

**BY-LAWS OF THE
GREATER WASHINGTON AREA CHAPTER
WOMEN LAWYERS DIVISION
NATIONAL BAR ASSOCIATION**

Last Updated: June 13, 2019

ARTICLE I

NAME

Section 1.01. The name of this organization shall be the Greater Washington Area Chapter, Women Lawyers Division, National Bar Association, hereinafter referred to as “GWAC.”

SEAL

Section 1.02. The Board of Directors may provide an appropriate corporate seal, which seal shall be in the charge of the Recording Secretary.

AFFILIATION

Section 1.03. GWAC is an affiliate of the National Bar Association and shall endeavor to maintain that affiliation.

ARTICLE II

PURPOSE

Section 2.01. The purpose of GWAC shall be to address itself to the concerns of the Washington, D.C. Metropolitan area with an emphasis on women of African descent in the legal profession.

OBJECTIVES

Section 2.02. The objectives are:

- (1) to assist in fostering and sustaining a viable presence of women in the legal profession throughout the Metropolitan Washington community;
- (2) to address problems and concerns in the Metropolitan Washington community;
- (3) to provide aid to women in their efforts to obtain a legal education, bar admission, and employment in their chosen areas of interest;
- (4) to promote continuing legal education and the pursuit of academic excellence; and
- (5) to provide advice and counsel on problems which impact particularly on women. The above objectives may be carried out by programs and projects which shall include, but are not limited to, seminars, workshops, publications, and participation in public interest litigation.

PROHIBITED ACTIVITIES

Section 2.03. No part of the earnings of GWAC shall inure to the benefit of or be distributed to the members, directors, or officers of GWAC, except that GWAC shall have the authority to pay such persons reasonable compensation for services rendered to or for GWAC. Nothing in this Section shall prohibit GWAC from making gifts or donations of modest value to members, directors, or officers of GWAC due to special circumstances such as marriage, childbirth, illness, retirement, or death. No director or officer shall receive compensation for services which are rendered in performance of duties in either capacity.

ARTICLE III
MEMBERSHIP

Section 3.01. Regular membership. Regular membership is open to any person who is a graduate of a recognized law school or a member in good standing of the bar of a State, territory, or possession of the United States.

Section 3.02. Recent graduate membership. Recent graduate membership is open to any person who graduated within two years or less from a recognized law school of a state, territory or possession of the United States. For the purposes of these By-laws, recent graduate members have the same rights as “regular members.”

Section 3.03. Student membership. Student membership is open to any person matriculating at a recognized law school of a state, territory or possession of the United States.

Section 3.04. Life membership. Life membership is open to any person who has been a regular member of GWAC for at least three years and contributes a one-time dues amount to be set by the Board of Directors as discussed below.

Section 3.05. Application for Membership. Any person interested in becoming a member of GWAC shall submit a completed application on a form approved by the Board of Directors of GWAC. Upon payment of the required dues and approval of the application, the applicant shall become a member of GWAC.

Section 3.06. Membership Dues. The dues year shall be July 1 through June 30. The Financial Secretary shall notify members delinquent by one month in their dues. Those whose dues are not paid within two (2) months thereafter shall be inactive without further notification. Inactive members may be reinstated at any time upon payment of said dues.

Section 3.07. Determination of Dues. The Board of Directors may recommend from time to time the amount of annual dues for members of GWAC. Dues for law student members and recent graduates shall be no more than one half of the regular membership dues. The Board of Directors may recommend from time to time the amount of life member dues. The amount of annual dues then shall be determined periodically by the Board of Directors.

Section 3.08. Rights of Financial Members. All financial regular, life, and recent graduate members shall be eligible to vote in an election of officers, on amendments to the By-laws and on motions at general, special and annual meetings. Additionally, financial student members shall be eligible to vote in the election of officers.

ARTICLE IV
MEETINGS OF THE MEMBERS

Section 4.01. Annual Membership Meeting. The annual meeting of GWAC shall be held during the month of June. The purpose of this meeting shall be to elect the officers for the upcoming bar year and to transact such other business as may come before the meeting.

Section 4.02. Written Notice of Annual Membership Meeting. Written notice stating the place, day, and time of the annual meeting shall be delivered to each member not less than seven (7) days prior to meeting. Notice of the meeting shall be given by the Corresponding Secretary of GWAC.

