
Code of Regulations of the Women Lawyers of Franklin County, Inc.

A Not-for-Profit Corporation

ARTICLE I Mission

The following constitutes the Code of Regulations (these “**Regulations**”) governing the Women Lawyers of Franklin County, Inc., an Ohio not-for-profit corporation (the “**Organization**”). The Organization’s mission is as follows:

We advocate for the inclusion, equality and respect of all women in our profession and our community. Our culture is rooted in the honest exchange of ideas and dedicated to the professional advancement of women through leadership, educational programming, networking and community outreach. Individually and collectively, we are our own best resource.

ARTICLE II Members

Section 1. Active Membership in the Organization shall be open to any person who (1) has been admitted to the practice of law, (2) lives or practices law in Franklin County, Ohio, and (3) pays any required dues to the Organization. Active Members shall have all the rights, privileges, and responsibilities of members under Ohio Nonprofit Corporation Law.

Associate Membership in the Organization shall be open to any person who (1) has an application for admission to the Ohio bar pending or is currently attending law school in Ohio, (2) lives in Franklin County, Ohio, or intends to live or practice law in Franklin County, Ohio, upon admission to the Ohio bar, and (3) pays any required dues to the Organization. Associate Members shall be entitled to attend the meetings of the members, but shall not be counted as members for voting and quorum purposes. Associate Members shall be entitled to participate in committee activities and, where deemed appropriate by the President, serve as Student Representative of the Organization; provided, however, that Associate Members shall be ineligible to serve as Elected Officers or Committee Chairs of the Organization.

As used in these Regulations, and except as expressly provided otherwise, the term “**Member**” refers to and includes both Active Members and Associate Members.

The membership term shall begin on July 1 of each year and expire on June 30 of the following year. Membership shall be open to all qualified persons without regard to race, sex, sexual orientation, gender identity or expression, color, religion, ancestry, national origin, age, disability, familial status, or military status.

Should any Member no longer be in good standing, or otherwise no longer qualified or eligible to practice law in Ohio, the Board of Trustees may terminate the Member's membership in the Organization by three-fourth's majority vote.

Section 2. Only Active Members whose dues are paid in full and are currently registered active and in good standing with the Supreme Court of Ohio shall be eligible to serve as Elected Officers or Committee Chairs of the Organization.

Section 3. The annual membership dues for the succeeding year shall be set by the Board of Trustees and announced at the annual meeting. The amount of the membership dues established by the Board of Trustees shall be included in the annual meeting notice.

ARTICLE III **Board of Trustees**

Section 1. The Board of Trustees (also referred to as the "**Board**") shall consist of the officers elected by the Members at the annual meeting (the "**Elected Officers**") and the committee chairs appointed by the President from time to time (the "**Committee Chairs**").

Section 2. The Board of Trustees is anticipated to meet monthly from August through May, but shall meet in no case less than four times annually, at such time and place as may be determined by the Board. Notice of such meetings shall be mailed or transmitted by Authorized Communication Devices at least ten days prior to such meeting.

Section 3. Special meetings of the Board may be called by the President or at the written request of any two Elected Officers. Such special meetings shall be held at the time and place as the president or the Elected Officers calling the meeting shall determine. Notice of such meetings shall be mailed or transmitted by Authorized Communication Devices at least two days prior to such meeting.

Section 4. A quorum necessary for the transaction of business by the Board of Trustees shall be those Board members present at the Board meeting. A Board member attending the Board meeting via an Authorized Communication Device is deemed present at the meeting and may vote. Each Board

member shall be entitled to one vote upon any matter properly submitted to the Board for their vote. Except for those decisions specifically reserved to a majority of the Elected Officers, and unless otherwise expressly provided by law, the Organization's Articles of Incorporation, or in these Regulations, the business of the Organization shall be transacted by the affirmative vote of a majority of a duly constituted quorum.

Section 5. Decisions reasonably expected to have a material impact on the Organization or its membership shall require an affirmative vote of a majority of the Elected Officers. The following decisions shall be deemed to have a material impact on the Organization or its membership:

- An expenditure by the Organization in an amount equal to or exceeding \$500;
- Any decision requiring the Organization to:
 - borrow money,
 - issue, sell, or pledge any evidence of indebtedness,
 - secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, or
 - guarantee or secure the obligations of any person;
- A change in the amount of membership dues;
- Any revision to the Code of Regulations; and
- A change in the qualifications for membership in the Organization.

In the case of a tie vote among the Elected Officers, such decision shall be made by the affirmative vote of a majority of the full Board.

ARTICLE IV **Officers**

Section 1. The Elected Officers of this Organization shall be a President, President-Elect, Secretary, Treasurer, and two Trustees-at-Large. Each Elected Officer shall be an Active Member of the Organization for the duration of her or his term.

Section 2. A. The Elected Officers shall be elected by a majority of the Members physically present at the annual meeting.

