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# **Women Lawyers of Franklin County, Inc. Bylaws**

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A Not-for-Profit Corporation

## **ARTICLE I** **Members**

**Section 1.** Membership in the Women Lawyers of Franklin County (hereinafter referred to as organization or association) shall be open to any person who: (1) has been admitted to the practice of law; or (2) has an application for admission to the Ohio bar pending; or (3) who is currently attending law school in Franklin County; and who lives and/or practices in the state of Ohio, and who pays dues timely to the organization. The membership term shall begin on July 1 and expire on June 30 of the following year.

Membership shall be open to all qualified persons without regard to sex, age, race, nationality, religion, disability or sexual orientation. Should any member be no longer in good standing or otherwise no longer be qualified or eligible to practice law in Ohio, the board of trustees may decide by three-fourth's majority vote to ask that member to resign from the organization.

**Section 2.** Members whose dues are paid in full and are currently registered active and in good standing with the Supreme Court of Ohio shall be eligible to vote in accordance with these Bylaws.

**Section 3.** The annual membership dues for the succeeding year shall be set at the annual meeting and the amount of the proposed dues shall be included in the meeting notice.

## **ARTICLE II** **Officers**

**Section 1.** The officers of this organization shall be a president, president-elect, secretary, treasurer and two trustees-at-large. The elective officers shall serve on the board of trustees.

The president-elect, as long as he/she remains a voting member of the Association in good standing and is willing to serve, shall succeed automatically to the office of President upon such office becoming vacant at the end of each term.

The secretary, as long as he/she remains a members of the Association in good standing and is willing to serve, shall automatically be nominated and succeed to and discharge the duties pertaining to the office of the President-Elect.

The treasurer, as long as he/she remains a members of the Association in good standing and is willing to serve, shall automatically be nominated and succeed to and discharge the duties pertaining to the office of the Secretary.

Section 2. (A) Officers shall be elected by ballot by the majority of the members present at the annual meeting. Any member unable to attend the election may vote by submitting a notarized letter authorizing that member's vote for specific candidates. The letter must be in the possession of the President prior to the election and shall be tallied after all other votes are counted.

(B)(i) Prior to elections, a three-person nominating committee shall be selected by the board of trustees.

(ii) The nominating committee shall consider any member who is qualified and in good standing and whose name is submitted to the committee for consideration, whether submitted by the member, another member of this organization, or a committee member.

(iii) The slate of nominations shall be mailed or transmitted by Authorized Communication Devices, as provided in Article X, to the members one month in advance of the election. Any member wishing to run for treasurer but not nominated may mail to all members and the president a document setting forth the member's name; any such document must be received before the election.

Section 3. The regular terms of office shall be for one year beginning at the annual meeting of members, except for the office of treasurer, who shall assume all duties for the fiscal year beginning September 1 of each year. The outgoing treasurer shall continue to serve until the close of the fiscal year.

Section 4. All vacancies shall be filled by election by the board of trustees except that the president-elect shall succeed to the office of president, the secretary shall succeed to the office of president-elect, and the treasurer shall succeed to the office of secretary for the unexpired term, and shall thereafter serve a full term. An office may be considered vacant upon the majority vote of the board of trustees when an officer has been absent from three consecutive regular monthly meetings or has neglected the

officer's duties.

Section 5. The **president** shall preside at all meetings and may appoint all standing and ad hoc committees. The president shall have oversight over all organizational activities and committees. All officers and board members shall report to the president. The president shall be the chief spokesperson for the organization, although the president may designate another officer or chairperson to speak in the president's stead.

The **president-elect** shall be in charge of programming and shall perform the duties of the president in the event of the president's absence.

The **secretary** shall keep a roster of membership, and keep a record of the minutes of each business meeting.

The **treasurer** shall collect all funds of the organization and keep accurate records thereof. The treasurer shall deposit the funds in a bank designated by the board of trustees, pay the expenses of the organization and make other distributions as are approved by the board of trustees. The trustee shall be responsible to file the appropriate tax documentation, such as a 990-N electronic filing, with the Internal Revenue Services annually, which is to be filed not later than the 15th day on the fifth month after the close of the fiscal year, which is January 15. The treasurer shall annually prepare a statement of income and expenses for the fiscal year and present it to the board of trustees. The fiscal year of the organization is September 1 to August 31, each year. Therefore, the duties of the outgoing treasurer shall not cease at the May meeting but shall continue until the books are closed on August 31 and the statement of income and expenses is presented to the board of trustees.

### **ARTICLE III** **Meetings**

Section 1. A regular meeting of this organization may be held once each month but no less than four times per year commencing in September and terminating in May, at a time and place designated by the board of trustees. Summer meetings may be added at the direction of the board. The annual meeting shall be held in April or May. Notice of such meeting shall be mailed or transmitted by Authorized Communication Devices as provided in Article X at least ten days prior to such meeting.

Section 2. The members present at a meeting shall constitute a quorum.

