

CENTRAL ILLINOIS WOMEN'S BAR ASSOCIATION BYLAWS

Article I – Name

The name of this association shall be the Central Illinois Women's Bar Association, hereinafter called CIWBA.

Article II – Purpose

Section 1. CIWBA is organized exclusively for charitable and educational purposes in such manner that no part of its income or property shall inure to the private benefit of any donor, member, officer, or individual having a personal or private interest in the activities of the organization. In addition, CIWBA's purposes will be those as delineated below, and in section 501(c) (3) of the Internal Revenue Code.

Section 2. In the educational area, our purpose is to promote the full participation of women in the practice of law and the judiciary, to facilitate interaction between the practicing bar and women attorneys in alternative careers and public service, and to promote and foster the interests of women attorneys, including but not limited to community outreach and service.

Article III – Members

Any lawyer who is a member in good standing of any bar, or a judicial clerk in an Illinois federal or state court, or a law school student who has not yet been admitted to the practice of law in any jurisdiction, upon payment of dues shall be an active member of this Association.

Article IV – Meetings

Section 1. Annual Meetings

The annual meeting of this Association shall be held in the month of June of every year at an hour and place to be designated by the Board of Directors. All annual meetings will be held in Springfield, Sangamon County, Illinois.

Section 2. Regular Meetings.

Regular meetings shall be held at least six (6) times per year, at which time business matters of the organization may be discussed but shall be kept to a minimum. Committees may report on their activities at the regular meetings. Special meetings may be held upon the call of the President or upon written request to the President by ten members of the Association in good standing or by a majority of the Board of Directors.

Section 3. Notice of Meetings.

Written notice of all regular meetings shall be sent to each member no less than five (5) days before said meeting. Notice shall be sent to all women attorneys in Central Illinois twice each year as the board shall direct.

Section 4. Quorum.

Ten (10) of the active members shall constitute a quorum at any meeting of the membership. When a quorum is present at a general membership meeting, a simple majority vote of all active members present shall be advisory in nature and shall be considered by the Board in making a final decision on the issue.

Article V – Board of Directors and Officers

Section 1. Duties.

The business and affairs of the Association shall be managed by a Board of Directors. The Board shall meet from time to time as the President deems necessary.

Section 2. Composition.

The Board shall be composed of the President, Vice President, Secretary, Treasurer and Past President.

Section 3. Qualifications and Tenure.

Each director shall be a member in good standing of the Association. Each director shall hold office until the next annual meeting of Association members, at which time each officer will advance to the next office. A member in good standing will then be nominated and, upon majority approval, the nominee will fill the vacant office. No member shall serve on the board of directors for more than four consecutive terms. The fifth year will be served as Past President.

Section 4. Decisions.

An action of a majority of the directors present at a meeting at which a quorum is present shall constitute an action by the Board of Directors. A majority of the Board of Directors shall constitute a quorum.

Section 5. Vacancies.

A vacancy that arises in any director's position shall be filled by appointment of the President with the advice and consent of the board of Directors for the remainder of the term until a new director shall be elected at the regularly scheduled elections.

Section 6. Removal.

With due notice to the membership of the proposed removal, for good cause shown and by a two-thirds (2/3) vote of the membership present and voting at any meeting of the general membership at which a quorum is present, an officer or member may be removed from office and/or membership of the Association. Good cause for removal from office and membership shall include but not be limited to involuntary suspension or surrender or revocation of his or her license to practice law. Good cause for removal from office shall include but not be limited to missing three (3) board meetings or four (4) regular or special meetings in one office year without good cause.

Section 7. Elections.

At the annual meeting, the officers comprising the Board of Directors shall be elected for specific offices for one-year terms.

Section 8. Duties.

President: Shall be the principal executive officer of the Association and shall prepare agendas for and preside at all general membership and Board of Directors meetings.

Vice President: Shall preside at all meetings of the Association at which the President is not present.

Secretary: Shall take minutes of Board of Directors and general membership meetings of the Association, and shall maintain all official records of the organization, including but not limited to the Association's newsletters. Under the direction of the President shall prepare publications and any Association event announcements for dissemination to Association members and the general public. Prior to any dissemination of any material, newsletter, etc., another board member will review the prepared material. Shall prepare correspondence of the association under the direction of the board of Directors. The Secretary shall collect monies at events where the Treasurer is not present.

Treasurer: Shall collect Association dues and other funds, keep careful and regular account books for the Association, and expend monies as directed by the Board of Directors. The Treasurer shall provide regular reports to the Board and membership and shall make available the books of the Association for examination and audit by the Board at all times. The Treasurer shall take minutes of meetings when the Secretary is not present.

