specified in the respective notice thereof. Written notice of any special meeting of the Board will be delivered to each director and shall state: (a) the place, day, and time of the meeting; (b) who called the meeting; and (c) the purpose or purposes for which the meeting has been called. The notice shall be provided at least 72 hours prior to the special meeting. A director may waive notice of any meeting, and attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**3.7 Remote Participation.** Any director may participate in a Board meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can talk to and hear each other. A person's participation in a meeting via conference call or other authorized communication system shall constitute their presence at such meeting.

**3.8 Quorum and Rules of Order.** One-third of the voting directors shall constitute a quorum for the transaction of business, except as otherwise provided by law, the Organization's formation documents, or these bylaws. No business shall be considered by the

Board at any meeting at which a quorum is not present. Directors present by electronic means shall be counted in the establishment of a quorum.

The rules of common courtesy shall apply in the conduct of all Board and committee meetings. No particular rules of order or parliamentary process are mandated.

**3.9 Board Action.** At all meetings of the Board, each voting director shall have one vote. Except as specified in these bylaws or otherwise provided by statute, the act of the majority of the voting directors present in person or by electronic means at a meeting at which a quorum is present shall be the act of the Board.

**3.10 Action without Meeting.** The Board or a committee of the Board may take action without holding a meeting, providing notice or taking a vote if written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each director's or committee member's signature. Prompt notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent, in writing, to the action.

Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a director may be substituted or used instead of the original writing for any purpose for which the original writing could be used. For purposes of this Section 3.10, a director's signature may include a digital signature, electronic signature, or facsimile.

**3.11 Resignation and Removal.** Any director may resign at any time by delivering written notice to another Board member. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice. To help ensure the continuous and active engagement of all Board members, any director who misses two consecutive regular meetings shall be deemed to have automatically resigned from the Board upon a majority vote of the Board and may only be reinstated by a two-thirds vote of the Board.

Directors may be removed with or without cause, at any time, at a general or special meeting called for that purpose. Any director under consideration of removal must be notified in writing about the consideration at least five days prior to the meeting at which the vote takes place. Any director may be removed upon a two-thirds vote of the Board.

**3.12 Vacancies.**

- a. Subject to the number of directors allowed per Section 3.2(a)(ii), the Board may fill any at-large director vacancy in the Board due to: (i) death, resignation, or removal; or (ii) an increase in the number of at-large directors. Such vacancy is filled by the affirmative vote of a majority of the remaining directors or by the sole remaining director.
- b. Vacancies of any Advisory Director or Voting Director specified in Section 3.2(a)(i) shall be filled in accordance with the respective procedure specified in Section 3.2.

A director selected to fill a vacancy shall serve for the unexpired term of their predecessor in office.

**3.13 Compensation.** No stated salary shall be paid to directors, as such for their service. The Board may adopt a resolution providing for paying directors a reasonable fixed sum or expenses of attendance, if any, for attending each Board meeting. A director may serve the Organization in another capacity and receive compensation for those services, however, any compensation that the Organization pays to a director will be reasonable and commensurate with the services performed.

**3.14 Interested Directors.** Upon full disclosure of a director's interest in any transaction relating to or incidental to the operations of the Organization:

- a. Such transaction may be permitted, if the Board determines that such transaction shall be: (i) at arm's length; and (ii) in compliance with the Organization's formation documents, these bylaws, and applicable law.
- b. Such transaction shall be prohibited if the Board determines that such transaction shall: (i) require the Organization's use or application of its funds for private benefit; or (ii) be in violation of the Organization's formation documents, these bylaws, or applicable law.

**3.15 Committees of Directors.** The Board shall have the right to appoint and determine the composition and authority of such standing committees and other committees and task forces it deems necessary from time to time. Such committees and task forces may be described in separate administrative regulations or in resolutions of the Board.

## **ARTICLE IV OFFICERS**

**4.1 General.** The officers shall consist of the President, President-Elect, Vice President, Secretary, Immediate Past President, and Treasurer. Officers shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties specified in these bylaws or as may from time to time be specifically authorized by the Board.

**4.2 Eligibility, Election, and Term of Office.** All officers must be a current Member of the Board; *provided, however*, that a person who is not a current member of the Board may serve as President in the year after they were: (a) elected President-Elect; and (b) designated a member of the Board in accordance with Section 3.2(a)(i).

The Board shall elect all officers of the Board, other than President, at the Annual Meeting. Officers shall be elected for one-year terms and shall hold office until their respective successors are chosen and qualify. Officers cannot serve in multiple offices concurrently. Officers can serve unlimited consecutive terms.

**4.3 Resignation and Removal.** Any officer may resign at any time by giving written notice of such resignation to the President, Secretary, or a Board member. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof and the acceptance of such resignation shall not be necessary to make it effective.