- B. (i) Prior to elections, a Nominating Committee shall nominate candidates for each Elected Officer position. The Nominating Committee shall be selected by the Board of Trustees and approved by a majority vote by the Elected Officers. The Nominating Committee shall consist of five individuals, including at least one Member who does not serve on the Board of Trustees.

- (ii) The Nominating Committee shall consider any Active Member who is qualified and in good standing and whose name is submitted to the Nominating Committee for consideration, whether submitted by the Member being nominated or another Member.
- (iii) It is the intent of the Board that (a) the President succeed to the position of Trustee-at-Large, (b) the President-Elect succeed to the position of President, (c) the Secretary succeed to the position of President-Elect, and (d) the Treasurer succeed to the position of Secretary. However, the slate of nominations for Elected Officer positions shall be determined each year by the Nominating Committee in its sole discretion.
- (iv) The slate of nominations shall be mailed or transmitted by Authorized Communication Devices to the Members at least 30 days in advance of the annual meeting. Any Active Member wishing to run for Elected Officer but not nominated may mail to all Members and the President a document setting forth the Member's name and position for consideration. Any such document must be received within ten days of the date on which notice of the slate of nominations is sent.

Section 3. Any Elected Officer may be removed from office at any time for any cause deemed sufficient by the Board of Trustees, by majority vote of the full number of Board members and a majority vote of the Elected Officers not being considered for removal. Vacancies in the positions of Elected Officers caused by death, resignation, removal from office, or any other cause shall be filled by a majority vote of the full number of Board members and a majority vote of the remaining Elected Officers, except that the President-Elect shall succeed to the office of President, the Secretary shall succeed to the office of President-elect, and the Treasurer shall succeed to the office of Secretary for the unexpired term.

Section 4. The regular terms of office shall be for one year beginning at the annual meeting of Members, except for the Treasurer, who shall assume all duties for the fiscal year beginning on September 1 of each year. The outgoing Treasurer shall continue to serve until the close of the fiscal year.

Section 5. The "**President**" shall preside at all meetings and shall appoint all Committee Chairs (except that the Nominating Committee shall be staffed according to the procedure set forth in as provided in Article IV, Section 2, above). The President shall have oversight over all activities and committees of the Organization. All Board members shall report to the President. The President shall be the chief spokesperson for the Organization, although the

President may designate another Elected Officer to speak in the President's stead.

The "**President-Elect**" shall be in charge of programming and shall perform the duties of the President in the event of the President's absence.

The "**Secretary**" shall keep a record of the minutes of each Board meeting and of each annual meeting of the Members.

The "**Treasurer**" shall collect all funds of the Organization and keep accurate records thereof. The Treasurer shall deposit the funds in a bank account designated by the Board of Trustees, pay the expenses of the Organization, and make other distributions as are approved by the Board of Trustees. The Treasurer shall be responsible to file the appropriate tax documentation with the Internal Revenue Service, including the Form 990-N which shall be filed not later than the 15th day of the fifth month after the close of the fiscal year (i.e., January 15 of each year). In addition, the Treasurer shall be responsible to file the Organization's statement of continued existence in such form and at such time as may be required by the Ohio Secretary of State. The Treasurer shall annually prepare a statement of income and expenses for the fiscal year and present it to the Board of Trustees. The duties of the outgoing Treasurer shall not cease at the annual meeting but shall continue until the books are closed on August 31 and the statement of income and expenses is presented to the Board of Trustees.

ARTICLE V **Member Meetings**

Section 1. A regular meeting of this Organization shall be held no less than four times per year commencing in September and terminating in May, at a time and place designated by the Board of Trustees. Summer meetings may be added at the direction of the Board. The annual meeting shall be held in April or May, at a time and place designated by the Board of Trustees. Notice of Organization meetings shall be mailed or transmitted by Authorized Communication Devices at least ten days prior to such meeting.

Section 2. The Active Members physically present at a meeting shall constitute a quorum. Each Active Member shall be entitled to one vote upon any matter properly submitted to the Members for their vote. Action thereon may be authorized or taken only by an affirmative vote of a majority of the Active Members present at a meeting, unless otherwise expressly required by law, the Organization's Articles of Incorporation, or these Regulations. Members may participate in any meeting by Authorized Communication Device. However, only those Active Members physically present at a meeting shall be entitled to vote.

ARTICLE VI
Committees

Section 1. Standing and ad hoc committees of the Organization (other than the Nominating Committee), may be created and dissolved by the President, in her or his sole discretion, and shall have such authority and perform such duties as from time to time may be determined by the President. The Committee Chairs shall be appointed by and serve at the pleasure of the President. Any Member of the Organization may participate on one or more committees.

Section 2. The President may appoint an audit committee of at least two members, not to include the Treasurer, to audit the books and records of the Organization and to present the audit at the annual meeting.

ARTICLE VII
Endorsements and Recommendations

The Organization may endorse or recommend candidates for public office and may recommend government action, including legislation, if approved by the Members in accordance with this Article VII. Any endorsement or recommendation shall be considered at a meeting of the Members. Notice shall be mailed or transmitted by Authorized Communication Devices to all Members at least ten days prior to any such meeting. Any endorsement or recommendation shall be approved upon the affirmative vote of two-thirds of the Members present at such meeting.

