

**AMENDED AND RESTATED BYLAWS  
OF THE  
EAST TENNESSEE LAWYERS ASSOCIATION FOR WOMEN, INC.**

**ARTICLE I – NAME & OFFICES**

**Section 1.01 Name.** The name of this corporation shall be the East Tennessee Lawyers Association for Women, Inc. (“Corporation”).

**Section 1.02 Principal Office.** The principal office of the Corporation shall be located in Knox County in the State of Tennessee. The current principal office of the Corporation is 5616 Kingston Pike, Suite 301, Knoxville, Knox County, Tennessee 37919. The board of directors may change the location of the principal office (including the county in which it is located) from time to time as it determines appropriate. The Corporation may have other offices, either within or outside of the State of Tennessee, as the board of directors may determine.

**Section 1.03 Registered Office / Agent.** The Corporation shall maintain in the State of Tennessee a registered office, and a registered agent whose office is identical with the registered office, as required by the laws of the State of Tennessee. The current registered agent of the Corporation is Alicia J. Teubert, whose office is located at 5616 Kingston Pike, Suite 301, Knoxville, Knox County, Tennessee 37919. The board of directors may name a new registered agent at any time, and the address of the registered office may be changed from time to time by the board of directors.

**ARTICLE II – PURPOSES**

The purposes of this Corporation shall be to emphasize and address issues of concern to women within the legal profession, including:

- a. To promote the efficient administration of justice and the constant improvement of law, especially as such relates to women;
- b. To encourage the participation of women in existing bar organizations, particularly at the committee and officer levels;
- c. To promote career opportunities for women within the legal profession, and specifically, to act as a clearing house for employment openings and referrals;
- d. To educate the public on issues related to women’s participation in the judicial system, both as professionals and litigants.

**ARTICLE III – MEMBERSHIP**

**Section 3.01 Qualification and Classification.** The following are the qualifications and the voting status for the Corporation’s classes of membership:

(a) Member: Any person licensed and in good standing to practice law, or any person who has graduated from a law school and is awaiting admission to a bar, who supports the purposes of the Corporation is eligible, upon payment of any required dues, to become a voting member of this Corporation ("Full Member").

(b) Student Member: Any law student, who supports the purposes of the Corporation, is eligible for a student membership upon enrolling in law school and, upon payment of any required dues, may become a "Student Member." A Student Member is entitled to all the rights and privileges of the Corporation except the right to vote or hold office. Student membership shall be available until January 1<sup>st</sup> following the year of law school graduation.

(c) Associate Member: Any person not otherwise qualifying for membership, who supports the purposes of the Corporation may, upon the payment of any required dues, become an "Associate Member." An Associate Member is entitled to all the rights and privileges of the Corporation except the right to vote or hold office.

(d) Honorary Member:

(i) Any person who exemplifies the purposes of the Corporation in an outstanding manner may become an "Honorary Member" of the Corporation. An Honorary Member may, but shall not be required to, pay any dues. An Honorary Member is entitled to all the rights and privileges of the Corporation except the right to vote or to hold office, provided, however, if the Honorary Member pays any dues required of a Full Member, such Honorary Member shall have the same rights and privileges as a Full Member.

(ii) Any three (3) Full Members, Student Members or Associate Members (or any combination thereof) may nominate a person for an honorary membership by submitting such nomination to the president. The nomination should be accompanied with an explanation as to why such person should be considered for honorary membership. The board of directors shall decide whether to approve the nomination. If the board of directors decides to approve the nomination, it shall contact the nominee to determine whether the nominee consents to being given an honorary membership. If such nominee consents, the board of directors shall submit the nomination to the Members. If the Members present (in person or by proxy) at the Annual Meeting or any regular or special meeting where quorum is present, vote, in accordance with Section 4.06, to affirm the nomination to honorary membership, the person so nominated will be admitted as an Honorary Member.

(e) Other: The board of directors may, in its discretion, eliminate classes or establish additional classes of membership and set the dues, rights and privileges associated therewith.

