

BY-LAWS FOR THE HOUSTON “ASSOCIATION OF WOMEN ATTORNEYS”

Last updated August 18, 2022

ARTICLE I -NAME

1.1 The name of this organization shall be ASSOCIATION OF WOMEN ATTORNEYS.

ARTICLE II -PURPOSE

2.1 The purpose for which the Association of Women Attorneys is organized is to promote the common business interests, within the meaning of Section 501(c)(6) of the Internal Revenue Code and its underlying regulations, of women in the legal profession. In particular, the purpose of this organization shall be to improve the opportunities for and to promote the recognition of the capabilities of women attorneys.

ARTICLE III -OBJECTIVES

3.1 The specific objectives of this organization may include, but are not limited to, the following:

- (a) To promote a forum for the exchange of knowledge, expertise and experiences of women attorneys;
- (b) To increase, expand, and improve employment opportunities for women attorneys;
- (c) To strengthen the image of women attorneys in the community;
- (d) To empower women to seek advancement in all areas of the legal profession and to assist them in attaining judicial office, advancement within their law firms and positions of authority within municipal, county, state and federal government;
- (e) To promote leadership and active participation of women in local, state, and national bar associations;
- (f) To promote opportunities for business contacts among members;
- (g) To promote continuing legal education and professional growth;
- (h) To work towards the elimination of all forms of discrimination against women;

(i) To encourage women to enter the legal profession and to assist them during their legal education;

(j) To promote the objectives of the AWA Foundation;

and

(k) To promote and support a qualified judiciary.

ARTICLE IV -MEMBERSHIP

4.1 MEMBER. Membership shall be open to all licensed attorneys, and to students and graduates of accredited law schools not yet licensed to practice law in this State.

4.2 MEMBER IN GOOD STANDING. A member shall be deemed to be a member in good standing if said member is a dues paid member for the current calendar year.

4.3 ELIGIBLE VOTER. Each member who is a member in good standing shall be deemed to be an eligible voter and shall be entitled to one vote on each matter submitted to a vote of the members, except as otherwise provided in Article X, Section 10.4D2.

4.4 STUDENT MEMBERS. Student members shall consist of those students and graduates of accredited law schools not yet licensed to practice in this State. Said student members shall be eligible to vote if they are members in good standing.

ARTICLE V -DUES

5.1 ANNUAL DUES. Annual dues for members shall be established by the Board of Directors at the Board of Directors meeting.

5.2 BAR YEAR. The Bar year will begin on September 1 of each year and end on August 31 of each year.

5.3 DUES PAYABLE. Dues shall be due and payable on or before September 1 of each year.

ARTICLE VI – BOARD OF DIRECTORS

6.1 COMPOSITION. The Board of Directors shall consist of not less than ten members, elected annually from the general membership. Seven of the Directors shall be the

officers named in Article VII. The remaining Directors shall be at large members of the Board, including at least one current member of the judiciary acting as a judicial liaison. All Directors shall be members in good standing.

6.2 DUTIES. The affairs of the Association shall be managed by its Board of Directors. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Any action required to or which may be taken by the Board shall be approved by a majority of the quorum present at a meeting of the Board.

6.3 MEETINGS. Regular meetings of the Board shall be held monthly at such time the request of the President or any two Directors.

6.4 SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President or any two Directors.

6.5 NOTICE. Notice of any regular or special meeting of the Board shall be given at least two days previous thereto by written or telephone notice to each Director at the address or telephone number shown by the records maintained by the Recording Secretary.

6.6 DECISION BY CONSENSUS. Any action required to or which may be taken at a meeting of Directors, may be taken without a meeting if a consent by two-thirds (2/3) of the Directors is obtained.

6.7 REMOVAL. Any Director elected by the membership or appointed by the Board may be removed by the Board upon two unexcused absences from a regular Board meeting, after notice to said Director and upon majority vote of the remaining members of the Board.

6.8 FILLING VACANCY. If a vacancy occurs during the tenure of any Officer or Director, by resignation or removal, the vacancy shall be filled at the next general membership meeting by a majority of the votes cast. An Officer or Director elected to fill a vacancy shall serve for the unexpired term of the predecessor in office.