ARTICLE VIII
Limitation of Liability in Damages and Indemnification

Section 1. Limitation of Liability in Damages of a Board Member. Other than in connection with an action or suit in which the only liability asserted against a Board member is for voting for or assenting to a statutorily proscribed distribution of Organization assets or loan (a “***Statutorily Proscribed Act***”), a Board member shall be liable in damages for any action she or he takes or fails to take as a Board member only if it is proved by clear and convincing evidence in a court of competent jurisdiction that her or his action or failure to act was either undertaken with deliberate intent to cause injury to the Organization or with reckless disregard for the best interests of the Organization.

Section 2. Third Party Action Indemnification. The Organization shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, including all appeals (other than an action, suit, or proceeding by or in the right of the Organization), by reason of the fact that she or he is or was a Board member, or is or was serving at the

request of the Organization as a member, trustee, director, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by her or him in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that her or his action or failure to act was either undertaken with deliberate intent to cause injury to the Organization or with reckless disregard for the best interests of the Organization and that, with respect to any criminal action or proceeding, she or he had reasonable cause to believe such conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute such proof.

Section 3. Derivative Action Indemnification. Other than in connection with an action or suit in which the liability of a Board member for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, the Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Organization to procure a judgment in its favor by reason of the fact that she or he is or was a Board member, or is or was serving at the request of the Organization as a member, trustee, director or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by her or him in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that her or his act or omission was undertaken with deliberate intent to cause injury to the Organization or with reckless disregard for the best interests of the Organization, except that the Organization shall indemnify her or him to the extent that the court in which the action or suit was brought determines upon application that she or he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. Determinations of Indemnification Rights. Any indemnification under Section 2 or Section 3 of this Article VIII (unless ordered by a court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the Member or Board member is proper in the circumstances. The determination shall be made (a) by a majority vote of those Elected Officers who were not and are not parties to or threatened with any such action, suit, or proceeding or (b), if majority of disinterested Elected Officers so directs, in a written opinion by independent legal counsel compensated by the Organization, or (c) by the court in which the action, suit, or proceeding was brought.

Section 5. Advances of Expenses. Unless the action, suit, or proceeding is one in which the liability of a Board member for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the trustee or officer of the Organization in defending any action, suit, or proceeding referred to in Section 2 or 3 of this Article VIII shall be paid by the Organization, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Board member in which she or he agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that her or his act or omission was undertaken with deliberate intent to cause injury to the Organization or with reckless disregard for the best interests of the Organization and (b) to cooperate with the Organization concerning the action, suit, or proceeding.

Section 6. Purchase of Insurance. The Organization may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of any person who is or was a Board member, employee, agent, or volunteer of the Organization, or is or was serving at the request of the Organization as a member, trustee, director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of his/her status as such, whether or not the Organization would have the power to indemnify him/her against liability under the provisions of this Article VIII or of Chapter 1702 of the Ohio Revised Code, as may be amended from time to time (the "**Ohio Nonprofit Corporation Law**"). Insurance may be purchased from or maintained with a person in which the Organization has a financial interest.

Section 7. Heirs; Non-Exclusivity. The limitation of liability in damages and the indemnification provided by this Article VIII shall continue as to a person who has ceased to be a Board member and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Organization's Articles of Incorporation, these Regulations, any agreement, or any insurance purchased by the Organization, or pursuant to any vote of the Members or disinterested Board members, or by reason of any action by the Board of Trustees to take into account amendments to Ohio Nonprofit Corporation Law that expand the authority of the Organization to indemnify a Board member, or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding an office or position.

Section 8. No Mandatory Indemnification of Volunteers. Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Organization to the extent that it requires the indemnification of volunteers (as such term is defined in Section 1702.01 of the Ohio Nonprofit Corporation Law) other than Board members or trustees, directors, or officers of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, employee benefit plan, trust, or other enterprise serving at the request of the Organization.

ARTICLE IX **Fiscal Year**

The fiscal year of the Organization shall begin September 1 and end on August 31 of the succeeding year.

ARTICLE X **Amendment of Code of Regulations**

This Code of Regulations may be amended at any regular meeting of the Organization upon a two-thirds vote of the Active Members physically present at the meeting. Notice of such proposed amendment(s) shall be mailed or transmitted by Authorized Communication Devices to all Members at least ten days prior to the date of the meeting.

ARTICLE XI **Notice and Voting by Authorized Communication Devices**

Whenever specifically permitted for use in these Regulations and pursuant to Ohio Nonprofit Corporation Law, “***Authorized Communication Devices***” shall mean any communications equipment that provides a transmission, including, but are not limited to, telephone, video conference, electronic mail, or any other means from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Member or Board member involved, and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other. The Board of Trustees may, at their sole discretion, adopt procedures regarding verification of the authenticity of any transmittal by an Authorized Communication Device or the eligibility of the sender to participate.

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