Full Members and Honorary Members entitled to vote may collectively be referred to herein as "Members."

**Section 3.02 Admission.** A person desiring to become a Full Member, Student Member or Associate Member of the Corporation shall submit to the chair of the membership committee, or if none, the secretary, an application for membership in such form as may be provided by the board of directors or otherwise indicate such desire in any method established by

the board of directors. A person who qualifies for membership under Section 3.01 shall, upon they payment of any required dues, be admitted to the appropriate membership class.

**Section 3.03 Dues and Good Standing.** Dues and fees, if any, for all classes of membership, and the deadline for payment of such dues and fees, shall be established by the board of directors and are subject to change at the board of directors' discretion. Members shall be in good standing upon meeting the qualifications for their class of membership and the payment of all applicable dues.

**Section 3.04 Termination.** Membership may be terminated in the following manner:

(a) **Resignation:** A Member, Student Member, Associate Member or Honorary Member may resign at any time by submitting a written resignation to the secretary. Such resignation shall be effective on the date the secretary receives the notice unless the notice specifies a different effective date.

(b) **Disbarment:** a Member who is disbarred shall automatically be removed from membership effective as of the date of their disbarment.

(c) **Suspension from Practice:** a Member suspended from practice shall be suspended from membership effective as of the date of their suspension for as long as said period of suspension from practice continues and shall be returned to membership subject to the approval of the board of directors upon the termination of said suspension.

(d) In the event an Honorary Member becomes disbarred or is suspended from practice, that individual's honorary membership status may be revoked by a majority vote of all the board of directors.

(e) A Member, Student Member, Associate Member or Honorary Member who pleads guilty to or is convicted, after exhaustion of all appeals, by any court of fraud, embezzlement, or any other conduct which would constitute a felony shall have that individual's membership revoked upon a majority vote of all the board of directors.

## **ARTICLE IV – MEETINGS OF THE MEMBERS**

**Section 4.01 Annual Meeting.** The time and place of the annual meeting shall be set by the board of directors ("Annual Meeting"). The purpose of the Annual Meeting is to elect and install Directors, receive officer and committee reports and for all other appropriate business designed to further the purpose of the Corporation.

**Section 4.02 Regular and Special Meetings.** In addition to the Annual Meeting, the Corporation shall have, at minimum, one (1) other regular meeting or special meeting during its fiscal year. The board of directors may provide by resolution the date, time and place for the holding of regular meetings of the Members. These meetings shall be regular meetings, any other meetings shall be special meetings. Special meetings of the Members may be called by or at the request of the board of directors or twenty (20) Members.

**Section 4.03 Notice.** Notice of the time, place and purpose (including names of nominees reported by the nominating committee) of the Annual Meeting or any regular or any special meeting shall be given no fewer than ten (10) days and no greater than two (2) months before the meeting date. Notice may be given by personal delivery, mail, facsimile, electronic transmission or any other method authorized by Tennessee law. Further, oral notice is permitted if reasonable under the circumstances. The board of directors may also provide additional notice by posting such meeting notices on its website, if any.

**Section 4.04 Waiver of Notice.** Any Member may waive notice of or defective notice of any meeting. In addition to waiver under Article XIV, the attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member 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 4.05 Quorum.** Ten percent (10%) of the voting Members of the Corporation (in person or by proxy) shall constitute quorum for the transaction of business at any meeting, but if less than ten percent (10%) of the voting Members of the Corporation (in person or by proxy) are present to organize a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Once a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present, and a meeting may be adjourned despite the absence of a quorum.

**Section 4.06 Voting.** If a quorum exists, action on a matter is approved if the votes cast in person or by proxy favoring the action exceed the votes cast opposing the action, unless the charter, these bylaws or Tennessee law require a greater number of affirmative votes.

**Section 4.07 Proxies.** Proxy voting shall be allowed at all meetings of the Members upon presentation to the secretary, or if the secretary is not present, the president or person presiding over the meeting, of a proxy given by a Member in good standing who is eligible to vote.

