

**WICHITA WOMEN ATTORNEYS ASSOCIATION  
BYLAWS**

**January 10, 2007**

**1. GENERAL PROVISIONS**

- 1.1 Name. The name of the association is Wichita Women Attorneys Association.
- 1.2 Registered Office. The registered office of the Association is in Sedgwick County, Kansas, at 225 N. Market, Suite 200, Wichita, Kansas 67202.
- 1.3 Registered Agent. The registered agent at that address is Karin Kirk.
- 1.4 Term. The term for which this Association is to exist is perpetual.
- 1.5 Fiscal Year. The fiscal year shall end the 31st day of December each year.
- 1.6 Rules and Regulations. The directors may adopt and compile rules and regulations for the effective conduct of its business, and such rules shall have the force and effect of bylaws.

**2. PURPOSE**

- 2.1 Non-Profit. This organization is organized not-for-profit and shall have no authority to issue capital stock.
- 2.2 Exempt Purposes. This Association is organized exclusively as a business league for charitable and educational purposes.

**3. POWERS**

- 3.1 General Powers. This Association shall have authority to exercise each and every power permitted to be exercised by an association organized not-for-profit under the laws of the State of Kansas.
- 3.2 Limitation on Use of Earnings. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for expenses incurred and services actually rendered by such persons for the benefit of the Association in furtherance of its purposes.

- 3.3 No Political Activities. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 3.4 Non-Profit Tax Code Restrictions. Notwithstanding any other provisions of its Articles of Association, the Association shall not carry on any activities to any extent not permitted to be carried on by an association exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1954.
- 3.5 Commenting on Pending Legislation. From time to time, the Association may comment on proposed legislation, as long as no substantial part of the Association's activities is attempting to influence legislation. Members may contact a member of the Board of Directors with information about the legislation and a proposed position. A director can present a proposed position to the Board of Directors via e-mail or at a Board meeting. If a majority of the directors approves the proposal, an e-mail or facsimile will be sent to members detailing the intention to comment on the legislation and giving members the opportunity to comment. After reviewing the membership's response, the directors will discuss what action is appropriate via e-mail, facsimile, or at a Board meeting. If a majority of the directors continues to agree that the Association should take a position, then it will forward the Association's position to the appropriate public person. The President or other person so designed by the President will notify members via e-mail or facsimile of the position that was taken.
- 3.6 Charitable Donations. It is the Association's policy to limit support to organizations that have been recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code.

The Association is limited to giving donations to local organizations that are dedicated to promoting the goals and purposes of the Association, including the following:

1. Advancing, encouraging, and supporting women in professional roles.
2. Promoting networking and mentoring opportunities for women within the legal profession and other professions in the community.
3. Training women for leadership roles in the legal profession, the judicial system, and the community.
4. Advancing and educating the public about social and legal issues important to the Association's membership.

5. Educating the public about the judicial system and the legal process.

The membership of the Association shall be notified, from time to time, of all charitable donations made by the Association.

On June 1 of each year, or as soon as practicable thereafter, the Executive Board shall fix the amount that it may donate per year to charitable or not-for-profit organizations, and shall include a limit of the amount that may be given to any one organization or agency in a single year. If a donation in a greater amount, or in a cumulatively greater amount, than authorized by the Board is desired to be made by the Association, it must be approved by a majority of the voting members of the Association in attendance at a regularly scheduled meeting.

4. MEMBERSHIP

- 4.1 Member Qualifications and Voting Rights. Members of the Wichita Women Attorneys Association must be attorneys who have been admitted to practice law in the state of Kansas or any other state in the United States. Members must not have been disbarred in any state.
- 4.2 Voting Members. Voting members shall be members meeting the qualifications set forth in Section 4.1 and who have paid the applicable membership fee. Each voting member shall have one vote.
- 4.3 Meetings. Regular monthly meetings of the membership shall be held as determined by the Board of Directors.
- 4.4 Annual Election Meeting. The annual election meeting shall be held no later than May 31 of each year for the purpose of electing officers as prescribed in these bylaws.
- 4.5 Quorum. Ten percent (10%) of the total voting membership, either present in person or by written proxy, shall constitute a quorum unless a different quorum is required by these bylaws or by statute.
- 4.6 Proxy. A voting member may provide a written proxy to allow another voting member to cast such member's vote at an annual meeting or any other meeting. The form of proxy shall be approved by the Board of Directors and will be made available to voting members upon request.
- 4.7 Mail Ballot Voting. In order to further the interests and projects of the Association, the President from time to time may determine that a need exists for written ballot voting to conduct any specified business of the Association. If so determined, the Secretary shall forward written ballots to the voting members. The written ballot shall contain the specified matter or question to be determined, and shall be sent via (a) deposit of such notice in the United States mail, properly

