

**BYLAWS**  
**OF**  
**WOMEN LAWYERS ASSOCIATION OF MICHIGAN FOUNDATION**

**ARTICLE 1**

**Members**

**Section 1.**

**Voting Members**

The voting members of this corporation shall be those persons who, from time to time, constitute the Board of Directors of Women Lawyers Association of Michigan, of Mount Clemens, Michigan, a non-profit unincorporated association organized and existing under the laws of the State of Michigan.

**Section 2.**

**Non-Voting Members**

The Board of Trustees may, from time to time, propose to the voting members the establishment of categories of non-voting and/or honorary members, to become effective upon the amendment of the Articles of Incorporation to provide for the terms and the manner of admission of the non-voting members.

Section 3.

Ex Officio Member

The president of the Women Lawyers's Association of Michigan shall be an ex officio non-voting member of the Board of Trustees.

ARTICLE II.

Meeting of Voting Members

Section 1.

Annual Meeting

The voting members of this corporation shall meet annually for the election of trustees and the transaction of any other business which may be brought before the meeting, such meeting to be held commencing in the year 1983, subsequent to the annual meeting of the Women Lawyers Association of Michigan at such time and date as the trustees may determine.

Section 2.

Special Meetings

A special meeting of the voting members of this corporation may be held at any time upon the call of the Board of Trustees, the President or any three (3) voting members and shall be held at the location and at such time as shall be stated in the call thereof.

Section 3.

Notice of Meetings

Written notice of the time, place and purpose of each meeting of the voting members of this corporation shall be served upon all such members by mail, telegraph, in person, or prominently displayed by notice in the regularly published Newsletter of Women Lawyers Association of Michigan, not less than ten (10) days nor more than sixty (60) days prior to such meeting. Such notice shall be directed to such voting members at their last recorded addresses as shown by the records of the corporation.

Section 4.

Quorum

Not less than one third of the voting members shall constitute a quorum at any meeting, annual or special, of the voting members; but less than a quorum shall have power to adjourn the meeting.

ARTICLE III.

Board of Trustees

Section 1.

Number, Powers and Duties

The affairs of this corporation shall be managed by a board of not less than nine (9) nor more than fifteen (15) trustees, as from time to time determined by resolution passed by a majority of the voting members present at a duly convened meeting.

Trustees may, but need not, be voting members.

## Section 2.

### Election and Term of Office of Trustees

The trustees designated in the Articles of Incorporation of this corporation shall constitute the Board of Trustees of the corporation until the first annual meeting of the voting members.

At the first annual meeting of the voting members or any duly convened meeting of the voting members prior to said annual meeting, the voting members shall determine the number of trustees who shall constitute the Board of Trustees to be elected and shall elect the number of trustees so determined. Of the number so elected the voting members shall designate one third (1/3), or as near as may be, of such trustees whose terms shall expire three (3) years from and after the time of the first annual meeting, one third (1/3), or as near as may be, of such trustees whose terms shall expire two (2) years from and after such time, and one-third (1/3), or as near as may be, of such trustees whose terms shall expire one (1) year from and after such time. At the annual meeting of the voting members following the first annual meeting and at each such annual meeting thereafter the successors to the trustees whose terms shall then expire shall be elected for a term of three (3) years, so that the terms of one third (1/3), or as near as may be, of the Board of Trustees shall expire each year.

Each trustee shall hold office until her or his successor shall have been duly elected and shall have qualified or until her or his death or resignation.

**Section 3.**

**Removal of Trustees**

Any trustee may be removed from office at any time, with or without cause, by the affirmative vote of two thirds (2/3) of all voting members of this corporation.

**Section 4.**

**Vacancies**

Any vacancy occurring in the membership of the Board of Trustees shall be filled by the voting members of this corporation at any regular or special meeting and the trustee elected to fill such vacancy shall serve for the unexpired term of her or his predecessor.

**Section 5.**

**Meetings of Trustees**

Regular meetings of the Board of Trustees shall be held without notice at such time and place as may be fixed by standing resolution of the Board of Trustees.

