

**AMENDED AND RESTATED BY-LAWS OF  
JACKSONVILLE WOMEN LAWYERS ASSOCIATION, INC.**

(as adopted April 13, 2017)

**ARTICLE I-NAME**

The name of this not for profit Association shall be Jacksonville Women Lawyers Association, Inc. (“JWLA” or “Association”), organized under Florida Statutes Chapter 617. This Association shall be a chapter of the Florida Association for Women Lawyers (“FAWL”).

**ARTICLE II-PURPOSE**

The purpose of this Association shall be to actively promote gender equality and the leadership roles of its members in the legal profession, judiciary and community at large, and for any other lawful purpose. To achieve these goals, JWLA will uphold the highest standard of integrity, honor and courtesy in the legal profession, promote reform in law, and facilitate administration of justice.

**ARTICLE III-MEMBERSHIP**

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

- (a) **Full Members.** A member in good standing of the Bar of any State who is eligible for membership in the Florida Association for Women Lawyers shall be eligible for full membership, upon acceptance of application and payment of dues. Such members shall have all the privileges of membership, including the right to vote and hold office. A member shall become a member of FAWL upon acceptance of application and payment of dues to FAWL.
- (b) **Student Members.** Any student enrolled and in good standing at an accredited law school shall be eligible for a student membership which membership shall be available until admittance to any State Bar is obtained. Student members shall not be entitled to vote or hold office. A member shall become a student member of FAWL upon acceptance of application and payment of dues to FAWL.
- (c) **Affiliate Members:** Any non-lawyer or lawyer not eligible for membership who is dedicated to supporting the purposes of the Association may be eligible for affiliate membership, subject to the approval by the Board of Directors by majority vote. Affiliate members shall not be entitled to vote or hold office and shall pay affiliate membership dues as set by the Board of Directors. The Board of Directors reserves the right to limit the number of affiliate members and reserves the right to revoke or deny renewal of an affiliate membership for any reason, including solicitation of the Association’s members. Affiliate Members may not comprise more than 10% of overall membership in a membership year. Only one representative per company will be permitted to become an affiliate member of the Association. An affiliate member is not a member of FAWL.

**Section 2.** The membership term shall be one year, from July 1 to June 30 of the following year.

#### **ARTICLE IV - DUES**

**Section 1.** Each member shall pay annual dues in such amount as the Board of Directors shall set.

**Section 2.** By majority vote, the Board of Directors (“Board”) may set a reduced membership rate for Bar members employed by local, state, or federal government or not for profit legal aid organizations or law students.

**Section 3.** Annual dues shall be payable on or before July 1 of each year.

#### **ARTICLE V- MEETINGS**

Meetings of the members shall be held no less than seven (7) times per year, at times to be selected by the Board of Directors. Any member may bring guests to any meeting upon payment of a guest fee in an amount to be set by the Board.

All meetings shall be held at a location that provides reasonable accommodations in accordance with the Americans with Disabilities Act.

#### **ARTICLE VI- OFFICERS**

**Section 1.** The Officers of this Association shall be a President, President-Elect, Secretary, and Treasurer, each of whom shall be a member of the Board of Directors.

(a) The President shall preside at all meetings of the Association and of the Board, 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.

(b) The President-Elect shall perform duties of the President in the absence of the President and a duly elected President-Elect shall succeed to the office of the President upon the expiration of the President’s term. In the event the office of President shall become vacant, the President-Elect shall serve in the place of the President for the unexpired term. The President-Elect shall also be responsible for such other duties as from time to time may be assigned by the President or the Board of Directors.

(c) The Secretary shall ensure that a record is kept of all meetings of the Association and of the Board of Directors; shall ensure that notices are sent out at the request of the Board of Directors, shall attend to such correspondence as necessary for the Association and; shall perform such other duties as requested by the President or the Board.

(d) The Treasurer shall be responsible for the collection and disbursement of all funds of the Association, as directed by the Board of Directors, shall ensure that accurate books of account are maintained for the Association, that applicable tax forms are filed, and shall have signing authority. The Treasurer shall prepare an annual budget for approval by the Board of Directors no later than September 1.

**Section 2.** The Officers' terms shall be one (1) year, or until their successors shall have taken office. An Officer may not hold the same position for more than one (1) consecutive term.

**Section 3.** Each Officer, before entering upon their duties, shall take the Florida Association for Women Lawyers Oath for Installation of Officers, attached hereto as Appendix A.

## **ARTICLE VII – BOARD OF DIRECTORS**

**Section 1.** The business of the Association shall be managed by a Board of Directors which shall consist of the Officers and Directors. A member of the Board of Directors shall be the FAWL Chapter Representative, a position which may be held in conjunction with another position on the Board of Directors.

