

**BY-LAWS OF THE VOLUSIA/FLAGLER ASSOCIATION  
FOR WOMEN LAWYERS, INC.**

**ARTICLE I - OFFICE**

The Board of Directors of the Association shall designate the principal office of this Association.

**ARTICLE II- MISSION STATEMENT**

VFAWL's mission is to actively promote gender equality and the leadership roles of VFAWL's members in the legal profession, judiciary and community at large. To achieve these goals, VFAWL 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 - MEETINGS**

There shall be an annual meeting of this Association to be held at such time and place as may be decided by the Board of Directors each year. Such meeting shall be called by notice sent via mail, facsimile or electronic mail to the members of the Association in good standing upon order of the Board of Directors through the President. VFAWL strives to hold all meetings and events in facilities that are reasonably accessible.

Special meetings of the Association may be called by the President or by any three members of the Board of Directors or by any ten (10) members of the Association, provided notice is communicated by mail, facsimile or electronic mail to the members of the Association of the time, place and purpose of the meeting at least ten (10) days prior thereto.

Any action of the Board of Directors that is required or permitted to be taken at a board meeting may be taken without a meeting if the approval of a majority of the Board of Directors is first obtained. For the purpose of approval pursuant to this section, electronic communication will suffice.

**ARTICLE IV – MEMBERSHIP**

The Volusia/Flagler Association for Women Lawyers does not discriminate on the basis of age, race, sex, gender, sexual orientation, national origin, disability, marital status, or religion. Membership in this Association shall consist of the following categories:

**Section 1: Full Members:** Members in good standing of the Bar of any State shall be eligible for full membership in this Association, upon acceptance of application and

payment of dues as set by the Board of Directors. Such members shall have all the privileges of this Association, including the right to vote and hold office.

**Section 2: Honorary Members:** Any lawyer, distinguished in the profession, upon resolution duly adopted by the Board of Directors of the Association, may be enrolled as an honorary member who shall not be required to pay dues. Honorary members shall not be entitled to vote or hold office. There shall be no more than seven (7) living Honorary Members at any one time.

**Section 3: Student Members:** Any law student shall be eligible for a student membership upon enrolling in an accredited law school, which membership shall be available until admittance to any State Bar is obtained. Student members shall not be entitled to vote or hold office and shall be required to pay dues to the State FAWL Association, but not this local Association.

**Section 4: Affiliate Members:** Any lawyer not otherwise eligible for membership or any non-lawyer who is dedicated to supporting the purposes of this Association may be eligible for affiliate membership, subject to the approval of the majority of the Board of Directors and subject to Section 5 of this Article. Affiliate members may include, but are not limited to, Clerk of Courts, Deputy Clerks, Judicial Assistants, and paralegals. Affiliate members shall not be entitled to vote or hold office and shall pay membership dues as set by the Board of Directors.

**Section 5: Suspension or Expulsion of Member:** A member disbarred from practicing law in any State shall be automatically dropped from membership in this Association and cannot be reinstated until having been readmitted to practice law in that state. The Board has the power to remove any members or turn down an application for any membership category for cause.

## **ARTICLE V – FISCAL YEAR**

The fiscal year of this Association shall be from July 1 to June 30 of the following year.

## **ARTICLE VI – DUES**

**Section 1:** Annual dues for members shall be determined by majority vote of the Board of Directors at its discretion. Any change in the dues for a fiscal year must be approved by October 1 of the previous year.

**Section 2:** Dues are payable on or before September 1 of each year. No member shall be in good standing to be qualified to exercise a vote after November 1 of any fiscal year whose dues for the current fiscal year are not paid.

**Section 3:** If any member is in default in payment of dues after November 1, VFAWL shall notify such member by mail, facsimile, or electronic mail. Any members who have not paid by November 1st shall be considered delinquent in the payment of dues and shall be removed from the membership rolls. Membership may be reinstated by payment in full of dues outstanding.

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

**Section 1:** The officers of this Association shall be a President, President-Elect, Secretary, Treasurer, and a Communications Director. Their terms shall be one year, or until their successors shall have taken office, to begin at close of the meeting in which the officers were elected, except that any officer elected to complete a vacancy occurring during the term shall hold office for the balance of that term, unless otherwise reelected. The officers shall also be members of the Board of Directors.

**Section 2:** 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, shall have final responsibility for the website, and shall perform the usual duties incumbent upon a President.

**Section 3:** The President-Elect shall perform duties of the President in the absence of the President and other duties as directed by the President. 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 be responsible for program planning, including applying for CLE credits.

**Section 4:** The Secretary shall keep a record of meetings of the Association, if so directed by the President, and of the Board of Directors, shall ensure that notices are sent out at the request of the President or any three members of the Board or any ten (10) members of the Association, shall attend to such correspondence as necessary for the Association, be custodian of correspondence files, shall maintain a permanent record of the Association's activities, and shall perform such other duties as requested by the President or the Board.

**Section 5:** 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, shall deposit or invest its money in a manner approved by the Board, shall submit regular reports of monies received and expended and amounts due to the association, shall make sure that applicable tax forms are filed, and that membership records are accurately maintained.