6.9 COMPENSATION. No Director (including all Directors who serve as Officers) shall be entitled to receive or accept compensation for any services she may render to the organization, except that any Director may be reimbursed for any actual substantiated expenses incurred in the performance of her duties.

ARTICLE VII- OFFICERS

7.1 COMPOSITION. The officers of this Association shall be President, President-Elect, Vice President-Communications, Vice President-Membership, Secretary, Treasurer, and Immediate Past-President.

7.2 PRESIDENT. The President shall be the principal officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Board and all general membership meetings. The President may sign, with any other proper officer of the Association authorized by the Board, any contracts or other instruments which the Board has authorized to be executed. The President shall be an ex-officio member of all committees.

7.3 PRESIDENT-ELECT. The President-Elect shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall chair the Program Committee and perform such other duties as from time to time may be assigned by the President of the Board. If the President-Elect chooses not to act as President or is unable to act, the President shall be elected by the general membership pursuant to the election procedures herein.

7.4 VICE-PRESIDENT-COMMUNICATIONS. The Vice-President- Communications shall be responsible for communicating information about the Association to the membership at large and shall oversee the dissemination of information about the Association to the community.

7.5 VICE-PRESIDENT-MEMBERSHIP. The Vice-President-Membership shall be responsible for overseeing the promotion of the Association to attract qualified new members and for the preparation and distribution of an annual directory of members.

7.6 SECRETARY. The Secretary shall maintain the minutes of all meetings of the Board of Directors and of the Association, conduct all routine Association correspondence and perform such other duties as from time to time may be assigned by the President.

7.7 TREASURER The Treasurer shall maintain all financial records of the Association, maintain custody of the funds, promptly deposit all checks received, pay bills approved by the Board, collect dues, and report financial condition to the Board monthly. The Treasurer shall also act as Registered Agent of the organization.

7.8 IMMEDIATE PAST-PRESIDENT. The Immediate Past-President shall serve in an advisory capacity to ensure continuity in the ongoing mission of the Association.

ARTICLE VIII – ELECTION OF DIRECTORS AND OFFICERS

8.1 ELECTION OF BOARD. The Officers and Board of Directors of the Association shall be elected annually by members in good standing at the August meeting. In contested election votes shall be cast in writing by secret ballot. Election of said Officers and Board of Directors shall be by the majority of votes cast by members in good standing present.

8.2 NOMINATING COMMITTEE. The Nominating Committee Chair is the President-Elect. The Nominating Committee Chair shall appoint three members to the Nominating Committee. The Nominating Committee shall compile a list of proposed nominees for President-Elect, Secretary, Vice President – Communications, Vice President-Membership, Treasurer, President, if the current President-Elect will not stand for President, and non-officer members of the Board of Directors. The committee shall send out the proposed nominations to current Association members in electronic format via electronic communication or via the current website. Nominations may also be made from the floor at the election meeting.

8.3 TERM OF OFFICE-GENERAL. The term of office shall commence on September 1 and conclude August 31 of the following year, or when new officers are, in fact, elected.

8.4 LIMITED TERMS OF OFFICE. The President and the President-Elect shall not succeed themselves in office. All other officers shall serve no more than two (2) consecutive terms in the same Board role. With the exclusion of the Judicial Screening Chair, all Committee Chairs can serve no more than three (3) consecutive terms.

8.5 QUALIFICATIONS. The President shall have served at least one (1) term as a member of the Board of Directors. The Nominating Committee shall endeavor to nominate a member for the position of President-Elect who has previously served at least one (1) term as a member of the Board of Directors.

ARTICLE IX-COMMITTEES

9.1 STANDING and AD HOC COMMITTEES. The standing committees shall include the Judicial Screening and Judicial Reception committees. Other committees may be formed on an ad hoc bases, as the need arises, and at the discretion of the President and Board of Directors.

9.2 APPOINTMENT OF COMMITTEE CHAIRS. Except for judicial screening, the President shall, at the first meeting of each Board, appoint a member to chair each committee. If the chair is not a board member, the President shall also appoint a board member to the committee to act as a liaison between the committee and Board.

9.3 REMOVAL FROM COMMITTEE. Any member of any committee may be removed by the person authorized to appoint such member, whenever, in the judgment of such person, the best interest of the Association shall be served by such removal.

