

**CONSTITUTION AND BY-LAWS OF THE
MID-MICHIGAN REGION
OF THE WOMEN LAWYERS ASSOCIATION OF MICHIGAN**

CONSTITUTION

ARTICLE I. The name of this regional association of the Women Lawyers Association of Michigan shall be the Mid-Michigan Region of the Women Lawyers Association of Michigan.

ARTICLE II. The object of the region shall be to advance the interests of women members of the legal profession and to secure legal rights and equal opportunity for all women.

ARTICLE III.

Section 1. Membership in this region shall be of three (3) classes: active, associate and student.

Section 2. A candidate for active membership must be a member in good standing of the State Bar of Michigan.

Section 3. A candidate for associate membership must be a graduate of a law school or a member in good standing of the Bar of any state or country.

Section 4. A candidate for student membership must be a full or part-time student registered at a law school.

Section 5. The rules of admission to membership, the retention of membership and the dismissal from membership may be prescribed by the by-laws.

ARTICLE IV.

Section 1. All active members of the region shall be entitled to all privileges of membership in the region. Each active member shall be entitled to one vote on all matters submitted to the membership for approval.

Section 2. Associate members shall be entitled to all privileges of membership in the region except holding office of President, Vice President or Regional Director.

Section 3. Student members shall be entitled to all the privileges of membership in the region except those of voting or holding office.

ARTICLE V. The existence of the region shall be perpetual.

ARTICLE VI. This Constitution may be amended by a two-thirds (2/3) vote of the voting members present and voting at any regular meeting or special meeting of the members of the region. Written notice of the time and place of the meeting and of the proposed amendment shall have been mailed to the membership thirty (30) days in advance of the meeting.

BYLAWS

ARTICLE I. MEMBERSHIP AND DUES.

Section 1. Any person who is a member in good standing of the Women Lawyers Association of Michigan and who resides or practices in Ingham County, or is registered as a full or part-time student at a law school in Ingham County, may be admitted to membership in the Mid-Michigan Region of the Women Lawyers Association of Michigan upon application and payment of the annual dues.

Section 2. Dues. Annual dues shall be fixed by the Board of Directors. Annual dues shall be not less than five dollars (\$5.00) for active and associate members and not less than two dollars (\$2.00) for student members. Dues shall be payable July 1 of each year, in the manner as the Board of Directors orders.

Section 3. Expulsion. Any member whose annual dues shall be six (6) months past due shall be notified at that time by the appropriate officer or officers of the region that membership shall cease at the end of ninety (90) days unless the delinquent dues are paid in full prior to the expiration of the ninety (90) days.

Expulsion of any regional member from the Women Lawyers Association of Michigan shall automatically terminate that person's membership in the region.

ARTICLE II. MEETINGS OF THE ASSOCIATION.

Section 1. Annual Meetings. An annual meeting of the members of the region shall be held in May of each year at a time and place to be designated by the Board of Directors. Written notice of the time and place of the annual meeting shall be mailed to each member of the region not less than six (6) weeks prior to the day of the annual meeting.

Section 2. Special Meetings. Special meetings of the members of the region may be called by the President and shall be called by the President upon written request of two (2) members of the Board of Directors or upon written petition of not less than five (5) voting members of the region. Notice in writing of the time, place and purpose of a special meeting shall be

mailed to each member of the region not less than ten (10) days prior to the date of the special meeting.

Section 3. Quorum. One-third (1/3) of the voting members of the region shall constitute a quorum at all meetings of members of the region. Action by the members shall be by an affirmative vote of a majority of the voting members present and voting at a meeting, except as otherwise provided by these by-laws.

Section 4. Robert's Rules. Except as otherwise provided, meetings of the region shall be governed by the current edition of Robert's Rules of Order for Deliberative Assemblies.

Section 5. Advisory Vote. The Board of Directors may authorize an advisory vote by mail upon any proposed action by the region for which the Board deems an advisory vote appropriate.

ARTICLE III. BOARD OF DIRECTORS AND OFFICERS.

