

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, and shall be the mailing address and office address of the individual who is then serving as secretary.

ARTICLE III

Meetings

Section 1. Regular meeting 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, legal aid organizations, or non-profit organizations, 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) Emeritus Member: A past full or government member of HAWL who has since retired, left the full-time practice of law, or has relocated their practice outside of the Tampa Bay area is eligible for emeritus membership. Membership in FAWL is included, and the emeritus member has the right to vote and hold office. Emeritus membership includes attendance at one (1) HAWL membership lunch,

and attendance for one (1) at the HAWL judicial reception. All other events attended by the emeritus member must be paid as a guest attendee, per event.

(d) Honorary Member: Any lawyer, distinguished in the profession, upon approval by the Board of Directors, may be enrolled as an honorary member. Membership in FAWL is not included. Honorary members shall not be entitled to vote or hold office.

(e) 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.

(f) 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 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 fiscal year must be approved not less than thirty (30) days prior to the commencement of each fiscal 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 also cover the cost of membership luncheons.

Section 2. Annual dues may be reduced 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 fiscal year until that member has paid the appropriate dues for that fiscal year. The Second Vice President of this corporation shall notify any such member that he/she is no longer in good standing.

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

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 6 officers, the immediate past President, the advisory board chair, and not more than seven (7) members who are judges and are appointed by the President. The numbers of directors shall be fixed 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. Any elected member of the Board of Directors who fails to attend more than two (2) regular meetings of the Board of Directors, may be removed from office upon an affirmative vote of the majority of the remaining members of the Board of Directors.

Section 3. Any vacancy occurring in the elected 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 fiscal year, may be filled by the affirmative vote of a majority of the remaining directors. Any vacancy occurring in the appointed members of the Board of Directors may be filled by appointment by the President. A director so elected or appointed to fill a vacancy shall be elected or appointed for the remainder of the current fiscal year.

Section 4. Regular meetings of the Board of Directors may be held on such day and at such time 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 5 number of elected

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 e-mail 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. The Advisory Board Chair shall be a past President of the corporation, other than the immediate past President, and shall chair the Advisory Board, which shall consist of not more than five (5) past Presidents of the corporation. The Advisory Board Chair will be an elected director 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 First Vice President, a Second Vice President, a Secretary, a Treasurer and such officers as may be elected from time to time by the members of the corporation, 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 shall serve as President for the remainder of the unexpired term. The President-Elect shall take office as President for the term following the term for which she was elected to serve as President-Elect.

Section 4. The First Vice President 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 Second Vice President 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

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. Nominations must be submitted to the Nominating Committee prior to March 1st. The Nominating Committee will submit a slate of candidates for the positions of officers and directors to the Board of Directors for approval. The approved slate shall be presented to the membership for a vote in April. 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 8 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 on June 1st.

ARTICLE X

Committees

The corporation shall have the following standing committees: Membership Committee; By-Laws Committee; Program Committee; and Nominating Committee. The President may appoint such other committees as may be deemed necessary, with the approval of the Board of Directors. The Nominating Committee consists of the President, President-Elect, a member at large appointed by the President, a member at large appointed by the President-Elect and the Second Vice President.

ARTICLE XI
Amendment of By-Laws

These By-Laws may be amended at any meeting of the membership by a majority vote of the members present after five (5) days written notice to the membership of such proposed amendment.

ARTICLE XII
Parliamentary Procedure

Robert's Rules of Order, Revised, shall govern all meetings of this 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 and 12/13/17.