

**AMENDED BY-LAWS  
OF THE  
MISSISSIPPI WOMEN LAWYERS' ASSOCIATION**



**ARTICLE I – NAME**

Section 1. The name of this association is Mississippi Women Lawyers' Association, hereinafter referred to as the "Association" or "MWLA".

**ARTICLE II – OBJECT & PURPOSE**

Section 1. The object and purpose of the Association shall be:

- a. To enhance the status, influence, and effectiveness of women lawyers in the State of Mississippi;
- b. To promote and maintain the highest standards for the legal profession, the judiciary and the court systems of the State of Mississippi;
- c. To promote the welfare and interests of women lawyers in a fair and impartial manner;
- d. To provide opportunities for the development of collegiality and mentoring among women lawyers;
- e. To work toward the preservation of the rights of women and the elimination of gender biased conduct in the law and legal profession affecting women lawyers, litigants and persons employed in the legal profession;
- f. To encourage and promote the participation of women in all facets of the legal profession;
- g. To provide a forum to consider and address issues unique to women in the legal profession; and
- h. To honor those persons who demonstrate dedication to these goals and objectives.

**ARTICLE III – MEMBERSHIP**

Section 1. The Board of Directors shall establish categories of membership and dues assessment as needed. The following persons shall be qualified for voting membership in the Association:

- a. Attorney – all members in good standing with the Mississippi Bar who pay the Association dues
- b. Legal Professional – all individuals who hold a Juris Doctorate from an ABA-accredited law school, are utilizing the same in the State of Mississippi, and pay the Association dues

Section 2. Law school students in good standing at any Mississippi law school who pay dues to the law student women's chapter at their respective school may be a non-voting member of the Association.

- Section 3. Any lawyer or member of the judiciary in good standing with the Bar of any state who pays Association dues may be non-voting members of the Association.
- Section 4. The Association shall conduct bimonthly luncheon meetings beginning in September and ending in May, unless the Board directs otherwise. Additionally, the Association may invite various speakers to the membership meetings to address current important topics relative to enhancing the legal profession. The Annual Business Meeting of the Association will be conducted in May of each fiscal year. Election of Association Officers and Directors shall occur at the Annual Business Meeting.
- Section 5. Each Association member shall pay sixty dollars (\$60.00) per year as Association dues; government/non-profit attorneys shall pay forty dollars (\$40.00) per year as Association dues. Association dues for first-year attorneys, first-year judicial clerks and law students are waived. Luncheon expenses may be prepaid. However, no refunds will be given for luncheon meetings that are not attended. Any increase or decrease in the Association dues shall be set by a majority vote of the Board of Directors. Dues will be accepted throughout the fiscal year.

#### **ARTICLE IV – OFFICERS**

- Section 1. The officers of this Association shall include a President, a Vice President/President-Elect, a Secretary, and a Treasurer for a total of four (4) Officers. The duties of each office are as follows:
- (a) President: The President is the principal executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have general supervision over the other Officers and Directors in the business of the Association. The President shall perform all duties ordinarily incident of the office of the President and may recommend such acts deemed useful to the Association. The President shall have the power to appoint committees and prescribe their duties. The President shall author a President's column in the Association Newsletter. The President shall serve as a liaison to the Women in the Profession Committee of the Mississippi Bar. The President shall also preside over the formation and continuing operation of any local chapters and serve as a counselor to the local chapters.
  - (b) Vice President/President-Elect: The Vice-President/President-Elect shall act in the absence of the President and perform any duties thereof in the absence of the President. The Vice-President/President-Elect shall coordinate activities to enhance the membership of the Association, specifically including attending the swearing-in ceremonies of the Mississippi Bar held in March and September of each year. The Vice-President/President-Elect shall work with the Speakers Director to select and schedule speakers for all Association

meetings, except for the Annual Business Meeting in May, and shall serve as the Association liaison to said speakers. The Vice-President/President-Elect shall work with the Charitable Liaison Director to coordinate all philanthropic endeavors the organization may support. The Vice-President/President-Elect shall perform such other duties as may be assigned by the President.

(c) Secretary: The Secretary shall be the administrative officer of the Association and preserve the Association's official minutes, records and correspondence as provided in Article VIII. The Secretary shall maintain a paid members mailing list. The Secretary shall be responsible for checking the Association post office box and routing mail to the other members of the Board of Directors accordingly; however this responsibility may be shared with another Officer. The Secretary shall keep minutes of each board meeting. The Secretary shall perform such other duties as may be assigned by the President.

