

**GEORGIA ASSOCIATION FOR WOMEN LAWYERS
GWINNETT CHAPTER**

BY-LAWS

Article 1: NAME

The name of the organization shall be “GEORGIA ASSOCIATION FOR WOMEN LAWYERS, GWINNETT CHAPTER (GAWL GWINNETT).”

Article 2: OBJECTIVE

GAWL GWINNETT shall be a chapter of the GEORGIA ASSOCIATION FOR WOMEN LAWYERS (“GAWL”) and shall be a non-profit association for the welfare and interest of women lawyers; to maintain the honor and integrity of the profession of law; to inform and educate lawyers in the region on matters pertaining to their professional interests and status; to aid in the administration of justice; to do the things necessary and proper to promote and advance the objectives of GAWL; and to encourage region-wide participation by all members of GAWL GWINNETT.

Article 3: FISCAL YEAR

The fiscal year of GAWL GWINNETT shall run concurrent with the calendar year (January 1 through December 31).

Article 4: MEMBERSHIP

- 4.1 Full Members. Members in good standing of the Bar of any State or the District of Columbia shall be eligible for full membership in GAWL GWINNETT, upon acceptance of application and payment of dues. Such members shall have all the privileges of GAWL, including the right to vote and hold office.
- 4.2 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 of the District of Columbia Bar is obtained. Student members shall not be entitled to vote or hold office and shall pay membership dues as set by the Executive Board of the statewide GAWL.
- 4.3 Suspension of Expulsion of Members. A member disbarred from practicing law in any State or the District of Columbia shall be automatically dropped from membership in the Association and cannot be reinstated until having been readmitted to practice law in that State.

Article 5: VOTING

- 5.1 Eligibility and Ballots. All full members of GAWL GWINNETT in good standing are eligible to vote. Voting shall be by email ballot and all voting is to be supervised by and ballots received by a member of GAWL GWINNETT who shall be appointed by the President within the time limits set by the Executive Board of GAWL.
- 5.2 Quorum and Action. At meetings of the GAWL GWINNETT Board of Directors, a majority of the officers then in office shall be necessary to constitute a quorum for the transaction of business. If a quorum exists, the act of a majority of officers present at the time shall be the act of the GAWL GWINNETT Board.

Article 6: OFFICERS

- 6.1 Eligibility. Any full member of GAWL GWINNETT in good standing is eligible to hold office. However, except by unanimous vote of the GAWL GWINNETT board, only those members of GAWL GWINNETT who have served for at least one year in an officer position on the Board of GAWL GWINNETT or on the statewide GAWL Board will be eligible for the position of GAWL GWINNETT President.
- 6.2 Officers. The officers of GAWL GWINNETT shall consist of a President, a Vice President, a Secretary, a Treasurer, a Strategic Partnerships Liaison, and at least one (1) Member-At-Large. Supplementary Board positions, including but not limited to additional Member-At-Large positions, may be created at the Board's discretion and by unanimous vote.
- 6.3 Terms of Office. Each officer shall serve from the time of installation at the Annual Meeting of the statewide GAWL and shall continue in office until the next Annual Meeting, or until a successor is installed, and shall deliver to her successor within fifteen (15) days after the close of the term of office all association property in the officer's possession. Each officer is eligible to run for the same office for a second consecutive term, or may run for any alternative office at any time.
- 6.4 Duties of Officers
- 6.4.01 President. The President shall preside at all meetings of GAWL GWINNETT; sit on the Full Board of the statewide Georgia Association for Women Lawyers; sign all contracts approved by the officers of GAWL GWINNETT; act as a member *ex officio* of all committees; call special meetings of the officers of GAWL GWINNETT; appoint chairs of the committees; create and appoint such special committees as may be deemed necessary; serve as an administrative liaison with the statewide

GAWL by virtue of her position on the Full Board of the statewide GAWL; and perform the usual duties incumbent upon the President.

- 6.4.02 Vice President. The Vice President shall perform the duties of the President in the absence of the President; oversee programs, special events, and community activities; review sponsorship requests; review contracts; be a liaison with representatives of the statewide GAWL involving programs, social action and community activities. It shall also be the duty of the Vice President to organize, coordinate, and publicize programs and special events, and to act a liaison with the Programs Chair of the statewide GAWL.
- 6.4.03 Secretary. It shall be the duty of the Secretary to keep a record of all official proceedings of all regular and called meetings of GAWL GWINNETT and to make available said records to all members on request, to maintain an accurate list of GAWL GWINNETT members, and to be responsible for keeping a record of all changes of address, etc., of all GAWL GWINNETT members; to be the liaison for the GAWL website administrator and supply any requested information regarding GAWL GWINNETT for the statewide GAWL website. The Secretary shall be responsible for the safekeeping of all historical records and organizational documents.
- 6.4.04 Treasurer. It shall be the duty of the Treasurer to oversee the collection of any and all funds which GAWL GWINNETT shall collect; to pay the bills of GAWL GWINNETT which have been approved by the officers; to notify the President and the other officers of the names of members in arrears when called on to do so; to coordinate with the statewide GAWL's Treasurer to establish an annual budget and allotment of dues to be distributed to GAWL GWINNETT; and to handle any other financial matters when called on to do so by the officers of GAWL GWINNETT.
- 6.4.05 Member-At-Large. At least one (1) such officer shall serve as liaison to other organizations; and participate in other special projects as assigned by the Board or President of GAWL GWINNETT. As per §6.2, additional Member-At-Large positions may be created at the Board's discretion and by unanimous vote.
- 6.4.06 Strategic Partnerships Liaison. It shall be the duty of the Strategic Partnerships Liaison to work with the President and GAWL GWINNETT Board on fundraising campaigns, and to seek opportunities for GAWL GWINNETT to connect with other organizations, groups or individuals for mutual gain; and to coordinate with the GAWL Strategic Partnerships committee so as to maintain sponsor participation in events.