**ARTICLE IV**  
**Board of Trustees**

**Section 1.** The board of trustees shall consist of elected officers and the immediate past president and the following:

1. Chair of the Legislative Action Committee
2. Chair of the Networking and Referral Committee
3. Chair of the Bylaws Committee
4. Chair of the Community Service Committee
5. Chair of the Newsletter/Publicity Committee
6. Chair of the Membership Committee
7. Chair of the Political Campaign Committee
8. Chair of the Scholarship Committee
9. Chairs of any ad hoc committees.

**Section 2.** The board shall meet at least quarterly at such time and place as may be determined by the board of trustees.

**Section 3.** Special meetings of the board may be called by the president or at the written request of any two members of the board.

**Section 4.** A quorum necessary for the transaction of business by the board of trustees shall be those members of the board present at the board meeting. A board member attending the board meeting via an Approved Communication Device as provided in Article X is deemed present at the meeting and may cast votes. Business of the corporation shall be transacted by the affirmative vote of the majority of a duly constituted quorum.

**ARTICLE V**  
**Committees**

**Section 1.** The standing committees of the organization shall be as follows:

1. Legislative Action Committee
2. Networking and Referral Committee
3. Bylaws Committee
4. Community Service Committee
5. Newsletter/Publicity Committee
6. Membership Committee
7. Political Campaign Committee

## 8. Scholarship Committee

Any committees may be combined in the discretion of the president.

Section 2. The chairs of the standing committees shall be appointed by and serve at the pleasure of the president. The regular terms of office shall be for one year beginning at the annual meeting of members, except for the Membership Chair, who shall assume all duties beginning on the first date of the fiscal year, September 1 through August 31, for two consecutive terms.

Section 3. The duties of the committees shall be as follows:

1. The Legislative Action Committee shall review pending and proposed legislation, advise the membership as to its findings and suggest appropriate action as permitted under the tax status of the organization. Should the Legislative Action Committee find it advisable to testify on a particular bill, the Chair shall bring it to the attention of the President and, after approval of the board of trustees, the President will either testify or will designate the Chair or another officer or member to testify. The Legislative Action Committee shall prepare detailed information which can be used in testimony, and press releases or other communications with the public which the President and the board of trustees deem appropriate.
2. The Networking and Referral Committee shall respond to public requests for attorney referral by establishing a referral system equitable to all members. It shall also seek opportunities for interaction between members and others in the community. The Committee may also gather, publish and make available information concerning job openings for the benefit of the members.
3. The Bylaws Committee shall review the bylaws, propose necessary changes and prepare the same for presentation to the membership. In addition, the chair of the Bylaws Committee shall function as historian and shall maintain the corporation's archives.
4. The Community Services Committee shall recommend to the membership and facilitate community service projects.
5. The Newsletter/Publicity Committee shall be responsible for the

production and mailing of the newsletter. In addition, the committee shall assist the president-elect and the other committees in publicizing other organizational events.

6. The Membership Committee shall be responsible for maintaining membership lists, reviewing information concerning current membership in order to increase awareness of the activities of the Women Lawyers of Franklin County, Inc., and to increase membership. These activities could include a membership drive or activities to increase interest in membership in the organization.
7. The Political Campaign Committee shall assist members in becoming involved in local political campaigns and knowledgeable about political candidates, especially judicial races.

Section 5. Other Committees

1. The president may appoint such additional committees and chairs as the president deems necessary, including the nominating committee (as provided in Article II, Section 2 above).
2. The president may appoint an audit committee of at least two members, not to include the treasurer, to audit the books and records of the organization and to present the audit at the annual meeting.

**ARTICLE VI**  
**Endorsements**

This organization may endorse or recommend candidates for public office and may recommend government action and/or legislation according to the following procedure: Notice shall be sent, via Authorized Communication Devices, to all members at least ten days prior to a meeting at which such endorsement shall be considered. Said endorsement shall be approved upon a vote of two-thirds (2/3) of the members present at such meeting.

**ARTICLE VII**  
**Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Women Lawyers of

Franklin County, Inc. may adopt.

**ARTICLE VIII**  
**Fiscal Year**

The fiscal year of the corporation shall begin September 1 and end on August 31 of the succeeding year.

**ARTICLE IX**  
**Amendment of Bylaws**

These bylaws may be amended at any regular meeting of the organization upon a two-thirds vote of the members in good standing present at the meeting; provided, however, that written notice of such proposed amendment shall have been mailed or transmitted by Authorized Communication Devices as provided in Article X to all members at least ten days prior to the date of the meeting.

**ARTICLE X**  
**Notice and Voting by Authorized Communication Devices**

Whenever specifically permitted for use in these Regulations and pursuant to Ohio Revised Code Chapter 1702, "Authorized Communication Devices" shall include, but are not limited to, telephone, video conference, facsimile (fax), electronic mail, or any other means under which it can be determined that the transmission was authorized by and accurately reflects the intention of the sender and which enables the sender to contemporaneously communicate with other persons involved in the notice, discussion or vote. The board of trustees may, at their sole discretion, adopt regulations regarding verification of the authenticity of any transmittal by an Authorized Communication Device or the eligibility of the sender to participate.

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