

BYLAWS OF THE WOMEN LAWYERS ASSOCIATION OF MICHIGAN

ARTICLE I Name and Purpose

Section 1. Association Name. The name of this Association shall be Women Lawyers Association of Michigan (“Association”).

Section 2. Purpose. The purpose of the Association shall be to secure the rights of women in society and advance the interests of women members of the legal profession, to promote improvements in the administration of justice, to promote equality and social justice for all people, to improve relations between the legal profession and the public, and to encourage the continued legal education of lawyers.

Section 3. The functions of the Association shall include:

- a) To establish policies and issue policy statements on issues of statewide, national or international significance especially those relating to women lawyers and women generally, including but not limited to state or national legislation, international compacts, statewide judicial office, and state or national judicial policy;
- b) To cooperate with, aid and support organizations and causes which advance the status and progress of women;
- c) To encourage education of lawyers;
- d) To promote improvements in the administration of justice;
- e) For the purposes set forth in a, b, c and d, to solicit, receive and duly consider the ideas and opinions of the Regions
- f) To coordinate the implementation by the Regions of the Association's policy determinations except as provided in Article III;
- g) To act as the sole and unified voice of all Association members on all issues which are not primarily of local significance;
- h) To inform Association members and disseminate information to them through a regular publication and such other means as may be appropriate;
- i) To coordinate the activities of the Regions;
- j) To encourage the formation of new Regions throughout the state.

ARTICLE II
Members

Section 1. Membership Categories. Membership in this Association shall be of seven (7) classes: active, associate, student, new admittee, paralegal or legal worker, retired and lifetime.

Section 2. Requirements.

- a) Active members must be members in good standing of the State Bar of Michigan and our policy will define what this means;
- b) Associate members must be members in good standing of the Bar of any other state or country or graduates from an accredited law school;
- c) Student members must be full or part-time students at an accredited law school;
- d) New Admittees who have just passed the bar exam given in the State of Michigan;
- e) Paralegals or legal workers must be employed in a business entity, the staff of which must include attorneys who are members in good standing of the State Bar of Michigan, that has as its primary purpose the provision of legal services.
- f) Retired members must be persons who were active members of the Association, who have permanently retired from the practice or employment, and who are also sixty (60) years of age or older;
- g) Lifetime members must be nominated by their Regions or by any member of the Board of Directors and shall be approved as lifetime members by a majority vote of the Board of Directors, upon determination of the Board of Directors that they have been active members of the Association for a significant period of time and their contributions to and on behalf of the Association merit the distinction of lifetime membership. A lifetime member shall not be required to pay dues.

Section 3. All active and lifetime 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 4. Associate and student members shall be entitled to all privileges of membership in the Association except those of voting or holding office, with the exception that members of a student chapter (defined under Regions) shall have the right to vote as it pertains to the functioning and activities of their student board and student membership in accordance with the student chapter's bylaws.

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Section 5. Retired members shall retain all privileges of membership in the Association of the class from which they retired.

Section 6. All applications must be in writing, accompanied with the appropriate dues and submitted to the Association's Executive Director. The applicant's eligibility for membership, as disclosed on the written application, shall be presumed correct, and the applicant shall be admitted to membership. If it later should appear that the applicant was not eligible, membership must be terminated by vote of the Board of Directors, upon recommendation of the Membership Committee. The affected member must be given notice that the matter will be brought before the Board of Directors and given an opportunity to be heard on the issue.

Section 7. Any member of the Association who shall be disbarred or suspended from the practice of law in this or any other State shall thereupon cease to be a member of the Association and the member's name shall be stricken from the membership list.

Section 8. The Board of Directors 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 Board of Directors.

Section 9. Any person eligible for membership in the Association shall be eligible for membership in any one Region in which the person resides, practices, or attends law school. A member may join one or more additional Regions as a restricted member upon paying appropriate fees as determined by the Board of Directors. A restricted member of a Region shall have no vote in elections in that Region, may not hold office therein or be a member of its Board of Directors or chair of any of its committees.

