

**BY-LAWS OF
COASTAL BEND WOMEN LAWYERS ASSOCIATION**

(Last updated November 2021)

Article I

Name

The name of the organization shall be Coastal Bend Women Lawyers Association (“CBWLA”), and it shall be a not for profit, unincorporated association.

Article II

Purpose

The purpose of CBWLA is to promote common business interests among women in the legal profession within the meaning of Section 501(c)(6) of the internal revenue code, as enforced by the Internal Revenue Service (“I.R.S.”), and its underlying regulations. In particular, the purpose of this organization shall:

- 2.1 Provide a vehicle for women lawyers in the Coastal Bend area to become acquainted with one another, network, socialize and support each other professionally; and
- 2.2 Provide continuing education of interest to the membership.

Article III

Membership

All dues-paying lawyers who are members in good standing with the State Bar of Texas are eligible for membership. All dues-paying law students, currently enrolled in an ABA-accredited law school, and law school graduates who are registered for the next bar examination and/or who are pending results from the most recent bar examination are eligible for membership. Membership terms are from July 1 to June 30 of each year. Only members who have paid their dues are eligible to vote on items brought before the general membership.

- 3.1 The Board of Directors may establish any deadline for paying membership dues and the established amount before late fees are imposed. The Board of Directors may also allow for a pro-rated amount for attorneys licensed after July 1 or for new members who move to the Coastal Bend region after a substantial portion of the fiscal year has passed.
- 3.2 Any decision by the Board of Directors to assess late fees or grant a pro rata reduction must be made at a regular meeting of the Board of Directors.

Article IV

Board of Directors

4.1 The Board of Directors (hereafter “Board” or “Directors”) shall consist of CBWLA members in good standing who have been duly elected by the general membership.

4.2 The Board shall consist of a President, Vice President, Secretary, Treasurer, general board members and the Immediate Past President, up to a maximum of 15 members.

4.3 The Executive Board (also called “Officers”) consists of the President, Vice President, Secretary, and Treasurer.

4.4 The Board shall hold monthly meetings except in extenuating circumstances. The meetings shall be called to order upon a present quorum. Special meetings may be called by/at the request of the President.

4.5 The Board manages the affairs of CBWLA. All decisions will be by a majority vote of the Board, except in cases where the Board determines that a vote of the general membership is required for a particular action or decision.

4.6 Generally, voting by the Board shall be done in person at regularly scheduled meetings. However, the President is authorized, at her/his discretion, to utilize email voting on an issue if time is of the essence or upon request by any board member. The President shall email each member of board notice of the motion and the subject line shall read: "Call for E-Mail Vote." Voting concludes once a simple majority of board members have approved or denied the motion. Otherwise, the Secretary shall tally the votes 48 hours after the initiating email. If less than half of the board members participate in the vote, the motion shall be placed on the next board meeting agenda. A vote shall be automatically cancelled, and the matter taken up at the next regular board meeting, upon three objections to the call for e-mail vote.

4.7 Attendance at monthly Board meetings is required. A total of three (3) absences without good cause may be grounds for removal from the Board and is at the discretion of the Board. Reasons for not attending a meeting shall be given to the President before the meeting when at all possible. If removed, the Board has the discretion to waive the removal, if the removed Board member requests reinstatement before 30 days after removal. Whether a reason constitutes “good cause” is at the discretion of the President.

4.8 Board Directors and Officers shall perform committee work as necessary.

4.9 If a vacancy occurs during the tenure of an Officer or Director, the procedure for filling that position is as follows:

- (a) Officer – If a vacancy occurs from the Executive Board, then that position shall be filled from a member of the Board.
- (b) Director – If a vacancy occurs on the Board, then that position shall be filled by an appointment made by a majority vote of the Board.

4.10 No Board Director shall be entitled to receive or accept compensation for any services he/she renders to the organization except to be reimbursed for any actual substantiated expenses incurred on behalf of the organization.

4.11 The Board may authorize any Officer or Director to bind the organization in contract, but no Officer, Director, or other person may bind the organization in contract or pledge or any other way, unless so authorized.

Article V

General Operations of CBWLA

5.1 Monthly meetings shall be held every month except July. Meetings shall be open to the general public. The cost of attending the meeting shall be publicized with the notice of the date/place of the meeting.

