

HILLSBOROUGH ASSOCIATION FOR WOMEN LAWYERS
BY-LAWS

ARTICLE I

Name

The name of this corporation shall be the Hillsborough Association for Women Lawyers, Inc. The Hillsborough Association for Women Lawyers, Inc. shall be referred to herein as HAWL.

ARTICLE II

Office

The mailing address and office address of this corporation shall change from time to time.

ARTICLE III

Meetings

Section 1. Regular meetings will be held with notice to the members. Special meetings will be held as required and desired by the Board of Directors.

Section 2. Ten percent of the members shall constitute a quorum at any meeting of the corporation.

ARTICLE IV

Membership

Section 1. Membership in this corporation shall consist of the following categories:

(a) Full Member: A member in good standing of the Bar of any State who is a member in good standing of the Florida Association for Women Lawyers (FAWL) shall be eligible for full membership, upon acceptance of

application and payment of dues. This category of membership includes Sustaining Members. Full members shall have all the privileges of membership, including the right to vote and hold office.

(b) Government/Legal Aid/Non-Profit Member: A member in good standing of the Bar of any State who is a member in good standing of the Florida Association for Women Lawyers (FAWL), and who is employed as an attorney for the government, a legal aid organization, or a non-profit organization, regardless of years of practice, shall be eligible for government/legal aid/non-profit membership, upon acceptance of application and payment of dues. Government/legal aid/non-profit members shall have all the privileges of full members, including the right to vote and hold office.

(c) Student/Recent Graduate Member: Any law student shall be eligible for a student membership upon enrolling in an accredited law school, which membership shall be available until graduation. A recent graduate membership is available for up to one year following student's graduation from an accredited law school, Membership in FAWL is included, Student/recent graduate members shall not be entitled to vote or hold office.

(d) Affiliate Member: Any non-lawyer who is dedicated to supporting the purposes of this Association may be eligible for affiliate membership, subject to the approval of the majority of the Board of Directors. Affiliate members may include, but are not limited to, Clerk of the Courts, Judicial Assistants, paralegals and other legal assistants. Affiliate members shall not be entitled to vote or hold office and shall pay membership dues as set by the Board of Directors, The Board of Directors reserves the right to revoke or deny renewal of an affiliate membership for any reason, including solicitation of the Association's members. Membership in FAWL is not included. Affiliate members shall not be entitled to vote or hold office.

Section 2. A member disbarred from practicing law in any state shall be automatically dropped from membership in this corporation and cannot be

reinstated until readmitted to practice law in that or another state.

ARTICLE V Fiscal Year

The fiscal year of this corporation shall be the calendar year of January 1 until December 31. However, the membership year of this corporation shall be from July 1 to June 30 of the following year.

ARTICLE VI Dues

Section 1. Annual dues for each of the member categories identified in Article IV shall be determined by the majority vote of the Board of Directors. Dues for a membership year must be approved not less than thirty (30) days prior to the commencement of each membership year by the Board of Directors. The annual dues include the membership dues of each member for the Florida Association for Women Lawyers, Inc. The dues may also cover the cost of membership luncheons, as determined by the Board of Directors.

Section 2. Annual dues may be reduced on an individual basis based upon financial needs of a member, taking into account the financial resources of the member requesting a dues reduction and the member's past involvement with the corporation, and proposed future involvement. The reduction in dues may include a waiver of the dues of this corporation, but cannot include a waiver of the requirement that all members of this corporation be members in good standing of the Florida Association of Women Lawyers, Inc. The number of dues reductions in any year shall be determined from time to time by the Board of Directors.

Section 3. No member whose dues for the current year are not paid or waived shall be in good standing or be qualified to exercise the rights of membership after October 1 of any membership year until that member has

paid the appropriate dues for that membership year. The Vice President of Membership of this corporation shall notify any such member that he/she is no longer in good standing. Members who are not in good standing shall not be permitted to serve as an officer, director, or committee chair.

Section 4. Membership dues paid by any member after April 1 shall be effective for current membership through the upcoming membership year (July 1-June 30).

ARTICLE VII Board of Directors

Section 1. The business of the corporation shall be managed by a Board of Directors which shall consist of not more than twenty-one (21) elected members, including the current six (6) officers and the Immediate Past President, plus not more than seven (7) judges who are appointed by the President. The officers and non-judicial directors shall be voted on by the members at any regular or special meeting of the corporation. The Immediate Past President shall be an ex officio member of the Board of Directors. Board members shall each have the right to vote, except the Immediate Past President. Board members who are judges shall have the right to vote on matters that are not inconsistent with the Code of Judicial Conduct.