ARTICLE III Dues and Finance

Section 1. The Association's Finance Committee shall recommend a uniform dues structure to be approved by the Board of Directors, based upon the annual budget. Any dues remitted by the Association to the Regions shall be remitted by the last day of the succeeding month in which the dues were collected.

Section 2. The fiscal year of the Association shall begin on January 1 and end on December 31 of the following year. Dues shall be payable in accordance with the dues structure approved by the Board of Directors, as recommended by the Finance Committee and in accordance with the policy and procedures manual.

Section 3. Any member whose annual dues are past due shall be notified at that time by the Association that membership will cease at the end of thirty (30) days unless the delinquent dues are paid in full prior to the expiration of the thirty (30) days.

Section 4. All assets and income of the Association and its Regions must be used for the purposes of the Association and/or the Regions according to any annual budget adopted at the

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beginning of each fiscal year, as modified from time to time by action of the appropriate Board of Directors. All assets and income of the Association shall be the property of the Association. All assets and income of each Region shall be the property of the Region. Where joint activities take place, income will be divided as agreed by the involved entities.

Section 6. The Financial Policies of the Organization shall be set forth in the Financial and Accounting Procedures Manual, as authorized under Article XIV, Section 3

ARTICLE IV Form of the Organization

Section 1. The Association is organized on a membership basis under the Michigan Nonprofit Corporation Act. The management of the Association is vested in a Board of Directors. The membership of the Association is divided into Regions which are entitled to representation on the Board of Directors. The term "Regions" shall include student chapters organized under the Association.

Section 2. The Association shall retain the right to prohibit any activity by a Region for which the Association or the Region could be held liable.

Section 3. A Region may not adopt a position contrary to any position taken by the Board of Directors regarding legislation, judicial endorsements, political candidates or activities of the State Bar of Michigan, other bar associations or other organizations.

Section 4. A Region shall timely submit all reports as required by these Bylaws or other written policies of the Board of Directors.

Section 5. The Association will give each Region, through its Regional Representative, specific notice of its intent to take action regarding the areas listed above and will provide each Region, within thirty (30) days notice of the action taken, notice of positions adopted by the Board of Directors.

For the purpose of this Section, specific notice shall be defined as a reference in the agenda for the Association Board meeting in which the issue is to be considered which contains a

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statement of the substance of the issue to be addressed, and, if regarding legislation, a brief statement which describes the substance of the legislation to be discussed. To be considered specific notice under this Section, the agenda must be submitted to all members of the Board of Directors in accordance with these Bylaws.

Section 6. The Association shall not require any Region to engage in activities concerning positions taken by the Board of Directors regarding legislation, judicial endorsements, political candidates or activities of the State Bar of Michigan, other bar associations or other organizations. The Association may, however, request the Regions to voluntarily engage in such activities.

ARTICLE V Meetings of the Association

Section 1. An annual meeting of the members of the Association shall be held at a time and place to be designated by the Board of Directors. Notice of the time and place of the annual meeting shall be provided electronically or by mail to each member of the Association not less than four (4) weeks prior to the day of the annual meeting.

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

Section 3. Two percent (2%) of the active members of the Association shall constitute a quorum at all meetings of members of the Association. Action by the members shall be by affirmative vote of a majority of the active members present and voting at a meeting, except as otherwise provided by these Bylaws with respect to elections of directors and officers of the Association.

Section 4. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, meetings of the Association shall be governed by the current edition of Roberts' Rules of Order. Strict compliance with these Rules may be waived unless at least five (5) members present and voting insist upon strict compliance with the Rules.

Section 5. The Board of Directors may authorize an advisory vote by mail, email, or other electronic means upon any proposed action by the Association for which the Board of Directors deems an advisory vote appropriate.

ARTICLE VI
Regions

Section 1. The membership of the Association may be divided into Regions within the State of Michigan. The Board of Directors may designate the geographical boundaries of each Region in accordance with the requirements of these Bylaws.

Each Region shall consist of one or more counties in the State of Michigan or one (1) accredited law school in the State of Michigan. No county shall be divided into more than one (1) Region. However, if an accredited law school has more than one campus, each campus may form its own student chapter. Each Region, including each campus, shall have no less than five (5) active members of the Association who reside, practice, or attend the accredited law school in the Region, or campus, and who elect membership in that Region, or campus.

