

**BY-LAWS FOR THE
ASSOCIATION OF WOMEN ATTORNEYS OF LAKE COUNTY**

ARTICLE I – DENOMINATION AND FUNCTION

SECTION 1. NAME. The Association shall be known as the Association of Women Attorneys of Lake County (AWALC), and is incorporated as an Illinois not-for-profit corporation, organized pursuant to I.R.C. 501(c)(7).

SECTION 2. PURPOSE. The purpose of AWALC shall be to promote the harmonious practice of law, to provide opportunities for social interaction, to advance the professional education of its members and to provide public service to the community, especially families and women.

SECTION 3. OFFICE. AWALC shall maintain a registered office, and a registered agent at said office, within the State of Illinois.

SECTION 4. POLITICAL ACTION. AWALC shall not take any partisan political action, nor shall it endorse or recommend any person for any elected office.

ARTICLE II – MEMBERSHIP

SECTION 1. ELIGIBILITY. Membership shall be open to all attorneys and judges, active, inactive or retired, in good standing with the Attorney Registration and Disciplinary Commission. Attorneys who have been practicing in Illinois less than 3 years are eligible to receive a one-time waiver of the membership fee during their first fiscal year of membership. Two non-voting member positions shall be made available to permit the membership of the Lake County Bar Association's Executive Director and Assistant Director. One additional non-voting member position shall be made available via appointment by the President to a judge sitting on the 19th Judicial Circuit, who shall serve as the sole ex officio member of the Board.

SECTION 2. APPLICATION FOR MEMBERSHIP. All applications for membership shall be submitted in writing or electronically.

SECTION 3. VOTING RIGHTS. Each member, other than a non-voting member, shall be entitled to one vote on each matter submitted to the vote of the members.

SECTION 4. GOVERNANCE. Any action taken by the Board of Directors shall be subject to review by the membership on request of any member at a regular or special meeting. A 2/3 majority of the membership present and voting at a regular or special meeting is required to alter or rescind any action taken by the Board of Directors.

SECTION 5. TERMINATION OF MEMBERSHIP. The Board of Directors, by affirmative vote of 2/3 of the Directors present at a regular or special meeting of the Board, may suspend or remove a member for cause upon written charge provided to the member. Any terminated member shall not be entitled to reimbursement of any refund of dues paid, in whole or part.

SECTION 6. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid. Any resigning member shall not be entitled to a refund of any dues paid, in whole or in part.

SECTION 7. REINSTATEMENT. Upon written request, signed by a former member and filed with the Secretary, the Board of Directors may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 8. TRANSFER OF MEMBERSHIP. Membership in AWALC is not transferable or assignable.

ARTICLE III – MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. The annual business meeting of the members shall be held on the first Wednesday of March each year, for the purpose of electing Officers and Directors and for the transacting of any further business which may come before the meeting.

SECTION 2. REGULAR MEETINGS. Regular meetings of the membership shall be held at 12:00 noon on the first Wednesday of every month, except May (Installation of Officers) and December (Holiday Party) and January of even numbered years when an AWALC sponsored seminar is held within the first 15 days of that month. If the first Wednesday of a month is a legal holiday, then the meeting may be canceled or rescheduled by a majority vote by the Board of Directors.

SECTION 3. SPECIAL MEETINGS. Special meetings of the members shall be called by the President, the Board of Directors, or not less than 1/10 of the members having voting rights.

SECTION 4. NOTICE OF MEETING. Written notice of all regular and special meetings shall be sent to each member not less than four days before said meeting. Notice shall include time, date, and place of said meeting. Notice may be provided by, e-mail, U.S. Mail or by posting on the AWALC website.

SECTION 5. QUORUM. At all regular and special meetings of the full membership, a quorum shall be established by a majority of the members present. In no event shall a quorum consist of less than 1/10 of the membership. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to a future date and time. At any meeting so adjourned, should the meeting, upon being resumed, be determined to have a quorum present, then any business may be transacted which might have been transacted at the original meeting. The membership chair will verify the membership status of each person to determine if there is a quorum present.