(d) Treasurer: The Treasurer shall receive and disburse Association funds, provide the Board of Directors with a financial report at all meetings of the Board of Directors, shall deposit all of the Association monies in the name of the Association, and maintain balanced Association bank accounts. The Treasurer may be responsible for checking the Association post office box and routing mail to the other members of the Board of Directors accordingly. The Treasurer shall prepare a budget in June of the Association's fiscal year and a year-end report in May. The Treasurer shall be responsible for collecting and depositing Association dues and luncheon fees. The Treasurer shall perform such other duties as may be assigned by the President.

Section 2. Each office shall serve for one (1) fiscal year (June 1<sup>st</sup>-May 31<sup>st</sup>) immediately following her designation, or until a successor is designated. The President may not succeed herself in office. The Vice-President/President-Elect shall automatically become President of the Association and shall assume the duties of President at the beginning of the fiscal year.

Section 3. Prior to each May meeting, the Vice President/President Elect shall select at least one (1) voting member for each office other than President and for each of the Director positions and regional liaisons as provided in Article V. These selections shall be presented at the Annual Business Meeting in May. After presenting these selections, the President shall give the voting membership an opportunity to make additional nominations or contest any of the proposed selections. No nominations shall be made or accepted for President unless the duly selected Vice-President/President-Elect is unable or unwilling to assume the duties of the President. If there are no additional nominations or contestations to the proposed Officers and Directors, the voting membership shall then vote to approve the selections.

Section 4. The President shall appoint any person deemed appropriate by the Board of Directors to fill any vacancy which may occur during the fiscal year.

#### **ARTICLE V – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall include all Officers as provided in Article IV, the immediate past President, eight (8) Directors, and two (2) regional liaisons for a total of fifteen (15) positions.

Section 2. Each member of the Board of Directors shall serve for one (1) fiscal year (June 1<sup>st</sup> – May 31<sup>st</sup>) immediately following her designation to the Board.

Section 3. The eight (8) Directors and two (2) regional liaisons are selected in the same manner as the Officers as provided in Article IV. The two (2) regional liaisons shall represent North and South Mississippi.

Section 4. The Board of Directors shall meet at least once each calendar quarter upon the call of the President and at other such times as may be necessary upon the call of the President.

Section 5. A quorum for the transaction of business is required. A majority of the Board of Directors shall constitute a quorum.

Section 6. The Board of Directors shall maintain and preserve official files, documents, correspondence and materials of the Association as provided in Article VIII and must turn such files over to their respective successors. Files and records older than five (5) years may be destroyed at the discretion of the respective Officers and Directors with proper possession of the same.

Section 7. The eight (8) Director positions and associated duties are as follows:

- a. Director – State Awards: The State Awards Director shall be responsible for presenting the criteria for the Outstanding Woman Lawyer Award (“OWLA”) for the Board for approval. The OWLA is given by the Association each year in May at the MWLA Annual Day of Leadership. The State Awards Director shall solicit nominations from the membership, and the Board of Directors can determine annually the number of persons to be recognized as OWLA Nominees. The Board of Directors shall select the OWLA recipient among the nominations from the membership . The State Awards Director is also responsible for presenting the Lifetime Achievement Award criteria to the Board of Directors for approval, and for soliciting nominations for the Award from the Board of Directors The Board of Directors shall select the recipient and immediately publish the name of the recipient. The State Awards Director shall also be responsible for planning and overseeing the Continuing Legal Education, if applicable, and awards reception that will coincide with the Annual Day

of Leadership. The State Awards Director may solicit sponsors for the Awards reception to defer the costs thereof to the Association and ensure publicity for the Association for the reception and Awards Ceremony. The State Awards Director shall also be responsible for coordinating the Association's law student scholarship(s). The State Awards Director shall be responsible for maintaining the records as provided in Article VIII. The State Awards Director shall perform such other duties as may be assigned by the President.