Section 2. A Region shall be recognized as a Region by the Association pursuant to petition to the Board of Directors by five (5) or more active members of the Association who reside, practice, or attend the accredited law school in the Region, or campus. The petition shall demonstrate that the members desire to organize themselves as a Region of the Association and are willing to abide by the standards and requirements of the Association's Articles of Incorporation and these Bylaws.

Section 3. Within the geographical limits of its jurisdiction, each Region shall be autonomous except as specifically provided by these Bylaws. A Region shall be named the Region of the Association. The Region may designate itself by a name of its own choosing, subject to approval of the Board of Directors, provided that in all written material it shall identify itself as a Region of the Association and provided further that the Board of Directors shall be deemed to have approved the names of the existing Regions of the Association.

Section 4. The approval of the affiliation of a new Region shall require a two-thirds vote of the members of the Board of Directors present and voting. The petition for affiliation as a Region and to organize as such shall contain provisions for the selection of representation on the Board of Directors during the interim period until the next regular election as provided in Article VIII.

Section 5. Each Region shall adopt Bylaws not inconsistent with these Bylaws. A Region may adopt rules, regulations or policies which shall not conflict with the Association's Articles of Incorporation, Bylaws, rules, regulations or policies or with the laws of the United States or the State of Michigan. The Board of Directors shall determine any issues of inconsistency which may arise.

Section 6. Regional elections of officers shall be held during the month of May each year. Each Region shall notify the Secretary of the Association of its new officers on or before June 1 of each year.

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Section 7. Regions may enter into cooperative arrangements providing for joint meetings, joint mailings, joint financing of projects and joint services to members.

Section 8. The Association reserves to itself the power, upon prior written notice to the Region, to take appropriate action, by a two-thirds (2/3) vote of the Board of Directors, should a Region take action contrary to or inconsistent with these Bylaws.

Section 9. Each Region shall submit an annual financial report to the Association Treasurer within thirty (30) days of the end of the fiscal year, which report shall conform to the requirements established by the Board of Directors.

In addition to the financial report, each Region shall provide a summary statement of its activities during the preceding fiscal year for a determination of political and legislative activities and unrelated business activities. This report is to be submitted [to the Association Treasurer] two (2) weeks prior to the annual meeting.

Section 10. It is the intention of the Association that none of its Bylaws shall conflict with the State Bar of Michigan's Policy on Recognition and Definition of Local and Special Purpose Bar Associations.

ARTICLE VII Officers

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

Section 2. President. The President shall preside at all meetings of the Association, at all meetings of the Board of Directors and at all meetings of the Executive Committee. The President shall submit an annual report at the annual meeting of members and perform all other duties usually incident to the office.

Section 3. President-Elect. In the event of the President's inability to perform the duties of office, the duties shall devolve upon the President-Elect. The President-Elect is the Chair of the Annual Meeting Committee.

Section 4. Vice-President. In the event of the inability of the President-Elect to perform the duties of office, the duties shall then devolve upon the Vice President. The Vice President is the Chair of the Membership Committee.

Section 5. Treasurer. The Treasurer shall supervise the custody of the funds of the Association, shall supervise disbursement of the funds and the collection of dues according to the Financial and Accounting Procedures Manual. The Treasurer shall submit an annual report at the annual meeting of members and make interim reports at the regular meetings of the Board of Directors and at the request of the Executive Committee.

Section 6. Secretary. The Secretary shall have custody of the records of the Association;

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shall maintain the membership list; shall act as Secretary of the Board of Directors and the Executive Committee; 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. The Secretary shall also maintain the Policies and Procedures Manual authorized under Article XIV, Section 2. The Secretary can delegate any of the above duties to the Association's Executive Director with consent of the Executive Committee. However, should there cease to be an Executive Director, the above duties immediately revert back to the Secretary until an Executive Director has been re-established.

Section 7. The Immediate Past President shall assist the President as requested. The Immediate Past President is the Chair of the Leadership Identification and Development Committee.

Section 8. Additional Duties. The officers of the Executive Committee shall perform other duties prescribed by these Bylaws or prescribed or authorized by the Board of Directors.

