

SECOND AMENDED AND RESTATED BYLAWS
OF

**THE WOMEN LAWYERS' ASSOCIATION
OF GREATER ST. LOUIS**

ARTICLE I. NAME, OFFICES, PURPOSE

Section 1. Name. The Corporation shall be known as The Women Lawyers' Association of Greater St. Louis. The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the "Act").

Section 2. Offices and Agent. The principal office of the Corporation in the State of Missouri shall be located in the City of St. Louis. The Corporation may have such other office(s), either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time. The registered office of the Corporation required by the Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors. The Corporation shall maintain a registered agent whose address shall be the same as that of the registered office of the Corporation.

Section 3. Purposes. The purposes of the Corporation shall be those purposes stated in the Articles of Incorporation, as amended from time to time. Except as provided in the Articles of Incorporation and these Bylaws, no part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to, any director, officer, contributor, or other private individual having any direct or indirect personal or private interest in the activities of the Corporation. The Corporation may pay reasonable compensation for services rendered and may distribute funds in furtherance of the purposes stated in the Articles of Incorporation.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed, supervised, and controlled by its Board of Directors. Its functions shall include, without limitation, organization, structure, planning, policy, setting membership dues, finances, fund raising, charitable donations, endorsements, program and event planning, and public education, consistent with the purposes of the Corporation.

Section 2. Board Positions. The Board of Directors of the Corporation shall consist of twelve Directors, of which six are Officers and six are Members-At-Large. The Officers of the Corporation are President, President-Elect, Past President, Vice-President, Secretary, and Treasurer. Any full Member of the Corporation in good standing shall be eligible for nomination and election to the Board of Directors.

(a) President. The President shall preside at all meetings of the Board of Directors and shall have the power to transact all of the usual, necessary, and regular business of the Corporation as may be required. The President may sign, with the Treasurer or any other

proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President may vote in person or by proxy shares in other Corporations standing in the name of this Corporation. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Prior to her term, the President shall have served the immediately preceding term as President-Elect. Following her term, the President shall serve the immediately succeeding term as Past President.

(b) President-Elect: The President-Elect shall act as presiding officer in the absence of the President, and, when so acting, shall have all the power and authority of the President. In addition, the President-Elect shall perform all other duties pertaining to the business of the Corporation as may be assigned by the Board. Following her term, the President-Elect shall serve the immediately succeeding term as President and the second succeeding term as Past President.

(c) Past President: The Past President shall serve as advisor to the President and shall have such other duties as may from time to time be assigned by the Board. Prior to her term, the Past President shall have served as President-Elect and President, respectively, during the immediately preceding two terms.

(d) Vice-President. The Vice-President shall act as presiding officer in the absence of the President and President-Elect, and, when so acting, shall have all the power and authority of the President. In addition, the Vice-President shall perform such other duties as from time to time may be assigned to her by the President or by the Board of Directors.

(e) Secretary. The Secretary shall (a) keep the minutes of the proceedings of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) organize the annual election of the Board of Directors; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

(f) Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; (c) make monthly reports to the Board regarding transactions, revenues, and expenditures of the Corporation, (d) see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions and condition of the Corporation, (e) ensure that accounts payable are presented promptly for payment, (f) see that the Corporation timely files corporate reports,

tax returns, and other filings, as applicable, with the appropriate state and federal agencies, and (g) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

(g) Members at Large. The duties of the Members-At-Large shall be those as may be assigned to them from time to time by the Board of Directors.

Section 3. Term of Office. Each term shall begin September 1 and shall end August 31. The Treasurer shall hold office for a term of two years. All other Directors shall hold office for a term of one year. Directors may not hold multiple offices simultaneously. Officers may not hold office for more than three consecutive terms. Members at Large may not hold office for more than six consecutive terms.

Section 4. Election of Directors. The Members shall elect the Board of Directors as follows:

- a) Between May 1 and June 1 of each year, the Corporation shall accept nominations for Board positions.
- b) By June 15 of each year, the Corporation shall provide ballots to all Members in good standing and entitled to vote. Completed ballots shall be returned to the Corporation for tabulation on such date as is set forth in the ballot but in any event no later than July 1. In the event of a tie vote for a position, the Corporation, using the same procedure described herein, shall within fifteen days hold a run-off election for such position.
- c) The President shall announce the results of the election as soon as practical but no later than August 1.