Section 4.03. Regular Membership Meetings. Regular meetings of GWAC shall be held no less than four times per year (including the annual membership retreat), the frequency beyond that will be at the discretion of the Board of Directors. The date, time, and place for regular membership meetings shall be established by the Board of Directors.

Section 4.04. Notice of Regular Membership Meetings. Notice of regular meetings of the members shall be given at least four (4) days in advance of the meeting.

Section 4.05. Special Membership Meetings. Special meetings of the members may be called at any time by the President or a majority of the Board of Directors or upon written request of any ten (10) members. Notice setting forth the time, place, and purpose of such meeting shall be delivered to every member at least ten (10) days prior to the date of such meeting. The business at any special meeting shall be confined to the matter stated in the notice.

Section 4.06. Quorum for Regular or Special Membership Meetings. Ten percent (10%) but not less than seven (7) of the financial regular, student, life, and recent graduate members shall constitute a quorum at any regular or special meeting.

Section 4.07. Quorum for Annual Membership Meetings. Twenty percent (20%) of the financial regular, student, life, and recent graduate members, but not less than fifteen (15), shall constitute a quorum at the annual meeting.

ARTICLE V **VOTING RIGHTS**

Section 5.01. Right to Vote. All financial regular, life, and recent graduate members shall be eligible to vote in an election of officers, on amendments to the By-laws and on motions at general, special and annual meetings. Additionally, financial student members shall be eligible to vote in the election of officers.

Section 5.02. Waiver of Right of Notice. Any member who attends a meeting without receiving notice and votes on any action presented shall waive the right to protest the failure to receive such notice or any action taken at the meeting.

Section 5.03. Voting by Proxy. Proxy voting is permitted as long as the member voting by proxy and the member casting the proxy vote have been members in good standing with GWAC for at least the one year preceding the date of the vote.

ARTICLE VI **OFFICERS**

Section 6.01. Officers. The officers of GWAC shall be the President, President-Elect, Corresponding Secretary, Recording Secretary, Treasurer, Financial Secretary, and Historian, and shall be installed in June.

Section 6.02. President. The president shall be the presiding officer of the Board of Directors and of GWAC. The President's duties shall be the general supervision of the activities of the Board of Directors and of GWAC.

Section 6.03. President-Elect. The President-Elect shall be an officer of the Board of Directors and of GWAC, and shall perform the duties of the President in the event of her absence or disability. The President-Elect shall perform such other duties as assigned to her by the Board of Directors. At the conclusion of the one year term as President-Elect, she will automatically be elevated to the position of President. Should the President cease to occupy the office, the President-Elect shall become President for the duration of the bar year.

The President-Elect must produce an official year-in review report at the close of the term of office, and prior to assuming the office of President. This report should be developed in close coordination with the outgoing President, and shall serve as the basis for the GWAC Affiliate of the Year submission to the National Bar Association.

Section 6.04. Corresponding Secretary. The Corresponding Secretary shall give, or cause to be given, notice of meetings of GWAC and of the Board of Directors, shall keep a record of the membership of the Chapter, and shall perform such other duties as are assigned to her by the Board of Directors. The Secretary must produce an official transition report at the close of the term of office. This report should consist of, at a minimum, a complete roster of the current financial members of GWAC.

Section 6.05. Recording Secretary. The Recording Secretary shall keep the minutes of the meetings of the Board of Directors and of GWAC. She shall see that the books, reports, statements, and all other documents required by law are properly kept and filed, and she shall perform such other duties as are assigned to her by the Board of Directors. The Recording Secretary must produce an official transition report at the close of the term of office.

Section 6.06. Treasurer. The Treasurer shall have the custody of GWAC funds and other valuables, and shall keep, or cause to be kept, full and accurate account of receipts and disbursements, and shall deposit, or cause to be deposited, all monies and other valuable effects in the name and to the credit of GWAC in such depositories as may be designated by the Board of Directors. She shall render to the President, the Board of Directors, and GWAC, whenever they may require, an account of all her transactions as Treasurer and of the financial condition of GWAC. She shall forward on a regular basis determined by the Board of Directors a list of all financial members to the Corresponding Secretary. She shall perform such other duties as are assigned her by the Board of Directors. The Treasurer must produce an official transition report at the close of the term of office.