**Section 4.08 Action without a Meeting.** Any action to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may also be taken without a meeting in the manner set forth below, or any other manner authorized by the Corporation's charter or under Tennessee law.

(a) Action by Written Consent: Action may be taken on written consent if all Members entitled to vote on the action consent in writing to taking such action without a meeting. If all Members entitled to vote consent in writing to taking such action without a meeting, then the affirmative vote of the number of Members as would have been required to approve the action had the question been put to a vote at a meeting. The action must be evidenced by one or more written consents describing the actions taken, signed by each Member entitled to vote (in one or more counterparts) indicating each signing Member's vote or abstention on the action. A writing includes electronic transmission and a signature of a Member may be evidenced by their electronic signature.



(b) Action by Written Ballot: Action may be taken by written ballot if the board of directors delivers a ballot to every Member entitled to vote on the matter.

(i) Ballot Contents: The ballot must (1) be a written instrument or an electronic transmission, (2) set forth each proposed action, (3) provide an opportunity to vote for or against or abstain from each proposed action, and (4) if applicable, provide an opportunity to vote for or withhold a vote for, each candidate for election, (5) indicate (A) the number of responses needed to meet quorum requirements, (B) state the percentage of approvals necessary to approve each matter other than the election of directors, and (C) specify the time by which a ballot must be received by the board of directors (or designated person) in order to be counted.

(ii) Approval by Ballot: Approval by ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(iii) Revocation: A ballot may not be revoked.

(iv) Effective: This Section 4.08(b) shall be effective January 1, 2015.

## ARTICLE V- ELECTIONS

**Section 5.01 Elections of Officers, Standing Committee Chairs and Standing Committee Co-Chairs.** At the Annual Meeting, the following positions shall be elected:

(a) The officers (except those who automatically succeed to an office),

(b) One chair for each Standing Committee (who shall be a Director and have a vote at board of directors' meetings),

(c) The number of co-chairs for any Standing Committee that the board of directors deems necessary or advisable (who, unless otherwise determined by the board of directors, shall not be a Director nor have the right to vote at board of directors' meetings); and

(d) Any other elected position established by the board of directors ("Other Director Position") shall take place at the Annual Meeting.

**Section 5.02 Nominations.** Nominations of officers, the Standing Committee chairs, the Standing Committee co-chairs and any Other Director Position shall be by the nominating committee in accordance with Article IX. Members of the Corporation shall receive notice of the nominating committee's report and recommendations as set forth in Section 4.03. Additional nominations may be made from the floor at the Annual Meeting.

**Section 5.03 Voting.** In the event an elected position is uncontested, the vote to confirm such nomination, quorum being present, may be done by a voice vote with the votes cast in favor of the confirmation exceeding the votes cast in opposition of the confirmation (present

or by proxy) confirming the nomination. In the event an elected position is contested, voting, quorum being present, shall be conducted by secret ballot and the nominee receiving the highest number of votes (from Members voting in person or by proxy) shall be elected to the position.

**Section 5.04 Removal of Nominee from Consideration.** Whenever a duly nominated candidate for an elected position dies, moves away from Tennessee, ceases to be a Member of the Corporation, declines to serve, or otherwise becomes ineligible, that nominee's name shall be removed from consideration. A substitute may be nominated from the floor at the Annual Meeting. If no one is nominated, the position shall be treated as vacant and filled in accordance with these bylaws.

## **ARTICLE VI – BOARD OF DIRECTORS**

**Section 6.01 General Powers.** The affairs of the Corporation shall be managed by its board of directors.

### **Section 6.02 Composition and Qualification.**

(a) The board of directors shall be composed of the officers, the chair of each Standing Committee and any Other Director Position. Each shall be considered a "Director" and collectively as "Directors."