- b. Director – Speakers: The Speakers Director shall present a list of proposed speakers to the Board of Directors and shall select and schedule speakers for all Central Mississippi Association meetings, except for the Annual Business Meeting in May. The Speakers Director shall serve as the Association liaison to said speakers. The Speakers Director shall have the responsibility of obtaining Continuing Legal Education credit for the meetings when necessary. The Speakers Director shall also coordinate with other members of the Board of Directors regarding scheduling speakers, shall introduce speakers at each meeting and follow-up with thank you letters to the speakers. The Speakers Director shall also assist the regional liaisons with Association meetings in the North and South Mississippi areas, if necessary. The Speakers Director shall perform such other duties as may be assigned by the President.
- c. Director – Meetings: The Meetings Director shall present a proposed list of locations for meetings to the Board of Directors, and shall reserve locations for all Central Mississippi Association member meetings. If a contract is required to reserve locations, the Meetings Director shall be responsible for presenting said contract to the Board of Directors for approval. Upon approval, the Meetings Director may have the authority to sign on behalf of the Association. The Meetings Director shall assist the Secretary and Treasurer with check-in and collect monies at MWLA meetings and shall assist the President with publicity of membership meetings, including but not limited to submission to Mississippi Bar publications. The Meetings Director shall also assist the regional liaisons with Association meetings in the North and South Mississippi areas, if necessary. The Meetings Director shall perform such other duties as may be assigned by the President.
- d. Director – Charitable Liaison: The Charitable Liaison shall work with the President and Vice-President to coordinate Board of Directors' approved charitable or service projects. The Charitable Liaison shall establish and coordinate fall and spring service projects and shall coordinate with the President to send out reminders to the membership for the projects. The Charitable Liaison shall perform such other duties as may be assigned by the President.
- e. Director – Social: The Social Director shall plan all Central Mississippi socials for the Association and shall coordinate with the President to publicize the events. The Social Director shall also coordinate with the State Awards Director to assist with Day of Leadership and the OWLA awards ceremony. The Social Director shall also assist the regional liaisons with Association meetings in the North and South Mississippi areas, if necessary. The Social Director shall perform such other duties as may be assigned by the President.

- f. Director – Communications: The Communications Director shall work with the website administrator to ensure timely updates to the Associations’ website and shall take and collect pictures from all MWLA events. The Communications Director shall be responsible for preparing and distributing at least two (2) newsletters during the fiscal year. The newsletters shall accurately reflect the activities of the Association and shall be approved by the President before publication. The Communications Director shall assist the President and other Directors with marketing and publicity of MWLA events and communication to the membership. The Communications Director shall be responsible for management of all Association social media. The Communications Director shall perform other duties as may be assigned by the President.
- g. Director – Membership/Mentoring: The Membership/Mentoring Director shall be responsible for attending both the Fall and Spring Bar Admission ceremonies held by the Mississippi Bar for the purposes of promoting membership to the new bar admittees. The Membership/Mentoring Director shall also be responsible for follow-up communication after the ceremonies to further promote new membership among new bar admittees. The Membership/Mentoring Director shall be responsible for promoting membership among the Mississippi Bar which includes providing the appropriate information and documents to be distributed to the Mississippi Bar. The Membership/Mentoring Director shall also be responsible for assisting the Secretary with maintaining membership records as well as providing an update of the same to the Board of Directors. The Membership/Mentoring Director shall also be responsible for promoting and maintaining a mentoring program designed to provide new bar admittees and new lawyers (attorneys in practice three years or less) with a mentor (an attorney in practice five years or more). The Membership/Mentoring Director shall be responsible for maintaining the guidelines and specifications of the program as well as promoting participation among the membership. The Membership/Mentoring Director shall perform other duties as may be assigned by the President.
- h. Director – Law School Liaison: The Law School Liaison shall be responsible for promoting and fostering the membership of law school organizations designated for female attorneys at both Mississippi College and University of Mississippi law schools. The Law School Liaison shall communicate with chapter presidents to provide information regarding area meetings and socials so that law school members shall be invited to attend. The Law School Liaison shall be responsible for all communications between the Association and the law school chapters. The Law School Liaison shall perform other duties as may be assigned by the President.

Section 8. The Immediate Past President shall serve as a counselor to the Board of Directors and may select a project to coordinate in conjunction with the Board of Directors during her term.

Section 9. The two (2) regional liaisons shall have the following duties in their respective region: Each Liaison shall schedule speakers for Association meetings in their region and

have the responsibility of obtaining Continuing Legal Education credit for the meetings when necessary. Each Liaison shall reserve locations for regional Association member meetings and shall coordinate collection of monies at these meetings. Each Liaison shall assist with publicity of membership meetings, including but not limited to submission to Mississippi Bar publications. Each liaison shall plan regional socials for the Association and shall coordinate with the President to publicize the events. Each liaison shall perform such other duties as may be assigned by the President.

#### **ARTICLE VI – LOCAL CHAPTERS**

- Section 1. To promote the purpose of the Association, local chapters of the Association may be formed by three (3) or more attorneys when approved by a majority of the Board of Directors members. Local chapters shall be named “Mississippi Women Lawyers Association, (geographic location) Chapter” and shall be limited to geographic locations which are within the State of Mississippi. Each chapter shall receive a Charter from the Association at its formation and said Charter shall be reviewed annually and shall be revocable upon a majority vote of the Board of Directors.
- Section 2. The fiscal year of local chapters will run concurrent with the Association’s fiscal year. Each local chapter member must pay dues as set by the officers of the local chapter. However, local chapter dues shall not exceed the amount of the Association’s dues. Of each local chapter member’s dues, five dollars (\$5.00) shall be submitted to the Association to defray membership expenses in the Association. Dues of local chapter members should be paid within sixty (60) days of the beginning of the fiscal year. Members of any local chapter who pay their respective local chapter dues are members of the Association and shall be entitled to all of the rights and privileges of Association members.
- Section 3. The officers of each local chapter shall be a President, a Vice-President/President-Elect, and a Secretary/Treasurer. The local chapter officers shall serve and be elected in accordance with the procedures established by the local chapter as approved by the Board of Directors. Unless approved by a majority vote of the Association’s Board of Directors, the local chapters shall not have a Board of Directors.
- Section 4. The local chapter President is the principal executive officer of the local chapter and she shall serve as liaison to the Association. The local chapter President must