ARTICLE X -COMPOSITION AND DUTIES OF COMMITTEES

10.1 JUDICIAL SCREENING COMMITTEE. The Judicial Screening Committee shall consist of eight to ten (8-10) members, seven (7) of which have been members in good standing for at least one (1) year prior to their appointment, as well as the Immediate Past-President who may elect to serve, but is not required to serve in an ex-officio capacity. One member of the Judicial Screening Committee shall act as the Liaison to the Board, and shall be a member of the Board. The Immediate Past President, although not eligible to vote unless having been previously appointed to serve on the Judicial Screening Committee, may otherwise participate and is subject to the Committee rules as set forth in 10.1.C. The Chair of the Judicial Screening Committee shall be recommended to the Board by the Liaison, and subject to the approval of the Board. The Committee Chair and Liaison shall recommend the members of the Committee to the Board. Committee members shall serve for three-year terms, beginning September 1 of a given year, as terms expire or a committee member resigns. The appointment for any resigning member shall be for the remainder of the resigning member's term. Each member's term shall be for three (3) years and shall begin September 1.

A. GOALS. The primary goals of the judicial screening committee are:

- (1) To provide the mechanism to obtain and exchange information regarding judicial offices;
- (2) To provide members with recommendations regarding contested judicial races; and
- (3) To provide to the board information regarding the qualifications of persons seeking judicial appointments.

B. QUALIFICATIONS. In order to be eligible to serve on the Judicial Screening Committee, a prospective member must be eligible to participate in at least 90% of the screening interviews. No candidate currently running for office in a race being considered by the Judicial Screening Committee may serve on the Committee. A committee member shall not participate in the screening interview for any candidate where:

1. The candidate is the spouse, partner, sibling, parent, or child of the member;
2. The member serves on a steering committee, hosts an event, or otherwise volunteers or actively campaigns for the candidate;
3. The member is the employee or professional partner of the candidate;

4. The member makes a personal financial contribution to the candidates campaign (for clarity, a member shall not be disqualified hereunder by virtue of a contribution made by the member's law firm or professional association).

C. QUORUM. A minimum of five (5) members of the Judicial Screening Committee shall constitute a quorum.

D. COMMITTEE RULES, SPECIAL CIRCUMSTANCES. The committee is empowered to adopt rules for the conduct of its affairs to assure orderly committee proceedings and confidentiality. The rules must be consistent with the By-Laws of the Association. In the event that a question of Qualification or Disqualification arises, the Liaison shall make a recommendation to the Board. Any such recommendations and consequent resolutions of the Board shall be published to the Members of the Association of Women Attorneys.

E. RECOMMENDATION. In order for a judicial candidate to be endorsed by the Association, the committee shall present a recommendation to the general membership which shall act upon such recommendation at a regular meeting of the general membership designated for such purpose, the "Judicial Endorsement Meeting." No member of the judiciary, and no judicial candidate, whether in a contested race or not, shall be allowed to attend the Judicial Endorsement Meeting. No spouse/partner, child, or parent of a judicial candidate, nor employee or staff of a judicial candidate shall be allowed to attend the portion of the Judicial Endorsement Meeting during which the race including that particular judicial candidate is presented, discussed, and voted upon. No judicial candidate shall be eligible to receive endorsement from AWA unless such candidate shall have interviewed with the Screening Committee for the election for which endorsements are being considered.

(1) Absentee Ballot. Eligible voters unable to attend the meeting may submit a completed ballot in advance of the meeting, on a form approved by the Board of Directors, signed by the member, and submitted to the person or place designated by the Board at least twenty-four (24) hours in advance of the meeting.

(2) Eligible Voter. Only members who are members in good standing as of 14 days before the Judicial Endorsement Meeting and whose dues are paid for the current membership year shall be eligible to vote or remain in attendance during discussion of the candidates.

F. RECOMMENDATION ADOPTED. The recommendation of the committee may be adopted by a majority vote of those eligible members voting.

G. ENDORSEMENT BY THE MEMBERSHIP. Should the membership fail to adopt the recommendation of the committee or should the committee fail to recommend a candidate, any candidate in the same race who screened with the committee may be nominated from the floor and endorsed by a majority vote of those eligible members voting.

