

ARTICLE VI - BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of three categories of directors, all of whom shall perform the same functions and have the same duties as directors. The first category shall be the officers of the organization and the Immediate Past President. The second category shall consist of the delegate to the American Bar Association House of Delegates, the representative to the International Association of Women Judges, and the Chairs of the Projects Committee and the Finance Committee, (hereinafter referred to as the "Status Directors"). The third category shall be the Elected District Directors. All directors must be voting members in good standing of the organization.

(a) The officers shall assume office as directors at the end of the Annual Meeting at which they become an officer of the organization. The Status Directors shall assume office as directors at the end of the Annual Meeting at which they attain the status that entitles them to be directors. Officers shall serve as directors for terms of one (1) year or until the election and installation of their successors. The Immediate Past President shall serve as a director for a term of one (1) year. All Status Directors shall serve for terms of two (2) years or until their successors are installed. Elected directors shall serve a term of two (2) years or until their successors are installed.

Vacancies in any elected officer or Status Director position shall be filled by appointment by a majority vote of the Board of Directors. Vacancies in any appointed Status Director position shall be filled by appointment of the President. Any person appointed to fill a vacancy hereunder shall serve until the next Annual Meeting, at which time the balance of the term shall be filled by the person or persons elected or appointed to the office.

(b) Elected District Directors shall be elected on a district basis by a plurality of votes cast by the district members at a district meeting to be held prior to the Annual Meeting, at a time to be determined by the district. The district may elect its Director at a district meeting or as otherwise determined by the district, including but not limited to electronically, telephonically, or by mail.

For the purpose of electing the Elected District Directors, the organization is divided into districts as set forth below:

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

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| 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 |

Elected District Directors shall assume office at the end of the Annual Meeting next occurring after their election or during which they were elected in accordance with this Section 1(b). Elected District Directors shall hold office for a two (2) year term or until the election and installation of their successors. Vacancies in the Elected District Directors shall be filled by appointment by a majority vote of the Board of Directors, and the person appointed to fill the vacancy shall serve until the next Annual Meeting, at which time the balance of the term shall be filled by a person elected in accordance with the provisions of this Section 1(b).

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

No Elected District Director shall serve a consecutive full term.

Section 2.

a. Meetings of the Board of Directors shall be held upon 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 given 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 the organization.

b. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if the majority of the members of the Board or committee participate in the electronic vote pursuant to Article V, Section 7.

Section 3.

A quorum shall consist of one-half plus one of the Directors.

Section 4.

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.

Section 5.

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; provided, however, that the President may from time to time designate other Board members to participate in Executive Committee meetings in an advisory capacity. The Executive Committee shall have the authority to act for the Board of Directors in the periods between Board Meetings. Whenever a specific district would be affected by a decision of the Executive Committee, that district's Elected District Director shall

be included in the decision-making process. A quorum shall be the majority of the designated members of the Executive Committee.

Section 6.

It is the responsibility of each District Director upon assuming the position of District Director to review the duties and responsibilities of position contained in the NAWJ Board of Directors Manual, and to particularly note the commitment to (1) participate in the monthly conference calls, (2) attend the Midyear and Annual Board of Directors meetings, and (3) to participate by a mode of communication which enables simultaneous audio exchanges if an irreconcilable conflict or emergency prevents in person attendance at a Midyear or Annual Board of Directors meeting.

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 the NAWJ organization, 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 voting rights of the District Director.

An Elected A District Director who is unable to attend a **Midyear or Annual** meeting of the Board of Directors **meeting** for which a quorum is required **due to an irreconcilable conflict or emergency situation, and further is unable to participate by a mode of communication which enables simultaneous audio exchanges in a Board of Directors meeting, has the authority to** shall designate in writing a member of the district **or a current Board member** who is not otherwise a member of the Board of Directors to represent that district at the board meeting as **a proxy.** **The document bearing the name of the proxy shall be transmitted to the President prior to the commencement of the meeting (or prior to the substitution of the proxy during a meeting.) If the proxy is a current Board member, the proxy shall assume all voting rights of the District Director for the duration of the meeting. If the proxy is not a current Board member, the proxy shall be encouraged to attend and participate in the discussions, but shall not assume the Director's voting rights.** The designated member of the district shall assume all voting rights of the Elected District Director for the duration of the meeting.

Section 7.

A midyear meeting of the Board of Directors shall be held.

Section 8.

The Board of Directors may conduct business at the midyear board meeting in the absence of a quorum, subject to ratification by written vote of the absent board members, transmitted by mail or electronically, provided that the total of the number of board members present and approving and plus the number of board members absent and ratifying shall constitute a majority of the board.