ARTICLE IV – BOARD OF DIRECTORS AND OFFICERS

SECTION 1. GENERAL POWERS. The affairs of AWALC shall be managed by its Board of Directors. The Board shall meet from time to time, not less than quarterly, as deemed

necessary by the President. The President or Secretary shall give notice of such meeting to all Directors and Officers. Notice may be provided by, e-mail, U.S. Mail or posting on the website.

SECTION 2. COMPOSITION. The Board shall be composed of the President, Vice President, one or two Secretaries, one or two Treasurers, the Immediate Past President, and up to ten Directors and a judge sitting on the 19th Judicial Circuit.

SECTION 3. VOTING RIGHTS. Each member of the Board of Directors, other than the Ex-Officio member, shall be entitled to one vote on each matter submitted to the vote of the Board. Each member entitled to vote may authorize another member or members of the Board to act for him or her by proxy in writing or electronically, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period. Alternatively, a member of the Board may submit a specific vote on a specific topic by proxy in writing or electronically, and such proxy shall expire immediately upon casting such a vote.

SECTION 4. QUORUM. A majority of the Board of Directors, whether present or by proxy, shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. If a quorum is not present, a majority of the Directors present may adjourn the meeting to a future date and time. At any meeting so adjourned, should the meeting, upon being resumed, be determined to have a quorum present, then any business may be transacted which might have been transacted at the original meeting. The affirmative vote of a majority of the Directors shall be the act of the Board, unless a 2/3 majority, whether present or by proxy, is required by these By-laws.

SECTION 5. ELECTIONS. The Board of Directors shall be elected at the annual meeting in the following manner:

PRESIDENT: Elected for a two-year term of office beginning in even-numbered years. Should the Vice President be unable or unwilling to succeed to the Presidency, an election for President shall occur.

VICE PRESIDENT: Elected for a two-year term of office beginning in even-numbered years. The Vice President shall automatically succeed to the Presidency.

SECRETARY: Elected for a two-year term of office beginning in odd-numbered years. In times when there are co-secretaries elected, each individual would be elected for a two year term, in opposite years so that additional position would be subject to election in even numbered years.

TREASURER: Elected for a two-year term of office beginning in odd-numbered years. In times when there are co-treasurers elected, each individual would be elected for a two year term, in opposite years so that additional position would be subject to election in even numbered years.

DIRECTORS: Elected for a two-year term of office, one-half (4 or 5) elected in even-numbered years, and one-half (4 or 5) elected in odd-numbered years.

Each Director shall hold office until his/her successor shall have been duly elected.

The President shall announce openings for Officers and Directors in the notice for or at the January meeting or biennial seminar. The Vice-President shall also appoint the members of the Nominating Committee. Any member who was not nominated as part of the slate but who wishes to run for one of the open positions shall notify the Secretary of that intent no later than February 15 so that the Secretary can prepare a written ballot and inform the members of the contested election. Elections shall be held at the March regular meeting. If the slate is uncontested, a voice vote shall be taken. If any position is contested, a written ballot shall be prepared.

SECTION 6. DUTIES. Officers and Directors shall be installed at the regular May meeting each year. The duties of the Officers of AWALC are:

PRESIDENT: Shall preside at all meetings, and shall supervise the regular business of AWALC. The President shall initiate activities, establish committees, act as chair of the Board of Directors and supervise the regular business and operation of AWALC.

VICE PRESIDENT: Shall act in the absence of the President, Chair the Nominating Committee and perform such duties as assigned by the President.

SECRETARY: Shall keep the records of the corporation and of the Board of Directors. Is responsible for the correspondence of AWALC, including but not limited to the meeting notices. The duties of the Secretary may be performed by two members serving as Co-Secretaries. In years in which there are Co-Secretaries, they shall apportion the duties between them, apprising the Board of Directors as to which duties are to be carried out by which Secretary.