Section 1. Powers. The affairs of the region shall be managed by a Board of Directors with all the powers and authority necessary to, or appropriate for, the complete execution of the purposes of this region except if and so far as there may be any limitation thereof in these by laws. The Board of Directors shall have full power and authority to enforce the by-laws and to make, modify, amend and enforce rules and regulations the Board determines are necessary or proper to conduct the affairs of the region.

Section 2. Directors and Duties.

(a) The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and Regional Director.

(b) President and Vice President. The President shall preside at all meetings of the region and of the Board of Directors. The President, or any voting member appointed by the President, shall serve as a Regional Director on the Board of Women Lawyers Association of Michigan. The President shall submit an annual report at the annual meeting of members and perform all other duties usually incident to the office. In the event of the President's inability to perform the duties of office, the duties shall devolve upon the Vice President.

(c) Secretary. The Secretary shall have custody of the records of the region; shall act as Secretary of the Board of Directors; shall be responsible for the sending of all notices to members, including all notices of meetings, programs and special events; shall submit an annual report at the annual meeting of members; and shall perform all other duties usually incident to the office.

(d) Treasurer. The Treasurer shall have custody of the funds of the region; shall make disbursement of the funds according to direction by the Board of Directors, shall be charged with collection of dues, and shall maintain the membership list. The Treasurer shall submit an annual report at the annual meeting of members and make interim reports at the request of the Board.

(e) Regional Director. The Regional Director, along with the President, shall represent the region on the Board of Directors of the Women Lawyers Association of Michigan.

(f) Additional Duties. The directors shall perform other duties prescribed by these Bylaws or authorized by the Board of Directors.

Section 3. Election, Term, Oath of Office and Vacancies.

(a) The members of the Board of Directors shall be elected annually by the membership of the region.

(b) The terms of office for directors shall begin on the date of the annual meeting of the Women Lawyers Association of Michigan.

(c) Each director shall take an oath of office to abide by the Constitution and by-laws of the region and to devote attention to the region's affairs to the best of the director's ability.

(d) In the event of a vacancy in the office of the President, the Vice President shall become President for the balance of the unexpired term. All other vacancies on the Board of Directors shall be filled by the Board for the balance of the unexpired term.

Section 4. Meetings.

(a) Regular Meetings. The Board of Directors shall hold three (3) regular meetings each year. The first regular meeting shall be held within sixty (60) days after the annual member's meeting and shall be designated the annual meeting of the Board of Directors. The second and third regular meetings shall be held at a time and place determined by the Board of Directors.

(b) Notice. Notice of any meeting of the Board of Directors shall be given not less than ten (10) days before the meeting. A director may waive notice of a meeting. The attendance of a director at any regular or special meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Quorum. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE IV. COMMITTEES. The Board of Directors may establish such committees, as it deems appropriate and may appoint their chairs.

ARTICLE V. ACTION WITHOUT MEETING. If and when the members of the Board of Directors shall severally or collectively unanimously consent in writing to any action to be taken by the Board of Directors, the action shall be a valid action as though it had been authorized at a meeting of the Board. The written consents shall be filed with the minutes of proceedings of the Board.

ARTICLE VI. ELECTION OF OFFICERS & REGIONAL DIRECTOR. The Board of Directors or such committee as it may appoint shall prepare a slate of candidates for each office to be filled. The slate shall be mailed to the members of the region at least thirty (30) days prior to the date of the annual meeting of the members. Voting shall take place prior to the annual meeting and the results shall be announced at the annual meeting.

ARTICLE VII. AMENDMENT TO BY-LAWS. These by-laws may be amended at any annual or special meeting of the members of the region by a two-thirds (2/3) vote of those voting members present and voting at the meeting. Written notice of the proposed amendment shall have been mailed by the Secretary to the members of the region not less than thirty (30) days prior to the meeting.

ARTICLE VIII. EFFECTIVE ADOPTION OF BY-LAWS. The by-laws of the region shall take effect immediately upon their adoption, as provided in this article.