Section 5. Annual Meeting. The Board of Directors shall hold its annual meeting in August of each year or such other time as the Board determines, at such place in the State of Missouri as designated by the President or determined by the Board, for the purpose of transacting any business as may come before the meeting. Notice of the annual meeting shall be given at least five days prior to the meeting.

Section 6. Regular Meetings. The Board of Directors shall hold regular meetings at such time as the Board determines, at any place in the State of Missouri as designated by the President or determined by the Board. Each Director shall receive a schedule of regular meetings as soon as practical after the commencement of the term, which schedule shall constitute notice of all meetings listed thereon without further action of the board, except that additional notice shall be served in the event of change from the original schedule.

Section 7. Special Meetings. The President or any two Directors may call a special meeting and may fix any place, within or without the State of Missouri, as the place for holding any such special meeting. Notice of any special meeting shall be given at least two days prior to the meeting.

Section 8. Notice of Meeting. Except as otherwise specified herein, notice stating the place, date, and time of meetings shall be given to each Director not less than five (5) or more than forty (40) days prior to the meeting. Notice may be communicated in person or by mail, telephone, fax, electronic mail, or any other means. Oral notice is effective when communicated. Written notice is deemed effective at the earliest of the following:

- (1) When received;
- (2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (4) On the date shown on the facsimile or electronic mail transmittal.

Except as required by Article VIII, neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 9. Waiver of Notice. A Director may at any time waive any required notice. Except as provided below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation, or these Bylaws, objects to lack of notice and does not vote for or assent to the objectionable action.

Section 10. Quorum; Participation by Telephone. A majority of the Directors shall constitute a quorum for the transaction of business. Directors may participate in and act at any meeting of the Board of Directors, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other or have the ability to communicate with each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

Section 11. Board Action. Unless otherwise required by statute, the Articles of Incorporation, or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum of directors is present shall be the act of the Board of Directors. Directors may vote by special proxy filed with the Secretary or President of the Corporation before or at the time of the meeting. Such proxy shall be limited to the specific matter under consideration.

Section 12. Actions Requiring Approval of Members. The Board of Directors must obtain the approval of the Members in order to amend the bylaws to (i) increase or decrease the vote required for any Member action, (ii) increase or decrease the number of Directors, (iii) change the composition of the Board, (iv) change the term of office of Directors, or (v) change the way in which Directors are elected. If the board seeks the Members' approval of such amendments at a meeting of the Members, then the Corporation shall give notice to its Members of the proposed membership meeting in accordance with these Bylaws and stating that the purpose of the meeting is

to consider the proposed amendment and containing or attaching a copy or summary of the amendment.

Section 13. Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors or of a committee of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Board of Directors or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 14. Resignations. Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, President, or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 15. Removal of Directors. Any Director may be removed with or without cause by the vote of two-thirds of the other Directors then in office. Notice of the proposed removal shall be given to all Directors of the Corporation prior to action thereon. A Director may be removed by a majority of the other Directors if said Director, having received notice in accordance with these Bylaws, fails to attend more than three regular meetings or three special meetings.

Section 16. Vacancies. In case of the death, removal, incapacity, or resignation of one or more of the Directors, a majority of the Directors remaining in office, although less than a quorum, may designate the person or persons who shall fill such vacancy or vacancies to serve the remaining term of such Director.

Section 17. Committees. The President or the Board of Directors may create and appoint such Board committees as she or it deems beneficial, necessary, or advisable to further the purposes of the Corporation.

Section 18. Compensation. The Board of Directors shall serve without compensation.

Section 19. Annual Audit. The Board of Directors may annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Board of Directors.

ARTICLE III. MEMBERS

Section. 1 Membership. Full membership in the Corporation is open to any person licensed to practice law in any state in the United States or in a foreign jurisdiction. Associate membership is available to persons enrolled in or graduated from a school of law but not licensed to practice. Associate members have full voting rights but may not hold an elected office in the Corporation.

Members must be current in the payment of dues to be in good standing and entitled to vote. Dues are payable in September and delinquent after December, except that Members are exempt

from dues for one full term following their admission to the bar.

Section 2. Voting. Each Member shall be entitled to one vote on any matter submitted to a vote of the Members.

