

AMENDED AND RESTATED

[As of July 19, 2023]

BYLAWS OF THE NATIONAL ASSOCIATION OF WOMEN LAWYERS®

(a not-for-profit corporation)

ARTICLE I

OFFICES, PURPOSE AND DEFINITIONS

Section 1. Registered Office. The registered office of the National Association of Women Lawyers®, a Delaware corporation incorporated on June 7, 1944, or the National Association of Women Lawyers, an unincorporated association of members of the legal profession founded on May 1, 1911, or the Women Lawyers Club, a private professional club organized in 1899, or any successors and assigns (collectively, the “Association”) shall be in the County of New Castle, State of Delaware.

Section 2. Other Offices. The Association also may have offices at such other places both within and without the State of Delaware as the Board of Directors of the Association (the “Board of Directors”) may from time to time determine or the business of the Association may require.

Section 3. Purposes. Consistent with the purposes set forth below, the Association shall undertake to operate exclusively for the benefit of, to perform the functions of, and to carry out the obligations of, organizations which qualify as an exempt organization within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any subsequent federal tax law, by (1) advancing women in the legal profession and (2) advocating for the equality of women under the law. The Association shall, among other things,

- (a) Foster the exchange of ideas among and between Association members and other members of the legal profession, judiciary, and the legal community;
- (b) Present educational programs particularly aimed at the needs of women attorneys;
- (c) Broaden professional opportunities for women lawyers and law students;
- (d) Provide an opportunity for fellowship among Association members; and
- (e) Serve as a national communication network among women attorneys.

ARTICLE II

QUALIFICATIONS OF MEMBERS

Section 1. Members. Any person who is a member in good standing of the Bar of any state of the United States, the District of Columbia, and the territories and possessions of the United States (together, a “State”), or who has been a member in good standing of the Bar in any State or States for a period of ten (10) years and has retired from the practice of law as a member of such Bar in good standing, is eligible to become a member of the Association (a “Member”). Members shall have the right to vote and to hold office as permitted by these Bylaws. Members shall enjoy such privileges as the Board of Directors from time to time determines; provided, however, that any prospective lawyer who is attending law school (a “Law School Member”) shall have all the rights and privileges of a Member except the right to vote or to hold office.

Section 2. Votes. Unless otherwise provided by law or the Certificate of Incorporation of the Association (the “Certificate of Incorporation”), each Member in good standing, other than Law School Members, shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 3. Non-assignability. Membership in the Association is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Meetings.

(a) There shall be an annual meeting of this Association (the “Annual Meeting”), consisting of such meetings of the Assembly of the Association (the “Assembly”) and the Board of Directors as may be fixed by the President. The time and place of the Annual Meeting, if any, shall be determined by the Board of Directors, and notice shall be given to the Members of at least ten (10) and not more than sixty (60) days in advance of such Annual Meeting.

(b) There shall be an Election Meeting of this Association, consisting of such meetings of the Assembly and the Board of Directors as may be fixed by the President. The time and place of the Election Meeting, if any, shall be determined by the Board of Directors, and notice shall be given to the Members at least ten (10) and not more than sixty (60) days in advance of such Election Meeting.

(c) In addition to the Annual Meeting and the Election Meeting, this Association may hold other meetings, including special meetings. A notice stating the time and place of the special meeting, if any, and the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, to each Member entitled to vote at such meeting.

Section 2. Assembly.

(a) The Assembly is the forum for Members convened at each of the Annual and Election Meetings. The Assembly consists of those Association members in good standing who have registered for such meeting. A quorum of twenty (20) Member is required to transact Association business.

(b) One or more sessions of the Assembly shall be held at such time or times during the Annual Meeting and the Election Meeting as the President shall prescribe. The President shall act as the presiding officer of the Assembly. The Secretary shall be the Secretary of the Assembly.

(c) At the opening of the Assembly, any Member in good standing may present in writing any resolution pertinent to the legal profession or to the purposes of this Association. Resolutions so offered must be submitted in writing to the President or Secretary at least forty-five (45) days in advance of the session at which it will be presented. At that session, the resolution will be presented, and a vote shall be taken thereon. Every resolution so presented shall be concise in form.