provide written reports to the Association President on the chapter's membership, activities, and budget on or before August 15, October 15, December 15, February 15, and April 15 of each year. The local chapter President will be invited to participate as a non-voting member in all meetings of the Association's Board of Directors. If the local chapter's President cannot participate, she may designate a local chapter member to participate. The local chapter Treasurer shall be responsible for promptly remitting the Association's share of the local chapter dues to the Association's Treasurer. Other duties of the local chapter officers shall be determined by the local chapters.

Section 5. Subject to review by the Association's Board of Directors, local chapter officers shall have the authority to establish policies and procedures regarding the use of local chapter funds. However, no part of the receipts or assets of the local chapter shall ever inure to the benefits of any members, Directors or Officers of the local chapter or Association.

Section 6. Each local chapter will be reviewed each April by the Board of Directors. If approved by a majority of the Board of Directors, the local chapter shall operate for another fiscal year.

Section 7. Each local chapter may also be reviewed at any time at the discretion of the Association's President. If upon such review, a majority of the Board of Directors finds that good cause exists to revoke the Charter, the local chapter will be directed to immediately cease and desist its affiliation with the Association and any use of the Association's or chapter's name.

#### **ARTICLE VII – FINANCES**

Section 1. The Board of Directors shall have the authority to establish policies and procedures regarding use of the Association's funds.

Section 2. All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by the President, Vice-President, or the Treasurer.

Section 3. All funds of the Association not otherwise employed shall be, from time to time, deposited in the name of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. The accounting year of the Association shall be on a fiscal year basis, beginning on June 1 and ending May 31.



Section 5. The Treasurer of the Association shall prepare and transmit to each member of the Board of Directors, a detailed financial report of income and expenditures of the Association at each meeting of the Board of Directors.

Section 6. No part of the receipts or assets of the Association shall ever inure to the benefit of any members, Directors or Officers of the Association.

#### **ARTICLE VIII – DOCUMENT/RECORD RETENTION**

Section 1. The Secretary will prepare minutes of each meeting and will provide a copy of previous meetings' minutes to the President prior to all Board meetings to be included with the agenda for Board circulation.

Section 2. The Board of Directors will review and vote to approve the prior meetings' minutes at the commencement of each board meeting.

Section 3. Once approved, the Secretary will be responsible for maintaining all minutes for each fiscal year. The storage of the minutes can be stored in paper or electronic form at the discretion of the Secretary each year. The Secretary shall maintain all minutes from every fiscal year in the same location.

Section 4. The minutes shall include a record of persons present (both in person and telephonically), a complete and accurate description of the matters discussed and conclusions reached, actions items to be accomplished, and a list of any documents circulated at the meeting.

Section 5. The Secretary shall be responsible for maintaining an accurate record of all past Board of Directors, including a separate listing of Past Presidents.

Section 6. The Secretary shall be the official custodian of all files, documents, correspondence, or other materials which are in paper form. Such files should be stored electronically whenever possible and shall be maintained by the Secretary.

Section 7. The State Awards Director shall be responsible for maintaining a list of all past recipients of the Outstanding Woman Lawyer Award and Lifetime Achievement Award.

Section 8. The Communications Director shall be responsible for storage of all photographs and/or videos taken for the purposes of MWLA publicity and marketing. The Communications Director shall also be responsible for storage of all MWLA publications, including but not limited to newsletters.

Section 9. The Treasurer shall be responsible for maintaining and storing all accounting and banking documentation for up to five (5) years.

Section 9. Any contracts which were entered upon approval of the Board of Directors should be maintained by the Secretary until the end of the contractual term.

#### **ARTICLE IX –AMENDMENTS**

Section 1. These bylaws may be amended or repealed and new bylaws may be adopted by a vote of the majority of the Board of Directors present at any meeting of the Board of Directors. Advance notice, either written or oral, of any meeting of the Board of Directors at which the proposed amendments is to be voted upon must be given within three (3) days of such meeting.

**AS AMENDED: APRIL 1, 2015**