(b) Directors must be residents of the State of Tennessee and Directors must be natural persons. The number of Directors may be increased or decreased from time to time in the discretion of the board of directors, but at no time shall there be fewer than three (3) Directors. The board of directors may, in its discretion, expand the size of the board of directors, which includes, but is not limited to, incorporating the co-chairs of the Standing Committees into the board of directors and designating each co-chair of a Standing Committees as a Director.

**Section 6.03 Election and Term.** The Directors of the Corporation shall be elected each year by the Members as set forth in Article V. Each Director shall hold office for one year or until such Director's successor is elected. Directors may serve an unlimited number of successive terms.

**Section 6.04 Removal.** A Director elected by the Members or filled by the board of directors may be removed with or without cause as follows: (a) by the Members at a meeting called for the purpose of removing a Director (with the meeting notice stating such purpose) by vote where the votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors or (b) the affirmative vote of two thirds (2/3) of the board of directors.

**Section 6.05 Resignation.** A Director may resign at any time by delivering written notice to the president or secretary of the Corporation. A resignation is effective when stated in the notice or, if no effective date is stated, upon delivery.

**Section 6.06 Vacancies.** A vacancy in any Director position because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 6.07 Pay.** None of the Directors shall be entitled to, nor shall they receive, pay for any services rendered to the Corporation.

**Section 6.08 Officers.**

(a) Officers. The officers of the Corporation shall be a president, president-elect, secretary, treasurer, historian and such other officers as may be elected in accordance with the provisions of this article. The board of directors may create or eliminate officer positions as it shall deem desirable. Each officer shall have the authority and perform the duties prescribed by these bylaws and the board of directors. Any two or more officer positions may be held by the same person except the same person may not serve as both president and secretary.

(b) Duties of Officers.

(i) President. The president shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The president shall:

- 1) Preside at all meetings of the board of directors and meetings of the Members.
- 2) Serve as an *ex-officio* non-voting member of all committees, except for the Nominating Committee, of which the president is a voting member.
- 3) Present annually a report to the Members of the activities of the Corporation.
- 4) Take such actions as are necessary and proper to implement the purposes and the actions of the Corporation.
- 5) Sign, with the secretary or any other proper officer of the Corporation authorized by the board of directors, any contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the Corporation.
- 6) Delegate powers granted to the president by these bylaws or by Tennessee law, except as may be limited by Tennessee law.
- 7) Perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

(ii) President-Elect.

- 1) The president-elect shall automatically succeed to the office of the president.
- 2) The president-elect shall perform such duties as may be delegated or assigned by the president or by the board of directors; preside at meetings of the Members or board of directors in the absence of the president or as designated by the president.

(iii) Secretary. The secretary shall:

- 1) Keep the minutes of the meetings of the board of directors.
- 2) See that all notices are given in accordance with the provisions of these bylaws or as required by law.
- 3) Be custodian of the corporate records.
- 4) In general, perform all duties incident to the office of secretary and such other duties may be assigned by the president or by the board of directors.

(iv) Treasurer. The treasurer shall:

- 1) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- 2) Collect dues and other fees.
- 3) Receive and give receipts for moneys due and payable to the Corporation from any source.
- 4) Deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws.
- 5) In general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the board of directors. If no treasurer is elected by the Members, the secretary shall also perform the duties of the treasurer.

(v) Historian. The historian shall keep an accurate record of the history of the Corporation and shall prepare a summary of the previous year's activities to present at the Annual Meeting.

## ARTICLE VII- MEETINGS OF THE BOARD OF DIRECTORS

**Section 7.01 Regular Meetings.** The board of directors shall meet at least two (2) times during the year with the first meeting taking place at a reasonable time after the Directors are elected. The board of directors may provide by resolution the time and place, either within or outside of the State of Tennessee, for the holding of additional regular meetings of the board of directors without other notice than the resolution. These meetings shall be regular meetings, any other meetings shall be special meetings.

**Section 7.02 Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president or any two Directors. The persons authorized to call special meetings of the board of directors may fix any place within or outside the State of Tennessee as the place for holding any special meeting of the board of directors called by them.

