

# NCAWA Bylaws

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*First adopted November 11, 1978  
(Latest approved revision, October 5, 2013)*

## **ARTICLE ONE Name and Purposes**

- 1. Name.** The name of this Corporation is North Carolina Association of Women Attorneys, Inc. (hereafter "NCAWA").
- 2. Purposes.** The purposes of NCAWA are:
  - (a) To increase the participation of women attorneys in the legal profession;
  - (b) To protect the rights of women under the law;
  - (c) To promote and improve the administration of justice; and
  - (d) To engage in any other lawful activity to achieve the purposes of NCAWA as set forth in its Articles of Incorporation.

## **ARTICLE TWO Membership**

- 1. Membership.** NCAWA's membership will consist of those persons who are interested in the goals of NCAWA and who apply for and are admitted to membership in NCAWA pursuant to these Bylaws. Membership in NCAWA will be on a calendar year basis, and will be effective upon completion, submission, and acceptance of a membership application and payment of applicable dues in a timely fashion.
- 2. Classes.** Classes of membership in NCAWA will include: (i) Regular Members, (ii) Student Members, (iii) Affiliate Members, and (iv) such other classes of regular membership as the Board from time to time may establish.
  - (a) Regular Member. A regular member is a licensed attorney who resides or practices law in the State of North Carolina.
  - (b) Student Member. A student member is a student enrolled and in good standing in a law school in the State of North Carolina.
  - (c) Affiliate Member. An affiliate member will be any other person interested in furthering the goals of NCAWA.
  - (d) Sustaining Member. A sustaining member of NCAWA will be any person who supports the organization by payment of sustaining dues as set by the Board.

### **3. Judicial Division.**

(a) There will be a Judicial Division (JD) of NCAWA composed of all NCAWA members who are sitting or retired State Judges, Federal Judges, Administrative Law Judges, or like state officers required by statute, regulation, policy, or procedure to comply with the Code of Judicial Conduct.

(b) The Chair of the JD will be appointed by the President of NCAWA subject to confirmation by a majority of the members of the JD. The Chair will serve for a term of two years but will not be eligible to serve for a consecutive term. All other officers and committees of the JD will be appointed by the JD Chair.

(c) Duties of the JD Chair: i) to call meetings of JD; ii) to specify an agenda for such meetings; iii) to appoint such officers and committees necessary for the orderly functioning of the JD; iv) to preside over all meetings or when absent designate a judge to preside over meetings; v) to perform all duties incident to the position and recommend to the JD such action as may be deemed appropriate.

(d) Non conflicting purpose. No provision of the bylaws of NCAWA that conflicts or is prohibited by the Code of Judicial Conduct will apply to JD members. All other provisions compatible with the role of judges and the Code of Judicial Conduct will apply to JD members.

(e) No statement, policy, resolution, or endorsement of NCAWA whether made in writing or orally by members, officers, or the Board on behalf of NCAWA will apply to JD members except by concurrence of a majority of the JD members.

(f) The Board of NCAWA may initiate a request to the JD seeking concurrence in a particular statement, policy, resolution, or endorsement of NCAWA. In determining whether to concur in a statement, policy, resolution, or endorsement adopted by NCAWA, the JD may seek an advisory opinion from the Judicial Standards Commission as to whether such communication is prohibited by the Code of Judicial Conduct.

**4. Application and Election to Membership.** Any qualified person desiring membership in NCAWA will submit an application upon such form as may be prescribed by the Board. The completed application will be submitted to the Board with the applicable dues payment. All qualified applicants will be accepted as members by the Board. No person otherwise eligible for membership in NCAWA will be denied membership because of sex, race, national origin, sexual orientation, disability, age or religious beliefs.

**5. Voting.** Any person accepted as a member in accordance with the provisions of Article Two, Sections 2(a), 2(b), and 2(d) herein, who is current on her dues if applicable, will have the privilege of voting on all issues submitted to a vote of the membership.

### **6. Dues.**

(a) Dues for membership will be paid on a calendar year basis and will be set from time to time by the Board. The Board may elect to set a different amount of dues for those persons who become members during the second half of a calendar year for the remainder of that year.

(b) Prior to December 31 of each year, NCAWA will forward to each member a Notice of Dues advising that the dues are payable on or before January 31 of the following year.

### **7. Advisory Council.**

(a) There will be an Advisory Council whose purpose is to be available to the Board of Directors of NCAWA for advice and consultation. Advisory Council members will be members of NCAWA.

(b) The Advisory Council members will be selected by the Executive Committee of the Board of Directors at such times and for such terms as the Executive Committee determines.