Special meetings of the Board of Trustees may be held at any time upon the call of the President or of any three (3) of the trustees, which trustees shall give written notice to all of the trustees of the time, place and purpose of each such special meeting by first class mail, telegraph, in person or by notice in the regularly published Newsletter of Women Lawyers Association of Michigan not less than five (5) days prior

to such meeting (provided that if such notice is given by mail, said period shall commence with date of posting).

Section 6.

Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board and the acts of a majority of the trustees voting at any such meeting at which a quorum is present shall be the acts of the Board of Trustees.

Less than a quorum of the trustees shall have power to adjourn any such meeting.

Section 7.

Executive Committee

The Board of Trustees may, by resolution passed by a majority of the Board, designate three (3) or more of their number, one of whom shall be the President or Vice President of the Board of Trustees, to constitute an executive committee, which, to the extent provided in said resolution and permitted by the laws of the State of Michigan, shall have and exercise the authority of the Board of Trustees in the management of the affairs of the corporation between the meetings of the Board.

Meetings of the executive committee shall be held at such time and place and

with such notice as may be provided by resolution of the executive committee.

A majority of the executive committee shall constitute a quorum for the transaction of business and the acts of a majority of the executive committee members present at any meeting of such committee at which a quorum is present shall be the acts of the executive committee.

#### ARTICLE IV.

##### Officers

##### Section 1.

##### Number, Powers and Duties

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer, who shall exercise such powers and perform such duties as customarily pertain to their respective offices and such other powers and duties as the Board of Trustees may, from time to time, prescribe. Officers shall be members of the Board of Trustees.

##### Section 2.

##### Election and Term of Office

The officers elected at the first meeting of the Board of Trustees shall constitute the officers of this corporation until the election of their successors at any regular or special meeting of the Board of Trustees held subsequent to the first annual meeting of

the voting members and until such successors shall qualify.

As soon as practicable after the 1983 annual meeting of the voting members and after each such annual meeting thereafter, the officers of this corporation shall be elected for a term of one (1) year and such officers shall continue in office until their successors are elected and qualify.

### Section 3.

#### Additional Officers

The Board of Trustees may, from time to time, elect such other officers of this corporation as they deem necessary, who may, but need not, be members of the Board of Trustees and who shall exercise such powers, perform such duties and serve for such term, not exceeding one (1) year, as the Board of Trustees may prescribe.

### Section 4.

#### Removal of Officers

Any officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Trustees.

## ARTICLE V.

### Committees

The Board of Trustees may appoint, from time to time, such standing or special committees as the handling of the affairs and the attainment of the objects and purposes of this corporation may require, and may define their duties and prescribe their powers. At least one (1) member of the Board of Trustees shall be appointed as a member of each such committee. The other members of each such committee may, but need not, be voting or non-voting members of the corporation.

#### ARTICLE VI.

##### Compensation of Officers and Trustees

Neither the officers nor the trustees of this corporation shall receive any compensation for services rendered to the corporation in their official capacity.

This provision, however, shall not prevent payment for necessary clerical and administrative services and other expenses incurred in connection with the business of this corporation (e.g., travel, seminars), insofar as the same shall have been authorized by the Board of Trustees.

#### ARTICLE VII.

##### Books of Account

The books of account of this corporation shall, at all reasonable times, be open to inspection by any voting or non-voting member of the corporation.

A copy of the annual statement of the corporation shall be published in Newsletter of Women Lawyers Association of Michigan or such other publication as the Board of Trustees may prescribe as soon as practicable after the close of each fiscal year, commencing with the fiscal year ended in 1983.

#### ARTICLE VIII.

##### Corporate Seal

The corporate seal of this corporation shall be circular in form and shall have inscribed thereon the name of the corporation the year of its organization and the words "Corporate Seal, Michigan".

#### ARTICLE IX.

##### Fiscal Year

The fiscal year of this corporation shall end on the last day of May of each year unless another day shall be fixed by the Board of Trustees.

#### ARTICLE X.

##### Amendment of Bylaws

These Bylaws may be amended, altered, or repealed, in whole or in part, by vote of a majority of the voting members present at any annual or special meeting of the voting members, provided that notice of the proposed amendment, alteration or repeal be contained in the notice of such meeting.