



## **NATIONAL ASSOCIATION OF WOMEN JUDGES BYLAWS**

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*Adopted: October 9, 2021*

### **ARTICLE I: PRINCIPAL OFFICE**

The principal place of business of the National Association of Women Judges, Inc. (“NAWJ”) shall be the national office as designated by the Board of Directors.

### **ARTICLE II: PURPOSES**

NAWJ is organized and operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, including the following specific educational and charitable purposes as set forth in the Articles of Incorporation:

- (1) To research, analyze, compile, publish and distribute educational materials to enable women judges to become more proficient in their profession;
- (2) To assist, conduct or sponsor educational conferences, forums and seminars for the benefit of judges and other interested persons;
- (3) To study and educate the general public about the number of women judges, the processes by which judges are selected, nominated, elected or confirmed and the barriers which interfere with women’s full participation in this process;
- (4) In order that the judiciary may more accurately reflect the role of women in a democratic society, to encourage the selection of additional women judges by compiling accurate information on judicial candidates and potential candidates and by cooperating with private and governmental organizations concerned with judicial selection;
- (5) To educate the general public and policy makers to the importance of selecting judges who reflect the ideals of a democratic society and accordingly are not members of clubs or associations which invidiously discriminate on the basis of sex, race, religion, national origin, age, socio-economic status, or sexual orientation;
- (6) To educate and sensitize all judges to a broad range of social, economic, psychological and emotional factors influencing women who are affected by the court system; and
- (7) To do all things necessary and proper to accomplish the forgoing purposes.

### **ARTICLE III: MEMBERS: CATEGORIES AND PARTICIPATION**

#### Section 1: Membership Categories

##### a. Voting Members

Any person who holds a judicial position requiring admission to the practice of law in the United States or its territories is eligible to be a voting member and hold office upon timely payment of

dues. A Voting member can be a sitting judge, a Life member judge if otherwise eligible, or a retired judge including those designated as Sustaining members by virtue of having taken senior status.

b. Associate Members

Any person who holds or has held a judicial position not requiring admission to the practice of law in the United States or its territories, or who has held a judicial position but is no longer holding the position due to resignation, loss of election or otherwise being terminated, is eligible upon timely payment of annual dues to be an Associate member but may not vote or hold office.

c. Life Members

Any voting member may become a Life member by making a one-time contribution in an amount set by the Board of Directors. Life members shall not be assessed any future dues for these membership privileges. Life members are eligible to vote and hold office.

d. Retired Members

Any person who has held a judicial position requiring admission to the practice of law in the United States or its territories, and has retired and thus is no longer serving in that capacity or other judicial position is eligible to vote and hold office if current with payment of annual dues.

e. Amicus Judicii Members

A person who is not otherwise eligible for membership but supports the purposes and activities of the organization may become an Amicus Judicii member upon application and payment of dues in an amount set by the Board of Directors, but is ineligible to vote or hold office. Amicus Judicii members include lawyers, law clerks, law students and other friends of NAWJ.

f. Honorary Members

Honorary memberships, for the period of one year, may be given to a person selected by the Board of Directors and approved by the President. The Chief Justice of the United States Supreme Court shall be invited to become an Honorary member for the duration of her or his term. Honorary members do not pay dues and are ineligible to vote or hold office.

g. Sustaining Members

Sustaining members include retired judges who have taken senior status. Upon timely payment of dues, Sustaining members are eligible to vote and hold office.

Non-voting members may not hold office, but are eligible for appointment to serve on any committee of NAWJ, except the Executive Committee.

## Section 2: Participation by Members

NAWJ individual members will not be deemed to endorse positions and policies adopted by NAWJ that conflict with a judge's obligation to comply the ABA Model Code of Judicial Conduct or the Government Code of Judicial Conduct in the judge's jurisdiction. Any member may abstain formally on the record on any matter that might be a conflict or deemed political.

## ARTICLE IV: DUES

### 1. General Members

Dues for each category of membership as set forth in Article III shall be in such amount per year as set by two-thirds of the vote of the Board of Directors. Dues shall be paid annually on the anniversary of the member's enrollment date.