(c) The role of Advisory Council members will be advisory only; however, Advisory Council members will have full voting rights as NCAWA members under Section 5 herein.

### **ARTICLE THREE Meetings of the Members**

**1. Regular Meetings.** There will be one Annual Meeting of the members during the last half of the calendar year at such a time and place as will be designated by the Board.

**2. Special Meetings.** Special meetings may be held pursuant to the provisions of N.C.G.S. Section 55A-7-02.

**3. Notice.** Written notice stating the date, time and place, and, when the business to be transacted requires notice, the purpose or purposes of any meeting of the members, will be e-mailed by the Secretary to the last known address of each member not less than thirty (30) days before the date of the meeting. If a member prefers to receive notices via regular, United States mail, he or she will notify the Secretary of this preference. Attendance at any meeting will constitute a waiver of notice of the meeting unless such attendance is for the express purpose of objecting to the transaction of any business, or one or more items of business, on the ground that the meeting was not lawfully called or convened.

**4. Quorum.** A quorum will be 10% of NCAWA members eligible to vote at any member meeting for which proper notice was given.

### **ARTICLE FOUR Board of Directors**

**1. Number.** NCAWA's affairs will be managed by a Board of Directors consisting of 14 members elected by the members at the Annual Meeting. The Board will be composed of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Immediate Past-President, the Chair of the Education Committee, the Chair of the Career Support and Advancement Committee, the Chair of the Nominating and Public Service Awards Committee, the Chair of the Government Action Committee, the Historian, and three at-large members.

**2. Powers.** The Board will be NCAWA's governing body subject only to the control of the members of NCAWA as a whole at any regular or special meeting of the membership. The Board will draw up an annual budget for submission to the members, will coordinate the activities of the Committees of NCAWA, will establish special committees and will act in a general governing capacity as authorized by the members of NCAWA. At-large members of the Board may serve in such particular capacities as the Executive Committee may direct.

**3. Election and Term.** At NCAWA's regular annual meeting, the members of NCAWA will elect the Board. All Board members will serve terms of one year; the term will be the first full calendar year

beginning January 1, after the annual meeting in which they are elected and serving until their resignation or removal, or until their successor is elected.

**4. Eligibility.** Only regular members may serve as members of the Board. No person will serve in the same Board position for more than four consecutive years.

**5. Conflict of Interest.** Conflicts of interest occur when a Board member holds a position with a corporation, partnership or other entity which transacts business with NCAWA. It is the responsibility of all Board members to avoid acquiring any personal interest, whether direct or indirect, that is incompatible or in conflict with the discharge of the Board member's function, duty or responsibility to NCAWA. If any matter should come before the Board, or any of its committees, in such a way as to give rise to a conflict of interest, the affected Board member will make known the potential conflict, and if advisable, withdraw from the meeting for so long as the matter continues under discussion, except to answer any questions from the Board or its committee. Should the matter be brought to a vote, the affected Board member will not vote on it.

## **ARTICLE FIVE**

### **Meetings of the Board**

**1. Location and Date.** All meetings of the Board will be held at such place and at such time as designated in the notice of the meeting or as agreed upon by a majority of the members of the Board. All meetings of the Board, or of any committee, are open to all members of NCAWA.

**2. Regular Meetings.** The Board will meet at least quarterly.

**3. Special Meetings.** Special meetings of the Board may be called at any time by the President, the President-Elect, or any three members of the Board. Without the unanimous consent of all members of the Board, whether present or not, no other matters may come before the meeting except those contained in the notice thereof.

**4. Notice.** Written notice stating the date, time and place and purpose or purposes of any special meeting and, when the business to be transacted requires notice, of any regular meeting of the Board will be e-mailed by the Secretary to each member of the Board not less than seven (7) days before the date of the meeting. If a member prefers to receive notices via regular, United States mail, he or she will notify the Secretary of this preference. Attendance at any meeting will constitute a waiver of notice of the meeting unless such attendance is for the express purpose of objecting to the transaction of any business, or of one or more items of business, on the ground that the meeting was not lawfully called or convened. Any member of the Board may waive, in writing, any notice of meetings required to be given by these Bylaws.

**5. Voting.** Each member of the Board will be entitled to one vote on each matter submitted to a vote at a meeting of the Board. Voting on all matters will be by show of hands unless more than one-half of the members of the Board present at a meeting demand, prior to voting, a secret written ballot on some particular matter.

**6. Action Without Meeting.** Action may be taken by 100% of members of the Board without a meeting. Such action is nevertheless Board action, if written consent to the action in question is signed by 100% of the members of the Board and filed with the minutes of the proceedings of the Board, whether signed before or after such action is taken.

