

**AMENDED AND RESTATED
BYLAWS OF
BLACK WOMEN LAWYERS ASSOCIATION
OF NORTHERN CALIFORNIA**

ARTICLE I: NAME AND STATEMENT OF PURPOSE

Section 1.01. **NAME:** The name of this association shall be the Black Women Lawyers Association of Northern California (“BWLNC” or the “Association”).

Section 1.02. **SERVICE AREA:** The geographic area to be served by this Association is Northern California, specifically from Monterey County to the Oregon border.

Section 1.03. **PURPOSE:** The purpose of this Association shall be to provide professional, financial, educational, social, and moral support for Black women in the legal profession in Northern California.

ARTICLE II: MEMBERSHIP

Section 2.01. **REQUIREMENTS:** The members of the Association shall be those persons who are current in their financial obligations to BWLNC, as specified in Section 2.03 hereof, and who contribute intellectually to the attainment of the objectives for which the Association is designed, as set forth in the Articles of Association (the “Articles”) and Amended and Restated Bylaws (the “Bylaws”) of BWLNC.

Section 2.02. **CLASSES:** The association shall have eight (8) classes of members.

1) **REGULAR:** Any person admitted to practice law in the State of California and in good standing with the California State Bar shall be eligible for regular membership in this association, provided that the person resides in or practices law in Northern California, as defined in Article I, Section 1.02. Only members who are active members of the California State Bar may hold elected office in this Association.

2) **ASSOCIATE:** Any person (a) who is admitted to practice law in the State of California and is in good standing with the California State Bar and who neither resides in nor practices law in Northern California, or (b) who is admitted to practice law in any other state, the District of Columbia, or any territory of the United States, shall be eligible for associate membership in the Association, but shall not be eligible for election to office in the Association. Said persons may, however, hold appointed office in the Association.

3) **CONTRIBUTING:** Any person who is interested in attending law school or is a graduate of law school or a legal professional, shall be eligible for contributing membership in the Association. Legal professionals are defined as paralegals, legal assistants, law firm or law department diversity officers and law office managers. Said persons shall not be eligible for election or appointment to office in the Association.

4) **STUDENT:** Any person enrolled in a law school shall be eligible for student membership in the Association. Law students shall not be entitled to vote or hold elected office in the Association. Said person may, however, hold appointed office in the Association.

5) **JUDICIAL:** The Association may admit to membership any judge, commissioner, or referee. The Association may affiliate with any organization of judges, commissioners, or referees (active and/or retired), where such affiliation may promote the interests and purposes of the Association. No active judge shall be eligible to hold office, neither elected nor appointed, in the Association.

6) **FACULTY:** Full time members of the faculty of accredited law schools in Northern California, as defined in Article I, Section 1.02, shall be eligible for faculty membership in the organization.

7) **SUSTAINING:** Any person who meets the membership criteria set forth in the classes of membership in this section or any law firm or professional legal corporation that contributes on an annual basis the amount determined annually by the Officers in their reasonable discretion or more to the Association shall be classified as a sustaining member. Each lawyer working for a sustaining member is automatically a member of the Association.

8) **HONORARY:** Honorary members shall be the founding members and those persons who promote and contribute to the purposes and ideals of the Association and who are selected from time to time by the Officers of the Association to receive an invitation for honorary membership in the Association. Honorary members shall not be eligible to hold elected office or to vote. Said person may, however, hold appointed office in the Association.

Section 2.03. **DUES:** Membership dues are due and payable in January of each calendar year. Dues are delinquent if not paid on or before March 31st of the calendar year. Persons who have not paid their dues by March 31st are ineligible to vote or hold office during that calendar year. New members who join for the first time after March 31st are eligible to vote if their dues are paid but they are not eligible to hold office.

Section 2.04. **PRIVILEGES OF MEMBERSHIP:** Every member that is current in their financial obligations to BWLNC shall be entitled to receive all mailings from BWLNC. Rights to vote and hold elected or appointed office depend upon the membership type and are described above.

