

**Bylaws of the Arkansas Association of Women Lawyers  
A Not-For-Profit Corporation of the State of Arkansas**

Article I  
Name and Office

- Section 1. Name. The name of this corporation shall be the Arkansas Association of Women Lawyers (“AAWL”), an Arkansas not-for-profit corporation.
- Section 2. Offices. AAWL shall have and continuously maintain in the State of Arkansas a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Arkansas, as the AAWL Board of Directors may determine.

Article II  
Purposes and Restrictions

- Section 1. Purposes. In addition to the purposes set forth in the AAWL’s articles of incorporation, the purposes for which the AAWL is organized are to:
- (a) To further the interests of women lawyers and their service to
  - (b) the legal profession;
  - (c) To advance the administration of justice according to law;
  - (d) To aid the courts in carrying on the administration of justice;
  - (e) To foster public service and high standards of conduct;
  - (f) To maintain, on the part of those engaged in the practice of law, high standards of integrity, learning and competence;
  - (g) To encourage collegiality among women lawyers;
  - (h) To provide a forum for the discussion of subjects pertaining to the practice of law and related subjects;
  - (i) To carry on a program of continuing legal education;
  - (j) To improve the judicial and legal process and the science of jurisprudence;

- (k) To encourage practices that would advance and improve the honor and dignity of the legal professional;
- (l) To encourage the legal profession and its individual members to perform and to discharge more effectually their responsibilities in the public interest; and
- (m) Any other appropriate purpose

Section 2. Restrictions.

- (a) All policies and activities of the AAWL shall be consistent with applicable federal, state and local laws, statutes, ordinances including, without limitation, all antitrust, trade regulation and other legal requirements.
- (b) No part of the AAWL's earnings shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the AAWL shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

Article III  
Chapters

Section 1. Affiliate Chapters. There shall be established both a Central Arkansas and Northwest Arkansas chapter of the AAWL. The Central Arkansas chapter shall be designated as the parent chapter, and the Northwest chapter shall be designated as an affiliate chapter. Each chapter shall be separate except that both chapters shall utilize the same website and abide by these similar bylaws. Each chapter is responsible for conducting its own operations in accordance with these bylaws.

Section 2. Officers. Each chapter shall maintain officers and directors in accordance with these bylaws.

Section 3. Monies. The chapters shall maintain separate bank accounts. Both chapters shall fundraise for scholarship and public service into a joint pool for scholarship awards to be made. Any fundraising of each respective chapter for the general purposes of AAWL shall be deposited into that chapter's bank account and utilized for that chapter only. Membership dues of members shall also be divided according to the member's affiliated chapter.

Section 4. Meetings. The meetings of the parent and affiliate chapter Boards of Directors shall be conducted separately. A member of either the parent or affiliate chapter Board may attend the meeting of the other chapter only on specific invitation from the President of the respective other chapter. The Board of Directors for all chapters shall have joint meetings as necessary to evaluate scholarship applications and awards.

## Article IV Membership

Section 1. Application. Applicants who have been approved for membership in the Association may submit a request for membership, along with the designated fee, to AAWL. The AAWL Board of Directors, or its designee(s), shall determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in AAWL. All such qualified applicants shall become members upon notice from the AAWL.

Section 2. Membership Qualifications. AAWL is an organization for women lawyers. Membership in the AAWL is open to any individual residing in the State of Arkansas, who is in good standing with the Supreme Court of the State(s) in which she is licensed to practice and who is current in their payment of dues to AAWL. Membership in AAWL is also open to all law students currently enrolled in an accredited law school and holders of a Juris Doctor degree who are current in their payment of dues to AAWL. AAWL accepts all individuals who meet the above criteria that self-identify as a woman.

Section 3. Membership Categories. The categories of membership in AAWL shall be active, associate, at-large, retired, and lifetime. Members shall designate their affiliation with either the Central or Northwest Chapter.