Section 3. Place of Meetings. All meetings of the Members for the election of Board Members-at-Large shall be held at such place as may be fixed from time to time by the

Board of Directors, or at such other place, if any, as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of Members for any other purpose may be held at such time and place, if any, , as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 4. Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by applicable law or by the Certificate of Incorporation, may be called by the President, and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors or at the request in writing of a Member or Members having a majority of the voting rights of the Association. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting of Members shall be limited to the purpose stated in the notice.

Section 5. Elections. Eligibility to participate in the election of the Board of Directors shall be determined by the Members of record and in good standing fourteen (14) days prior to the opening of the Election Meeting. The election of the Board of Directors shall be by a plurality vote of the Members eligible to vote and present in person or by proxy at the Election Meeting. The Secretary of the Association shall cause ballots to be prepared prior to the opening of the Election Meeting and will distribute such ballots to the Members, and the election shall occur in accordance with applicable law, the Certificate of Incorporation, and these Bylaws. The results thereof shall be announced to the Members.

Section 6. Conduct of Business. The President or the President's designee shall determine the order of business and the procedure at any meeting of the Association, including such regulation of the manner of voting and the conduct of business. In the absence of the President or the President's designee, any other officer of the Association may be designated by the Board of Directors to serve as chairperson of the meeting.

Section 7. Postponement of Meeting. If, in the sole discretion of a majority of the Board, the holding of any meeting is determined to be inadvisable, including any meeting to be held by remote communication, prompt notice thereof shall be given to all Members of this Association who registered for a scheduled meeting. Notice to all other Members shall be given via electronic transmission as promptly as practicable thereafter.

Section 8. Remote Communication. Notwithstanding anything in these Bylaws to the contrary, the Board of Directors may, in its sole discretion, determine that any meeting of Members shall not be held at a place, but instead shall be held solely by means of remote communications as authorized by this Section 8. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, Members and proxyholders may, by means of remote communication:

- (a) participate in a meeting of Members; and
- (b) be deemed present in person and vote at a meeting of Members whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Association shall implement reasonable measures to verify that each person

deemed present and permitted to vote at the meeting by means of remote communication is a Member or proxyholder, (ii) the Association shall implement reasonable measures to provide such Members and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any Member or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Association.

Section 9. Quorum; Adjournment. At any Annual Meeting, Election Meeting or special meeting of the Association, a quorum of twenty (20) or more Members of the Association in good standing that have registered for and are present in person or represented by proxy and are entitled to vote at such meeting shall be required to transact the business of the Association. In the absence of a quorum, the Members entitled to vote thereat and present in person or represented by proxy shall have the power to adjourn the meeting from time to time to another time or place, (including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication). Notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such adjourned meeting are (i) announced at the meeting at which the adjournment is taken, (ii) displayed, during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxy holders to participate in the meeting by means of remote communication or (iii) set forth in the notice of meeting given in accordance with this section. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting.

Section 10. Majority. When a quorum is present at any meeting, a majority of the Members entitled to vote who are present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one on which, by express provision of applicable law, the Certificate of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 11. Consent. Unless otherwise provided in the Certificate of Incorporation, any action required to be taken at any Annual Meeting, Election Meeting or special meeting of Members of the Association, or any action which may be taken at any Annual Meeting, Election Meeting or special meeting of such Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken shall be signed and dated by a majority of the Members entitled to vote with respect to the subject matter thereof (or proxyholders for such Members) and delivered to the Association as provided by applicable law. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing. An electronic transmission consenting to an action to be taken and transmitted by a Member or proxyholder, or by a person or persons authorized to act for a Member or proxyholder, shall be deemed to be written, signed, and dated for the purposes of these Bylaws, provided that any such electronic transmission sets forth or is delivered with information from which the Association can determine

(a) that the electronic transmission was transmitted by the Member or proxyholder or by a person or persons authorized to act for the Member or proxyholder and (b) the date on which such Member or proxyholder or authorized person or persons transmitted such electronic transmission. Any consent by means of electronic transmission shall be deemed to have been signed on the date on which such electronic transmission was transmitted.