ARTICLE III: MEMBERSHIP MEETINGS

Section 3.01. **ANNUAL MEETING:** The Association shall have an annual meeting each calendar year—usually in October—at which time the members shall formulate the overall policy and direction of the Association for the succeeding calendar year. The Association shall remain assembled until all business is completed and/or the meeting is adjourned by a majority vote of the members of the Association present.

Section 3.02. **REGULAR MEETINGS:** Regular meetings shall be once a quarter or as determined by the Officers of the Association. The secretary shall give written notice of the regular meetings to the members of the Association at least five (5) days in advance of the date

of such meetings. Written or printed notices to the members of the Association shall be delivered either by electronic mail, personally or by U.S. mail to each member entitled to vote at such meetings. If mailed, the notice of a regular meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the address listed on the current membership records of the Association with the postage thereon prepaid. Any member of the Association may also waive notice of any regular meeting.

Section 3.03. **CALL MEETINGS:** Call meetings may be held at a time, date, and place notified by the President and shall be for the purpose designated in the notice for such call meetings. Notice of a call meeting may be oral or written, including by electronic mail.

Section 3.04. **QUORUM:** Fifteen (15) members in good standing shall constitute a quorum of the membership for the transaction of business. Business may be continued after withdrawal of enough members to leave less than a quorum, provided any action taken (other than adjournment) is approved by at least a majority of the required quorum for that meeting.

Section 3.05. **VOTING RIGHTS:** Except as specifically excluded under Section 2.02 and 2.03, all members of the Association in good standing shall be entitled to one vote on each matter submitted to a vote by the Association at any membership meeting. No member of the Association shall be entitled to vote by proxy. Student and honorary members of the Association may attend membership meetings but shall not have the right to vote.

Section 3.06. **VOTING:** A majority vote, when referred to in these Bylaws, means either (a) a majority of the votes cast at a legal meeting where a quorum is present or (b) a vote by electronic means where any required prior notice has been provided and at least a quorum participates in the vote.

ARTICLE IV: OFFICERS

Section 4.01. **NUMBER:** There shall be six (6) officers of the Association consisting of the President, Vice-President, Secretary, Treasurer, Immediate Past President and Membership Coordinator (collectively, the "Officers").

Section 4.02. **TERM OF OFFICE:**

1) All Officers of the Association shall serve for a period of one (1) year. No Officer shall serve for more than two (2) consecutive one-year terms in the same office. The term of office shall be January 1st through December 31st.

2) All Officers and committee chairpersons shall, upon expiration of their terms, surrender all property in their possession belonging to their respective offices to the newly-elected successors. In the event of a resignation from office, all Association property shall be delivered to the President.

Section 4.03. **ELECTIONS:** Election of Officers of the Association shall be conducted annually by secret ballot. Potential candidates may submit their own names or may be nominated by other members. Nominees for each office may be distributed electronically to all members of the Association.

Section 4.04. SPECIAL ELECTIONS: Special elections shall be called by the President upon notice to the members of the Association at least thirty (30) days prior to the holding of an election.

Section 4.05. ELIGIBILITY: Every Officer must be a member of the Association, in good standing. No elected Officer may hold two (2) elected offices at one time.

Section 4.06. VACANCIES: If the office of President becomes vacant, the Vice-President shall become the President for the unexpired term. The office of Vice-President shall be filled by special election. If any other elected office becomes vacant, the President, subject to ratification by the remaining Officers, shall appoint an eligible member of the Association to fill the office for the unexpired term or call for a special election. Service in an office for the unexpired term shall not make the Officer ineligible for nomination or election to that office. Incumbent Officers are not required to resign their office to run in a special election held pursuant to this section.

Section 4.07 DUTIES OF BOARD OF DIRECTORS:

1) President. The President shall be the chief executive officer of the Association and shall preside at all executive meetings, executive committee meetings and general association meetings. Unless otherwise provided, she shall appoint the chairperson of each committee. The President may appoint special assistants as she may deem necessary.