5.2 The President shall call the meeting to order, make announcements, update the membership on ongoing projects and upcoming events, and present any matter to the general membership for voting. In the absence of the President, the Vice President or another duly designated Board Director shall preside over the meeting.

5.3 Monthly meetings may feature a speaker who will speak on any topic of relevance to the general membership, with preference given to speakers whose topic will qualify for continuing legal education (“CLE”) credit for attendees.

5.4 Each year, CBWLA may raise funds to cover annual expenses such as the Spring Luncheon, special seminars, travel expenses and gifts for speakers, and/or charitable efforts and contributions.

5.5 CBWLA may benefit one or more charity or community-based organizations each year, upon motion and vote of the Board.

Article VI

Duties of Executive Board

6.1 President:

Is responsible for oversight of operations of the organization; calls meetings to order and makes announcements; presides over board meetings; performs committee work as necessary; advises the board of

date, time and location of board meetings; prepares agenda for monthly board meetings to be circulated to the board; informs members one week in advance of meetings; maintains a roster of committee chairs, committee members, and contact information; obtains a monthly update of committee work from committee chairs; casts the deciding vote in case of tie.

6.2 Vice President:

Supports the President in all aspects and responsibilities; serves in the absence of the President; responsible for securing speakers for monthly meetings, and obtaining CLE certification for eligible meetings; responsible for annual membership survey; maintains a copy of the current membership roster (as does the Secretary); delivers a copy of current by-laws to incoming board at their initial board meeting; maintains a roster of committee chairs, committee members and contact information; obtains a monthly update of committee work from committee chairs; Performs committee work.

6.3 Secretary:

Maintains a list of all current CBWLA members including addresses, telephone numbers and email addresses; takes minutes at all board meetings noting decisions made and action taken; prepares written minutes for approval at the next board meeting; conveys a list of names, contact numbers and e-mail addresses of all board members to each board member; notifies board director of her/his automatic removal within five (5) days if she/he has a 3rd missed meeting for no good cause (as per clause 4.7); advises general membership of date, time and location of monthly meetings; performs committee work as necessary.

6.4 Treasurer:

Keeps the financial records and files of the organization as necessary for I.R.S. or state required reports and forms; receives mail at the CBWLA mailbox; collects fundraising monies, monthly meeting fees, and annual dues; provides a financial status update at monthly board meetings; presents or otherwise makes available the bank statement for the CBWLA's bank account(s) at each monthly meeting; writes checks to pay for CBWLA expenses; performs committee work as necessary.

6.5 Board Director:

Attends and votes at monthly Board meetings; Serves as a CBWLA public relations representative in the Coastal Bend community; performs committee work as necessary.

6.6 Immediate Past President:

Has no responsibilities, but he/she is invited to attend all board meetings, advise, and vote with the board; may perform committee work.

Article VII

Standing Committees

The following committees are created and shall be activated and charged with duties at the discretion of the Board. Other committees or sub-committees may be formed as necessary.

- a. Spring Luncheon Committee: Shall organize the Spring Luncheon;
- b. Social Committee: Shall plan regular events (e.g., “UnWineds”, Lawyers Who Lunch, etc.);
- c. Membership Directory Committee: Shall recruit new members and work with the Treasurer to compile, create, and publish the Membership Directory;
- d. Seminar Committee: Shall organize special seminars once every two years or as needed;
- e. Scholarship Committee: Shall coordinate the CBWLA’s charitable giving to support women interested in further education.

Article VIII

Election of Executive Board

8.1 At the May meeting of the Executive Board, a slate of new Board Directors and Officers are nominated by the outgoing board;

8.2 The names of the nominees are posted throughout the month of May to the entire CBWLA membership;

8.3 At the June regular CBWLA meeting, the slate of new Executive Board members is voted upon by the general membership.

Article IX

Amendment of By-laws:

By-laws may be amended by a majority vote of the Executive Board. Such amendments are subject to a ratification vote of the general membership.

Article X

Expenditures of CBWLA Funds

Any expenditure over \$200.00 requires approval by the Executive Board. Such approvals may be obtained through email and only a majority of the Executive Board is necessary to authorize such an expenditure.

Article XI

Fiscal Year

The fiscal year of CBWLA is from July 1 through June 30 of the following calendar year.