6.4.07 Immediate Past President. Shall serve on the GAWL GWINNETT Board as an *ex officio* member not subject to the constraints of §7.5, and shall be available to the GAWL GWINNETT President and the GAWL GWINNETT Board in an advisory capacity. At any meeting where the Immediate Past President is in attendance, she shall have full voting rights, and her presence shall count toward satisfaction of a Board quorum.

Article 7: ELECTION AND EXPULSION OF OFFICERS

7.1 Nominations. Nominations for officers may be made orally or in writing by any full member of GAWL GWINNETT in good standing. In February 2009, the initial board of GAWL GWINNETT will propose a slate of nominations for officers for consideration by the members of GAWL GWINNETT.

7.2 Elections. Officers of GAWL GWINNETT shall be elected by written ballot in the first week of May each year. The election shall be supervised by a member of GAWL GWINNETT who shall be appointed by the President, which member shall coordinate with the Executive Board of the statewide GAWL GWINNETT, and the results of the election shall be announced by that person to the membership. No officer shall be eligible to hold the same office more than two consecutive terms. The terms of this section will not apply for the first year that GAWL GWINNETT is in existence, as the officers elected at the formation of the Chapter will serve from the time these By-laws are enacted until elections are held pursuant to this section in 2010.

7.3 Voting. A plurality of votes cast by written ballot shall be sufficient to elect officers.

7.4 Vacancies. If an officer resigns or otherwise leaves office before the expiration of that officer's term, the remainder of the term shall be filled by a member elected by a majority vote of the remaining officers within sixty (60) days of the date the vacancy occurs.

7.5 Removal and Resignation. Any officer of GAWL GWINNETT may be removed either for or without cause at any time by unanimous vote of the remaining members of the GAWL GWINNETT Board. Any officer of the GAWL GWINNETT Board may resign at any time by giving notice in writing to the President of GAWL GWINNETT. A removed officer's successor may be appointed at the same time to serve the unexpired term.

Article 8: DUES

Dues for each type of membership shall be recommended by the Executive Board of the statewide GAWL pursuant to the GAWL By-Laws.

Article 9: BOARD MEETINGS

- 9.1 Regular Meetings. Regular meetings of the Board of GAWL GWINNETT shall be held from time to time as designated by the President. Notice of all meetings shall be given to all Board members.
- 9.2 Special Meetings. There may be special meetings called by the President for the transaction of business. Notice of such meetings may, if time permits, be given by telephone or email to all Board members.
- 9.3 Attendance at Meetings. All Board members are required to attend every meeting of the Board. Failure to attend three (3) or more meetings, including special meetings, may result in the removal of such Member from the Board by the GAWL GWINNETT Board.
- 9.4 Voting. Except as otherwise set forth herein, items shall be approved by a majority of such Board members present at said meeting, so long as a quorum is present.

Article 10: AMENDMENT

These By-Laws may be amended by the unanimous vote of the officers of GAWL GWINNETT, subject to approval by the statewide Executive Board of GAWL pursuant to its By-Laws.

Article 11: TERMINATION OF CHAPTER STATUS

If the officers of GAWL GWINNETT deem that continuing as a chapter of GAWL is not in the best interest of the members of GAWL GWINNETT, and only after approval by the unanimous consent of the officers of GAWL GWINNETT and a majority of the members of GAWL GWINNETT at any regular or special meeting, GAWL GWINNETT may terminate its status as a chapter of the Georgia Association for Women Lawyers.

In the event of such termination, GAWL GWINNETT may elect to continue, under a different name, as an entity separate and distinct from the Georgia Association for Women Lawyers. In the alternative, GAWL GWINNETT may elect to disband entirely.

ADOPTION BY OFFICERS OF GAWL GWINNETT

The undersigned, as President of GAWL GWINNETT, as empowered by the Board of GAWL GWINNETT so to do by and on behalf of the Board and members of GAWL GWINNETT, does hereby adopt these By-Laws as the By-Laws of GAWL GWINNETT, on the date set out below, *nunc pro tunc* March 6, 2009.

This ____ day of March, 2009.

Lisa S. Schrage
President, GAWL GWINNETT

Approved by the statewide GAWL Board on the date set out below.

This ____ day of March, 2009.

Christian Torgimson
President, GAWL