- (a) Active membership shall be that of all lawyers residing in the State of Arkansas, who are in good standing with the Supreme Court of the State(s) in which she is licensed to practice and who are current are their payment of dues to AAWL.
- (b) Associate Membership shall be that of all law students currently enrolled in an accredited law school and holders of a Juris Doctor degree. Associate membership shall entitle the member to all privileges of AAWL except those of voting and holding office.
- (c) At large membership shall be that of lawyers residing outside the State of Arkansas and in good standing with the Supreme Court of the state in which they are licensed to practice law. At-large members are entitled to all privileges of AAWL except those of voting and holding office.
- (d) Retired membership shall consist of members who have reached the age of 65 prior to the beginning of the membership year. Retired membership shall entitle the member to the same privileges held by the member prior to age 65.
- (e) Lifetime membership shall consist of active members who have been licensed attorneys for at least five (5) years, who are members in good standing with the Supreme Court of the state in which they are licensed to practice, and who have

paid their lifetime membership dues. Lifetime membership shall entitle to the member to all privileges of AAWL.

Section 4. Rights and Duties.

- (a) Active, Retired, and Lifetime Members shall be entitled to vote, attend the AAWL's member meetings and social functions, and serve on the AAWL's committees.
- (b) Active, Retired, and Lifetime Members may hold office in the AAWL and serve on the AAWL's Board of Directors.
- (c) The Membership shall have the right to vote on the amendment of the AAWL's Articles of Incorporation or the merger or dissolution of the AAWL.

Section 5. Benefits. Benefits associated with membership shall be determined by the Board of Directors from time to time.

Section 6. Resignation. Members may resign from the AAWL at any time by giving written notice to the AAWL. Any member resigning from the AAWL shall be responsible for all billed and unbilled dues and assessments related to the then current full fiscal year of the AAWL.

Section 7. Ineligibility. In the event that a member ceases to be eligible for Membership in AAWL (e.g., becomes disbarred or has her bar license suspended), she must immediately notify the AAWL. Such individuals will no longer be members of the AAWL or permitted to participate in AAWL events. They are likewise not entitled to a refund on paid dues and may not renew their Membership in the AAWL until such time as they may become eligible.

Section 8. Non-Payment of Dues/Ineligibility. Membership in AAWL is contingent on payment of yearly or lifetime membership dues as outline in the Standing Rules.

Section 9. Membership Dues. Membership Dues shall be set at the discretion of the Board of Directors. However, the first year of membership for newly licensed lawyers shall be free.

Article VI  
Membership Meetings

Section 1. Annual Meeting. An annual business meeting of AAWL's members shall be held in April, in conjunction with a regular AAWL meeting or at such other time and place as the Board

may determine. The purposes of such meeting shall be the election of Officers and Directors and transacting such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the AAWL's members may be called at the request of the President or by resolution of the Board of Directors. The time and place for holding special meetings shall be determined by the Board.

Section 3. Notice. Notice of any annual or special meeting of the members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than ninety (90) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum. Twenty-five percent (25%) of the AAWL's eligible voting members shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority or more of the members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Mail/Electronic Voting. Voting by ballot, proxy, mail, email or other electronic means shall be permitted for any item of business before the members to the full extent permitted by law. A ballot, mail, e-mail or electronic vote may only be called by the Board of Directors. In order for a mail, e-mail or electronic vote to be valid (i) the action must be approved by a majority of members casting votes; (ii) the number of members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting; and/or (iii) such other requirements as may be required by law must be satisfied.

Section 7. Electronic Communications. Member meetings may be held via telephone conference call, similar form of telecommunications, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

Section 8. Authority. All parliamentary procedural matters shall be governed by Roberts Rules of Order, Revised.

## Article VIII Board of Directors

Section 1. Authority and Responsibility. The AAWL's affairs shall be managed by the Board of Directors (which shall be referred to in these Bylaws as the "Board" or the "Board of Directors"), which shall have supervision, control, and direction of the AAWL, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. All of the

AAWL's committees report to and are subject to the ultimate direction and control of the Board, unless specifically provided otherwise in these Bylaws.

Section 2. Composition of the Board. The Board shall be comprised of the following: President; President-Elect; Director of Administration & Finance; Director of Membership, Recruitment, & Marketing; Director of Events & Programming; Director of Education & Development; Director of Scholarship & Public Service; and two (2) members-at-large (individually, "Director" and together, "Directors").

Section 3. Qualifications. Only members shall be eligible to serve on the Board of Directors.

Section 4. Term.