Section 9. Term. Officers of the Executive Committee shall hold office for one (1) year or until their successors are elected and qualified.

Section 10. Vacancies. Vacancies in office other than the office of President shall be filled by appointment of the Board of Directors. In making the appointment, the Board of Directors shall appoint an active member from a list of nominees selected by the Leadership Identification and Development Committee. The Board of Directors shall appoint a board member to be an interim officer to fulfill the duties in the interim.

ARTICLE VIII Board of Directors

Section 1. Powers. The affairs of the Association 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 the Association except if and so far as there may be any limitation in these Bylaws. The Board of Directors shall have full power and authority to enforce the Bylaws and to make, modify, amend and enforce rules and regulations the Board of Directors determines are necessary or proper to conduct the affairs of the Association. All policies concerning the financial matters of the Association shall be included in the Financial and Accounting Procedures Manual. All non-financial policies shall be included in the Policies and Procedures Manual.

Section 2. Directors, Number, Term and Oath.

a.) The Board of Directors shall consist of:

- 1) The officers of the Association;
- 2) The Regional Representatives, to be elected as provided in these Bylaws by members of Regions of the Association; and
- 3) The Directors at Large, to be elected as provided in these Bylaws by the active members of the Association.

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- b.) Each Region of the Association shall elect from among its active Regional membership one (1) member to serve as Regional Representative for a term of two (2) years.
- c.) Except as otherwise provided in this paragraph, the active members of the Association shall elect from among the active members of the Association up to 15 Directors at Large with a minimum of at least as many Directors at Large as there will be Regional Representatives for that year. The election of Directors at Large who are added to the Board of Directors because a Region has been recognized by the Association shall occur at the first annual meeting of members following recognition of the Region. However, if a Region is recognized less than sixty (60) days prior to the first annual meeting following the Region's recognition, the election of the additional Directors at Large shall occur at the second annual meeting of members following recognition of the Region.
- d.) The terms of office for members of the Board of Directors shall begin on the date of the annual meeting of the Board of Directors following their election and shall be for a term of two (2) years. During the first year in which a Region is recognized by the Association it shall elect one (1) Regional Representative to hold office until the next election of the Board of Directors.
- e.) In the event that either a Regional Representative or a Director at Large has three unexcused absences of the Board of Directors' meetings in any calendar year, this matter will be brought to the attention of the Board of Directors by the Secretary and shall be deemed a resignation by that Regional Representative or Director at Large.

In the case of a Regional Representative the matter will be referred to the Board of Directors of the Region represented for whatever steps that Region may like to take, including possible removal and replacement of that Representative.

In the case of Directors at Large, the Executive Committee of the Board of Directors shall address the question of absences with the Director at Large and determine whether further action is warranted. The Executive Committee shall then report back to the Board of Directors with a specific recommendation, to be voted upon by the Board of Directors.

In the event removal of the Director at Large is recommended, a two-thirds (2/3) vote of all members of the Board of Directors present at the Board of Directors meeting is required to remove a sitting Director at Large.

Section 3. Regular Meetings. The Board of Directors shall hold at least six (6) regular meetings each year at a place within the State of Michigan designated by the President. The first regular meeting shall be held immediately after the annual members' meeting at the place where the annual members' meeting is held. This meeting shall be designated the Annual Meeting of the Board of Directors. The remaining regular meetings shall be held at times and places determined by the President.

Section 4. Special Meetings. The President may call a special meeting of the Board of Directors to be held within the State of Michigan at a place and time designated by the President.

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The President shall call a special meeting of the Board of Directors at the request in writing of three (3) members of the Board of Directors.

Section 5. If a Regional Representative is unable to attend a meeting of the Board of Directors, the President of said Region may designate an alternate. Such alternate shall have the powers and duties at such meeting as the Representative replaced.

Section 6. The Board of Directors may from time to time appoint or retain one or more persons who need not be members of the Association to perform such duties as may be assigned by the Board of Directors or the President.