H. JUDICIAL APPOINTMENTS. Upon request of a candidate seeking judicial appointment, the committee shall review the candidate's qualifications and send a recommendation to the Board stating whether the candidate is qualified for the position sought. If the recommendation is approved by the Board, a letter on behalf of the candidate shall be submitted by the Board to the person(s) designated by the candidate.

I. UNCONTESTED RACES. There shall be no recommendations or endorsements in uncontested elections.

10.2 JUDICIAL RECEPTION COMMITTEE. The Judicial Reception Committee shall consist of at least one (1) Chair and at least five (5) members of the Association appointed by the Chair. The committee shall be responsible for planning and effecting a reception which will be held in lieu of a regular meeting each January, primarily for members of the Association and the Judiciary. The committee, subject to approval by the Board of Directors, is empowered to determine the budget, the honoree judiciary and the sponsoring of non-honoree judiciary, the date and place of the reception. The Board of Directors can empower the committee to handle all other aspects of the reception without approval of the Board.

ARTICLE XI- QUORUM

11.1 QUORUM. A quorum of the general membership shall exist when at least fifteen (15) members are present. Once established, the quorum shall exist for the entire meeting.

ARTICLE XII- MEETINGS

12.1 MONTHLY MEETINGS. A general membership meeting shall be held once monthly upon prior notice, at a time and place to be determined by the Board. Meeting is defined broadly to include any in-person or virtual event, including CLE trainings. Except at the discretion of the Board, any meeting may be canceled.

12.2 SPECIAL MEETINGS. Special general membership meetings may be called by the President, the Board of Directors, or not less than ten percent (10%) of the members. Notice of a special meeting shall include the agenda and shall be given at least one (1) calendar week in advance of the meeting.

ARTICLE XIII- INDEMNIFICATION OF OFFICERS AND DIRECTORS

13.1 Each person who may have served as a Director, Officer or Committee member of the AWA shall be indemnified by the AWA against liabilities imposed upon her and expenses reasonably incurred by her in connection with any claim made against her, for any action, suit, or proceeding to which she maybe a party by reason of her being or having been, such Director, Officer or Committee member or by reason of any action alleged to have been heretofore or hereafter taken or omitted by her as such Director, Officer or Committee member, and shall be reimbursed for all legal and other expenses (including the cost of settlement) reasonably incurred by her in connection with any such claim, liability suit, action or proceeding; however, no Director, Officer or Committee member shall be indemnified with respect to matters constituting gross negligence or willful misdeed. Such indemnification shall be in addition to any other rights to which Directors, Officers or Committee members may be entitled. The determination of all questions as to the existence of gross negligence or willful misconduct, as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made, by the Board of Directors acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected).

ARTICLE XIV -RECORDS

14.1 INSPECTION OF RECORDS. The Officers and Board members designated to maintain the records of the minutes and dues shall make such records available to the membership at a regular or special meeting upon one week's written request.

ARTICLE XV – FOUNDATION

15.1 The AWA Foundation is organized for the explicit purpose of providing scholarships to female law students. The AWA Foundation is an exempt foundation under the IRS code and qualifies for exemption as a fund described in 501(c)(3). Contributions to it are deductible to the extent allowed under the law. This is a separate explicit fund, separate and apart from any other funds of the AWA and is governed by the Trust Agreement and any Amended Trust Agreement.

15 .2 The Foundation shall report to the Board of Directors and the membership as required under the provisions of the Trust Agreement and any Amended Trust Agreement.

ARTICLE XVI-RULES OF PROCEDURE

16.1 Robert's Rules of Order, newly revised, shall govern the procedure of meetings of this organization.

ARTICLE XVII-FISCAL YEAR

17.1 The fiscal year of the organization shall be the Bar year and shall begin on September 1 and end on August 31.

ARTICLE XVIII-AMENDMENT OF THE BY-LAWS

18.1 These By-Laws may be amended by a two-thirds (2/3) vote of members in good standing, present and voting, at a regularly scheduled meeting, provided that the change was previously approved by the Board and emailed to the general membership at least fifteen (15) days in advance of the vote with a notice of the time and place of the meeting.

ARTICLE XIV -DISSOLUTION

19.1 Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for tax exempt purposes. In no event shall any of the assets be transferred or delivered to any of the members, directors, officers or employees of the organization or to any other individuals.