Section 3. Annual Meetings. An annual meeting of the Members shall be held during the month of August of each year for the purposes of (i) approving the minutes of the previous annual meeting, (ii) receiving an annual report of the activities and financial condition of the Corporation, and (ii) ratifying the actions of the Board of Directors for the year.

Section 4. Special Meetings. Special meetings of the Members may be called by the President, a majority of the Board, or not less than one-tenth of the Members in good standing and entitled to vote.

Section 5. Notice of Meeting. Written notice stating the place, date and time of meetings shall be given to each Member not less than ten (10) or more than sixty (60) days prior to the meeting. Failure to give notice to any Member shall not invalidate action taken at a meeting. Notice may be communicated by mail, telephone, fax, electronic mail, or any other means of written communication and shall be deemed effective at the earliest of the following:

- (1) When received;
- (2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (4) On the date shown on the facsimile or electronic mail transmittal.

Section 6. Quorum; Action. Ten percent of the Members in good standing and entitled to vote shall constitute quorum for any meeting of the Members. Except as otherwise required herein or by the Act, the affirmative vote of a majority of quorum shall constitute the act of the Members.

Unless one third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

The following actions require a supermajority of two-thirds of the votes cast or a majority of the voting power, whichever is less: (i) an increase or decrease in the number of directors, (ii) a change in the composition of the board, (iii) a change in the term of office of directors, or (iv) a change in the way in which directors are elected.

Section 7. Proxies. Members may vote by written proxy, in accordance with RSMo §355.291, filed with the Secretary or President of the Corporation before or at the time of the meeting. A proxy shall be valid for eleven months from its date of execution unless a different

period is specified in the proxy, but no proxy shall be valid for more than three years. A proxy may be revoked in any lawful manner.

Section 8. Action by Written Ballot. Any action that the Members may take at a meeting may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot satisfies quorum and the number of affirmative votes constitutes a majority of votes cast.

All solicitations for votes by written ballot shall indicate the number of responses required for quorum, the percentage of approvals necessary to approve each matter other than the election of directors, and the time by which the Corporation must receive the ballot in order to be counted.

Section 9. Record Date. The Board may fix a record date for determining the Members entitled to notice of meetings, delivery of ballots, and delivery of other member correspondence.

Section 10. Committees. The President or the Board of Directors may create committees open to and composed of Members of the Corporation as she or it deems beneficial, necessary, or advisable to further the purposes of the Corporation. The President shall designate at least one Director to oversee a committee and to act as liaison between a committee and the Board.

ARTICLE III. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans and Indebtedness. No loans or indebtedness shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by this Corporation to its officers or directors.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President or Treasurer or such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Reimbursements. Upon approval by the Treasurer, the Corporation shall reimburse Directors, Members, and others for reasonable and necessary expenses incurred on behalf of the Corporation.

ARTICLE IV. FISCAL YEAR

The fiscal year of the Corporation shall be from September 1 to August 31 or as fixed from time to time by the Board of Directors by resolution.

ARTICLE V. INDEMNIFICATION

The Corporation shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation, the Act, or by contractual agreement. The Corporation may indemnify those persons permitted to be indemnified under any provision of the Articles of Incorporation or the Act or as it deems appropriate.

ARTICLE VI. RECORDS

Section 1. Retention. The Corporation shall keep as permanent records current and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors of Directors. The Corporation shall keep a copy of the following records:

- (1) Its Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) Its Bylaws or Restated Bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (4) A list of the names and business or home addresses of its current Directors and Officers;
- (5) Its most recent annual report delivered to the secretary of state; and
- (6) Appropriate financial statements of all income and expenses.

Section 2. Inspection. The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the Corporation. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

ARTICLE VIII. AMENDMENTS

Subject to the rights of the Members in Article II Section 12, these Bylaws may be altered, amended or repealed and new Bylaws adopted by action approved by a majority of the Directors in office at the time the amendment is adopted. The Corporation shall provide notice of any meeting of Directors at which an amendment is to be considered. The notice must state that the purpose, or

one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE IVII. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the Board of Directors then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

ARTICLE VIII. ADOPTION

These Bylaws shall become effective immediately upon their adoption by a vote of a majority of the Members of the Corporation.

Effective as of March ____, 2004.

Lynn Ricci
Secretary

Margaret McCartney
President