ARTICLE IV

BOARD COMPOSITION & BOARD MEMBERS-AT-LARGE

Section 1. Composition. The number of Board Members-at-Large constituting the whole Board of Directors shall be composed of the officers of this Association and, in addition, no more than seventeen (17) persons and no less than nine (9) persons, each of whom shall be designated as Board Members-at-Large, and each of whom shall be a Member in good standing of the Association throughout their tenure as a Board Member-at-Large. There may also be any number of observers to the Board of Directors invited and approved by the Board of Directors in its sole discretion and may include, without limitation, law students and members from other bar associations. Such observers may be invited to attend any meeting of the Board of Directors, except any executive session of any Board of Directors meeting at which they are in attendance, but no observer shall have any voting rights with respect to any matters brought before the Board of Directors. Subject to the foregoing limitation, the Board Members-at-Large may fix, from time to time, the number of Board Members-at-Large which shall constitute the whole Board of Directors by adopting a resolution to such effect. The Board Members-at-Large shall be elected in accordance with Section 3 of this ARTICLE IV at the Election Meeting, except as provided in Section 4 of this ARTICLE IV.

Section 2. General Powers. The business of the Association shall be managed by its Board of Directors, which shall have and exercise full power in the management and conduct of the business and affairs of the Association and do all such lawful acts and things as are not by applicable law, the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the Members; provided, however, that the Board of Directors shall not be authorized to engage in any activity that would cause the Association to cease to qualify as an organization described in Section 501(c)(6) of the Code, or the corresponding provision of any subsequent federal tax law. The Executive Committee of the Board of Directors, which shall be comprised of the officers of this Association, shall have and may exercise all of the rights, powers and authority of the Board of Directors, except as expressly limited by law.

Section 3. Term Limits for the Board of Directors. No member of the Board of Directors who is not an officer of the Association shall serve as a member of the Board of Directors for more than two (2) three-year terms, regardless of whether such terms are consecutive. No Immediate Past President shall serve as a member of the Board of Directors following the end of her one-year term as Immediate Past President.

Section 4. Removal. A Board Member-at-Large may be removed from office, with or without cause, by (1) the Members of the Association having a majority of the voting rights of

the Association or (2) by a vote of at least 33 1/3% of the Board Members-at-Large, as set forth in the Certificate of Incorporation.

Section 5. Vacancies. In the event of the death, disability or resignation of the President, the President-Elect shall perform the duties of the office of the President during the President's remaining term, and at the expiration of the remaining term, the President-Elect shall succeed to the office of President in the same manner as if such vacancy in the office of President had not occurred. Vacancies in other officer or Board Member-at-Large positions may be filled by the President with the approval of the Board of Directors by a majority vote. The officers or Board Members-at-Large so chosen shall hold office until the next annual election or until their successors are duly elected and qualified.

Section 6. Compensation. The Board Members-at-Large may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, subject to any compensation caps adopted by resolution of the Board of Directors, but shall not be paid a fixed sum for attendance at any meeting of the Board of Directors or receive a stated salary as a Member-at-Large.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meetings. The Board of Directors of the Association may hold meetings, including regular and special meetings, either within or without the State of Delaware or, in the sole discretion of the Board of Directors, via remote communication in accordance with applicable law, the Certificate of Incorporation, and these Bylaws.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place, if any, as from time to time shall be determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President on one (1) days' notice to each Board Member-at-Large, either personally or by mail or by electronic transmission. Special meetings shall be called by the President or Secretary in like manner and with like notice on the written request of three (3) Board Members-at-Large.

Section 5. Quorum. At all meetings of the Board of Directors, a majority of the Board Members-at-Large constituting the whole Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board Members-at-Large present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise provided by applicable law or the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Board Members-at-Large present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum be present

Section 6. Consent. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all Board Members-at-Large or members of the committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or a committee thereof. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 7. Manner of Participation. Board Members-at-Large, or the members of any committee of the Board of Directors, may participate in any meeting of the Board of Directors or such committee by means of remote communication by means of which all persons participating therein can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

ARTICLE VI

COMMITTEES OF THE ASSOCIATION

Section 1. Committees. The Board of Directors may, by resolution, designate one or more committees, with each committee consisting of one (1) or more of the officers, Board Members-at-Large or Members of the Association. The Board of Directors may designate one (1) or more members of the Board of Directors or any Member as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another Board Member-at-Large to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. For the avoidance of doubt, no committee shall undertake any activity involving the expenditure of funds without the express authorization of the Board of Directors.