Section 6.07. Financial Secretary. The Financial Secretary shall bill members for their dues and assist the Treasurer in performing the duties set forth in Article VI. Section 6.06, supra. The Financial Secretary shall also be responsible for the duties outlined in Article III Section 3.06, supra, and such other duties as are assigned her by the Board of Directors. The Financial Secretary must produce an official transition report at the close of the term of office.

Section 6.08. Historian. The Historian shall prepare a narrative of all activities conducted during the bar year. Upon approval of the Board, the narrative shall become a permanent record of GWAC history. The Historian shall serve as custodian of GWAC's collection of photographs, documents, books, or other created materials. The Historian shall maintain custody of such items or designate a centralized location for safekeeping. Upon request from financial members, the Historian shall permit access to the items. The Historian shall serve as Chair of the Historical Committee and perform other such duties as assigned. The Historian must produce an official transition report at the close of the term of office.

Section 6.09. Term of Office for President and President-Elect. The term of office for President and President-Elect shall be for one (1) year; this term shall run from July 1 through June 30 or until the new elected officers have been installed. Should the President-Elect be elevated to President prior to the conclusion of the President's term, she will complete the remaining term of the vacating President prior to assuming her full term as President.

Section 6.10. Term of Office for Immediate Past President. The outgoing President shall assume the role of Immediate Past President, to serve as an advisor to the incoming President. The position of Immediate Past President may only be bestowed upon outgoing Presidents that have completed their term of office in full, and in good standing.

Section 6.11. Term of Office for Other Elected Officers. The term of office of all other elected officers of GWAC shall be one (1) year. The elected officers shall be installed in June and assume office on July 1. No officer may hold the same office for more than three (3) consecutive terms.

Section 6.12. Resignation of Officers. An officer may resign at any time by delivering a written resignation to the Board of Directors, the President, or the Recording Secretary of GWAC. Unless specified otherwise in the notice of resignation, such resignation shall become effective upon delivery.

Section 6.13. Officer Vacancies. If a vacancy occurs among elected officers, a successor shall be elected at the next regular or special meeting, for which adequate notice shall have been given. The President shall appoint an acting officer to serve until the election is held. To the extent any officer position is unfilled, the President can assign roles and duties, as needed.

Section 6.14. Requirements for President-Elect Candidates. Each candidate for the office of President-Elect of GWAC shall have been a financial regular member for the three years immediately preceding the election or be a life member of GWAC. In addition, each such candidate shall have registered and attended at least one (1) national convention of the National Bar Association in the three (3) years preceding the election or the National Bar Association Mid-Year Conference immediately preceding the election.

Section 6.15. Requirements for Candidates for Other Offices. Each candidate for the office of Corresponding Secretary, Recording Secretary, Treasurer, Historian, and Financial Secretary shall have been a financial regular member of GWAC for at least one full year immediately preceding the election or be a life member of GWAC.

ARTICLE VII **COMMITTEES**

Section 7.01. Executive Committee. The Executive Committee of the Board of Directors shall consist of all elected officers of GWAC and five (5) members of the Board of Directors elected by the Board of Directors. The Executive Committee shall have the authority to act in the name of GWAC between meetings of the Members. Delegation of authority to the Executive Committee does not absolve the Board of Directors of its responsibilities.

Section 7.02. Standing Committees. The standing committees of GWAC shall be Membership, Student Affairs, Program Planning, Finance and Budget, Community Outreach, Employment and Professional Development, Legislative Affairs, Judicial and Executive Appointments, Charlotte E. Ray, Fundraising, Public Relations, and Law Firm/Corporate Counsel.

Section 7.03. Standing Committee Appointments. Appointment to standing committees shall be made by the President. Each standing committee shall consist of a chairperson, an elected officer and at least two (2) additional members, one of whom shall serve as secretary of the committee. Each standing committee shall have one (1) vote on the Board of Directors, to be exercised by the committee chairperson or her designee.

Section 7.04. Ad Hoc Committees. The President may establish Ad Hoc Committees as she deems necessary. Each such committee shall consist of a Chairperson and other members of GWAC as appointed by the President. Ad Hoc Committees shall have no vote on the Board of Directors.

Section 7.05. Committee Oversight. Each elected officer shall be a member of and have oversight responsibilities in one or more of the standing committees. The President-Elect shall have oversight responsibility over Judicial and Executive Appointments and Employment/Professional Development; the Treasurer shall have oversight responsibility over Finance and Budget and Program Planning; the Corresponding Secretary shall have oversight responsibility over Membership and Student Affairs; the Recording Secretary shall have oversight responsibility over Community Outreach and Legislative Affairs; and the Financial Secretary shall have oversight over Fundraising and Law Firm/Corporate Counsel.