## 2. Life Members

Any voting member in good standing may become a Life Member by making a significant one-time contribution in an amount set by the Board of Directors. Life Members shall not be assessed any future dues for their membership privileges.

## 3. Subscribers

Any organization or any person not eligible for membership may receive copies of NAWJ's newsletters and other mailings upon payment of the annual subscriber fee set by the Board of Directors.

# **ARTICLE V: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

## Section 1: Powers of the Board of Directors

- a. Subject to the limitations contained in the Articles of Incorporation or the bylaws of NAWJ, all corporate necessary powers shall be exercised by or under the Board of Directors' authority, and the Board of Directors shall control the business and affairs of NAWJ.
- b. All actions of the Board of Directors shall be by majority vote, except as otherwise required or permitted by these bylaws, at a meeting at which a quorum of the voting members of the Board of Directors is present; votes by the members of the Board are equally weighted.
- c. The Board of Directors may remove a director who fails to participate in annual and midyear meetings of the board or who fails to pay dues.

## Section 2. Executive Committee of the Board of Directors

- a. The Executive Committee shall consist of, and be limited to, the President, President-Elect, Vice-Presidents, Treasurer, Secretary, immediate past president, and the chairs of the Projects Committee and the Finance Committee, all of whom are voting members of the Executive Committee. The President may from time to time designate other Board members to participate in Executive Committee meetings in an advisory but not voting capacity. A quorum shall exist enabling business to be conducted and action taken by a vote if a majority of the members on the Executive Committee are present.
- b. Whenever a specific district would be affected by a decision of the Executive Committee, that district's Elected District Director shall be invited to appear and participate in the discussion prior to a vote or decision being made by the Executive Committee.
- c. The Executive Committee shall have the authority to act for the Board of Directors in the periods between board meetings.

## Section 3. Categories of Directors

The Board of Directors shall consist of three categories of directors whose rights, duties and responsibilities are set forth in these bylaws. The first category shall be the officers of NAWJ and the immediate past president. The second category, herein referred to as the Status Directors, shall consist of the chairs of the Projects Committee and the Finance Committee, the Delegate to the American Bar Association ("ABA") House of Delegates and the Representative to the International Association of Women Judges ("IAWJ") Board of Directors/International Director. The third category shall be the Elected District Directors. All directors must be voting members in good standing of NAWJ.

a. Officers

The officers shall assume office at the end of the Annual Meeting at which they are elected as an officer of NAWJ. Officers shall serve as directors for a term of one (1) year or until the election and installation of their successors. The immediate past president shall serve as a director for one (1) year.

b. Status Directors

All Status Directors shall serve a term of two (2) years from the date of their installation as a director or until their successors are installed. Status Directors shall assume the office of director as follows:

- (1) Chairs of the Finance and the Projects Committee shall begin their two (2) year terms at the close of the Annual Meeting.
- (2) The election at the Annual Meeting of the next Delegate to the ABA shall be to the position of ABA Delegate-Elect, and shall become the ABA Delegate for a two (2) year term commencing at the next ABA annual meeting.
- (3) The election at the Annual Meeting of the next International Director/Representative to the International Association of Women Judges Board of Directors shall be to the position of IAWJ Representative/International Director-Elect, and shall become the IAWJ Representative/International Director for a two (2) year term commencing at the next IAWJ Biennial conference.

c. District Directors

Elected District Directors shall serve a term of two (2) years or until their successors are installed.

d. Liaisons to the Board of Directors

The President, with the approval of the Board of Directors, may appoint liaisons for which there is not an existing committee/committee chair, who may be requested to appear and participate at Board of Directors meetings; the liaisons shall not have voting rights on matters that come before the Board of Directors.

e. Vacancies and Appointments

An Officer or Director who either a) retires from the judiciary and returns to the practice of law, attains a non-judicial public office by appointment or election, or attains a position in a partisan political organization; or b) involuntarily retires or is removed from judicial office shall be replaced in accordance with the procedure set forth in the bylaws as soon as reasonably practicable. The Executive Committee shall conduct an investigation, if necessary, to determine ineligibility for continued service.