**7. Quorum.** A quorum for any meeting will consist of one-third of the members of the Board, and a quorum will be required for the transaction of any business at any duly called meeting.

**8. Vacancies.** In the event of a vacancy on the Board arising from death, resignation, or otherwise, the Board will elect a successor to serve until the next regular meeting of the members. The Board is authorized to conduct business as necessary until the vacancy is filled.

**9. Resignation and Removal of Board Members.**

(a) A board member may resign at any time by communicating her resignation to the Secretary in writing. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Board by a majority vote accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

(b) The Board may remove any Board member at any time with cause at a duly called meeting upon a two-thirds vote of the membership of the Board.

**ARTICLE SIX  
Officers**

**1. Duties of the President.** The President will, subject to the control of the Board, supervise and control NCAWA's management in accordance with these Bylaws and the Articles of Incorporation. The President will, when present, preside at all meetings of the membership and of the Board. The President will sign with any other properly designated person any deeds, mortgages, bonds, contracts or other instrument which lawfully may be executed on NCAWA's behalf, except where the signing or execution of that instrument is delegated by law or by the Board to some other agent of the Board. In addition, the President will perform such other duties as may be prescribed by the Board from time to time.

**2. Duties of the President-Elect.** The President-Elect will conduct membership and Board meetings in the absence of the President. The President-Elect will also work with the President in overseeing the work of the Standing Committees, attend public or professional functions in furtherance of the goals of NCAWA, and prepare for assuming the role of President in the next succeeding year. In addition, the President-Elect will perform such other duties as may be assigned by the Board from time to time.

**3. Duties of the Vice President.** The Vice President will, in the absence of the President and the President-Elect, preside at all meetings of the membership and of the Board. The Vice President will perform such other duties as may be prescribed by the Board from time to time.

**4. Duties of the Secretary.** The Secretary will keep minutes of all meetings of the Board, the Executive Committee, and NCAWA's membership. The Secretary will oversee the sending of notices to all members of NCAWA advising them of membership meetings and notices to all members of the Board advising them of Board meetings. In general, the Secretary will perform all duties and possess all authority incident to the office, and will perform such other duties as may be assigned from time to time by the Board.

**5. Duties of the Treasurer.** The Treasurer will have authority over and supervise management of NCAWA's funds, receipts and disbursements, and will cause full and accurate financial records to be maintained. The Treasurer will oversee the collection of dues and other monies for and on behalf of NCAWA, and the deposit of funds to the credit of NCAWA in such accounts as may be designated by the Board. The Treasurer will disburse or supervise disbursements of funds of NCAWA in accordance with

the authority of the Board. The Treasurer may delegate to the Executive Director the authority to sign checks on behalf of NCAWA in such amount as may be set by the Board from time to time. The Treasurer will provide such financial reports as may be required by the Board. The Treasurer will further perform such other duties as may be assigned from time to time by the Board. In addition, the Treasurer will be relieved of all responsibility for any securities or monies or disbursement thereof committed by the Board to the custody of any person or corporation, or the supervision of which is delegated by the Board to any other officer, agent or employee.

**6. Duties of the Immediate Past-President.** The Immediate Past-President will assist the Executive Committee, the Nominating Committee and the Standing Committees as requested by the President or the Board from time to time.

## **ARTICLE SEVEN Standing Committees**

**1. Procedure.** There will be the following Standing Committees of NCAWA: the Career Support and Advancement Committee, the Education Committee, the Executive Committee, the Government Action Committee, the Membership Committee, the Nominating and Public Service Awards Committee, the Chapters Committee, the Finance Committee, and the Technology and Communications Committee. The membership of all Standing Committees, except the Executive Committee, will be open to all members who agree to serve on these Committees upon appointment by the President. Members of NCAWA will be invited at the Annual Meeting of the members to volunteer for service on one or more Committees. Members' areas of interest will be noted by the Secretary to provide Committees with extra personnel where needed. The members may, within their discretion, elect Chairs Elect for the Standing Committees.

**2. Career Support and Advancement Committee.** The Career Support and Advancement Committee will work with the Board to promote the purposes of NCAWA by developing programs to encourage professional cooperation among members of NCAWA and to encourage women to enter the legal profession. This committee will endeavor to develop information on employment and career opportunities, and provide any other services to the membership which will encourage professional growth and development.

**3. Education Committee.** The Education Committee will work with the Board to promote the purposes of NCAWA by education of the members of NCAWA and of the public, including arranging the Annual Meeting of the members.