2) Vice-President. The Vice-President shall perform such duties as the President may assign. She will perform the duties of the President when the President is disabled from performing her duties or absent from any meeting where she would preside.

3) Secretary. The secretary shall (a) keep a record of the minutes of the proceedings of all meetings of the membership and the Officers; (b) shall insure that notice be given as required by these Bylaws of all such meetings; (c) have custody of all books, records, papers, addresses and reports of the Association, except as such shall be in charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Officers; (d) document all resolutions of the Board of Directors and the general membership of the Association; (e) keep a current roster and mailing list of members of the Association; (f) assist the President with all official correspondence of the Association and (g) be responsible for all marketing efforts of the Association and (h) perform all other such duties as may be assigned by the President.

4) Treasurer. The treasurer shall receive and supervise the safekeeping and expenditures of the general funds and investments of the Association. She shall maintain the bank account(s) of the Association. She shall prepare a monthly and annual report which will be submitted for examination to the Officers. The treasurer shall prepare the financial records by the end of each fiscal year for annual tax reports. If requested by a majority vote of the Board of Directors, the financial records shall be subject to audit by an independent accountant. The treasurer shall be responsible for submitting the annual tax reports to the appropriate tax authority.

5) Membership Coordinator. The membership coordinator shall be responsible for recruiting and maintaining members and soliciting dues. She, along with the Secretary, shall maintain an

updated membership list, publish notice of association meetings, reserve meeting location sites and perform all other related tasks assigned by the President.

Section 4.08. **REMOVAL:** Any Officer or committee chairperson appointed by the President and ratified by the Officers may be removed at any time, by the affirmative vote of a majority of the Officers at a meeting of the Officers at which quorum is present. Any voting Officer elected by the Association may be removed at any time, by the affirmative vote of a majority of all of the members of the Association at any regular meeting at which a quorum is present. There must be a showing of good cause for the removal of any Officer. A recommendation by the Officers shall determine good cause. An elected Officer may be removed from office only by a majority vote of the membership at a meeting called for the specific purpose of removing such Officer. An appointed chairperson or Officer may be removed from office by the President with the approval of the Officers.

1) Absence from more than two consecutive executive meetings without explanation may constitute good cause under this section.

2) Prior to any removal pursuant to this section, the Officer or committee chairperson whose removal is sought shall be given at least ten (10) days written notice of the proposed vote and shall have the opportunity to respond to all allegations against her prior to such vote.

Section 4.09 **AUTHORITY:** The Board of Directors shall have the authority to act on behalf of and bind the Association, except where expressly stated otherwise.

ARTICLE V: COMMITTEES

Section 5.01. **COMMITTEES:** Ad hoc committees shall be established from time to time as deemed necessary by the President, with the approval of the Board of Directors. Ad hoc committee chairpersons shall be appointed by the President and shall serve for the duration of the committee, but in no event longer than one (1) year, or until replaced by another appointee. Ad hoc committee chairpersons shall be a non-voting Officer.

ARTICLE VI: AMENDMENTS

Section 6.01. **TIMING:** These Bylaws may be amended by the majority vote of the members of the Association.

Section 6.02. **NOTICE:** All proposed amendments to the Bylaws shall be submitted in writing to the President. The Association shall send proposed amendments to the Bylaws to each member of the Association no later than five (5) days prior to a vote by the Association to amend the Bylaws.

ARTICLE VII: MISCELLANEOUS

Section 7.01. **BANK ACCOUNT:** A bank account(s) shall be established at an accredited banking institution(s) in the name of the Association with the two (2) following Officers as

signatories: President and Treasurer. No later than ten (10) days following installation, the signatories for the previous year's bank account shall complete, execute and tender the documentation to the incoming Officers/signatories necessary to enable said new Officers to become current signatories of said bank account(s).

Section 7.02. GOVERNING AUTHORITY: *Robert's Rules of Order*, latest revised edition, shall be the governing authority of this Association with regard to any rules or regulations not covered by these Bylaws.

Section 7.03. GENDER REFERENCE: Reference in these Bylaws to words used in the feminine gender includes the masculine and the neuter.