- (a) The President; President-Elect; Director of Administration & Finance; Director of Membership, Recruitment, & Marketing; Director of Events & Programming; Director of Education & Development; and Director of Scholarship & Public Service shall remain on the Board for the duration of their term in office.
- (b) Directors shall serve a two (2) year term in office, or until such time as their successors are duly appointed, qualified, and take office and may not serve a consecutive term in office. Directors serving more than half of a full term shall be deemed to have served a full term in office for purposes of term limits.
- (c) In order to provide for staggered terms, at least one (1) Director shall be elected each year.
- (d) The term of all Directors shall begin on June 1 and shall run until such time as successors are duly appointed, qualified, and assume their position. Directors may not serve consecutive terms in office.

Section 5. Duties of Board Members, Excluding Officers.

- (a) Director of Membership, Marketing, & Recruitment. The Director of Membership, Marketing, & Recruitment shall coordinate and encourage membership in the organization; shall increase membership through events, social media, and other avenues; shall direct marketing of the organization to past members, law firms, government agencies, and other organizations to increase the number of dues-paying memberships; and shall maintain a list of current members, including their emails and other contact information, which should be provided to the Director of Finance and Administration upon each update to the list. The Director of Membership, Marketing, & Recruitment shall coordinate with a marketing firm to maintain AAWL's social media accounts, promote publicity of the organization, recognize accomplishments and outstanding service of AAWL members, maintain the website, and electronic listserv. The Director of Membership, Marketing, & Recruitment shall in general perform all the duties incident to the office of Director of Membership,

Marketing, & Recruitment and such other duties as from time to time may be assigned by the President or by the Board of Directors.

- (b) Director of Education & Development. The Director of Education & Development shall ensure AAWL is to promoting diversity, equity, and inclusion in its day-to-day activities and in the legal profession as a whole; shall plan and organize seminars sponsored by AAWL, with a goal of providing at least three (3) CLE hours to the Membership each year; shall educate AAWL membership as well as the public at large on the issues that affect women in the legal profession and issues in the law important to women; shall coordinate educational activities or otherwise the inform the Membership of the issues in an appropriate manner in coordination with AAWL's marketing firm; shall create and coordinate mentor programs between AAWL and law students at the University of Arkansas School of Law, Fayetteville or UA Little Rock William H. Bowen School of Law, Little Rock; shall coordinate events and programs with the law student groups as needed; and shall in general perform all the duties incident to the office of Director of Education and Development and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- (c) Director of Scholarship & Public Service. The Director of Scholarship & Public Service shall plan and coordinate scholarships awarded by AAWL; shall represent the Association in all respects concerning scholarships awarded by the Arkansas Bar Foundation from the "Arkansas Association of Women Lawyers Scholarship (in honor of Ruth Huskey Brunson)" scholarship fund; shall work in conjunction with the Director of Events & Programming to plan the annual Scholarship Banquet/Luncheon honoring the recipients of such awards; shall coordinate all aspects of fundraising for AAWL; shall from time to time coordinate and plan public service events or other fundraisers to further AAWL's purpose; and shall in general perform all the duties incident to the office of Director of Scholarship & Public Service and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- (d) Director of Events & Programming. The Director of Events & Programming shall plan and coordinate the regular meetings of AAWL; shall plan and present the programs for the meetings of AAWL; shall plan and organize social events; shall be responsible for planning major annual events, specifically the Holiday Brunch & Silent Auction and the Scholarship Banquet/Luncheon; and shall in general perform all the duties incident to the office of

Director of Events & Programming and such other duties as from time to time may be assigned by the President or by the Board of Directors

Section 6. Elections.

Nominating Committee. The Nominating Committee shall be comprised of three (3) members. One (1) member shall be elected by the members of the AAWL, one (1) member shall be appointed by the Board of Directors, and the Immediate Past President who shall serve as Chair of the Team.

If the Immediate Past President is no longer an active member, the two remaining members plus a Past President nominated by the Board shall constitute the Nominating Committee. All members of the Nominating Committee shall be and shall have been a member of the AAWL a minimum of one (1) year and may not succeed themselves.

The Nominating Committee shall meet in March of each year for the purpose of selecting a slate of Officers and Directors for recommendation to the members of the AAWL. It shall be the responsibility of the Nominating Committee to study the leadership requirements and needs of the organization and to select nominees with the experience and qualities necessary to meet such requirements and needs. Prospective nominees may be interviewed personally by the Nominating Committee and their consent to serve, if elected, should be obtained.