**Section 7.03 Additional Attendance.** The board of directors is authorized to invite other individuals to attend any regular or special meetings of the board of directors. Such invited guests shall not vote on matters coming before the board of directors and their presence shall not be counted for quorum purposes (unless such person holds a valid proxy). The co-chairs of each Standing Committee, the immediate past-president, a representative from Tennessee Lawyer's Association for Women and a representative from the Tennessee Bar Association Young Lawyers Division shall have a standing invitation to be such an invited guest so long as such person is a Member, Associate Member or meets the qualifications to be a Member or Associate Member, except for the payment of dues.

### **Section 7.04 Notice.**

(a) Regular meetings of the board of directors may be held without notice. For any special meeting in which the board of directors will take action to remove a Director or to approve a matter that would require Member approval, notice must be given to each Director at least seven (7) days prior to the meeting. Notice of the date, time and place of any other special meeting of the board of directors shall be given at least two (2) days prior to the meeting. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

(b) Notice may be given by personal delivery, mail, facsimile, electronic transmission or any other method authorized by Tennessee law. Oral notice is effective when communicated if communicated in a comprehensible manner.

(c) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

**Section 7.05 Waiver of Notice.** Any Director may waive notice of any meeting. In addition to waiver under Article XIV, the attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director 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 7.06 Quorum.** A majority of the Directors in office immediately before a meeting begins (in person or by proxy) shall constitute a quorum for the transaction of business at any meeting of the board of directors; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Once a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present so long as no fewer than the greater of (a) one-third (1/3) of the Directors in office immediately before a meeting or (b) two (2) Directors remain present to conduct business. Further, a meeting may be adjourned despite the absence of a quorum.

**Section 7.07 Voting.** The affirmative vote of a majority of the Directors present (or by proxy) at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws. In the event of a tie vote, the president shall cast the tie-breaking vote.

**Section 7.08 Proxies.** Proxy voting shall be allowed at all meetings of the board of directors as follows:

(a) A Director may appoint another Director as her or his proxy.

(b) A chair of a Standing Committee may appoint one of the Standing Committee co-chairs as her or his proxy. During such time as a Standing Committee co-chair is serving as the proxy for the chair of the Standing Committee, the Standing Committee co-chair shall be entitled to all protections that the chair of the Standing Committee would have for any action taken.

(c) Such proxy shall be valid upon presentation to the secretary, or if the secretary is not present, the president or person presiding over the meeting, and shall remain valid only for the meeting set forth in the proxy.

**Section 7.09 Action without a Meeting.** Any action to be taken at a meeting of board of directors, or any action which may be taken at a meeting of the board of directors, may be taken without a meeting in the following manner or any manner authorized under Tennessee law. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the board of directors. A writing includes electronic transmission and a signature of a Director may be evidenced by their electronic signature. The action must be evidenced by one or more written consents describing the action taken, signed by each Director (in one or more counterparts) and included in the Corporation's records. Such action is effective when the last Director signs the consent, unless the consent specifies a different effective date.

**Section 7.10 Participation in Meetings.** Participation by any or all the Directors (personally or by proxy) in any meeting of the board of directors shall be permitted by means of telephone conference or by other communications equipment by means of which all persons

participating in the meeting can hear each other. Any Director (personally or by proxy) participating by such means shall be considered present for quorum and voting purposes.

## **ARTICLE VIII- STANDING COMMITTEES**

**Section 8.01 Committees.** As the board of directors deems necessary, the Corporation shall have the following committees (the “Standing Committees”), with the duties established by the board:

- (a) Programing Committee;
- (b) Membership Committee;
- (c) Community Outreach Committee; and
- (d) Corporate Compliance Committee.

**Section 8.02 Additional Committees.** The board of directors, by resolution adopted by a majority of the board of directors, may designate and appoint additional Standing Committees as well as other committees, which committees, shall have and exercise the authority assigned to it by the board of directors. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

### **Section 8.03 Chair, Co-Chairs and Committee Members.**

(a) Chair. Each Standing Committee shall have a single chair elected by the Members as set forth in Article V. Such Standing Committee chair serves as a Director as set forth in Article VI. Other committees shall have as many chairs as designated by the board of directors and such committee chairs shall be appointed by the board of directors.