Section 2. Members of the Board of Directors shall hold office for a term of one (1) year from the date of their respective election or appointment or until their respective successors have been inducted or appointed, unless a director sooner dies, resigns, or is removed by the members of the corporation. All members of the Board of Directors, including all Judicial Directors and Officers, shall attend a minimum of 60% of the Board of Directors' meetings during a membership year, unless good cause is shown, as determined by the Board of Directors. The annual Board of Directors retreat shall be included towards the attendance requirement. After a member of the Board of Directors fails to meet the attendance requirement,

the Secretary shall send a written notice to the President and that member advising them of their eligibility for removal from the position. Thereafter, the member may submit a statement of good cause to be considered by the Board of Directors at the next special or regular meeting of the Board of Directors, or at any such time that said member's continued service on the Board of Directors shall be brought forth for a vote.

Section 3. Any vacancy occurring in the elected or appointed members of the Board of Directors, including any vacancy created by an increase in the number of directors prior to the beginning of the corporation's next membership year, may be filled by appointment by the President, following approval by the Nominating Committee and an affirmative vote of a majority of the Board of Directors. A director so elected or appointed to fill a vacancy shall be elected or appointed for the remainder of the current membership year. In the event that the President and the President Elect both resign, or are otherwise unable to serve, during a single membership year, the Nominating Committee shall convene and submit a slate of replacements for the President and President-Elect to the Board of Directors for a majority vote within fourteen (14) days. Unless the majority of the Board of Directors votes otherwise, the newly elected President and President-Elect will serve in those positions for the remainder of the membership year. During the following membership year, the President-Elect will then serve as President and the President will serve as Immediate Past President.

Section 4. Regular meetings of the Board of Directors may be held on such days and at such times as the Board may select from time to time. Special meetings of the board may be held by or at the request of the President or by any five members of the Board.

Section 5. A majority of the current members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board for any vote on a matter on which the Code of Judicial Conduct would prevent a judge from voting, a majority of the current number of non-judicial members of the Board of Directors shall constitute a quorum

for the transaction of such business at any meeting of the Board.

Section 6. Any action of the Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting if written consent to the action, signed by all members of the Board of Directors, is filed in the minutes of the corporation. Alternatively, such action may also be taken without a meeting by an electronic or email vote of the majority of the members of the Board of Directors. Notwithstanding the foregoing, no action shall be taken on legislative items, including the Florida Association for Women Lawyers' legislative agenda, except during a regularly or specially scheduled meeting of the Board of Directors.

Section 7. At the recommendation of the President and with the approval of the Board of Directors, the President may hire an individual to serve as an Administrator for the Organization during a membership year. The Administrator shall be a paid independent contractor of the Organization engaged to assist the President and, as needed, members of the Board of Directors in administrative duties for the organization. The Administrator may be a HAWL member but shall not serve on the Board of Directors or as an Officer in the same membership year. The Treasurer shall provide all necessary forms, documents, and payments necessary to onboard and maintain the Administrator as an independent contractor for the organization. The annual budget for the Administrator position may vary from one membership year to the next. The budget for the Administrator shall be determined by the Board when voting on the annual budget for the upcoming membership year. If necessary, during a membership year, the annual budget may be amended by a majority vote of the Board of Directors to change the amount allotted for the Administrator position.

Section 7. The President may appoint an Advisory Board Chair who shall be a past President of the corporation, other than the immediate past President, to chair an Advisory Board, which shall consist of not more than five (5) past Presidents of the corporation. The President will appoint the Advisory Board members, who will not be members of the Board of

Directors unless an Advisory Board member also has been elected to one of the twenty-one (21) director positions.

ARTICLE VIII Officers

Section 1. The officers of this corporation shall be a President, a President-Elect, a Vice President of Programs, a Vice President of Membership, a Secretary, a Treasurer, and such other officers as may be elected from time to time by the membership, upon the recommendation of the Nominating Committee. All officers shall hold office for a term of one (1) year, or until their respective successors have been inducted, unless an officer sooner dies, resigns or is removed by the members of the corporation.