addressed, postage prepaid, or (b) communication via fax, with electronic or telephonic confirmation of receipt, or (c) communication via e-mail or other computer-generated communications device, with appropriate confirmation of receipt via computer or telephone or other method of communication. The written ballots cast shall be returned in the manner set forth in the voting instructions that accompany the ballot. All matters considered by a written ballot vote shall be determined by a majority of those ballots that are received by the Association prior to the time specified for the tabulation of the vote.

## 5. BOARD OF DIRECTORS

### 5.1 Election

5.1.1 Number. The number of directors of the Association shall not be less than four (4). The exact number shall be set by the Board of Directors from time to time.

5.1.2 Qualifications. Directors shall be persons who are voting members of the Association. The Board of Directors shall consist of current officers and standing committee chairpersons.

5.1.3 Terms of Office. Membership on the Board of Directors shall be for one year terms from June 1 through May 31.

5.2 Duties; Management. The Board of Directors shall be responsible for the management and control of the property, business, and affairs of the Association and shall govern and manage all affairs of the Association in accordance with the law and the terms of the Articles of Association and Bylaws.

5.3 Resignation; Filling Vacancies. Any director of the Association may resign by filing written resignation with the Secretary of the Association, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation. In the event of a vacancy on the Board of Directors (other than the office of the President), the President shall appoint a voting member to fill such vacancy for the remainder of the term of office, with the approval of a majority of the remaining Board of Directors. The office of President shall be filled as provided in Section 6.4 of these Bylaws.

### 5.4 Meetings of Directors

5.4.1 Place. All meetings of the Directors shall be held at such places as may be designated by the President or a majority of the Board of Directors as permitted by law.

- 5.4.2 Regular. Regular meetings shall be held periodically at such specified times as are deemed necessary by the President or a majority of the Board of Directors.
- 5.4.3 Special. Special meetings of the Board of Directors may be called by the President or by any three (3) Directors, as deemed necessary. Business to be transacted shall be limited to matters specified in the notice given.
- 5.4.4 Telephone. Members of the Board of Directors, or any committee thereof, may participate in a meeting of such board or committee by means of telephone or similar communications equipment by which all participants may communicate simultaneously with all other participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- 5.4.5 Waiver of Notice. Whenever notice is required to be given by these Bylaws, the Articles of Association, or by statute, a written waiver thereof, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.
- 5.4.6 Action by Unanimous Written Consent. Unless otherwise provided in the Articles of Association, any action required by statute or regulation to be taken at any annual or special meeting of Directors of the Association, or any action which may be taken at any annual or special meeting of such Directors, may be taken without a meeting, without prior notice, and without a vote, so long as all the Directors consent in writing to the action.
- 5.4.7 Quorum. One-third of the full Board of Directors shall constitute a quorum at all meetings of the Directors for the transaction of business, except as otherwise provided by law or by these Bylaws. In the event a quorum is not present, the Directors shall have the power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until the requisite number of Directors shall be present. Business then may be transacted at the meeting as originally notified.
- 5.4.8 Voting Procedure. All elections of Directors and officers for unexpired terms and the vote upon any other question, except as otherwise provided by law or unless otherwise provided by resolution of the Board of Directors, may be had by ballot, voice vote, or by showing of hands unless a member, at least five (5) days prior to the date of any meeting for the election of officers, requests in writing a vote by ballot, and then the election shall be by ballot.