Section 7. Notice. Notice of any meeting of the Board of Directors shall be given not less than ten (10) days before the meeting by written notice emailed or mailed to each member of the Board of Directors at the member's business address. Notice shall not be required for the meeting held immediately after the annual member's meeting.

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

Section 8. Quorum. A third of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. However, if less than a quorum is present at a meeting, a majority of the members of the Board of Directors who are present may adjourn the meeting without further notice. The acts of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 9. Vacancies. Any vacancy existing in the Board of Directors among Regional Representatives shall be filled by election by a vote of the active members in the region where the vacancy occurred. Any vacancy existing in the Board of Directors among Directors at Large shall be filled by appointment of the Board of Directors. In making the appointment, the Board of Directors shall appoint an active member from a list of nominees selected by the Leadership Identification and Development Committee.

ARTICLE IX
Executive Committee

There shall be a permanent Executive Committee consisting of the President, the Immediate Past President, the President-Elect, the Vice President, the Secretary and the Treasurer, which shall have and exercise the authority of the Board of Directors in the management of the business and direction of the affairs of the Association between the meetings of the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its next regular meeting following the action, and shall be subject to revision and alteration by the Board of Directors.

ARTICLE X
Immunity, Indemnification and Insurance

Section 1. Each person who is or was a member of the Board of Directors, an officer or member of any committee of the Association and each person who is or was serving at the request of the Association as a member of the Board of Directors, trustee, officer, agent or committee member of any other association, corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association to the fullest extent to which the Association has the power to so indemnify such persons pursuant to the laws of the State of Michigan as they may be in effect from time to time. The Association may purchase and maintain insurance on behalf of any such person against liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify such person against such liability under the laws of the State of Michigan. The Association may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the Association to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

Section 2. The volunteer members of the Board of Directors of the Association shall not be personally liable to the Association for money damages for a breach of the volunteer's fiduciary duty, except for liability for any of the following:

- a) A breach of the volunteer's duty of loyalty to the Association;
- b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- d) A transaction from which the volunteer derived an improper personal benefit;
- e) An act or omission occurring before the effective date of these Bylaws;
- f) An act or omission that is grossly negligent.

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If the Nonprofit Corporation Act is amended after approval of this Article by the members of the Association to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of a member of the board of directors, in addition the limitation and elimination of personal liability contained in this Article, shall be eliminated or amended, except to the extent such limitation or elimination of liability is inconsistent with the status of the Association as an organization described in Section 501(C)(6) of the Internal Revenue Code of 1986.

Any repeal, modification or adoption of any provision in the Articles of Incorporation inconsistent with this Bylaw shall not adversely affect any right or protection of a volunteer of the Association existing at the time of such repeal, modification or adoption.

ARTICLE XI Committees

Section 1. The Standing Committees of the Association shall be designated in the Policies and Procedures Manual. The Manual shall set forth the responsibilities of each committee, including the requirement of the committees to make reports at each regular meeting of the Association and an annual report at the annual meeting of members. The chair of each committee shall be appointed by the President, subject to the consent of the Board of Directors. Such appointments shall take into consideration statewide representation of members.

Section 15. Special Committees. The President or the Board of Directors may appoint special committees for special purposes.

Section 16. Membership and Procedures. The make-up and procedures employed by the standing and special committees shall be set forth in the Policy and Procedures Manual authorized under Article XIV, Section 2.

ARTICLE XII Action Without Meeting

Section 1. If and when the members of the Board of Directors consent in writing, by e-mail or by a telephone poll 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 of Directors. The written or emailed consents shall be filed with the minutes of the proceedings of the Board of Directors. The oral consents shall be attested to in writing by the person(s) conducting the telephone poll and shall be filed in the same manner.

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Section 2. If and when the members of the Executive Committee or a standing committee consent, by majority vote of the entire committee, either in writing by mail, email, or other electronic means or orally in response to a telephone poll, to an emergency action to be taken by the Executive Committee or standing committee, respectively, the action shall be a valid action as though it had been authorized at a meeting of the committee. The written consents shall be filed with the minutes of proceedings of the Executive Committee or standing committee. The oral consents shall be attested to in writing by the person conducting the telephone poll and shall be filed in the same manner.