(b) Co-Chairs. Each Standing Committee may also have co-chairs elected by the Members as set forth in Article V. The number of co-chairs, if any, shall be determined by the board of directors. The Standing Committee co-chairs shall be invited guests at board of directors’ meetings as set forth in Section 7.03, but, unless otherwise decided by the board of directors, the Standing Committee co-chairs shall not be Directors nor vote at board of directors’ meetings (unless she or he holds the proxy of the chair of the Standing Committee for a given meeting of the board of directors). Each Standing Committee co-chair shall hold office for one year or until such Standing Committee co-chair’s successor is elected. Standing Committee co-chairs may serve an unlimited number of successive terms. The process set forth in Sections 6.04 – 6.07 for removal, resignation, vacancies and pay for Directors shall also apply to Standing Committee co-chairs.

(c) Committee Members. The chair(s) and co-chair(s), if applicable, of each individual Standing Committee and other committee, together with the president of the board of directors, shall appoint Members of the Corporation to serve as members on each individual committee.

**Section 8.04 Term of Office.** Each member of a Standing Committee or other committee shall continue as a member of such Standing Committee or other committee until the sooner of (a) the next Annual Meeting of the Members of the Corporation and until his or her successor is appointed, or (b) the termination of the applicable Standing Committee or other committee. Notwithstanding the previous sentence, the term of a chair or member of a Standing Committee or other committee shall terminate if such person is removed in accordance with this Article VIII or the person shall cease to qualify as a Member.

**Section 8.05 Quorum/Voting.** Unless otherwise provided in the resolution of the board of directors designating a Standing Committee or other committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 8.06 Removal.**

(a) A chair or co-chair of a Standing Committee may be removed in accordance with Section 6.04.

(b) A chair of any other committee may be removed with or without cause upon an affirmative vote of a majority of the board of directors.

(c) A member of a Standing Committee or other committee may be removed with or without cause upon an affirmative vote of a majority of that Standing Committee's or other committee's members, as applicable.

**Section 8.07 Resignation.** A chair or co-chair of a Standing Committee may resign in accordance with Section 6.05. A member of a Standing Committee or other committee may resign at any time by delivering written notice to the chair of their committee or the president of the Corporation. A resignation is effective when stated in the notice or, if no effective date is stated, upon delivery.

**Section 8.08 Vacancies.** A vacancy in the position of chair or co-chair of a Standing Committee shall be filled in accordance with Section 6.06. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 8.09 Pay.** None of the chairs, co-chairs or members of a Standing Committee or other committee shall be entitled to, nor shall they receive, pay for any services rendered to the Corporation.

**Section 8.10 Rules.** Each Standing Committee and other committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors. However, rules governing meetings, informal actions, notice and waiver of notice shall follow those listed in Article VII.

## **ARTICLE IX – NOMINATING COMMITTEE**

**Section 9.01 General Powers.** The Nominating Committee is separate and apart from the Standing Committees and is governed by this Article IX.

**Section 9.02 Members.** The Nominating Committee shall consist of (a) the current president and (b) four (4) Members (only one of which may be a current Director). The four Members set forth in (b) shall be appointed by the majority vote of the board of directors with efforts made to have such four (4) Members be representative of the Corporation with regard to age, experience, practice areas, firm size and firm type (for profit, nonprofit, governmental, corporate, etc.).

**Section 9.03 Chair.** The president shall serve as chair of the Nominating Committee.

**Section 9.04 Duties.** The Nominating Committee shall:

(a) Solicit recommendations for nominations from Members and request information concerning persons qualified for these offices, directorships and chair positions, prior to the Annual Meeting. Members may submit their own names to the Nominating Committee, and Members of the Nominating Committee may be nominated for office;

(b) Obtain the consent of each nominee to be nominated for office, and solicit from the nominee a written summary of the nominee's qualifications; and

(c) Prepare a report of the Nominating Committee, including a slate of one or more nominees for each position and a description of the qualifications of each nominee. The report shall be delivered to the Members by the president or secretary with the notice of the Annual Meeting.