6. OFFICERS

- 6.1 Designated Officers. Officers of the Association shall be voting members elected by the voting membership upon nomination by the Nominating Committee. Officers will include a President, Vice President/President-Elect, Secretary, and Treasurer. The officers of the Association shall also serve on the Board of Directors and shall hold the same offices on the Board of Directors.
- 6.2 Other Officers and Agents. The Association may have such other officers, agents, and staff as may from time to time be determined and appointed by the Board of Directors with such duties and for such terms as the Board may determine.
- 6.3 Term and Qualification of Officers. The Officers of the Association, except as provided in Section 6.2 hereof, shall be voting members of the Association who are Directors and shall hold their office for one year or until the next annual meeting of the Association or until their successors are chosen and qualified, unless their respective terms of office have been terminated by resignation in writing.
- 6.4 Resignation; Vacancy. Any officer of the Association may resign by filing written resignation with the President or Secretary of the Association, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation. In the event of a vacancy in the office of President, the Vice President shall become President of the Association for the remainder of the term of office. In the event of a vacancy of an office of the Association (other than the office of the President), the President shall appoint a voting member to fill such vacancy for the remainder of the term of office, with the approval of a majority of the Board of Directors.
- 6.5 President; Duties. The President shall be the Chief Executive Officer of the Association except as hereinafter stated; shall preside at all meetings of the Board of Directors and its Executive Committee; shall serve ex-officio with vote on all standing committees; shall have the general and active management of the business of the Association; and shall see that all orders and resolutions of the Board are carried out. The President shall execute bonds, mortgages, stock transfers, and all authorized contracts and agreements in the name of the Association, and shall perform such other duties as may from time to time be assigned by the Board of Directors.
- 6.6 Vice President/President-Elect; Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President in connection with meetings of the Board of Directors and its Executive Committee, and perform such other duties as the Board of Directors may prescribe.

- 6.7 Secretary; Duties. The Secretary shall be the ex-officio secretary of all meetings of the members of the Board of Directors, and shall give, or cause to be given, all required notices of meetings of the members and Directors, and shall perform such other duties as may from time to time be assigned by the Board of Directors or President. The Secretary shall also file the organization's annual report with the Secretary of State for the State of Kansas on the form provided by that office. The Secretary shall also be appointed by the Board of Directors as the organization's registered agent and shall, when necessary, notify the Secretary of State of the State of Kansas of any change in registered agent as required by K.S.A. 17-6203 through 17-6206.
- 6.8 Treasurer; Duties. The Treasurer shall keep and receive the funds of the Association and shall place the same in such depositories as may be designated by the Board of Directors. Funds of the Association may be disbursed or paid out on the Association's behalf on the signature of such person or persons, and in such manner as the Board of Directors may from time to time designate. The Treasurer shall keep or cause to be kept such book or books, setting forth a true record of the receipts, expenditures, assets, liabilities, losses, and gains of the Association as are in accord with good accounting practice and procedure or as may be designated by the Board of Directors, and shall, when and if required by the President or Board of Directors, render a statement of the financial condition of the Association. The Treasurer shall also file an annual information return (currently designated as Form 990 or 990EZ) with the IRS, if required.

## 7. STANDING COMMITTEES

- 7.1 Committee Membership. Any and all committees of the Association shall be composed of voting members of the Association as defined in Section 4.2.
- 7.2 Nominating Committee. The Board of Directors shall appoint a Nominating Committee, which may be itself. The committee shall have not less than two (2) members. The Nominating Committee shall recommend nominees for officers.
- 7.3 Standing Committees. The President, subject to the approval of the Board of Directors, may appoint the chairpersons of the membership committee and a program committee, together with such other committees as deemed necessary, and designate specific tasks and duties under such terms as appropriate for the management of the business of the Association from time to time. Standing committee chairpersons shall serve as Directors on the Board.
- 7.4 Ad Hoc Committees. The President may, with sole discretion, appoint any ad hoc committee for special purposes.
- 7.5 Rules; Ex-officio. All standing committees, unless otherwise provided in these Bylaws or by direction of the Board of Directors from time to time, shall adopt their own rules of procedure. Chairpersons shall select their own committee

members. The President, ex-officio, or the Vice President as designated, may attend meetings and engage in the deliberation of all other committees without vote.

8. AMENDMENTS

8.1 Articles of Association. The Articles of Association may be amended either upon approval by majority vote of the voting membership at a meeting following written notice given not less than ten (10) nor more than fifty (50) days before said meeting, which notice sets forth the proposed amendments and gives the date, time, and place of meeting. Amendment also may be made by any other procedure allowed by law.

8.2 Bylaws. These Bylaws may be altered, repealed, or amended, by a majority vote of the Board of Directors, providing, however, that notice of any such amendments stating the substance thereof shall first be given to each Director having voting rights at least ten (10) days before any regular meeting or special meeting duly called for such purpose, and such amended Bylaws shall be notified to the membership at the next regular meeting of the membership.

9. DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association that are in furtherance of authorized exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1954; or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as the Board of Directors shall then determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

ADOPTED by the Board of Directors the 10th day of January 2007, effective concurrently with adoption.

WICHITA WOMEN ATTORNEYS ASSOCIATION

By \_\_\_\_\_  
President

By \_\_\_\_\_  
Secretary