(1) Appointment to Elected Office Vacancies

Vacancies in any elected office shall be filled by appointment by a majority vote of the Board of Directors. Any person appointed to fill a vacancy hereunder shall serve until the next Annual Meeting. Completing a term created by a mid-term vacancy does not disqualify the person appointed from seeking or being considered in the future for that same office.

(2) Appointments to Status Director Vacancies

Vacancies in Status Director Positions shall be filled by the President in consultation with the Executive Committee.

- (a) An appointment to fill a vacancy in the Program or Finance Chair position shall serve until the next President takes office at the Annual Meeting; i.e., if the two-year term has not concluded, the balance of the term shall be filled by the person appointed by

the newly elected President.

- (b) An appointment to fill a vacancy in the ABA Delegate position or the IAWJ Representative/International Director position shall complete the balance of the term.

## **ARTICLE VI: OFFICERS**

### Section 1. Eligibility

- a. Only voting members of NAWJ in good standing shall be eligible to hold office. The officers of the organization shall serve as directors and shall consist of a President, a President-Elect, two Vice Presidents, a Secretary and a Treasurer. The officers shall perform the duties prescribed by these bylaws and such other duties as may be prescribed by the Board of Directors.
- b. The President-Elect shall be required to have served a term in any one of the following positions: Vice-President, Treasurer, Secretary, Chair of the Projects Committee or Chair of the Finance Committee. The President-Elect shall not be required to have served in more than one of these offices.
- c. Officers shall not serve more than one term in the same office, with the exception that the Vice President Districts and Vice President Publications are eligible to be nominated to serve a consecutive one (1) year term in the same office.

### Section 2. Nomination Process

- a. The Nominating Committee, whose charge is to create a slate of officer nominees, shall be chaired by the immediate past president, and shall consist of no less than nine (9) voting members in good standing selected to afford fair representation to all regions of the country. Names of the members of the Nominating Committee shall be circulated by the President to the voting members not less than ninety (90) days prior to the Annual Meeting.
- b. Nominations for officer positions shall be solicited from the voting membership and shall be received by the chair of the Nominating Committee at least sixty (60) days prior to the Annual Meeting. From the NAWJ members eligible to be considered for each office, the Nominating Committee shall create a slate of nominees for the officer positions by designating one (1) nominee for each position. The slate of nominees shall be circulated to the voting membership at least thirty (30) days prior to the Annual Meeting.
- c. A nomination for any of the officer positions may also be submitted in writing to the chair of the Nominating Committee by petition of no less than twenty-five (25) voting members in good standing at least fourteen (14) days prior to the first day of the Annual Conference.

### Section 3. Election Process

- a. In the discretion of the Board of Directors, the election of officers may be conducted either by written ballot or voice vote, or may be submitted electronically if the Board of Directors determine circumstances so necessitate or warrant.
- b. The Nominating Committee shall be responsible for managing and overseeing the election of officers at the Annual Meeting. The Nominating Committee shall prepare a list of eligible voters who are present at the business meeting at the time of the election and, if the vote is by written ballot, shall be responsible for the printing, distribution, collection and counting of the ballots, and for the determination of eligibility.

- c. A parliamentarian may be appointed by the President.

Section 4. Terms of Service

- a. Officers shall be inducted at the business meeting of the Annual Meeting and shall assume office at the end of the Annual Meeting.
- b. Officers shall hold office for one (1) year or until the election and installation of their successors, unless otherwise removed for cause upon a vote of not less than fourteen (14) members of the Board of Directors. Vacancies shall be filled by the Board of Directors as provided in Article V, Section 3.e.

**ARTICLE VII: DUTIES OF OFFICERS**

Section 1. President

The President shall perform all duties incident to the office of President, and such other duties as may be determined by the Board of Directors. The President shall be the principal executive officer of NAWJ and shall prescribe the duties of the Executive Director in consultation with the Board of Directors. The Executive Director, under the direction and supervision of the President, shall oversee all the business and affairs of NAWJ. The President shall preside at all meetings of members and at all meetings of the Board of Directors. The President shall appoint chairpersons, vice chairpersons and members of all committees in accordance with Article XI, Section 3. The President shall be the spokesperson for NAWJ and principally responsible for dealing with the public, including the media. She shall act as liaison with the Conference Committee for the Annual Meeting held during her tenure. She shall supervise the standing committees and such other committees established from time to time by the President or the Board of Directors. The President shall be responsible, in consultation with the Executive Committee, for annually evaluating the Executive Director's performance, and providing such evaluation in person and in writing, and to review the Executive's director's compensation package and continued employment. The President shall be responsible, in consultation with the Executive Committee, for creating the process and convening a committee when the selection of a new Executive Director is necessitated.