TREASURER: Shall collect dues and other funds, keep careful and regular account books and shall expend monies as directed by the Board of Directors. The Treasurer shall provide regular reports to the Board and membership and shall make available the books of AWALC for examination and audit by the Board at all times. The duties of the Treasurer may be performed by two members serving as Co-Treasurers. In years in which there are Co-Treasurers, they shall apportion the duties between them, apprising the Board of Directors as to which duties are to be carried out by which Treasurer.

**ARTICLE V – RESIGNATION AND REMOVAL, VACANCIES,
TERM LIMITS OF BOARD OF DIRECTORS AND OFFICERS**

SECTION 1. RESIGNATION AND REMOVAL. Any Director or Officer may resign by delivering a written resignation to the Secretary or the President. For good cause shown, and by a 2/3 vote of the membership present and voting at any regular meeting, an Officer or Director may be removed.

SECTION 2. VACANCIES. Any vacancy on the Board of Directors may be filled at any meeting of the Board of Directors by appointment of the President with approval of the

Board of Directors. A Director or Officer selected to fill a vacancy shall be selected for the unexpired term of his/her predecessor in office.

SECTION 3. TERM LIMITS. Directors and the Secretary and Treasurer shall be limited to two consecutive two-year terms per elected office. After two years off the board, members may run again for additional terms.

ARTICLE VI – COMMITTEES

SECTION 1. COMMITTEES. Committees shall include: Charitable, Membership, Marketing, Social, Website, Rules & By-Laws, MCLE/ Seminar, and Nominating. The Nominating Committee shall be chaired by the Vice President and the Vice President shall appointment the members of the Nominating Committee. Two Regular members who are not candidates for election shall also serve on the Nominating Committee. The President shall serve as a non-voting member of the Nominating Committee.

SECTION 2. ADDITIONAL COMMITTEES. Additional committees may be established by affirmative vote of 2/3 of the Directors present at a regular or special meeting of the Board of Directors.

SECTION 3. QUALIFICATION AND APPOINTMENT. Each committee shall be chaired by a current member of the Board of Directors. Members of each committee shall be members of the Association

SECTION 4. APPROVAL OF COMMITTEE STATEMENTS. No committee or member shall represent AWALC before any legislative body, in any court, or before any other tribunal unless authorized to do so by affirmative vote of 2/3 of the Directors present at a regular or special meeting of the Board of Directors. No report or recommendation of any committee of AWALC shall be considered as the action of the Association unless and until it has been approved by affirmative vote of 2/3 of the Directors present at a regular or special meeting of the Board of Directors.

SECTION 5. RESIGNATION AND REMOVAL. Any committee member may resign from the committee by delivering a written resignation to the Secretary or the President. Any committee member may be removed by affirmative vote of 2/3 of the Directors present at a regular or special meeting of the Board of Directors whenever the best interests of AWALC shall be served by such removal.

ARTICLE VII – FISCAL YEAR

SECTION 1. FISCAL YEAR. The fiscal year of AWALC shall begin on the first day of May each year.

SECTION 2. DUES. Annual dues shall be paid by the 30th day of June each year. A member may remain in good standing so long as dues are paid in full by September 30th of the membership year. The amount of dues shall be established by recommendation of the Board of Directors and a vote of the membership. New members joining after February 1 shall pay one-half of the regular dues.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. Membership shall lapse if the annual dues are not paid on or before September 30th " of each year.

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of AWALC, in addition to the officers so authorized by these By-laws to enter into a contract or execute and deliver any instruments in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. CHECKS. DRAFTS. ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of AWALC, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and counter-signed by the President or Vice President.

SECTION 3. DEPOSITS. Funds of AWALC may be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX - AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the members. Such action may be taken by affirmative vote of 2/3 of the regular members present at a regular or special meeting for which written notice of the purpose has been given by e-mail, U.S. Mail or posting on the website at least five days prior to the meeting. The by-laws may contain any provision for the regulation and management of the affairs of AWALC not inconsistent with law or the Articles of Incorporation.

Approved: VVV XX, XXXX