Section 2. Composition. Any Member of this Association may serve on one or more committees as authorized (a) by the Board of Directors or (b) by an authorized officer designated by the Board of Directors including, but not limited to, the Executive Director. The Board of Directors may designate one or more Board Members-at-Large as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Section 3. Classification. The classes of the committees of this Association may include: (a) standing committees for the investigation and study of matters relating to the accomplishment of the general purposes and business of this Association; and (b) special committees to investigate and study matters relating to specific purposes and the business of the

Association, in each case as determined and authorized by (i) the Board of Directors or (ii) an officer designated by the Board of Directors.

Section 4. Executive Committee. The Executive Committee of the Board of Directors shall consist of all of the officers of the Association. The Executive Committee shall have and may exercise all of the rights, powers and authority of the Board of Directors, except as expressly limited by law. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of the Executive Committee.

ARTICLE VII

NOTICES

Section 1. Form of Notice. Whenever as required under applicable law, the Certificate of Incorporation or these Bylaws, notice shall be given (a) by personal delivery, (b) by mail, addressed to such Member-at-Large or Member, at her address as it appears on the records of the Association, with postage thereon prepaid, (c) by courier service (including, without limitation, Federal Express), , (d) by electronic mail (directed to the electronic mail address at which the Member-at-Large or Member has consented to receive notice), or (e) by other form of electronic transmission pursuant to which the Member-at-Large or Member has consented to receive notice. Notice given by Unites States mail shall be deemed to be given at the time when the same is deposited in the United States mail. Notice by courier service shall be deemed to have been given upon the earlier of when the notice is received or left at such stockholder's address. Notice given by electronic transmission pursuant to this Section 1 shall be deemed to have been given when directed to an electronic mail address at which the Member-at-Large or Member has consented to receive notice, or if by any other form of electronic transmission, when directed to the Member-at-Large or Member. An affidavit of the Secretary or other officer or agent of the Association that the notice has been given by personal delivery, by mail, by courier service, or by electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of applicable law, the Certificate of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, or by electronic transmission (provided that the electronic transmission either sets forth or is submitted with information from which it can be determined that the electronic transmission was authorized by the Member(s)-at-Large or Member(s) entitled to said notice), whether such waiver is given before or after the time of the event for which notice is required to be given, shall be deemed equivalent to such notice.

ARTICLE VIII

OFFICERS

Section 1. Officers. The officers of the Association shall be chosen by the Board of Directors and shall initially be a President, a President-Elect, a Vice-President, a Treasurer, a Secretary, an Assistant Secretary and the Immediate Past-President. The Board of Directors may appoint such other officers and agents as it shall deem necessary, which officers and agents shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Any number of offices may be held by the same person unless otherwise provided by applicable law, the Certificate of Incorporation or these Bylaws.

Section 2. Duties. The officers of the Association shall perform the duties usually performed by such officers, together with such duties as shall be described by these Bylaws or the Board of Directors.

Section 3. Term of Office.

(a) The term of each officer shall begin January 1, or as hereinafter provided, and shall be for one (1) Association year. Except for the President and the Immediate Past-President, each officer shall be elected by a plurality vote in accordance with these Bylaws.

(b) The President-Elect shall automatically succeed to the office of President.

(c) No Member shall serve as President or Vice-President for more than two (2) consecutive terms. No Member shall serve as Treasurer, Secretary or Assistant Secretary for more than three (3) consecutive terms.

(d) A Member may not be nominated for, elected to, or appointed to more than one position on the Board of Directors at the same time.

Section 6. Compensation. The salaries, if any, of all officers and agents of the Association shall be fixed by the Board of Directors, unless by resolution adopted by the Board of Directors, the authority to fix the salaries of the officers of the Association has been delegated to the Executive Director.

