



## SECOND AMENDED BYLAWS

### ARTICLE I — NAME

This association shall be known as the **Law Alliance**, an unincorporated nonprofit association organized under the laws of the State of Wisconsin.

### ARTICLE II — PURPOSE

Founded in October 2016, the Law Alliance was created for the purpose of increasing the number of diverse attorneys in Dane County through activities that promote the recruitment, retention, development, and advancement of black women lawyers in our community.

### ARTICLE III — MEMBERSHIP

*Section 1 — Eligibility and Classes of Membership:* The association shall have three classes of members:

- 1) **Attorney Member** – Any person admitted to practice law in the United States and in good standing with any state bar is eligible for attorney membership.
- 2) **Associate Member** – Any person with a degree from an accredited law school is eligible for associate membership. Associate members cannot serve on the Executive Board or chair committees.
- 3) **Law Student** – Any person enrolled in an accredited law school shall be eligible for law student membership. Law students cannot serve on the Executive Board, vote, or chair committees.

Any person who falls into any one of these categories and also supports the purpose of the association may become a member by completing a membership application and submitting it to the Executive Board, along with payment of any dues.

*Section 2 – Membership Year:* The membership year for all classes of members shall be from January 1 to December 31.

*Section 3 – Membership Dues:* Dues shall be set by the Executive Board and may be adjusted annually by the Board based on the financial needs of the association. Dues must be paid in January of each calendar year, and are considered delinquent if not paid on or before March 31st of the calendar year. Persons who have not paid their dues by March 31st shall be dropped from the membership roll and shall not be

eligible to vote or hold office during that calendar year. Lapsed members may be reinstated upon payment of dues for the current year.

*Section 4 — Non-voting membership:* The Board shall have the authority to establish and define non-voting categories of membership.

#### ARTICLE IV — MEETINGS OF MEMBERS

*Section 1 — Regular meetings:* Regular meetings of the members may be held as determined by the Board.

*Section 2 — Annual meetings:* An annual meeting of the members shall take place in the month of **October**, the specific date, time and location of which will be designated by the Executive Board. At the annual meeting the members shall elect members of the Executive Board, as needed, receive reports on the activities of the association, and determine the direction of the association for the coming year.

*Section 3 — Special meetings:* Special meetings may be called by the President or a simple majority of the Executive Board.

*Section 4 — Notice of meetings:* Notice of each meeting shall be given to each voting member, by electronic mail, not less than one week prior to the meeting.

*Section 5 — Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 6 — Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

*Section 7 — Voting rights:* Every attorney and associate member of the association in good standing shall be entitled to one vote on each matter submitted to a vote at any membership meeting. Voting by proxy is not permitted. Law student members may attend membership meetings but may not vote.

#### ARTICLE V — EXECUTIVE BOARD AND OFFICERS

*Section 1 — Executive Board role, size, and compensation:* The Executive Board shall manage the business, property, and affairs of the association, and may exercise and delegate any and all of the powers of the association as it sees fit, subject only to restrictions imposed by law and these Bylaws. The Board shall consist of at least two officers, President and Vice President, and a maximum of ten members, including the officers. The name(s) and total number of officer positions will be determined as the group requires, changeable by formally amending the Bylaws as circumstances necessitate. Board members shall receive no compensation other than reasonable expenses.

*Section 2 — Officers and Duties:*

*Officers:* The current officers of the association are President and Vice President. Other offices may be created by the Executive Board at its discretion.

*Duties:* The duties of the officers are as follows:

- The **President** shall supervise and control all of the business and affairs of the Association, convene and conduct all associations meetings, sign or execute any documents necessary in the normal course of the association's operations or deemed necessary to fulfill the objectives of the association, recruit eligible members, handle all monies of the association, maintain association records, and assign any of these responsibilities or any other responsibilities of the association to other Officers or members within the organization, as deemed necessary.
- The **Vice President** shall take minutes at all association meetings, perform such duties as the President and/or the Executive Board shall determine, and in the absence of the President, shall perform the duties of the President.

*Section 3 — Terms:* Board members shall be elected to one-year terms, and are eligible for re-election, with no term limits.

*Section 4 — Meetings and notice:* Regular meetings of the Executive Board shall be held as determined by the Board. Special meetings of the Executive Board may be held at any time upon twenty-four-hour notice, oral or written, by the President or Vice President.

*Section 5 – Electronic Meetings:* Meetings may be held in person or via telephone, real-time videoconferencing, or similar real-time electronic or video communication. A Board member's participation in a meeting via telephone, real-time videoconferencing, or similar real-time electronic or video communication counts toward a quorum, and such member may vote as if physically present.

*Section 6 — Board elections:* New Board members (including officers) shall be elected or re-elected by the voting members at the annual meeting. Board members will be elected by a simple majority of members present at the annual meeting.

*Section 7 — Quorum:* A quorum will consist of a simple majority (51%) of Board members. A quorum of Board members is required to conduct association business.

*Section 8 — Vacancies:* Whenever any vacancy occurs in the Executive Board, the vacancy shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. The vacancy will be filled only to the end

of the particular Board member's term. Vacancies may be created and filled according to any other specific methods approved by Board.

*Section 9 — Resignation, termination, and absences:* Resignation from the Board must be in writing. A Board member may be terminated from the Board due to excessive absences, including more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.

#### ARTICLE VI — COMMITTEES

*Section 1 — Committee formation:* The Executive Board may create and dissolve committees at its discretion. The President shall appoint all committee chairs, subject to Board approval.

#### ARTICLE VII — FISCAL YEAR

The association's fiscal year shall commence on January 1 and end on December 31.

#### ARTICLE VIII — AMENDMENTS AND EFFECTIVE DATE

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority vote of the Executive Board. Proposed amendments must be submitted to President and sent out with regular Board announcements.

*Section 2 —* These Bylaws and any amendments shall take effect immediately upon approval by the Executive Board. These Bylaws were approved at a meeting of the Executive Board by unanimous vote on **December 7, 2020**.