Section 2. President-Elect

The President-Elect shall serve as liaison to the Resource Board and shall perform all duties of the President in the absence or disability of the President. The President-Elect shall succeed to the office of President should that office become vacant for any reason and shall serve as President for the balance of that term. In the event of such succession, the office of President-Elect shall be and remain vacant. The President-Elect shall monitor and supervise all ongoing judicial education projects of NAWJ and shall perform such other duties as shall be delegated by the President and the Board of Directors. The President-Elect shall automatically succeed without further election to the office of President at the end of the Annual Meeting.

Section 3. Offices of the Vice Presidents

There shall be two Vice President positions, each of which shall constitute a separate office. The Vice President Districts shall be responsible for overseeing all district matters. The Vice President Publications shall oversee all publications, including Counterbalance. On a rotating basis one of the two Vice Presidents shall be designated by the Board to perform the duties of the President in the absence of the President and the President-Elect. Each Vice President shall perform such other duties as shall be delegated by the President.

#### Section 4. Secretary

The Secretary shall (a) keep the minutes of the Board of Directors and other meetings of the Board, and oversee the maintaining of any minutes that are created by committees of the Board; (b) serve as historian archivist for NAWJ, and (c) shall oversee (1) the maintenance by the Executive Director of all records of NAWJ's activities, including but not limited to, all financial records of NAWJ, its districts, chapters, conferences, programs and events, policies enacted, and of Resource Board and donor lists; (2) the giving of all notices in accordance with the provisions of these bylaws or as required by law; (3) the composing and sending of timely correspondence on behalf of NAWJ not otherwise within the duties of the other officers; (4) the employee or employees acting as custodian of the corporate records of NAWJ; (5) the keeping of records of the mail and email address of each member of NAWJ; and (6) the maintaining of the annual written evaluations of the Executive Director and staff. The Secretary shall perform such other duties as the Board of Directors shall direct.

#### Section 5. Treasurer

The Treasurer shall have charge of all operating funds of NAWJ and shall keep books of account and render reports as are requested by the Board of Directors, Executive Committee, or as required by law. The Executive Committee may designate employees of NAWJ or outside resources to assist the Treasurer. The Treasurer shall report to the membership the accounting of the current and previous fiscal year at the Annual Meeting and perform such other duties as the Board of Directors shall direct. The Treasurer shall be a member of the Finance Committee and of the Audit and Compliance Committee. At the end of her term, the immediate past Treasurer shall continue for at least one year as a member of the Audit and Compliance Committee.

### **ARTICLE VIII: STATUS DIRECTORS AND REPRESENTATIVES TO OTHER ORGANIZATIONS**

#### Section 1. Projects Chair/Duties

The Projects Chair shall be appointed at the Annual Meeting in even-numbered years by the President in consultation with the President-Elect for a two (2) year term. She shall work with the program staff, monitor ongoing projects and programs, and assist in the development of new projects and programs.

#### Section 2. Finance Committee Chair/Duties

The Finance Chair shall be appointed at the Annual Meeting in odd-numbered years by the President in consultation with the President-elect for a two (2) year term. She shall collect, deposit and monitor the project grant funds received by NAWJ to ensure the funds are segregated and all proper accounting procedures are followed, and shall oversee the investments of NAWJ. She shall be a member of the Audit and Compliance Committee.

#### Section 3. Representative to the American Bar Association House of Delegates

##### a. Eligibility and Criteria

There shall be a Delegate to the American Bar Association House of Delegates. The Delegate shall be nominated by NAWJ's Nominating Committee in odd-numbered years pursuant to criteria established by the Executive Committee, and presented at the Annual Meeting with the slate of nominees for officer positions. The Delegate shall be a former or current member of NAWJ's Board of Directors, other than a current officer, be a current member of NAWJ and of the ABA, and have a demonstrated level of involvement within the ABA.