Section 7. Removal and Vacancies. The President, President-Elect and Vice President may be removed at any time, by the affirmative vote of at least 66 2/3% of the Board Members-at-Large. In each case of removal under this Article VIII, Section 7, the officer who is subject to removal shall abstain from voting with respect to such removal.

Section 8. Officer Resignation. Any officer may resign at any time by giving written notice to the President or the President-Elect. Such resignation shall take effect on the date specified in the notice or the date received by the President or the President-Elect if no date is specified in the notice.

ARTICLE IX INDEMNIFICATION

Section 1. Indemnification.

(a) The Association shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to, or otherwise involved (including but not limited to, serving as a witness) in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter, a "Proceeding"), by reason of the fact that such person is or was a director (the term "director," as referenced in this Article IX of the Bylaws, meaning a Member-at-Large who is not an officer of the Association) or officer of the Association, or, while serving as a director or officer of the Association, is or was serving at the request of Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan (collectively, "Another Enterprise").

(b) The Association may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to, or otherwise involved (including, but not limited to, serving as a witness) in any Proceeding, by reason of the fact that such person is or was an employee or agent of the Association, or, while serving as an employee or agent of the Association, is or was serving at the request of the Association as a director, officer, employee, or agent of Another Enterprise.

Section 2. Advancement of Expenses,

(a) With respect to any person made or threatened to be made a party to, or who is otherwise involved (including, but not limited to, serving as a witness) in, any threatened, pending, or completed Proceeding, by reason of the fact that such person is or was a director or officer of the Association or, while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, officer, employee, or agent of Another Enterprise, the Association shall pay the expenses (including reasonable attorneys' fees) incurred by such person in defending any such Proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that any advancement of expenses shall be made only upon receipt of an undertaking (hereinafter an "undertaking") by such person to repay all amounts advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "Final Adjudication") that such person is not entitled to be indemnified for such expenses under this Article IX or otherwise.

(b) With respect to any person made or threatened to be made a party to, or who is otherwise involved (including, but not limited to, serving as a witness) in, any Proceeding, by reason of the fact that such person is or was an employee or agent of the Association, or, while serving as an employee or agent of the Association, is or was serving at the request of the Association as a director, officer, employee, or agent of Another Enterprise, the Association may, in its discretion and upon such terms and conditions, if any, as the Association deems appropriate, pay the expenses (including reasonable attorneys' fees) incurred by such person in defending any

such Proceeding in advance of its final disposition; provided, however, that any advancement of expenses shall be made only upon receipt of an undertaking by such person to repay all amounts advanced if it shall ultimately be determined by Final Adjudication that such person is not entitled to be indemnified for such expenses under this Article IX or otherwise.

Section 3. Suits Initiated By A Director or Officer. Anything in Section 1(a) or Section 2(a) of this Article IX to the contrary notwithstanding, with respect to a Proceeding initiated against the Association by a person who is or was a director or officer of the Association (whether such Proceeding is initiated by reason of such person's capacity as a director or officer, by reason of such person's capacity as a director, officer, employee, or agent of Another Enterprise, or by reason of any other capacity), the Association shall not be required to indemnify such person in connection with such Proceeding or advance the expenses (including reasonable attorneys' fees) incurred by such person in connection with such Proceeding, unless such Proceeding was authorized in advance by the Board of Directors.

Section 4. Contract Rights. The rights to indemnification and advancement of expenses conferred upon any current or former director or officer of the Association pursuant to this Article IX (whether by reason of the fact that such person is or was a director or officer of the Association, or while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, officer, employee, or agent of Another Enterprise) shall be contract rights, shall vest when such person becomes a director or officer of the Association, and shall continue as vested contract rights even if such person ceases to be a director or officer of the Association. Any amendment, repeal, or modification of, or adoption of any provision inconsistent with, this Article IX (or any provision hereof) shall not adversely affect any right to indemnification or advancement of expenses granted to any person pursuant hereto with respect to any act or omission of such person occurring prior to the time of such amendment, repeal, modification, or adoption (regardless of whether the Proceeding relating to such acts or omissions, or any proceeding relating to such person's rights to indemnification or to advancement of expenses, is commenced before or after the time of such amendment, repeal, modification, or adoption), and any such amendment, repeal, modification, or adoption that would adversely affect such person's rights to indemnification or advancement of expenses hereunder shall be ineffective as to such person, except with respect to any threatened, pending, or completed Proceeding that relates to or arises from (and only to the extent such Proceeding relates to or arises from) any act or omission of such person occurring after the effective time of such amendment, repeal, modification, or adoption.