ARTICLE XIII Election of Officers and Directors At Large

Section 1. Leadership Identification and Development Committee. The Leadership Identification and Development Committee shall be organized pursuant to Article XI and act pursuant to policies set by the Board of Directors.

Section 2. Slate of Officers and Directors at Large. The Leadership Identification and Development Committee shall prepare a slate of candidates for each office to be filled at the annual meeting of members. The slate shall be provided to the active members of the Association by mail, email, other electronic means, or published in the official publication of the Association not less than six (6) weeks prior to the date of the annual meeting of members.

Section 3. Petition for Office. Any active or retired member whose name does not appear on the slate presented by the Leadership Identification and Development Committee shall be placed on the ballot as a candidate for office by petition signed by five (5) or more active and retired members and filed with the Secretary not less than four (4) weeks 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 Leadership Identification and Development 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 sent by mail, email, other electronic means to each active and retired member of the Association, whose dues have been paid at least six (6) weeks prior to the annual meeting. This ballot shall be provided not less than four (4) weeks prior to the annual meeting. Only those whose dues have been paid at least six (6) weeks prior to the annual meeting may vote in person, by email, or by mail except those members who have been admitted to the Bar within six (6) weeks of the annual meeting may vote in person at the annual meeting.

Section 5. Voting. Voting may be by mail, email, other electronic means, or in person at the annual meeting of members. Each person eligible to vote may cast one (1) vote for each of the officers to be elected. Each person eligible to vote shall be entitled to the number of votes equal to the number of directors at large to be elected and may distribute those votes among any number of candidates for the offices of director at large. A plurality of all votes cast for each office shall elect a candidate to that office.

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Section 6. Tabulation of Ballots. The Treasurer shall open and tabulate the returned ballots on the date of the annual meeting and shall announce the results of the election to the members present at the annual meeting. The Treasurer may appoint clerical help to assist in the opening and tabulation of the votes. If the Treasurer is a candidate for election, the President shall appoint another member to carry out the duties described in this section. A candidate for election shall not participate in the opening or tabulation of ballots.

Section 7. Controversy. Any controversy concerning the outcome of the election shall be presented to the outgoing Board of Directors, who shall make the final determination as to the candidate or candidates elected.

ARTICLE XIV Bylaws and Policies

Section 1. These Bylaws may be amended at an 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 or electronic notice of the proposed amendment shall be provided by the Secretary to the members of the Association not less than four (4) weeks prior to the meeting. The President has the authority to permit non-substantive changes in any duly noticed proposed amendments to these Bylaws.

Section 2. Policies and Procedures Manual. The Board of Directors shall approve and amend a Policies and Procedures Manual to implement the requirements of these Bylaws. All non-financial policies and procedures shall be included in the manual. All amendments to existing policies and procedures must be approved by a majority of the Board of Directors.

Section 3. Financial and Accounting Procedures Manual. The Board of Directors shall approve and amend a Financial and Accounting Procedures Manual to implement the financial requirements of these Bylaws. All amendments to such a Manual must be approved by a majority of the Board of Directors.

ARTICLE XV Dissolution

In the event of the termination of the existence of the Association for any cause whatsoever, all of its assets and property over and above what is required for the payment of the just debts and obligations shall be given and vested in a non-profit corporation whose purpose and goals are similar to those of the Association.

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ARTICLE XVI
Effective Adoption of Bylaws

The Bylaws of the Association, as amended by this instrument, shall take effect immediately upon their adoption, as provided in this Article. The authority and duties provided in these Bylaws for the Board of Directors and Executive Committee shall be assumed by the present Executive Committee and the duties of the present officers of the Association shall continue as provided in the Bylaws of the Association effective immediately prior to the adoption of these Bylaws until the next annual meeting of members of the Association following adoption of these Bylaws is held.

Adopted and effective:

June 1978

As amended:

June 1979, June 1980, June 1981, June 1989, June 1983, June 1984, June 1985,
June 1986, June 1987, June 1988, May 1990, May 1991, May 1992, May 1996,
May 2004, May 2007, May 2009, April 2011, March 2018.

ARTICLE XVII

The term of existence of the Association shall be perpetual.