At the annual meeting, the Nominating Committee shall recommend a slate of qualified candidates to the Board of Directors to fill each Director and Officer position that is either vacant or set to expire. Upon final review and approval of the Nominating Committee's recommended slate, the Board shall present the approved slate of candidates to the members for election. Elections will be held at the Annual Meeting in accordance with such procedures as may be established by the Board. The results of such election will be announced to the members during the Annual Meeting immediately following their election.

Section 7. Regular Meetings. The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the AAWL's President or upon a written request to the AAWL's President of four (4) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 9. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can



communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.

Section 10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors, provided that when less than a quorum is present at said meeting, a majority of the members of the Board of Directors present may adjourn the meeting to another time without further notice.

Section 11. Manner of Acting. The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Action Without a Meeting. Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 13. Waiver of Notice. Notice of any meeting need not be given to any member of the Board of Directors who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 14. Resignation and Removal. Any member of the Board of Directors may resign at any time by giving written notice to the President. In addition, any member of the Board of Directors may be removed by the persons entitled to appoint such Director, whenever, in their judgment, the best interests of the AAWL would be served by such removal and in accordance with applicable law. A Director who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled by the Board of Directors.

Section 15. Vacancies. Vacancies in any Director position shall be filled by the Board of Directors. A Director appointed pursuant to this Section shall hold the position for the remainder of the original term for which he or she was appointed to fill.

Section 16. Compensation. Directors shall not receive any remuneration for their services as Directors. Nothing contained herein shall be construed to preclude any Director from serving the AAWL in any other capacity and receiving reasonable compensation therefor.

## Article VIII Officers

Section 1. Officers. The Officers of the AAWL shall be a President, President-Elect, and the Director of Finance & Administration (“DFA”). No two (2) offices may be held simultaneously by the same person.

Section 2. Qualifications. Officers must be members in good standing in both the AAWL and the Association.

Section 3. Term. All officers, except the DFA shall serve a one (1) year term in office or until such time as their successors are duly appointed, qualified, and take office. The DFA shall serve a two (2) year term. The term of all officers shall begin on the June 1 and shall run until such time as successors are duly appointed, qualified, and assume their position. Officers serving more than half of a full term shall be deemed to have served a full term in office.

Section 4. Elections. The Officers shall be elected in accordance with Article VII, Section 5 above.

Section 5. Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice to the President or DFA. In addition, any Officer may be removed by the Board, whenever, in its judgment, the best interests of the AAWL would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an Officer or agent shall not of itself create any contract rights.

Section 6. Officer Vacancies. The President-Elect shall automatically succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next appointment. A President-Elect filling a vacancy in the office of President shall subsequently serve as President for the one-year term of office to which she was originally appointed to serve. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Directors immediately shall fill the office of President and such appointee shall hold office until the next appointment. A vacancy in the office of DFA shall be filled by the Board of Directors. An officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she was appointed to fill.

Section 7. Resignation and Removal. An Officer may resign in writing submitted to the President. In the case of the resignation of the President, the resignation will be submitted to the DFA who will refer such resignation to the AAWL Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the AAWL Board of Directors. An Officer who no longer meets the qualifications for office shall automatically be removed and such vacancy shall be filled as set forth above. Any Officer may be removed by a majority vote of the members present and voting, in person or by proxy, at any regular or special meeting at which a quorum of the members is present, whenever in their judgment the best interests of the AAWL or the Association would be served by such removal, or any Officer may be removed by the Board, whenever in its judgment the best interests of the AAWL or the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an Officer or agent shall not of itself create any contract rights.

Section 8. Duties of Officers.