Section 5. Suits Seeking Enforcement of Claims. If an officer or director of the Association (or a person serving at the request of the Association as a director or officer of Another Enterprise) is successful in whole or in part in any suit brought to enforce a right under Section 1(a) of this Article IX with respect to indemnification or under Section 2(a) of this Article IX with respect to the advancement of expenses, or in any suit brought by the Association to recover an advancement of expenses (whether pursuant to the terms of an undertaking or otherwise), the person seeking to enforce a right to indemnification or an advancement of expenses hereunder or the person from whom the Association sought to recover an advancement of expenses, as the case may be, shall be entitled to be paid by the Association the reasonable expenses (including reasonable attorneys' fees) of prosecuting or defending such suit.

Section 6. Non-Exclusive Rights. The indemnification and advancement of expenses provided in this Article IX shall not be deemed exclusive of any other rights to which any person may be entitled under any bylaw, agreement, vote of Members or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 7. Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of Another Enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article IX or otherwise.

Section 8. Code Section 4958. Notwithstanding anything in this Article IX to the contrary, the Association shall be authorized to provide indemnification and advancement of expenses to any person who is or was serving as a director, officer, employee, or agent of the Association, or to any person who is or was serving at the request of the Association as a director, officer, employee, or agent of Another Enterprise only if and only to the extent that such indemnification or advancement of expenses will not result in the imposition of tax under Code Section 4958.

ARTICLE X

GENERAL PROVISIONS

Section 1. Association Year. Following the adoption of this provision, the subsequent Association year shall begin with the adjournment of Annual Meeting and end on December 31, 2023. All subsequent Association years shall coincide with the calendar year.

Section 2. Executive Director. The Board of Directors may, as it deems appropriate, hire an Executive Director for the Association who shall be its chief executive officer at the Association's headquarters. The Executive Director shall report to the Board of Directors and shall carry out all directives issued by them. The Executive Director shall have the authority to carry out such duties in a manner deemed appropriate and necessary and such duties shall include, but not be limited to, hiring staff, engaging contractors and vendors and such other tasks necessary and appropriate to carry out the purposes of this Association, subject to the supervision of the President and the approval of the Board of Directors as necessary. The Board of Directors shall have the power to fix and modify from time to time the compensation for the Executive Director for services rendered to the Association. In the absence of an Executive Director, the Board of Directors shall have the power, as it deems appropriate, to hire or appoint an interim or acting Executive Director of the Association with such duties and authority to be determined by the Board of Directors.

Section 3. American Bar Association Delegate.

(a) In odd-numbered years, there shall be elected as hereinafter provided, a Delegate to the House of Delegates of the American Bar Association (the “ABA Delegate”), who shall serve for two (2) years beginning with the adjournment of the Annual Meeting of the American Bar Association that follows the ABA Delegate’s election, and ending with the adjournment of the Annual Meeting of the American Bar Association two years thereafter, or until a successor is elected and qualified, notwithstanding that said term of office is to be in harmony with the provisions of the Constitution and Bylaws of the American Bar Association. The ABA Delegate shall be nominated by a committee duly authorized by the Board of Directors.

(b) If the elected ABA Delegate is unable to attend any meeting of the ABA House of Delegates, the President may appoint an Alternate ABA Delegate to serve at such meeting and shall certify to the Secretary of the American Bar Association House of Delegates the name and address of the Alternate ABA Delegate so appointed. The Alternate ABA Delegate’s service is (1) limited to that meeting of the American Bar Association House of Delegates for which certified; (2) not counted in determining the length of service in the American Bar Association House of Delegates; and (3) not considered a lapse of service for the elected ABA Delegate.