**Section 9.05 Conduct.** The terms of Section 8.04 through Section 8.10 shall also apply to the Nominating Committee.

## **ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 10.01 Contracts.** The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 10.02 Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer, or if there is no treasurer or the treasurer is unavailable, then the president.

**Section 10.03 Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the board of directors may select.

**Section 10.04 Gifts.** The board of directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE XI - BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors.

## **ARTICLE XII - FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of December and end on the last day of November in each year. The board of directors may change the fiscal year from time to time as it determines appropriate.

## **ARTICLE XIII – INDEMNIFICATION**

**Section 13.01 Liability of Directors.** The liability of the Directors, officers, employees, and agents of the Corporation shall be limited in accordance with the provisions of the Tennessee Nonprofit Corporation Act (“Act”) and the charter of the Corporation. The intent of this Article is to permit indemnification of directors, officers, employees, and agents of the Corporation to the fullest extent permitted by the Act. If the Act is amended or other Tennessee law is enacted to permit further elimination or limitation of the personal liability of directors, officers, employees and agents, then the liability of directors, officers, employees and agents of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, or by such other Tennessee law, as so enacted.

**Section 13.02 Indemnification.** The Corporation shall indemnify and advance expenses for each present and future Director, officer, committee member, employee, or agent of the Corporation, or any person who may have served at its request as a Director, officer, committee member, or agent of another company or business entity (and, in either case, their heirs, executors and administrators) to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted.

**Section 13.03 Insurance.** The board of directors shall have power to purchase and maintain liability insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director officer, employee or agent of another enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under applicable law.

#### **ARTICLE XIV - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

#### **ARTICLE XV - AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted, in accordance with Section 4.06, by the Members present (in person or by proxy) at the Annual Meeting or any regular or special meeting provided that such changes have been submitted to the membership at least thirty (30) days in advance of the meeting at which the vote is to occur and Members receive notice that such changes will be voted on at the given meeting.

#### **ARTICLE XVI – PARLIAMENTARY AUTHORITY**

The most recent edition of Robert's Rules of Order shall be the parliamentary authority of the Corporation to the extent the matter is not covered in these bylaws.

#### **ARTICLE XVII- BYLAWS TO BE CONSISTENT**

These bylaws are to be interpreted pursuant to the provisions of Section 48-51-101 et seq. of the Act. In the event of any inconsistency between these bylaws and a required, non-waivable provision of the Act, the Act shall prevail.

#### **ARTICLE XVIII – SEVERABILITY**

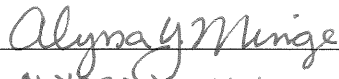
If any portion or term in these bylaws shall to any extent be declared illegal or unenforceable by a duly authorized court of competent jurisdiction, then the remainder of these bylaws, or the application of such portion or provision in circumstances other than those as to which it is so declared illegal or unenforceable, shall not be affected thereby, and each portion and term in these bylaws shall be valid and enforceable to the fullest extent permitted by law.

#### **ARTICLE XIX - DISSOLUTION**

The Corporation shall use its assets only to accomplish the objectives and purposes as specified in its charter and these bylaws. Upon dissolution of the Corporation, any assets remaining shall be distributed in accordance with Tennessee law.

### CERTIFICATE OF SECRETARY

The undersigned, being the duly appointed secretary of East Tennessee Lawyers Association for Women, Inc. hereby certifies that the above stated bylaws of the Corporation were duly adopted by the Members of the Corporation on the 14<sup>th</sup> day of November, 2014.

  
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ALYSSA Y. MINGE,  
ETLAW Secretary

Except as otherwise set forth herein, these bylaws shall be effective December 1, 2014.