

BYLAWS  
OF  
WOMEN'S BAR ASSOCIATION FOUNDATION

**ARTICLE I**  
NAME

The name of the Corporation shall be:  
Women's Bar Association Foundation

**ARTICLE II**  
DIRECTORS

Section 1.     **(Term of Office)** The Board of Directors (hereinafter "the Board") of the Women's Bar Association Foundation (hereinafter "the Foundation") shall have no fewer than twelve (12), and no more than twenty-five (25), members. Each director shall be a member of the Women's Bar Association of the District of Columbia (hereinafter "the Association"); non-lawyer members of the Association may be members of Foundation Board. Each director shall be elected by a majority vote of the Board and ratified by a majority of directors of the Association and shall serve for a three-year term, except as provided in Section 2 of this Article. No Board member shall serve for more than two consecutive three-year terms, except as provided in Article V, Section 3. The term of each director shall commence upon the approval by the Association board; the term shall terminate at the end of the Foundation's fiscal year in the final year of each respective term.

Section 2.     **(Vacancy)** Any vacancy occurring in the Board for any cause, other than by reason of an increase in the number of directors, shall be filled by a majority vote of the Board at any regular meeting of the Board, subject to the approval of the Association's board as provided in Section 1 of this Article. A director elected pursuant to the authority of this Section 2 shall serve for the unexpired term of said vacancy.

Section 4.     **(Liaison with Association)** The Liaison Officer appointed by the Association shall serve as an *ex-officio* member of the Board and shall not have the right to vote or hold any office.

Section 5.     **(Board Authority)** The business and affairs of the Foundation shall be managed by its Board, which may exercise all powers of the Foundation, and do all lawful acts and things as are not prohibited by a statute, by the Articles of Incorporation, or by these Bylaws.

#### MEETINGS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.     **(Meetings)** Meetings of the Board, annual, regular, or special, may be held within or without the District of Columbia, and may be held by telephone conference.

Section 7.     **(First Meeting of New Year)** The first meeting of each newly elected Board shall be held no more than thirty days after the start of the fiscal year, at such time and place as shall be fixed by the incumbent directors.

Section 8.     **(Regular Meetings)** Regular meetings of the Board shall be held no less often than quarterly, and no more frequently than monthly, at such date, time, and place as shall, from time-to-time, be determined by the Board or by the President of the Foundation. Notice of regular meetings shall be given to each director at least seven (7) days before the date of the meeting.

Section 9.     **(Special Meetings)** Special meetings of the Board may be called by the President at any time, and shall be called by the President on the request of two other directors. Notice of special meetings of the Board shall be given to each director at least seven (7) days before the date of the meeting.

Section 10. **(Quorum)** A majority of the current voting directors will constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum exists shall be the act of the Board, except where otherwise provided. If a quorum is not present at any meeting of the Board, a majority of the directors present may postpone any voting to the next scheduled Board meeting. Participation via telephone shall constitute presence for the purposes of a quorum.

Section 11. **(Attendance Requirements)** A director who fails to attend a total of four (4) regular Board meetings in any twelve (12) month period may be removed from office, unless the Board votes otherwise, and the resulting vacancy shall be promptly filled in accordance with Section 2 of this article. Participation via telephone shall constitute presence at a Board meeting.

Section 12. **(Committee Service Requirements)** Each director must participate in the work of at least one committee, but no more than three, each year.

Section 13. **(Fiscal Year and Audit)** The Foundation's fiscal year will be from June 1 through May 31. The Board shall be required to conduct an audit at least once every five (5) years by an independent Certified Public Accountant. In the intervening years, the Foundation's Certified Public Accountant shall conduct an annual financial review or compilation of the Foundation's books and financial records as the Board directs, which shall be presented to the Internal Audit Committee for review and oversight no later than 90 days after the end of the Foundation's fiscal year. Nothing in this provision prohibits the Board from authorizing an independent audit more frequently if the Board deems it appropriate.

### ARTICLE III COMMITTEES

Section 1.     **(Standing Committees)** The Board, by resolution adopted by a majority of the directors, at a meeting at which a quorum is present, may appoint standing committees of no fewer than two directors, with limited authority, such authority not to include the exercise of any authority reserved to the Board by a statute, the Articles of Incorporation, or the Bylaws. The responsibilities, membership, and terms of such committees shall be as prescribed by the Board.

