

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

CONSTITUTION

ARTICLE I. The name of this Association shall be the Washtenaw County Region of the Women Lawyers Association of Michigan.

ARTICLE II. The object of the Association shall be to advance the interests of women members of the legal profession.

ARTICLE III.

Section 1. Membership in this Association 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 Bar of the State Bar of Michigan.

Section 3. A candidate for associate membership must be a graduate of any accredited law school of any state or country.

Section 4. A candidate for student membership must be a full or part-time student registered at an accredited 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 Association shall be entitled to all privileges of membership in the Association. Each active member shall be entitled to one (1) vote on all matters submitted to the membership for approval.

Section 2. Associate members shall be entitled to all privileges of membership in the Association except holding the offices of President and Vice President.

Section 3. Student members shall be entitled to all privileges of membership in the Association except holding office the offices of President and Vice President.

ARTICLE V. The term of existence of the Association shall be perpetual.

ARTICLE VI. This Constitution may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting or special meeting of the members of the Association. 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.

BY-LAWS

ARTICLE I. MEMBERSHIP AND DUES.

Section 1. Admission to Membership. To be eligible for membership an applicant must reside, work or attend school in Washtenaw County. An applicant for membership shall submit a written application to the State Membership Committee, accompanied by payment of State and regional annual dues. The State Membership Committee, upon being satisfied as to the eligibility of the applicant for membership, shall certify to the officers of the Washtenaw County Region the name of the applicant, who shall thereafter be admitted to membership by the Board.

Section 2. Dues. Annual dues shall be fixed by the Board of Directors. Annual dues shall not be less than five dollars (\$5.00). Dues shall be payable July 1st of each year.

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 of the Association 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.

Any member of the Association who shall be disbarred or suspended from practice shall thereupon cease to become a member of this Association and the member's name shall be stricken from the membership list.

The officers shall have the power to suspend or expel any member for violation of the rules of the Association or for unprofessional conduct or conduct which tends to bring the profession or the Association into disrepute. The member shall be afforded notice and a reasonable opportunity for hearing prior to the action of the officers.

ARTICLE II. MEETINGS OF THE ASSOCIATION.

Section 1. Annual Meetings. An annual meeting of the members of the Association shall be held in May of each year at a time and place to be designated by the officers. Written notice of the time and place of the annual meeting shall be mailed to each member of the Association not less than twenty-one (21) days prior to the day of the annual meeting.

Section 2. Special Meetings. Special meetings of the membership of the Association may be called by the President and shall be called by the President upon request of three (3) officers or upon written petition of not less than ten (10) members of the Association. Notice in writing of the time, place and purpose of a special meeting shall be mailed to each member of the Association not less than ten (10) days prior to the date of the special meeting.

Section 3. Quorum. Ten percent (10%) of the members of the Association shall constitute a quorum at all meetings of members of the Association. Action by the members shall be by an affirmative vote of a majority of the members present and voting at a meeting, except as otherwise provided by these by-laws with respect to elections of officers of the Association.

Section 4. Robert's Rules. Except as otherwise provided by law or the constitution or by-laws of the Association, meetings of the Association shall be governed by the current edition of Robert's Rules of Order for Deliberative Assemblies.

Section 5. Advisory Vote. The officers may authorize an advisory vote by mail upon any proposed action by the Association for which the officers deem an advisory vote appropriate.

ARTICLE III. REGION.

Section 1. Regional Designation. The Washtenaw County Region is a region of Women Lawyers Association of Michigan, which shall be entitled to elect two (2) directors to the Board of Directors of the Women Lawyers Association of Michigan.

Section 2. The Washtenaw County Region shall consist of Washtenaw County regional boundaries. The Washtenaw County Region shall have not less than ten (10) active members of the Association who reside or practice in the region and who have elected membership in that region.

Section 3. Petition. The Washtenaw County Region shall petition the Women Lawyers Association of Michigan to be recognized as a region of the Association pursuant to Women Lawyers Association of Michigan Constitution.

Section 4. Washtenaw County Regional Directors. The Washtenaw County Region shall elect its regional directors at a meeting to be held annually in May. The elected regional directors shall serve as members of the Board of Directors of the Women Lawyers Association of Michigan for the following year.

ARTICLE IV. OFFICERS.

Section 1. Officers. The officers of the Association shall be: President, Vice President, Secretary and Treasurer.

Section 2. President, Vice President, and Secretary. The President shall preside at all meetings of the Association and at all meetings of the officers. 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, and in the event of the inability of the Vice President to perform the duties of office; the duties shall then devolve upon the Secretary.

Section 3. Secretary. The Secretary shall have custody of the records of the Association; and shall act as a Secretary at all meetings and shall submit an annual report at the annual meeting. The Secretary shall also maintain membership lists; shall be responsible for the sending of all notices to members, including all notices of meetings, programs and special events; and shall perform all other duties usually incident to the office.

Section 4. Treasurer. The Treasurer shall have custody of the funds of the Association, shall make disbursement of the funds according to the direction of the officers and shall receive the dues from the State Association. The Treasurer shall submit an annual report at the annual meeting of members and make interim reports at the request of the officers.

Section 5. Additional Duties. The officers shall perform other duties prescribed by these by-laws.

Section 6. Term. Officers shall hold offices for one (1) year or until their successors are elected and qualified. The terms of office shall begin in May on the date of the annual meeting of the Association.