##### b. Duties

The ABA Delegate shall serve as NAWJ's delegate to the ABA House of Delegates and attend House meetings on NAWJ's behalf. The Delegate shall arrange for NAWJ to take positions on issues before the House, present issues of concern to NAWJ to the House, and keep NAWJ informed about matters of interest to NAWJ that are before the House. The Delegate shall also keep NAWJ informed about all relevant activities of the ABA including, but not limited to, committees, sections and the Board of Governors, and shall submit a written report to the Board of Directors at the midyear meeting and to the membership at the Annual Meeting.

c. Election Cycle and Designation

The ABA Delegate shall be elected in odd-numbered years by the membership at the Annual Meeting of NAWJ for a two (2) year term commencing at the next ABA Annual Meeting. The position to which this member shall be elected at the Annual Meeting is that of ABA Delegate-Elect. The outgoing Delegate shall continue to serve until the Delegate elected at the Annual Meeting assumes the position at the next annual ABA meeting.

Section 4. Representative to the International Association of Women Judges/International Director

a. Responsibilities

There shall be an International Director who shall chair NAWJ's International Outreach Committee and be the nominee for the International Association of Women Judges Board of Directors. The International Director shall attend and participate in NAWJ's international outreach programs and in the IAWJ conferences. The Representative shall submit a written report to the Board of Directors at the midyear meeting and to the membership at the Annual Meeting.

b. Nomination Process, Election Cycle and Designation

The International Director/Representative to IAWJ shall be nominated by the Nominating Committee in even-numbered years for a two (2) year term pursuant to criteria established by the Executive Committee. The International Director/IAWJ Representative shall be elected at the same time as the presentation of the slate of nominees for the NAWJ officer positions at the Annual Meeting. The position to which this member shall be elected at the NAWJ Annual Meeting is that of IAWJ Representative-Elect. The newly elected Representative shall assume the position at the next IAWJ Biennial Meeting consistent with IAWJ's process for installing its Board of Directors. The outgoing Representative shall continue to serve until the Representative elected at the annual meeting assumes the position at the next Biennial IAWJ meeting

Section 5: Liaison to the ABA Commission on the Status of Women in the Profession/  
Other Organizations

The President may appoint a liaison to the ABA Commission on the Status of Women in the Profession, and to such other organizations and entities as share NAWJ's mission, except where a person has already been appointed or elected to a liaison position to such organization.

## **ARTICLE IX: DISTRICT DIRECTORS**

Section 1. Districts

NAWJ is divided into fourteen (14) districts as set forth below, each of which elects a District Director.

District 1 Maine, Massachusetts, New Hampshire, Puerto Rico, Rhode Island



- District 2 Connecticut, New York, Vermont
- District 3 Delaware, New Jersey, Pennsylvania, Virgin Islands
- District 4 District of Columbia, Maryland, Virginia
- District 5 Florida, Georgia, North Carolina, South Carolina
- District 6 Alabama, Louisiana, Mississippi, Tennessee
- District 7 Michigan, Ohio, West Virginia
- District 8 Illinois, Indiana, Kentucky
- District 9 Iowa, Missouri, Wisconsin
- District 10 Kansas, Minnesota, Nebraska, North Dakota, South Dakota
- District 11 Arkansas, Oklahoma, Texas
- District 12 Arizona, Colorado, New Mexico, Utah, Wyoming
- District 13 Alaska, American Samoa, Guam, Hawaii, Idaho, Montana, Oregon, Washington
- District 14 California, Nevada

### Section 2. Elections and Terms

Elections shall be held for the District Director of Districts 1, 3, 5, 7, 9, 11, and 13 in even-numbered years. Elections shall be held for the District Director of Districts 2, 4, 6, 8, 10, 12, and 14 in odd-numbered years.