Section 2.     **(Nominating Committee)** There shall be a Nominating Committee, composed of three voting directors, which shall propose candidates for election to the Board. The Liaison Officer appointed by the Association, or that officer's designee, shall serve as an *ex-officio* member. The Nominating Committee shall propose a slate of directors for election no later than the April Board meeting. The Nominating Committee shall propose a slate of officers at the first meeting of the newly-elected Board.

Section 3.     **(Grants Committee)** There shall be a Grants Committee, composed of at least three directors, which shall review grant proposals submitted to the Foundation, make recommendations regarding their disposition to the full Board, and engage in such other activities as will facilitate the Foundation's grant-making function. Grants Committee members shall serve staggered two-year terms.

Section 4.     **(Executive Committee)** The Board, by resolution adopted by a majority of the directors at a meeting at which a quorum is present, may appoint an Executive Committee, consisting of the President, two other officers, and two additional directors. Between meetings of the Board, the Executive Committee may exercise the powers of the Board to the extent provided in this section.

- (a) it may exercise powers of the Board in all matters referred to the Executive Committee by the President, which are deemed by the President to require urgent consideration and decision before the next meeting of the Board, or which may be specifically referred to the Committee by the Board for consideration and decision on behalf of the Board;
- (b) a minimum of three (3) affirmative votes shall be required for all decisions of the Executive Committee;
- (c) the Executive Committee shall act by vote obtained by poll taken at the request of the President, in person or by telephone conference call, at a meeting held upon at least three (3) days' notice to all members of the Executive Committee. As to all matters requiring urgent consideration, shorter notice to all members (including reasonable attempts to contact all members) shall be sufficient, if deemed by the President to be fair in the circumstances;
- (d) it shall not incur any obligation on behalf of the Foundation in excess of \$500, nor may it dispose of any property of the Foundation;
- (e) it shall not act in a manner inconsistent with prior action of the Board;
- (f) it shall not act on any matter prohibited by the Board;
- (g) the Executive Committee shall designate a Secretary for each meeting. The Secretary shall make a written record of all actions taken, and shall report those actions to the next meeting of the Board.

Section 5. **(Finance Committee)** There shall be a Finance Committee chaired by the Treasurer and composed of the Assistant Treasurer and at least one other director, which shall review and prepare the annual budget and report on other financial questions which may arise.

Section 6. **(Development Committee)** There shall be a Development Committee, composed of at least three directors, which shall have the primary responsibility for creating and implementing the Foundation's fundraising activities, and for supervising the work of any professional development consultant retained by the Board, all subject to the review and approval of the full Board.

Section 7. **(Internal Audit Committee)** There shall be an Internal Audit Committee chaired by the Assistant Treasurer and composed of at least two other members of the Board who are not currently serving on the Finance Committee, which shall be charged with annually reviewing the Foundation's financial activities and examining the books of account that are maintained by the Foundation's Accountants and overseen by the Treasurer. The Internal Audit Committee shall meet with the Treasurer and the Foundation's Accountants, along with the Foundation's Executive Director as needed, to review the Foundation's year-end financial statements and financial activities no later than 90 days after the end of the Foundation's fiscal year, except during years where an audit is conducted by an independent Certified Public Accountant. The Internal Audit Committee shall examine the Foundation's expenses and receipts to ensure that they are properly recorded and shall review the balance sheet and the cash deposit and disbursement procedures for conformance with the Foundation's Accounting Policies and Procedures Manual. The purpose of the internal audit procedures is to give reasonable assurance that cash, invested funds, and the results of operations are accurately represented to the Board in the year-end financial statements. The Internal Audit Committee shall report the results of its review to the Board and make a recommendation for Board acceptance of the Foundation's year-end financial statements no later than 120 days after the end of the Foundation's fiscal year.

Section 8. The Board, by resolution adopted by a majority of the directors at a meeting at which a quorum is present may, from time-to-time, appoint such other committees as are approved by the Foundation. The responsibilities, membership, and terms of such committees shall be prescribed by the Board.