Section 7. Vacancies. Vacancies in officers, other than the office of President, shall be filled by a vote of the remaining officers at their next regular meeting for the balance of the unexpired term. In the event of the death or resignation of the President, the Vice President shall immediately become the President for the balance of the unexpired term of office. In the event of the inability of the Vice President to serve as the President, the Secretary shall become the President for the balance of the unexpired term of office.

Section 8. Powers. The affairs of the Association shall be managed by the officers with all the powers and authority necessary to, or appropriate for, the complete execution of the purposes of this Association except if and so far as there may be any limitation thereof in these by-laws. The officers shall have the full power and authority to enforce the by-laws and to make, modify, amend and enforce rules and regulations as the officers determine are necessary or proper to conduct the affairs of the Association.

Section 9. Directors to State Association. The President and Vice President, or their designated representative, shall represent the Washtenaw County Region as the two (2) regional directors of the Women Lawyers Association of Michigan.

Section 10. Oath. Each officer shall take an oath of office to abide by the constitution and by-laws of the Association and to devote attention to the Association's affairs to the best of the officer's ability. The oath shall be taken as soon as possible following the commencement of the term.

Section 11. Regular Meetings. The officers shall hold at least three (3) regular meetings each year at a place within the County of Washtenaw, designated by the officers. The first regular meeting shall be held immediately after the annual members' meeting is held. This meeting shall be designated the annual meeting of the officers of the Association. The second and third regular meetings shall be held at a time and place determined by the officers.

Section 12. Special Meetings. The President may call a special meeting of the officers to be held within Washtenaw County at a place and time designated by the President. The President shall call a special meeting of the officers at the request of two (2) officers.

Section 13. Notice. Notice of any meeting of the officers shall be given not less than five (5) days before the meeting at the officers' business addresses. Notice shall not be required for the meeting held immediately after the annual members' meeting.

Any officer may waive notice of any regular or special meeting. The attendance of any officer at any regular or special meeting shall constitute a waiver of notice of the meeting, except where an officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 14. Quorum. Three (3) officers shall constitute a quorum for the transaction of business at any meeting of the officers. However, if less than a quorum is present at the meeting, a majority of the officers who are present may adjourn the meeting without further notice. The acts of a majority of the officers present at a meeting at which a quorum is present shall be the acts of the officers.

Section 15. Committees. The officers shall have the power to appoint committees as needed and the committee as appointed shall elect a chair.

ARTICLE V. STANDING COMMITTEES.

Section 1. Nominating Committee. The Nominating Committee shall be responsible for handling all matters relating to the annual election of officers of the Association in accordance with these by-laws.

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

ARTICLE VII. ELECTION OF OFFICERS.

Section 1. Nominating Committee. No candidate for an office of the Association for the following year shall serve as a member of the Nominating Committee.

Section 2. Slate of Officers. The Nominating Committee shall prepare a slate of candidates for each office to be filled at the annual meeting of the members. The slate shall be mailed to the members of the Association not less than forty (40) days prior to the date of the annual meeting of members.

Section 3. Petition for Office. Any qualified member whose name does not appear on the slate presented by the Nominating Committee shall be placed on the ballot as a candidate for office by petition signed by five (5) or more members and filed with the Secretary not less than thirty (30) days prior to the annual meeting.

Section 4. Ballot. A ballot shall be prepared by the Secretary and shall consist of the slate prepared by the Nominating Committee for each office and the names of all candidates submitted by petition. The names of all candidates for each office shall appear on the ballot in alphabetical order. The ballot shall be mailed to each member of the Association not less than twenty-one (21) days prior to the annual meeting.

Section 5. Voting. Voting may be by mail or in person at the annual meeting of members. Each person entitled to vote may cast one (1) vote for each of the offices to be filled. A plurality of all votes cast for each office shall elect a candidate to that office.

Section 6. Tabulation of Ballots. The chair of the Nominating Committee shall open and tabulate the returned ballots and announce the results of the election to the members present at the annual meeting. The chair of the Nominating Committee may appoint clerical help to assist in the opening and tabulation of the votes.

Section 7. Controversy. A special election shall be called upon a petition by one-third (1/3) of the members and presented to the President protesting the regularity of the election. The petition must be presented within two (2) weeks of the election; notice must be given to the membership within the following five (5) days and the special election held within one (1) month of the protested election.

Section 8. Tie Vote. In the event of a tie vote for any officer, the chair of the Nominating Committee shall toss a coin.

Section 9. Initial Election. Election of the initial officers of the Washtenaw County Region of the Women Lawyers Association of Michigan shall take place at the organizational meeting, notice of which was mailed to all women attorneys listed in the 1979 Michigan Bar Directory as living or working in Washtenaw County. Any procedural requirements contained in these by-laws pertaining to the election of officers, not complied with at this initial election, shall be deemed validly waived.

ARTICLE VIII. AMENDMENT TO BY-LAWS. These by-laws may be amended at any annual or special meeting of the members of the Association by a two-thirds (2/3) vote of those 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 Association thirty (30) days prior to the meeting.

ARTICLE IX. EFFECTIVE ADOPTION OF THE BY-LAWS. The by-laws of the Association shall take effect immediately upon their adoption by two-thirds (2/3) of the membership of the Washtenaw County Region present at the Meeting, May 31, 1979, and their acceptance by the Board of Directors of the State Association of the Women Lawyers Association of Michigan.