**4. Executive Committee.** The Executive Committee will consist of the President, the Vice President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past-President. It will receive information from and delegate tasks to the Standing and Special Committees, make public statements pertaining to positions and goals previously adopted by the members, transmit information to the Committees, execute the budget and be responsible for the administration of the business of NCAWA as such business is delegated by the Board.

**5. Government Action Committee.** The Government Action Committee for will promote the purposes of NCAWA within the legislative, executive, and judicial branches of government.

(a) Purposes. The purposes of the Committee are to:

(1) Study issues relevant to the purposes of NCAWA in order to educate the members;

- (2) Recommend positions on those issues to the members and the Board;
- (3) Organize advocacy to the branches of government on positions taken by NCAWA;
- (4) Maintain the presence of NCAWA in the General Assembly;
- (5) Maintain contact with similar committees of other bar groups and women's organizations.

(b) **Members.** The members of the Committee will be a Chair, an Immediate Past Chair, and members of NCAWA who wish to join in the work of the Committee and are appointed by the President. The Chair will be elected by the members at the Annual Meeting.

(c) **Study of Issues.** The Committee may undertake study of an issue raised by any member and may present an informational document or a program at a member meeting setting forth the facts relevant to an understanding of the issue. It may also set out the Committee's recommendation as to whether a position should be adopted and if so what the position should be.

(d) **Resolutions of NCAWA.** The members may, upon the motion of a member or upon a proposal from the Committee, after study and discussion at a meeting of the members, adopt resolutions on government actions that will further the purposes of NCAWA.

(e) Each time that the members consider taking a position on a government action as specified in (c) or (d), a minimum of two-thirds (2/3) of the members present must vote in favor of the action to approve, alter, amend or repeal any action, and the members will vote:

- (1) First, on whether to take a position;
- (2) Second, on what the position will be;
- (3) Third, the members may also resolve to instruct the Board on the terms of implementation of the position. If the members do not limit implementation, then the method of implementation will be in the discretion of the Committee. It will be the responsibility of the Board and the Committee to work to advance these actions.

(f) **Implementation by the Committee.** The Committee will review potential government action that would, if enacted, advance or hamper the purposes of NCAWA and the resolutions of NCAWA as adopted by the members. The Committee will set priorities and actions with respect to government actions to be proposed by NCAWA or by other organizations. The Committee will be responsible for carrying out these priorities and will, through its members (and a lobbyist, when one is authorized and selected by the Board), work on support of or opposition to legislation or regulations.

(g) **Oversight by the Board.** If an issue arises that has not yet received NCAWA or Board approval, the Board may adopt interim positions and may instruct the Committee on interim strategic actions on positions as situations develop during the year. Any interim positions adopted by the Board will be presented to the members of NCAWA for review and ratification at the next meeting of the members.

**6. Membership Committee.** This Committee will be responsible for membership. Its duties will include maintaining a current membership list, recruiting new members, developing membership services, and other functions to market, increase and maintain active participation in NCAWA.

**7. Nominating and Public Service Awards Committee.**

(a) This Committee will be composed of a Chair, the President, the President-Elect, the Vice President, the Immediate Past President and any additional NCAWA members appointed by the President annually. In selecting at large members, the President will seek to ensure that members of the Nominating and Public Service Awards Committee reflect the diversity of the state, with respect to race, geography, and type of practice. The members of the committee should represent as many judicial districts as possible.

(b) Its duties will include:

(1) Assisting the President-Elect in making nomination of all officers and Board members. In considering nominations, this committee will consider the composition of the remaining Board members, and will prepare a slate that envisions a Board that will be diverse with respect to race, geography and type of practice;

(2) Recommendations to the Governor of North Carolina, the two United States Senators from North Carolina, and the President of the United States for the appointment of judges in state and federal court in North Carolina;

(3) Recommendations to the North Carolina State Bar for Councilors and committee appointments, and any other recommendations which encourage the participation of NCAWA members in government and community affairs; and

(4) Recommendations to the Board for recipients of various NCAWA awards, including the Gwyneth B. Davis Public Service Award.

**8. Chapters Committee.** The Chapters Committee will facilitate relations between the state and local NCAWA chapters. When practical the Committee will provide support for statewide programs, consistent rules, guidelines and orientation to chapter officers. The Committee will also help the Board identify and assist with the creation of new chapters. Whenever possible each chapter will designate at least one member to serve on this committee.