## ARTICLE IV NOTICES

Section 1. **(Notice Period)** Notices to directors and officers shall be given in writing or by telephone and, if in writing, shall be hand delivered, mailed, or transmitted electronically to the directors or officers at their addresses appearing on the books of the Foundation. Notice by mail shall be deemed to be given three (3) days following the date when same shall be mailed. If notice is given by electronic transmission, it shall be deemed to be given at the time of the electronic transmission. If notice is given by telephone, it shall be deemed given at the time of the conversation.

Section 2. **(Waiver by Notice)** Whenever any notice is required to be given under the provisions of a statute, the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. **(Waiver by Attendance)** Attendance by a director at a meeting shall constitute a waiver of notice of such meeting.

## ARTICLE V OFFICERS

Section 1. **(Offices)** The officers of the Foundation shall consist of a President, a Vice President, a Secretary, a Treasurer and an Assistant Treasurer, each of whom shall be elected by a plurality vote of the newly-elected Board, taken at its first meeting. All officers shall be elected from the current Board membership. No two offices may be held by the same person. No officer may serve in the same position for more than two years, whether consecutively or non-consecutively.

Section 2.     **(Powers)** The directors may elect, or appoint, such other officers and agents as they shall deem necessary, who shall hold their offices for such terms, and shall have authority and perform such duties as shall be determined, from time-to-time, by the Board.

Section 3.     **(Term of Office)** The term of office for officers of the Foundation shall be one year, commencing upon their election, provided that such officers shall serve until their successors are elected. For the offices of President and Vice President, the time of service as President and/or Vice President will **not** count as time served for purposes of computing the two consecutive three-year term limit of service as a member of the Board of Directors pursuant to Article 11, Section 1. Notwithstanding the foregoing provision, no one person shall serve for more than nine consecutive years as a Foundation director.

Section 4.     **(Immediate Past President)** Notwithstanding the limitations imposed by Article V, Section 3, the incoming President may invite the outgoing President to serve *ex officio* in a non-voting capacity as Immediate Past President if approved by a majority of the Board.

Section 5.     **(Removal)** Any officer may be removed for cause, by a majority vote of the Board, at a special election held at any regular meeting. Any vacancy occurring in the office of the Foundation, except that of President or Treasurer, by death, resignation, removal, or otherwise, shall be filled by a majority vote of the full Board at the next regular meeting. In the event of a vacancy in the office of the President, the Vice President shall automatically become President for the remainder of the unexpired term. In the event of a vacancy in the office of the Treasurer, the Assistant Treasurer shall automatically become Treasurer for the remainder of the unexpired term.

## THE PRESIDENT

Section 6. **(Powers and Duties)** The President shall be the chief executive officer of the Foundation, and shall preside over meetings of the Board. The President shall have the general powers and duties of supervision and management usually vested in the office of President of a foundation. The President shall report to the Board at each meeting.

#### THE VICE PRESIDENT

Section 7. **(Powers and Duties)** The Vice President shall perform the duties, and exercise the powers, of the President during the absence, or disability, of the President, and shall perform such other duties as may be delegated by the Board.

#### THE SECRETARY

Section 8. **(Powers and Duties)** The Secretary, or in the event of unavailability, the Secretary's designee, shall attend meetings of the Board and of the officers, and shall preserve in the books of the Foundation minutes of the proceedings of all such meetings. In the absence of the Secretary, the Board shall appoint a delegate who shall record the minutes of the meeting. The Secretary, or the Secretary's designee, shall give all notices required by statute, Bylaws, or resolution, and shall perform such other duties as may be delegated by the Board.

#### THE TREASURER

Section 9. **(Powers and Duties)** The Treasurer shall have authority to make disbursements in accordance with the approved budget of the Foundation. All other disbursements of funds by the Treasurer shall be subject to the approval of the Board. The Treasurer shall report to the Board at each meeting. The Treasurer shall be the custodian of the funds of the Foundation, shall keep the financial books of the Foundation and, upon reasonable notice, shall present them to the Internal Audit Committee for review and oversight at least once a year, within 90 days after

the end of the Foundation's fiscal year, except during years where an audit is conducted by an independent Certified Public Accountant. The Treasurer shall also present the books for audit by an independent Certified Public Accountant at least once every five (5) years or whenever directed to do so by the Board, and perform such other duties as may be delegated by the Board.