Officers may be removed with or without cause, at any time, at a general or special meeting called for that purpose. Any officer under consideration for removal must be notified in writing

about the consideration at least five days prior to the meeting at which the vote takes place. Any officer may be removed by a two-thirds vote of the Board.

**4.4 Vacancies.** Should the office of the President become vacant, the President-Elect shall automatically assume the office and duties of the President. The Board will fill any other officer vacancy on the Board through majority vote. Persons elected or appointed to fill an officer vacancy shall serve for the unexpired term of their predecessor in office.

**4.5 President.** The President shall: preside at all meetings of the organization and the Board; appoint committee chairs upon consultation with the Board; appoint committee members whose selection is not otherwise provided for in these bylaws; serve as an ex officio member of all Board committees; take such actions as necessary and proper to implement the purposes of the organization; and have all other responsibilities, powers and authority designated in these bylaws or as the Board may from time to time prescribe, and shall see that all orders and resolutions of the Board are carried to effect.

**4.6 President-Elect.** The President-Elect shall: perform the duties of the President in the President's absence; act in an advisory capacity to the President and perform such functions as assigned by the President; automatically assume the Office of President upon termination of the President's term of office or whenever the office of the President becomes vacant; and; [serve as a member of the Nominating Committee, of which she shall serve as Chairperson].

**4.7 Vice President.** The Vice-President shall perform such duties as may be delegated or assigned by the President or by the Board.

**4.8 Secretary.** The Secretary shall be responsible for recording and reporting minutes of the proceeding of all official meetings of the organization and of the Board and perform such duties as may be delegated or assigned by the President or by the Board.

**4.9 Treasurer.** The Treasurer shall: have charge of all monies of the organization and report thereon at each meeting; pay all duly presented bills; maintain records of all dues paid; maintain an itemized record in a permanent file of all receipts and expenditures and provide a written report of the same at each regular meeting of the Board, and to the members at the Annual Meeting; and perform such duties as may be delegated or assigned by the President or by the Board.

**4.10 Immediate Past President.** The Immediate Past President shall perform all duties as delegated by the Board.

## **ARTICLE V INDEMNIFICATION**

**5.1 Indemnification.** The organization may, to the fullest extent permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason that such person was an officer or director of the organization; against any judgments, fines, amounts paid in settlement and the expenses, including attorney fees, incurred in connection with any such proceeding, unless the director or officer is adjudged to have acted in bad faith or to have been liable or guilty by reason of willful misconduct. The organization shall purchase such indemnification insurance as the Board from time to time shall determine.



## **ARTICLE VI GENERAL PROVISIONS**

**6.1 Books and Records.** The Organization shall keep books and records of account and shall keep minutes of the proceedings of the Board and each committee of the Board. A director may examine the Organization's books and records for a purpose reasonably related to their service on the Board.

**6.2 Checks, Notes, and Contracts.** All bills, notes, receipts, acceptances, endorsements, and checks or demands for money of the Organization shall be signed by such persons or persons as the Board may from time to time designate.

**6.3 Fiscal Year.** The fiscal year of the Organization shall be the same as the calendar year.

**6.4 Loans.** No loan shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board.

**6.5 Legal Authorities Governing Construction of Bylaws.** These bylaws will be construed under Texas law. All references in these bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

**6.6 Construction.** To the greatest extent possible, these bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. Whenever the context or circumstances so require, for all terms used herein the masculine shall include the feminine and neuter, and the singular shall include the plural and vice versa. If any provision of these bylaws shall be held illegal, invalid, or inoperative, then, so far as is reasonable and possible: (1) the remainder of the bylaws shall be and remain legal, valid, and operative; and (2) effect shall be given the intent manifested by the provision held illegal, invalid, or inoperative, and to that end, such illegal, invalid or inoperative provision shall be deemed to have been replaced by a provision that is as similar to such illegal invalid or inoperative provision as possible and still be legal, valid, and operative.

**6.7 Headings.** Headings used in these bylaws have been inserted for administrative convenience only and do not constitute matter to be considered in interpretation of the substantive provisions of these bylaws.

**6.8 Distribution Upon Dissolution.** In the event of the dissolution of Texas Women Lawyers, the organization's remaining assets shall be transferred or conveyed to a nonprofit organization established for the benefit of women in the legal profession, pursuant to a plan of distribution adopted by the Board.

## **ARTICLE VII AMENDMENTS**

**7.1 Amendments.** The Organization's formation documents may be amended by the Board as provided by Texas law. These bylaws may be amended or replaced by a two-thirds vote of the Board. Any proposed amendment to these bylaws must be communicated in writing to the directors not less than ten days prior to the vote concerning such amendment.