Section 7.06. Nominating Committee. The President shall select and appoint three (3) financial regular members or life members, exclusive of officers, who shall comprise the Nominating Committee. The President shall also fill any vacancy or make replacements as necessary. All members of the Nominating Committee must be in good financial standing with GWAC. Prior to the election, the Nominating Committee shall announce a minimum of one person for each elected office, determine the eligibility of such persons to serve and make a report to the membership regarding its choices. If any member of the Nominating Committee decides to run for elected office, that member shall abstain from making a nomination with respect to that particular office; however, she may otherwise make nominations for the remaining elected positions. In accord with protocol, resignations from the committee shall be in writing and forwarded to the President. In such case, the resignation will be effective upon receipt by the President unless otherwise specified therein.

Section 7.07. Committee Reporting Requirements. All committees shall report to the Board of Directors at each meeting of the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

Section 8.01. The affairs of GWAC shall be managed by its Board of Directors. Membership in GWAC is a prerequisite for all candidates for the Board of Directors.

Section 8.02. The Board of Directors, who shall be entitled to one vote each, shall consist of all elected officers, the chairpersons of each standing committee, as defined by Article VII, supra, and the Immediate Past President of GWAC.

Section 8.03. Directors shall serve for a term of one year or until a successor has been elected or appointed and qualifies. The term of each director shall run from July 1 through June 30 of each year.

Section 8.04. If a vacancy occurs on the Board of Directors among Committee chairpersons, the President shall appoint a successor. If a vacancy occurs on the Board of Directors among elected officers, a successor shall be elected in accordance with Article VI, Section 10, supra.

Section 8.05. A Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall be effective upon delivery unless the resignation itself specifies a different date.

Section 8.06. Annual Board Meeting. The Board of Directors shall hold an annual board meeting in August of each year.

Section 8.07. Monthly Board Meetings. The Board of Directors shall hold monthly meetings. The date, time, and place of the monthly meetings shall be established by resolution of the Board.

Section 8.08. Special Board Meetings. Special meetings of the Board of Directors may be called by the President, or by five (5) or more Directors. Notice of such meeting shall be delivered at least forty-eight (48) hours before the meeting.

Section 8.09. Quorum for Board Meetings. At all meetings of the Board of Directors, a majority of the number of Directors then in office shall constitute a quorum for the transaction of the business of the Board.

Section 8.10. Attendance at Board Meetings. Every Director shall be required to notify the Corresponding Secretary or the Corresponding Secretary's designee whenever she will be unable to attend a meeting of the Board. Absence for three (3) consecutive meetings without providing notice or satisfactory reason to the Corresponding Secretary shall result in the removal of a Director. The Director shall be notified in writing of such removal by the Corresponding Secretary.

ARTICLE IX

PRESIDENTIAL APPOINTMENTS

Section 9.01. Parliamentarian. The President of GWAC may appoint a Parliamentarian, if she desires. The Parliamentarian shall be knowledgeable in Robert's Rules of Order, Newly Revised and of the By-Laws of this organization.

Section 9.02. Liaison to the National Bar Association. The President of GWAC shall appoint a Liaison to the National Bar Association, who shall be a member in good standing of both GWAC and the National Bar Association. The Liaison to the National Bar Association shall work to establish and maintain a close working relationship between GWAC and the National Bar Association (including Region XII); she shall perform these duties and other duties as assigned to her by the President.

Section 9.03. Liaison to the GWAC Foundation, Inc. The President of GWAC shall appoint a Liaison to the GWAC Foundation, Inc. who shall be a member in good standing of both GWAC and the GWAC Foundation, Inc. The Liaison to the GWAC Foundation, Inc., shall work to establish and maintain a close working relationship between GWAC and the GWAC Foundation, Inc.; she shall perform such other duties as are assigned to her by the President.

Section 9.04. General Counsel. The President of GWAC shall appoint a General Counsel, who shall be a member in good standing of both GWAC and the District of Columbia Bar Association.