#### THE ASSISTANT TREASURER

Section 10. **(Powers and Duties)** The Assistant Treasurer shall assist the Treasurer in performing the Treasurer's duties and shall perform the duties and exercise the powers of the Treasurer when action is required during the absence, or disability, of the Treasurer. The Assistant Treasurer shall serve as the chair of the Internal Audit Committee and perform such other duties as may be delegated or assigned by the Board.

#### ARTICLE VI EXECUTION OF INSTRUMENTS

Section 1. **(Check Signing Authority)** All checks, drafts, and orders for payment of money shall be signed in the name of the Foundation and shall be countersigned by the Treasurer, or such other officers or agents as the Board shall, from time-to-time, designate for that purpose. The Board may, from time to time, by resolution, authorize the Executive Director then in office to sign checks in an amount no greater than five hundred dollars (\$500), upon prior approval of the Treasurer for each such check (which approval may be given via electronic mail), so long as the check is not written to the Women's Bar Association or the Executive Director. The Treasurer may sign checks that do not exceed two thousand five hundred dollars (\$2,500). The President must co-sign with the Treasurer all checks that exceed two thousand five hundred dollars (\$2,500).

Section 2. **(Contract or Signing Authority)** The President shall have the authority, pursuant to the direction of the Board, to execute any contract, conveyance, or other instrument. The Board shall have the power to designate any officer or agent, in addition to the President, who shall have the authority to execute any instrument on behalf of the Foundation.

## ARTICLE VII VOTING

Section 1. **(Vote)** At all meetings, and for all decisions, of the Board, or of the officers, each director shall have one vote, unless that director is barred from voting by any provision of these Bylaws or by applicable rules of parliamentary procedure.

Section 2. **(Proxies)** No proxy shall be allowed for directors, or for officers, unless otherwise approved by the Board.

Section 3. **(Alternative Ballot)** Notwithstanding any other provision of these Bylaws, votes of the Board and of committees also may be taken by mail, telephone, or electronic ballot. Such ballot shall be initiated by the President, or by the President at the request of any member of the Board, or by the chair of a committee for a committee vote. Notice of the ballot and the text, or an explanation, of the resolution to be decided, shall be provided by mail, telephone, or electronic mail to all directors. The notice shall specify a date by which the directors' votes shall be returned to the President, or the President's designee. The return date shall be not less than three (3) days after the notice is deemed received by the Board member. Notice of an alternative ballot shall be given in accordance with Article IV.

The question presented for alternative ballot may only be approved by a majority vote of the Board or the committee, as appropriate. Notwithstanding this requirement, any director whose

written request to terminate the vote is received by the President or the committee chair, as appropriate, within the time period set for the alternative ballot, may terminate the vote, in which event the matter will be automatically placed on the agenda for consideration at the next Board or committee meeting.

## **ARTICLE VIII AMENDMENT**

Section 1.     **(Amendment)** These Bylaws may be amended by the affirmative vote of a majority of the directors. Notice of proposed changes shall be given to each director at least seven (7) days prior to the meeting at which the Bylaws are to be amended, or prior to the date on which an alternative ballot is to be returned to, or taken by, the Secretary.

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

Section 1.     The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or these Bylaws and any special rules of order the Foundation may adopt.

## Article X

## INDEMNIFICATION

To the fullest extent permitted by the relevant provisions of the Corporation Laws of the District of Columbia, as such law presently exists or may hereafter be amended, the Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including any actions to enforce such person's rights granted

by this Article against the Foundation, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, committee member employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise.

The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article.

Amendment History: Amendment history prior to November 1994 not included. Bylaws amended at November 8, 1994 Board meeting; December 13, 1994 Board Meeting; February 8, 2005 Board meeting; by April 27, 2007 alternative ballot; at June 9, 2009 Board meeting; at April 13, 2010 Board meeting; at September 14, 2010 Board meeting; at February 8, 2011 Board Meeting; at June 12, 2012 Board meeting; at March 22, 2017 Board meeting; and a April 2, 2019 Board meeting.