Section 2. The President shall preside at all meetings of the corporation, shall create all necessary committees not provided for elsewhere herein and appoint the chairs thereof and shall perform the usual duties incumbent upon a President.

Section 3. The President-Elect shall perform the duties of the President in the absence of the President. In the event the office of the President becomes vacant, the President-Elect may serve as President for the remainder of the unexpired term. The President-Elect shall then take office as President for the term following-the term for which she was elected to serve as President-Elect.

Section 4. The Vice President of Programs shall be responsible for program development and for such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5. The Vice President of Membership shall be responsible for membership and for such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 6. The Secretary shall attend all meetings of the membership and the Board of Directors. The Secretary shall act as the clerk or secretary thereof and shall record all of the proceedings of such meetings in minute books kept for that purpose. The Secretary shall have charge of the corporation's records, and except to the extent authority may be conferred upon any transfer agent or registrar duly appointed by the Board of Directors, shall maintain the corporation's books, registers, and such other books, records, and papers as the Board of Directors may from time to time entrust to the Secretary. The Secretary shall be responsible for such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 7. The Treasurer shall have the custody of the corporation's funds and securities, shall keep a full and accurate account of the receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation in the manner and for the purposes directed by the Board of Directors, taking proper vouchers for all such disbursements. The Treasurer shall render to the Board of Directors, whenever it may require, an account of all of the transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall make an annual financial report, in a form acceptable to the Board of Directors, which shall be a summary financial report. The Treasurer shall make the books and records of the corporation available for examination and audit by an independent accountant when so directed by the Board of Directors. The Treasurer shall be responsible for such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE IX Election of Officers and Directors

Section 1. Elections of officers and directors shall be held in April or May

of each year. Nominations must be submitted to the Nominating Committee prior to April 15th. The Nominating Committee will submit a slate of candidates for the positions of officers and directors to membership for a vote. The nominees for directors and all officers except the President-Elect receiving the highest number of votes shall be deemed to be elected. In the event of a tie in the number of votes received by those nominees, there shall be a runoff ballot and the nominee then receiving the highest number of votes shall be deemed elected. The nominee receiving a majority of the votes cast for the President-Elect shall be deemed to be elected. If no nominee receives a majority of the votes cast, the two nominees receiving the highest number of the votes cast for President-Elect shall be placed on a runoff ballot, and the nominee then receiving a majority of the votes cast shall be deemed to be elected as President-Elect.

Section 2. The officers and directors shall assume the duties of their respective offices at the time of their swearing in at a regular meeting, which shall take place no later than June 30 of any membership year.

ARTICLE X Committees

Section 1. The corporation shall have the following standing committees: Membership Committee; Programs Committee; Awards Committee; Young Lawyers Division; and Nominating Committee. The President may appoint such other committees as may be deemed necessary. The Nominating Committee consists of the Immediate Past President, President, President-Elect, a member at large appointed by the President, and a member at large appointed by the President-Elect.

Section 2. If a committee nominates or joins a nomination of someone on behalf of the organization to receive an award, then the nominee must be an active member of the organization at the time the nominee is recommended for the nomination.

ARTICLE XI
Amendment of By-Laws

These By-Laws may be amended by a majority of the membership present at any regular or special meeting after five (5) days' written notice to the membership of such proposed amendment. In the interest of efficiency, the Board of Directors may vote to allow an amendment to the By-Laws to be voted on by electronic or e-mail vote, allowing members at least fifteen (15) days to register their electronic or e-mail vote on any such proposed amendment. The procedures for any such electronic or e-mail vote may be determined by the Board of Directors and an amendment must be approved by a majority of the members voting within the time prescribed for the vote.

ARTICLE XII
Parliamentary Procedure

Robert's Rules of Order, Revised, shall govern all meetings of the corporation, where not inconsistent with the By-Laws of this corporation and where such By-laws are silent.

ARTICLE XIII
Non-Endorsement of Candidates

HAWL shall not endorse any candidates for political, legal, or judicial positions.

ARTICLE XIV
Endorsement of Issues

HAWL may take positions on legislation or issues of judicial, legal, or

social importance. The Board of Directors of HAWL shall adopt a procedure by which HAWL may take positions on legislation or issues of judicial, legal, or social importance.

Updated with changes approved by the Membership on 11/16/04, 5/17/05, 3/27/07, 4/28/2011, 4/24/14, 9/10/15, 10/18/17.12/13/17, and 5/8/24.