### Section 3. Responsibilities

- a. District bylaws must be approved by the Board of Directors; all bylaws must be consistent with the purposes and policies of NAWJ.
- b. It is the responsibility of each District Director upon assuming the position of District Director to review the duties and responsibilities of the position contained in the NAWJ Board of Directors Manual, and to particularly note the commitment to (1) participate in the monthly conference calls and (2) to attend the midyear and Annual Board of Directors meetings.
- c. Each District Director shall prepare written reports that describe the District's programs, fundraising, and other activities. The reports shall be submitted to the Board of Directors prior to the midyear and Annual Meeting and at any other time that the Board shall direct.

### Section 4. State Chairs

To assist the Directors in fulfilling their responsibilities throughout their respective districts, and to establish and maintain close communication within the District as to the issues being addressed by NAWJ, District Directors may annually select a NAWJ member in each state within their District to serve as a State Chair. District Directors shall assign specific tasks to the State Chairs and shall be advised of and authorize NAWJ activities and events undertaken by the State Chairs. State Chairs shall not have the voting rights of the District Director.

## **ARTICLE X: MEETINGS**

### Section 1. Annual Meetings

- a. There shall be one general membership meeting annually herein referred to as the Annual Meeting. The NAWJ year commences upon the installation of the officers at the Annual Meeting and ends upon the installation of the newly elected officers at the following year's meeting.
- b. The location, date and time for the Annual Meeting shall be determined by the Board of Directors.
- c. Written notice stating the location, date and time of the Annual Meeting shall be sent or provided by electronic communication to all voting and non-voting members in good standing by the Executive Director at the direction of the Board of Directors or one of its officers. Notices shall be emailed or sent by comparable electronic means or mailed to the addresses of the

members appearing on the records of NAWJ not less than thirty (30) days prior to the date of the Annual Meeting.

- d. A quorum for the purpose of transacting any business at an Annual Meeting shall consist of twenty percent (20%) plus one (1) of the NAWJ voting members in good standing attending the meeting. The presence of a quorum is required concurrently with any action or vote taken.
- e. Early voting is not allowed at the Annual Meeting.
- f. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form in the form of a record. The written record of the appointment of the proxy is effective once received by the Secretary or other responsible for tabulating votes.
- g. The Annual Meeting may be held by means of the internet or other electronic means as determined by the Board of Directors if the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, are able to pose questions and make comments, and able to vote at the meeting on matters submitted to the members.

## Section 2. Board of Directors Meetings

- a. Meetings of the Board of Directors shall be held upon the call of the President or upon the written request of five (5) members of the Board of Directors. Members of the Board of Directors shall be notified of all meetings of the Board in writing transmitted by mail or electronically. Written notice of meetings shall be sent or provided to each member of the Board no less than ten (10) days prior to the meeting. All meetings of the Board of Directors shall be open to members of NAWJ.
- b. A majority of the Board of Directors must be present to constitute a quorum for business to be conducted or action taken.
- c. All actions of the Board of Directors shall be by majority vote at a meeting at which a quorum is present, except as otherwise required or permitted by these bylaws.
- d. A Board of Directors meeting may be held and action taken by means of the internet or other electronic means if the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence on the matters submitted and are able to pose questions and make comments; however, members of the Board of Directors may not vote by email.
- e. Action by the Board of Directors may be taken without a meeting if there is unanimous written consent by the Board.
- f. The Board of Directors shall hold a midyear meeting; a quorum must be present for business to be conducted.
- g. The Board of Directors whose term expires at the close of the business meeting at the Annual Meeting shall convene prior to the business meeting at which the new Board of Directors is elected and installed.
- h. The newly elected Board of Directors shall convene at the Annual Meeting after being sworn in at the business meeting.

## Section 3. Executive Committee Meetings

The Executive Committee shall meet monthly and may be convened in the interim as deemed necessary by the President.

