

as amended 1996

BY-LAWS FOR THE SECTION  
ON WOMEN AND THE LAW OF THE  
DELAWARE STATE BAR ASSOCIATION

1.1 NAME. This Section shall be known as "The Section on Women and the Law", and shall be hereinafter designated simply as "the Section".

1.2 PURPOSE. The general purposes of the Section shall be the promotion of the objects of the Delaware State Bar Association (the "Association") within the particular fields designated by the name of this Section. To that end, it shall be the purposes of this Section to (1) address the effect of laws upon women in Delaware and the delivery of legal services to them and (2) further the role of women in the Delaware legal community.

1.3 LIMITATIONS. These by-laws have been adopted subject to the By-laws of the Association.

ARTICLE II: MEMBERSHIP

2.1 ENROLLMENT. Any member in good standing of the Association shall, upon request to the Secretary of the Association, be enrolled as a member of the Section by the payment of annual Section dues.

2.2 THE MEMBERSHIP. Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the membership of the Section.

2.3 DUES. Dues for membership in the Section shall be in an amount set by the Executive Committee of the Association (the "Executive Committee"), payable upon enrollment and thereafter annually in advance each year, at the beginning of the Association's fiscal year succeeding such enrollment.

ARTICLE III: COMMITTEES

3.1 COMMITTEES. The Section may establish such committees as it deems necessary and desirable to promote effectively the activities of the Section.

3.2 CHAIRPERSONS AND MEMBERSHIP. The chairperson of the Section shall appoint the chairpersons and members of each committee of the Section.

ARTICLE IV: MEETINGS OF THE MEMBERSHIP

4.1 ANNUAL MEETING. The Section shall hold an annual meeting and such other meetings of its members at such time and place as the governing body of the Section shall determine.

4.2 QUORUM. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

4.3 CONTROLLING VOTE. The action of the Section shall be by majority vote of a quorum of members present.

4.4 VOTING ELIGIBILITY. Any member of the Association on the section whose good standing can be certified by the records of the Association shall be eligible to vote.

4.5 AGENDA. Among the matters of business to be transacted at the annual meeting of the membership shall be the election of Section officers and Council and such other matters as shall be decided by the chairperson of the Section or Council.

4.6 ATTENDANCE BY NON-MEMBERS. Non-members of the Section may attend its meetings with the consent of a majority of the members present, but shall not be entitled to vote.

#### ARTICLE V: OFFICERS

5.1 OFFICERS. The officers of the Section shall be the chairperson, the vice-chairperson and the secretary.

5.2 NOMINATIONS, ELECTIONS AND CONFIRMATION. The Officers of this Section shall be elected by the members of the Section from among those members nominated by the current chairperson and four past chairpersons who are also Section members (the past chairpersons need not be the immediate past four). The election of the Officers shall be held at the Section's annual or special meeting of the Section called for that purpose and the Officers shall be elected by a majority of the members present at such meeting.

5.3 CHAIRPERSON. The chairperson, or in the absence of the chairperson, the vice-chairperson, shall preside at all meetings of the Section and the Council of the Section.

5.4 VICE-CHAIRPERSON. The vice-chairperson shall aid the chairperson in the performance of his/her responsibilities in the manner and to the extent the chairperson may request. The vice-chairperson shall not necessarily succeed to the chairmanship, but such office shall be filled in accordance with the process set forth in Section 5.2 hereof.

5.5 SECRETARY. The secretary shall perform the normal functions of a secretary. The secretary shall not necessarily succeed to the vice-chairmanship, but such office shall be filled in accordance with the process set forth in Section 5.2 hereof.

#### ARTICLE VI: THE COUNCIL

6.1 NOMINATIONS, ELECTIONS AND CONFIRMATION. The Council shall consist of the officers of the Section, the immediate past chair of the Section, and 5 members of the Section elected at large. Members of the Council at large shall be nominated, elected and confirmed in the same manner as that provided for officers in Section 5.2.

6.2 POWERS. The Council is the governing body of the Section and the business and affairs of the Section shall be managed by or under the direction of the Council. The Council shall authorize all commitments that

entail the payment of money and the expenditure of all funds appropriated for the use of the Section. It shall not, however, authorize commitments that entail the payment of more money during any fiscal year than the amount appropriated to the Section for the fiscal year. The Council shall also have the power to recommend legislative proposals to the Executive Committee of the Association, create or terminate special and standing committees of the Section, determine the functions and duties of those committees and specify the number of the committee members. No action of any Section Committee shall be effective until approved by the Council or by the Section membership.

#### ARTICLE VII: OVERRIDING AUTHORITY

7.1 ASSOCIATION BY-LAWS. The Section shall be bound by these by-laws and by the by-laws of the Association and shall not take any action which is inconsistent therewith.

7.2 RESOLUTIONS OF THE EXECUTIVE COMMITTEE OF THE ASSOCIATION. Notwithstanding any authority of the Section contained in these by-laws or the by-laws of the Association, such authority is subject to any resolution of the Executive Committee of the Association.

#### ARTICLE VIII: AMENDMENT

8.1 PRIMARY METHOD. In the absence of contrary action by the Executive Committee of the Association, only the Executive Committee shall have the power to amend, alter or repeal these by-laws by majority vote of a quorum of the Executive Committee at a duly constituted meeting.

8.2 ALTERNATE METHOD. The Executive Committee of the Association may vest the right to make, alter or amend any or all of these by-laws in the Section Council.