(c) If the elected ABA Delegate resigns or is unable to fulfill her obligations during such ABA Delegate’s two-year term, or if the position of American Bar Association otherwise becomes vacant, the Board of Directors shall be authorized to appoint a new ABA Delegate who shall serve until her respective successor is qualified and appointed.

Section 4. Dissolution or Liquidation. In the event of the liquidation, dissolution, or winding up of the affairs of the Association, whether voluntary, involuntary, or by operation of law, the Board of Directors shall, except as otherwise may be provided by law, transfer all of the assets of the Association in such manner as the Board Members-at-Large, in the exercise of their discretion, may by a majority vote determine; provided, however, that upon said liquidation, dissolution, or winding up of the affairs of the Association, its assets shall be distributed to (a) one or more organizations or entities described in Section 501(c)(6) of the Code, or the corresponding provision of any subsequent federal tax law; (b) to the federal government, or one or more state or local governments, for public purposes; or (c) if pursuant to a decree of a court of competent jurisdiction, to another organization or organizations to be used in such manner as, in the judgment of such court, will best accomplish the general purposes for which the Association is organized.

Section 5. Prohibited Representation. No member of the Board of Directors or authorized representative may commit this Association financially, or commit this Association to any course of action, or state the position of this Association, without the prior authorization of the Board of Directors. No member of committee of this Association shall, in any manner whatsoever, assume to represent this Association before any legislative body, court, other tribunal or

governmental agency, or in any other place or manner, without the prior authorization of the Board of Directors.

Section 6. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.

Section 7. Checks. All checks, drafts, or orders for the payment of money, and notes of the Association or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers or such other person or persons, and in such manner, as the Board of Directors from time to time may determine by resolution. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the President or a Vice President of the Association.

Section 8. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select; provided, however, that this Section 5 shall not be construed as allowing the Board of Directors to authorize the retention of any funds in any manner that would prevent the Association from continuing to be exempt from federal taxation under Section 501(c)(6) of the Code, or the corresponding provision of any subsequent federal tax law.

Section 9. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association; provided, however, that this Section 7 shall not be construed as allowing the Board of Directors to accept any gifts in any manner that would prevent the Association from continuing to be exempt from federal taxation under Section 501(c)(6) of the Code, or the corresponding provision of any subsequent federal tax law.

Section 10. Fiscal Year. The fiscal year of the Association shall end [on the last day of July] in each year unless the Board of Directors shall determine otherwise.

Section 11. Electronic Transmission. For purposes of these Bylaws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

ARTICLE XI

AMENDMENTS

Section 1. Amendments.

(a) These Bylaws may be altered or repealed at any regular meeting of the Members or of the Board of Directors, or at any special meeting of the Members or of the Board of Directors if notice of such alteration or repeal be contained in the notice of such special meeting; provided, however, that in any event, no such amendment or repeal shall permit the addition or deletion of any provision, the inclusion or absence of which, as the case may be, would cause the Association to cease to qualify for exemption from taxation under Section 501(c)(6) of the Code, or the corresponding provision of any subsequent federal tax law.

(b) If the proposed amendment is submitted by one or more Members of this Association, it must be received by the Secretary in any form reasonably calculated to inform the Members of the changes proposed at least sixty (60) days before the opening of Annual Meeting, Election Meeting or special meeting at which the amendment is to be offered. Notice of any proposed amendment, including amendments offered by the Board of Directors, shall have been given to members at least thirty (30) but no more than sixty (60) days before the meeting at which the amendment is offered. It shall be the duty and responsibility of the Secretary of the Association to prepare the notice of the proposed amendment(s) and to see to its transmittal or publication in accordance with this Article XI.

ARTICLE XII

RESTATEMENT AND INTEGRATION

Section 1. Integration. These Bylaws restate, integrate and further amend the provisions of the Constitution and Bylaws of the Association:

Adopted at
Constitutional Convention

August 24-26, 1956

AS AMENDED

1959, 1961, 1962, 1966, 1969, 1975

1976, 1977, 1979, 1980, 1983, 1984,

1985, 1986, 1988, 1989, 1990, 1991,

1993, 1994, 1995, 1996, 1998, 1999, 2004, 2007, 2013, 2016

END OF BYLAWS