Section 9.05. Information Technology Coordinator. The President of GWAC shall appoint an Information Technology Coordinator who shall be a member in good standing of GWAC. The Information Technology

Coordinator shall be knowledgeable or willing and capable of quickly learning about emerging technology and related issues and will be responsible for technical aspects of GWAC's operations.

Section 9.06. Additional Appointments. The President may make such other appointments as she deems necessary.

Section 9.07. Voting Rights of Appointees. The Presidential appointees described in this Article shall have no vote on the Board of Directors.

ARTICLE X **ORGANIZATIONAL FINANCES**

Section 10.01. Bank Account. All finances of GWAC shall be deposited in a financial institution and otherwise recorded in a record book of GWAC. Such financial institution shall be determined by resolution of the Board of Directors.

Section 10.02. Checks. All checks, drafts, notes, and evidence of indebtedness of GWAC shall be signed by two of the following officers: the President, the Treasurer, or the Financial Secretary.

ARTICLE XI **CONTRACTS**

Section 11.01. Interest in Contracts. No member, director, officer or staff member of GWAC shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services supplied to it, unless such contract shall be authorized by the Board of Directors, and unless the fact of such interest shall have been disclosed or known to the directors at the meeting at which such contract is authorized.

Section 11.01. Authority to Contract. The Board of Directors may authorize any officer or officers, agent or agents of GWAC, in addition to the officers so authorized by the By-Laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of GWAC. Such authority may be general or may be confined to specific instances.

ARTICLE XII **BOOKS AND RECORDS**

Section 12.01. Mandate on Status of Records and Accounts. GWAC shall keep correct and complete books and records of account and shall keep record of the proceedings of its members, Board of Directors, and committees, and a record giving the names and addresses of the members entitled to vote.

Section 12.02. Right of Membership to Inspect. All books and records of GWAC may be inspected by any member for a proper purpose at any reasonable time upon written notice being given to the Board of Directors.

ARTICLE XIII
AMENDMENTS

Section 13.01. Amendment or Repealing of By-Laws. The membership shall have the power to make, alter, and repeal these By-Laws, and to adopt new By-Laws by the affirmative vote of the majority of the votes entitled to be cast by members present, provided that thirty (30) days notice of the proposal to make, alter, or repeal these By-Laws has been given to the members of GWAC.

Section 13.02. Availability to Membership. The By-Laws, and the amendments thereto, shall be maintained in current form and shall be available for inspection by any member.

Section 13.03. Authority of the By-Laws Committee. In the event the President establishes an ad hoc By-Laws Committee, the Committee shall have the authority to propose amendments to the By-Laws for consideration by the membership in accordance with the aforementioned procedure. The By-Laws Committee shall also have the authority to correct Article and Section designations, punctuation, and cross-references and to make such other technical and conforming changes in these By-Laws as may be necessary to reflect the intent of GWAC to the extent those corrections and/or changes do not change the meaning of the By-Laws.

ARTICLE XIV
BAR YEAR AND FISCAL YEAR

Section 14.01. The GWAC Bar Year shall begin on July 1 and end on June 30. The Fiscal Year of GWAC shall begin on July 1 and end on June 30 each year.

ARTICLE XV
INTERPRETATIONS

Section 15.01. Any doubt as to the application or meaning of any clause shall be decided:

- a. First, upon reference to Robert's Rules of Order, Newly Revised;
- b. Second, upon reference to the Constitution and By-Laws of the National Bar Association;
- c. Third, upon reference to the By-Laws of the Women Lawyers Division of the National Bar Association.

In the absence of clarification from these sources, a decision as to interpretation shall be decided by a majority vote of the membership at a general meeting, whose decision shall be final and conclusive.

ARTICLE XVI
PARLIAMENTARY AUTHORITY

Section 16.01. The rules contained in the newly revised edition of Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, or any special rules or order GWAC may adopt, or any statute applicable to GWAC.

ARTICLE XVII
MISCELLANEOUS

Section 17.01. The use of the feminine personal pronoun throughout these By-Laws is gender neutral.

ARTICLE XVIII
PAST PRESIDENT ADVISORY COUNCIL

Section 18.01. The Past President Advisory Council (Council) shall consist of all past GWAC presidents. The Council serves as an expert resource and provides support, guidance, and assistance to GWAC as needed. The corresponding secretary shall maintain a contact list of all past GWAC presidents serving on the Council. A past GWAC president who opts not to be included as a member of the Council may at any time notify the current GWAC president of such either orally or in writing.