**Section 2.** The number of Directors, excluding Officers, shall be between four and seven. Director roles and responsibilities, other than the Officers, shall be designated by the President-Elect on or before February 1.

**Section 3.** Members of the Board of Directors shall hold office for a term of one (1) year from July 1 to June 30. Any member of Board of Directors who fails to attend more than three (3) scheduled 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 4.** Any vacancy occurring in the Board of Directors, including any vacancy created by an increase in the number of directors prior to the beginning of the Association's next membership year, may be filled by the affirmative vote of a majority of the remaining Directors. A Director so appointed to fill a vacancy shall be appointed for the remainder of the current membership year.

**Section 5.** Regular meetings of the Board of Directors may be held on such day and at such time and place 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 6.** 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.

**Section 7.** 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 written minutes of the Association. Alternatively, such action may also be taken without a meeting by an electronic, telephonic, or mail vote of the majority of the members of the Board of Directors.

**Section 8.** The Immediate Past President shall serve as an ex officio member of the Board of Directors, but shall not be entitled to vote on issues before the Board of Directors.

**Section 9.** A Director may not serve in the same role as designated by the President-Elect for more than two (2) consecutive terms. Directors shall be limited to three (3) consecutive elected terms as a Director.

**Section 10.** Each Director, before entering upon their duties, shall take the Florida Association for Women Lawyers Oath for Installation of Officers, attached hereto as Appendix A.

### **ARTICLE VIII – ELECTION OF OFFICERS & DIRECTORS**

**Section 1.** Elections of Officers and Directors shall be held in April of each year.

**Section 2.** Nominations must be submitted to the Nominating Committee prior to March 1st of that year. 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 Association’s membership for a vote in April by a majority of the members present.

**Section 3.** The Nominating Committee shall consist of the President, President-Elect, a member at large appointed by the President, a member at large appointed by the President-Elect, and the Immediate Past President. The at large members on the Nominating Committee may not be nominated for positions.

### **ARTICLE IX- AMENDMENTS TO THE BY-LAWS**

These Amended and Restated Bylaws of the Association shall be initially approved by a 2/3 majority vote of the members present at a meeting of the general membership, provided the Board of Directors shall give notice of the proposed amendment to the membership not fewer than ten (10) days before the meeting at which the vote will be held, and the Board shall make provisions for absentee voting. These Bylaws shall thereafter be altered or amended by a 2/3 majority vote of the Board of Directors.

### **ARTICLE X - PARLIAMENTARY PROCEDURE**

Robert’s Rules of Order Newly Revised, shall govern all meetings for the Board of Directors of this Association, where not inconsistent with the By-Laws of this Association and where such By-Laws are silent.

### **ARTICLE XI - NON-ENDORSEMENT OF CANDIDATES**

The Association shall not endorse candidates for public office.

### **ARTICLE XII - FISCAL YEAR**

The fiscal year of the Association shall be determined by the Board of Directors.

### **ARTICLE XIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

The Board of Directors may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. No loans or indebtedness shall be contracted on behalf of the Association.

### **ARTICLE XII –BOARD OF DIRECTORS CONFLICTS OF INTEREST**

No contract or other transaction between the Association and one or more of its members of the Board of Directors or any other Association, firm, association, or entity in which one or more of its Board of Directors are directors or officers are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his, her or their votes are counted on such purpose, if:

- (a) The fact of such relationship of interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested members of the Board of Directors;
- (b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the Association at the time it is authorized by the board, a committee or the members.

Common or interested members of the Board of Directors may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

### **ARTICLE XIII -PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Bylaws or the Articles of InAssociation, this Association shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(6) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

### **ARTICLE XIV -DISSOLUTION**

In the event of the dissolution of this Association or other termination of its activities; all of its assets shall be paid over or transferred to any non-profit organizations or entities that the Board of Directors may select which is organized for purposes substantially the same as the Association.

[SECRETARY CERTIFICATION]

## **APPENDIX A**

### **Florida Association for Women Lawyers Oath for Installation of Officers**

I do solemnly swear or affirm:

I shall support the Constitution of the United States and the Constitution of the State of Florida;

I shall maintain the respect due to courts of justice and judicial officers;

I shall employ for the purpose of maintaining the causes confided to me such means only as are consistent with truth and honor, and will never seek to mislead anyone by any artifice or false statement of fact or law through operation of my office;

I shall promote women's rights and the common interests of women lawyers, promote reform in the law, facilitate the administration of justice, and uphold the highest standard of integrity, courtesy and honor in the legal profession.

So help me God.