- (a) President. The President shall be the AAWL's chief executive officer and shall, in general, supervise and control the AAWL's affairs, subject to the direction and control of the Board of Directors. The President shall be an ex-officio member of all of the AAWL's committees, except as otherwise provided by these Bylaws. The President shall (i) chair all Board and member meetings; (ii) serve as the AAWL's official representative and spokesperson, except as otherwise provided by the Board; (iii) appoint, subject to the approval of the Board, the members and chairs of the AAWL's committees; (iv) fill, subject to the approval of the Board, vacancies on the AAWL's committees; and (v) in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board.
- (b) President-Elect. The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be an ex-officio member of all committees, except as otherwise provided by these Bylaws. The President-Elect shall in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.
- (c) Director of Administration & Finance. The Director of Administration and finance shall keep or cause to be kept the minutes of the meetings of the AAWL Board of Directors and members; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records. The Director of Administration & Finance shall also be responsible for all funds and securities of the AAWL; shall receive and give receipts for monies due and payable to the AAWL from any sources whatsoever, and shall deposit all such monies in the name of the AAWL in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these

Bylaws; shall submit financial reports to the Board of Directors at its regular meetings, and to the AAWL membership at its Annual Meeting; and shall in general perform all the duties incident to the office of Director of Administration & Finance and such other duties as from time to time may be assigned by the President or by the Board of Directors.

- (f) Immediate Past President. The Immediate Past President shall serve as the Chair of the Nominating Committee and shall have such duties as may be assigned by the President or the Board of Directors.

## Article IX Committees

### Section 1. Standing Committees.

- (a) Standing Committees. Standing committees may be established by the Board of Directors to support the AAWL's purposes. Such committees shall include, at a minimum, a Nominating Committee, a Scholarship, a Holiday Brunch & Silent Auction, and a Business Partner Committee. The action establishing standing committees shall set forth the committee's purpose and composition and required qualifications for membership on the committee. A majority of all members of committees having the authority of the Board of Directors must be members of the Board.
  - (i) Quorum and Manner of Acting. At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
  - (ii) Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.
  - (iii) Policies and Procedures. The Board shall develop and approve policies and procedures for the operating of all standing committees. All standing committees shall report to the Board.
- (b) Advisory/Ad Hoc Committees and Task Forces. The Board of Directors may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these Bylaws. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Board. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc

committees and task forces may be established for longer periods with the approval of the Board. The action of establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

- (i) Quorum and Manner of Acting. At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- (ii) Committee/Task Force Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.
- (iii) Policies and Procedures. The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

## Article IX

### Financial Matters, Contracts, Checks, Deposits and Bonding

Section 1. Annual Budget. A budget showing anticipated revenue and expenses will be adopted annually by the Board of Directors.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the AAWL, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the AAWL, and such authority may be general or confined to specific instances.

Section 3. Payment of Indebtedness. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the AAWL shall be signed by such Officer or Officers, agent or agents of the AAWL and in such manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the DFA and countersigned by the President.

Section 4. Deposits. All of the AAWL's funds shall be deposited to the credit of the AAWL in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 5. Bonding. The Board of Directors shall provide for the bonding of such officers and employees of the AAWL as it may from time to time determine.

Section 6. Gifts. The Board of Directors may accept on behalf of the AAWL any contribution,

gift, bequest or devise for the AAWL's general purposes or for any special purpose.

Section 7. Books and Records. The AAWL shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and members. The AAWL shall provide the Association with copies of all such books and records upon request.

Section 8. Fiscal Year. The fiscal year of the AAWL shall be June 1 through May 31.

## Article XI Electronic Meetings/Communication

Section 1. Electronic Meetings. Any action to be taken at a Board of Directors or other committee or task force meeting may be taken through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting of the Board of Directors must be delivered at least twenty-four (24) hours prior to the meeting.

Section 2. Electronic Communication. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

## Article XII Indemnification

The AAWL shall indemnify all past and present officers, directors, employees, and committee, council, and task force members, and all other AAWL volunteers to the full extent permitted by the law and shall be entitled to purchase insurance for such indemnification to the full extent of the law as determined by the Board of Directors.

## Article XIII Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the members casting ballots, provided that such alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than ten (10) days prior to the date by which the same is to be considered.

## Article XIV Dissolution

In the event of the dissolution of the AAWL, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the AAWL, transfer all remaining assets of the

AAWL to the Association (except any assets held by the AAWL upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) or, in the event the Association previously has been dissolved, the AAWL shall dispose of all of the remaining assets

of the AAWL (except any assets held by the AAWL upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under either Section 501(c)(3) for Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the AAWL is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

These Amended and Restated Bylaws were adopted this \_\_\_\_\_ by the members of the Arkansas Association of Women Lawyers.