**9. Finance Committee.** The Finance Committee will review all financial affairs of NCAWA, prepare the annual budget, serve as the Auditing Committee, and perform such other tasks as the Treasurer may direct. The Committee will be responsible for both NCAWA and any donor restricted funding established by NCAWA. The Committee will include at least two members with working knowledge of finance and accounting practices.

**10. Fundraising Committee.** The Fundraising Committee will be responsible for development of funds for both NCAWA and for any donor directed funds established by NCAWA. Duties include procuring annual sponsors, conference and event sponsors, and gifts from the membership. The Committee will periodically evaluate the effectiveness and results of fundraising activities.

**11. Technology and Communications Committee.** The Technology and Communications Committee will oversee management of the NCAWA website and electronic communications with members.

## **ARTICLE EIGHT Chapters**

1. The Board may, from time to time, authorize the creation of various Chapters of NCAWA pursuant to the provisions of this article.
2. Chapters will for all purposes be a part of NCAWA, will abide by NCAWA Bylaws, Resolutions, and Articles of Incorporation, and will operate as authorized by the Board.
3. The Board will determine the location, area or population to be served, conditions of formation, management, dues structure, and operation of each Chapter.

## **ARTICLE NINE Special Committees**

**Designated Special Committees.** The Board may at any time authorize other committees to accomplish the work of NCAWA. The Board will have the authority to name a Committee chair and members to any committee created. The chair of the committee and its members will serve until the next regular meeting of NCAWA, when the committee may be ratified by the members and the Chair of the Special Committee will be elected by the same method as the members of the Board.

## **ARTICLE TEN Dissolution and Nonprofit Status**

In the event of the liquidation or dissolution of NCAWA, whether voluntary or involuntary, no director, officer, or member of NCAWA or any other private individual will be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by NCAWA from any source, after the payment of all debts and obligations of NCAWA, will be used or distributed exclusively for purposes similar in nature to those of NCAWA as set forth in Article One of these Bylaws, and according to Section 501(c)(6) of the Internal Revenue Code and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

Notwithstanding anything herein to the contrary, NCAWA will not engage in any act or activities which are prohibited for organizations described in Section 501(c)(6) of the Internal Revenue Code as amended from time to time.

## **ARTICLE ELEVEN Bylaws and Amendments**

These Bylaws may be altered, amended or repealed by the affirmative vote of not less than two-thirds (2/3) of the Board members at any regular or special Board meeting. Provided, however, that any alteration, amendment or repeal by the Board will be effective only until the next member meeting, at which time it must be ratified by a majority of the Members present and voting. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Members present and voting at any regular or special member meeting. Provided, however, that the notice of any meeting at which a proposed change will be taken up must contain a copy of the proposed alteration, amendment or repeal, or an accurate summary explanation thereof.

**ARTICLE TWELVE**  
**Financial Affairs**

- 1. Financial Review.** An examination of the financial records of NCAWA will be performed for each fiscal period. The financial statement will be presented to the members by the Board.
- 2. Fiscal Year.** NCAWA's fiscal year will be the calendar year.
- 3. Indemnification.** NCAWA will indemnify present and former Board members, officers and agents of NCAWA against liability pursuant to N.C.G.S. Section 55A-8-50 et seq., and to the extent that their acts or omissions constituting the grounds for alleged liability were performed in their official capacity and, if actionable at all, were based upon a good faith, reasonable belief that the conduct was in the best interests of NCAWA. NCAWA may in the discretion of the Board purchase insurance to cover such indemnification.
- 4. Bond.** The Board may require a bond of the Treasurer or any other officer, agent or employee of NCAWA charged with responsibility for the custody of any of its funds or property conditioned upon the faithful performance of the duties of the office, the premium for which bond shall be paid by NCAWA.
- 5. Investment Standard.** The Board will be charged with and assume control of NCAWA's property; will designate the bank or banks wherein the funds of NCAWA are to be deposited; will be responsible for all expenditures and will invest the funds of NCAWA in the same manner as a fiduciary would invest such funds under N.C.G.S. Section 36A-2, or corresponding provisions of any future North Carolina law.

**ARTICLE THIRTEEN**  
**Seal**

The Seal of NCAWA will be in the form of a circle and will have inscribed thereon the name "North Carolina Association of Women Attorneys" and the words "Corporate Seal, North Carolina."

**ARTICLE FOURTEEN**  
**Rules of Order**

All meetings of the members, of the Board, of any Committee provided for in these Bylaws and of any other Committee of the members or the Board, will be conducted according to the most recent edition of Robert's Rules of Order, unless otherwise specified by a vote of the members, with respect to a member meeting, and by the Board, with respect to other meetings.