## Section 4. Special Meetings

- a. A special meeting of the membership shall be held at the call of the Board of Directors, or if at least 20% of all NAWJ voting members in good standing sign, date, and deliver to the Board of Directors or the principal office of NAWJ one or more demands in the form of a record for the meeting describing the purpose for which the meeting is to be held.
- b. Notice of a special meeting shall include a description of the limited purpose for which the meeting is called; no other matters than the one designated in the demand may be raised.
- c. The record date for calculating the number of NAWJ voting members in good standing, in

- accordance with subsection 4(a) herein, shall be the date the first member signs a demand.
- d. A special meeting may be held by means of the internet or other electronic means if the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence and are able to pose questions and make comments.
  - e. Upon receiving a demand consistent with subsection 4(a) herein, the Board of Directors shall set a meeting within forty-five (45) days, and the membership shall be provided notice thirty (30) days prior to the date the meeting is scheduled, provided the meeting date to be scheduled forty-five (45) days from the date of the demand is more than sixty (60) days prior to the Annual Meeting.

#### Section 5. District Directors: Meetings

- a. District Directors shall call at least one (1) general meeting of members within their district prior to the Annual Meeting.
- b. District Directors may participate in District meetings through the use of conference telephone, email or other electronic means.
- c. District Directors may not designate a proxy to vote in their stead at Board of Directors meetings.

#### Section 6. Committee Meetings (refer to Article XI: Committees)

#### Section 7. Notices

Notices required by any section of these bylaws may be given by mail, email or other electronic means.

#### Section 8. Application of Law

NAWJ is subject to the meeting requirements and procedures set forth under Title 29 Chapter 4 (Nonprofit Corporations) of the District of Columbia Code as the District of Columbia is the NAWJ's principal place of business.

### **ARTICLE XI: STANDING AND ANNUALLY DESIGNATED COMMITTEES/ RESOURCE BOARD**

#### Section 1: Purpose and Distinction

Set forth below are the standing committees fundamental to the ongoing governance and operational functioning of NAWJ. The renewal, revision or creation of other committees, as determined annually by the President in consultation with the Board of Directors, shall be referred to as annually designated committees, and shall be noted in an appendix to the bylaws, the list of which is subject to change without the necessity of an amendment to the bylaws. The charge of each committee shall be annually reviewed by the newly elected President at the beginning of her term in consultation with the Executive Committee.

#### Section 2. Standing Committees

- Audit and Compliance
- Awards
- Bylaws
- Diversity and Inclusion
- Executive
- Finance
- Nominating
- Projects
- Resolutions

- Annual Conference Site Selection

### Section 3. Committee Appointments

Chairs and Vice Chairs of committees shall be appointed by the President from among the voting members in good standing and shall not be limited to the Board of Directors. The President shall appoint committee members after consulting to the extent possible with committee chairs, vice chairs and the elected District Director of the district in which proposed committee members reside, and shall also take into account the designations of interest by the members.

### Section 4. Duties

The duties of the committees and the time and manner of reporting shall be prescribed in writing by the Board of Directors. All committees shall submit written reports of their annual activities to the Secretary, or other designated by the President, thirty (30) days prior to the Annual Meeting and fifteen (15) days prior to the midyear Board of Directors meeting for circulation to the membership.

### Section 5. Committee Reports

Committee reports shall not be released for publication, nor shall committees purport to speak for NAWJ except by specific authorization of the President or the Board of Directors in consultation with the President.

### Section 6. Notice and Format of Meetings

- Notices of committee meetings shall be sent to the members of the committee at the email and/or mail addresses provided. Others wishing to be placed on the mailing list for various committees will also be notified.
- Notices of committee meetings shall be sent fourteen (14) days before the date of any such meeting.
- Members of committees may participate in committee meetings through the use of conference telephone, email or other electronic means.

### Section 7. Resource Board

Resource Board members shall be leaders in their professions. Resource Board members shall work with other NAWJ members and staff to raise judicial awareness about subjects of mutual interest, provide advice regarding education projects, and provide and cultivate professional and financial support for NAWJ in furthering its mission. Resource Board members shall be non-voting members of NAWJ. The President-Elect shall serve as the liaison.