**Section 6:** The Communications/Public Relations Director shall be responsible for all meeting notices to the membership, replies or responses to meeting notices from the membership, press releases, media releases, and other public relations activities, shall be responsible for sending information to other organizations such as the Volusia County Bar Association newsletter and the Florida Bar Voluntary Bar Association News to share information to the community regarding VFAWL, and such other responsibilities as are delegated by the President and the Board.

**Section 7:** The Development Chair shall perform duties related to fund-raising and sponsorship. The Development Director shall maintain relationships with current advertisers and sponsors as well as recruit new advertisers and sponsors for VFAWL events. The Development Director will work closely with the Treasurer in addressing VFAWL's budgetary needs.

**Section 8:** The Membership Chair shall ensure that membership records are accurately maintained; promote membership benefits; help VFAWL to recruit and encourage new members; and communicate with existing and potential members about VFAWL benefits and operations, and shall have such other responsibilities as are delegated to the Membership Chair by the President and the Board.

**Section 9:** The Chapter Representative shall be a non-voting member of the VFAWL Board. The Chapter Representative shall represent the interests of VFAWL at FAWL meetings, shall vote at FAWL meeting on behalf of VFAWL, shall provide information about FAWL to VFAWL and shall provide FAWL with information about VFAWL.

**Section 10:** The Board of Directors shall conduct the business affairs of this Association and shall be composed of the officers of this Association and four (4) elected members, and the Chapter Representative. The Past President of this Association shall be an ex-officio member of the Board.

**Section 11:** The terms of office shall be as follows:

(a) The term of office for each of the Officers shall be one year, to begin at close of the meeting in which the officers were elected, except that any officer elected to complete a vacancy occurring during the term shall hold office for the balance of that term, unless otherwise reelected.

(b) The term of office for each elected member of the Board of Directors shall be two years, with at least two (2) members being elected each year. The following seats will be up for reelection the first year: Seats 1 and 3, and the remaining seats, 2 and 4, will be reelected in the second year.

(c) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, no less than a quorum. A director elected to fill a vacancy shall hold office only until the next annual meeting.

(d) Any director or officer may be removed from office, for cause, by majority vote of either the Board of Directors or the membership. Any director or officer may be removed from office for three (3) unexcused or unexplained absences from Board meetings, by majority vote of either the Board of Directors or the membership.

**Section 12:** The Board of Directors shall meet monthly, at a time and place designated by the President, unless the Board approves otherwise. All members of the Board of Directors, including the Chapter Representative, shall attend each duly called meeting of the Board of Directors in person. If a member is unable to attend in person, that member may be permitted to attend using telephone conference facilities provided that those facilities are available and that the member will bear any related expenses.

## **ARTICLE VIII – ELECTION OF OFFICERS AND BOARD MEMBERS**

**Section 1:** A nominating committee to elect officers to the Association shall consist of: the President, who shall be the Chairperson of this committee. The President, in conjunction with the Board of Directors, shall appoint three (3) members of the Association to serve with the President on this committee.

(a) The nominating committee shall solicit nominees from the Board of Directors and membership by publication whether by newsletter, mailing, media release, or electronic mail and shall operate in accordance with the quorum and notice requirements of the Association bylaws. This committee shall formulate a slate of nominees consisting of President, President-Elect, Secretary, Treasurer, and Communications Director, and members of the Board of Directors. This slate shall be immediately reported in writing to the Board of Directors by mail, facsimile or electronic mail.

(b) No member of the Nominating Committee shall be considered for nomination to any of the positions being considered by that committee.

**Section 2:** The Board of Directors shall prepare the full slate of candidates for elected office (“The Slate”) and shall send to the entire membership by mail, facsimile or electronic mail at least two weeks before the annual meeting. The slate of nominees shall be voted on at the annual meeting. The records of the Membership Director shall be conclusive in determining the members entitled to receive the slate.

**Section 3:** By motion made by a member of the Association and seconded by another member of the Association, the Members shall approve or not approve the Slate as presented by the Nominating Committee. If The Slate is not approved, the Nominating Committee shall reconvene and formulate another slate of officers and board members for the membership to vote upon at either a Special Meeting or at the next regularly scheduled meeting of members.

**Section 4:** The officers shall assume the duties of their respective offices at the annual meeting or upon the vacation of the offices by their predecessors.

## **ARTICLE IX – QUORUM**

**Section 1:** Ten members, of whom two are officers, shall constitute a quorum at any meeting of the Association.

**Section 2:** Five members of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board of Directors. A majority vote of the Board members then present shall control. A record shall be maintained of all Board of Directors meetings, including members attending and business transacted at that meeting.

## **ARTICLE X – AMENDMENT OF BY-LAWS**

These By-Laws may be amended at any meeting of the Association by a two-thirds (2/3's) vote of the members voting; provided, however, that such amendment or amendments to be voted upon shall have been submitted by mail, facsimile or electronic mail to each member of the Association at least thirty (30) days prior to the date of such meeting. Any member may submit his or her vote through a proxy, and such proxy must be any other member of the association in good standing.

## **ARTICLE XI – ENDORSEMENTS**

The Volusia/Flagler Association for Women's Lawyers shall not endorse candidates for public office.

## **ARTICLE XII – PARLIAMENTARY PROCEDURE**

Roberts Rules of Order, Newly Revised, shall govern all meetings of this Association, where not inconsistent with the Articles of Incorporation and By-Laws.

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