Past President: Shall advise the Board of Directors, and shall act in a voting capacity to table an issue or cast the deciding vote only when a tie vote is cast at a meeting at which a quorum of the Board of Directors is present.

Article VI – Election of the Board of Directors.

Section 1. Open Nominations.

Nominations for each available position on the Board will be open in May of each year, and notice shall be given to the Association membership in that month's mailing. In addition, at the annual meeting, nominations for specific officer positions shall be accepted from the floor.

Section 2. Slate of Officers.

Notice of the names of all nominees and the nominating committee's slate of officers shall be sent to all members in the month of May.

Section 3. Election.

If more than one candidate is nominated for any position, voting shall be by written ballot which shall be distributed to the Association membership at the annual meeting, or by agreement of those present, voting may be done by a show of hands. If only one candidate is nominated for any available position, that candidate shall be deemed elected by affirmation.

Section 4. Tabulation.

All ballots received at that annual meeting shall be counted and the results announced. The nominee receiving the plurality of votes cast shall be considered elected.

Article VII – Committees

Section 1. Formation.

Committees may be designated by a resolution adopted by the Board of Directors. Except as otherwise provided in such resolution which is subsequently adopted, members of each committee shall be members of the Association and committee membership shall be open to all members of the Association unless otherwise limited by the Board of Directors. An officer shall be assigned to each committee by the President, with the advice of the Board of Directors.

Section 2. Chairpersons.

One member of each committee shall be nominated as chairperson by a majority of members of the committee present at a duly-noticed meeting. Such nomination shall be approved by the Board of Directors. No person shall serve as chairperson of a specific committee for more than three (3) consecutive years. The chairperson of the committee shall: preside over that committee's meetings; submit action items and resolutions to the Board of Directors; periodically report to the Board of Directors about the respective committee's activities; and prepare and oral or written annual report to present at that annual meeting.

Section 3. Committee resolutions and actions.

The Board of Directors of the Association shall exercise final authority for approval /disapproval of committee resolutions and action items.

Article VIII – Dues

Section 1. Amount.

The Board of Directors may review and determine from time to time the amount of annual dues payable to the Association by its members.

Section 2. Payment.

Dues shall be payable on or before the date of the annual June meeting of each year but shall be accepted at any later time during the year. Anyone joining from December of the current year or later shall be given an pro rata membership rate.

Section 3. Failure to Pay

No member shall be in good standing or be entitled to exercise any privilege of membership whose dues for the current membership year are not paid on or prior to the annual June meeting of the current calendar year.

Article IX – Bylaws.

Section 1. Amendment.

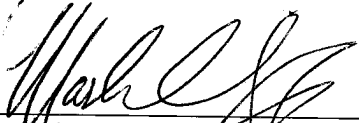
These bylaws may be amended, modified, or altered by a two-thirds (2/3) vote of ballots cast by a quorum of Association members entitled to vote.

Section 2. Construction.

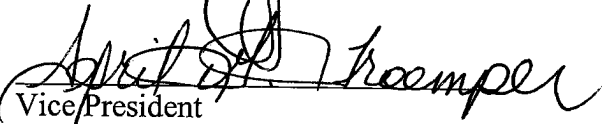
These bylaws shall be liberally construed.

Section 3. Date of Effect.


These bylaws shall take effect immediately upon their adoption by a majority vote of the Board of Directors.



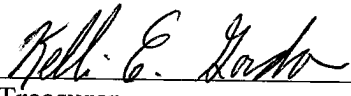
President



Vice/President



Secretary



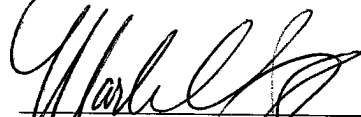
Treasurer

CIWBA Board Approval Guidelines

Committees, officers and members of the association shall seek the approval of the board prior to:

1. Entering into contracts for goods or services at a cost in excess of a committee's budget allocation, excluding regular printing, mailing, and supply costs which are budgeted separately from the committee's budget allocation; and
2. Undertaking any activities in the name of the association which involve public announcements or solicitation of funds or support from the membership of the association or from any other organizations or individuals.

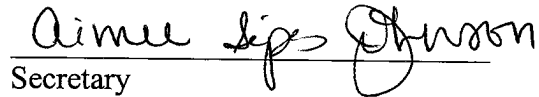
Committees, officers and members may make preliminary inquiries and investigations in order to prepare proposals or presentations for board approval.



President



Vice President



Secretary



Treasurer