## **ARTICLE XII: PROCESS FOR ADOPTION OF PROPOSED RESOLUTIONS/ EMERGENCY RESOLUTION PROCESS**

### Section 1. Process for Adoption of Proposed Resolutions

The Resolutions Committee shall report on all resolutions proposed for adoption at the Annual Meeting. No resolution shall be submitted to the Annual Meeting which has not been filed with the chair of the Resolutions Committee thirty (30) days prior to the Annual Meeting. All resolutions shall be distributed to the membership prior to the first business session of the Annual Meeting. Adoption of a resolution requires a majority vote of those NAWJ voting members in good standing who constitute a quorum.

### Section 2. Process for Adoption of Emergency Resolution

- Emergency resolutions must be in writing and may be considered at any time upon written approval of an Elected District Director, the President and the Resolutions

Committee Chair. Only if the President, Chair of the Resolutions Committee and the Elected District Director deem the resolution to be an emergency shall the resolution be sent by mail or electronic means to the entire membership by the Resolutions Committee Chair to determine if a special meeting should be called at a time other than the Annual Meeting.

- (1) The process for determining if a special meeting on the emergency resolution shall be scheduled is set forth in Article X Section 4: Special Meetings.
- (2) Notice of a special meeting to consider an Emergency Resolution requires thirty (30) days notice by electronic means to the membership.
- b.** Adoption of an Emergency Resolution requires a vote of a majority of the NAWJ voting members in good standing who are participating in the special meeting.

## **ARTICLE XIII: LOCAL CHAPTERS**

### **Section 1. Creation of District Chapter**

Upon the petition of 25% of the NAWJ members from a specific geographic area, the Board of Directors may approve the formation of a local district chapter of NAWJ.

The petition will set forth the proposed purpose of the local district chapter and an outline of its intended activities during its first three years of operation. In deciding whether to approve the formation of the proposed chapter, the board shall consider whether formation of the chapter will further the effectiveness of NAWJ in meeting its purposes and whether the size and plan of activities of the proposed chapter are reasonably likely to sustain a viable chapter. The board may adopt other specific criteria for approval of local district chapters.

### **Section 2. Bylaws**

Within one year of obtaining approval to form a local district chapter, the members of the NAWJ within the designated geographic area shall submit proposed bylaws to NAWJ for approval by the Board of Directors. Any subsequent amendments to the bylaws of a local district chapter must also be approved by the Board of Directors.

### **Section 3. Local Activities**

All activities of local district chapters shall be consistent with the purposes and policies of the national NAWJ organization. Each Chapter shall prepare written reports that describe the Chapter's programs, fundraising and other activities. The reports shall be submitted to the Board of Directors as the Board shall direct.

### **Section 4. Membership.**

Only NAWJ members residing or employed within the local district chapter's geographic area shall be eligible for chapter membership. NAWJ members within the local geographic area may choose not to join the local district chapter and still be members in good standing of NAWJ.

### **Section 5. Termination**

The Board of Directors of NAWJ may withdraw its approval of a local district chapter when:

- (a) The local district chapter is no longer viable because of small size or lack of activity; or
- (b) The local district chapter violates the bylaws and/or policies of NAWJ; or
- (c) The local district chapter's activities conflict with the goals/purposes of NAWJ.

**ARTICLE XIV: INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of NAWJ may be indemnified by NAWJ against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors, officer, or employee of NAWJ, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves by a majority vote such settlement and reimbursement as being in the best interest of the NAWJ. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board, officer or employee is entitled.

**ARTICLE XV: PARLIAMENTARY PROCEDURE**

The Rules of Parliamentary Procedure set forth in Robert's Rules of Order, as such rules may be revised from time to time, shall govern the proceedings of NAWJ subject to such special rules as may be adopted by NAWJ through its Board of Directors.

**ARTICLE XVI: AMENDMENT TO BYLAWS**

Section 1. Notification of Proposed Amendments

Proposed amendments to or repeal of these bylaws, or any part thereof, shall be mailed, emailed, faxed, or sent by other electronic means to each member in good standing thirty (30) days prior to the Annual Meeting at which such proposals shall be voted upon.

Section 2. Quorum Requirement

Except as otherwise provided for herein, only at the business session of the Annual Meeting at which a quorum is present, and only by the vote of the majority of the voting members in good standing actually present concurrent with the quorum requirement, may these bylaws, or any specified Article or Section, be amended or repealed, or new bylaws adopted.

