

# METROPOLITAN RICHMOND WOMEN'S BAR ASSOCIATION

## By-Laws of the Corporation:

### ARTICLE I

#### Offices

The principal office of the Association shall be in the City of Richmond, Commonwealth of Virginia, but the corporation may open such branch offices within or without the Commonwealth as the Board of Directors deems advisable.

### ARTICLE II

#### Membership

2.1 Admission to Membership. A person eligible for membership (as defined in the Articles of Incorporation) shall be admitted upon submission of a completed application for membership (as adopted by the Board of Directors) and upon payment of annual dues.

2.2 Dues. The amount of annual dues shall be set by the Board of Directors after a review of the Association's financial position, which shall be conducted after the annual May meeting of the Association. Notice of such amount shall be given to the membership promptly, but no later than in the notice of the September meeting. ~~Each full member shall pay the full amount of annual dues and each associate member shall pay one half of such amount.~~

2.3 Termination of Membership. Membership may be terminated by (i) resignation; (ii) ~~nonpayment of dues;~~ (iii) consistent nonpayment (more than 3 times in any given fiscal year) of a luncheon or other Association expense for which reservation was made; ~~after request therefore, of luncheon, meeting or similar expenses for which a reservation was made more than three (3) times in any given fiscal year;~~ (iv) or expulsion by a three-fourths vote of the members present at a meeting which was called for the purpose of considering the matter. There shall be an opportunity for a hearing before the Board of Directors before a vote to expel is taken.

### ARTICLE III

#### Officers

3.1 General. The officers of the Association shall be a President, a President-Elect, a Vice-President, a Secretary and a Treasurer. They shall serve without compensation.

3.2 Nominating Process; Terms of Office. Each April, the most immediate past President of the Association ~~who is available~~ shall form a nominating committee of not fewer than three (3) ~~members who should be~~ past Presidents of the Association who are current members, to the extent possible. The nominating committee shall present a proposed slate of officers to the members of the Association at the annual May meeting. Nominations may also be made from the floor at the May meeting. If there is more than one nominee for any position, nominating speeches may be made for each nominee but shall not exceed five (5) minutes per nominee. The proposed slate of officers shall

~~be passed by a majority vote. Voting shall be by voice vote.~~ Only members of the Association in good standing may be officers of the Association.

At the annual May meeting of the Association, (i) the current President-Elect shall be declared the President, to serve a one-year term for the next year and (ii) all other officers listed above shall be elected in accordance with the procedures in the foregoing paragraph for one-year terms. The term of each officer shall begin immediately upon the adjournment of the meeting at which such officer is elected and shall continue until such officer's respective successor is elected and qualified.

3.3 President. The President shall be the chief executive officer of the Association and, subject to the By-laws and general direction of the Board of Directors, shall generally supervise the management of the affairs of the Association. The President shall preside at all meetings of the Association and the Board of Directors. The President shall perform all other duties ordinarily incident to such office.

3.4 President-Elect. The President-Elect shall perform the duties of the President during the absence or disability of the President. The President-Elect shall assist the President in the performance of the President's duties and perform such other duties assigned by the President or the Board of Directors. The President-Elect shall also serve as the Chair of the Judicial Candidate Endorsement Committee.

3.5 Vice-President. The Vice-President shall perform the duties of the President during the absence or disability of both the President and President-Elect. The Vice-President shall assist the President in the performance of the President's duties and shall perform such other duties as may be assigned by the President or the Board of Directors. The Vice President shall also serve as the Chair of the Finance Committee.

3.6 Secretary. The Secretary shall keep minutes of all meetings of the Association and Board of Directors. The Secretary shall be custodian of all minutes of the current year, including all minutes of committee meetings. The Secretary shall also have custody of and be the repository for the records, documents and property of the Association, other than the Association's newsletters.

The Secretary shall be responsible for ensuring that notice is provided for all Association and Board of Directors meetings, unless such responsibility shall be otherwise delegated by the President, and shall perform such other duties ordinarily incident to the Secretary's office or as may be assigned by the President or the Board of Directors. During the absence of the Secretary, the President shall have the authority to appoint an Acting Secretary to perform such duties as may be required.

3.7 Treasurer. The Treasurer shall have custody of all monies of the Association and shall collect and, subject to the direction of the Board of Directors, disburse all funds of the Association. The Treasurer shall (i) maintain accurate accounts of all financial transactions; (ii) maintain the Association's checking account records, including reconciling all monthly account statements; (iii) prepare for each Board of Directors meeting a monthly summary of all payments and receipts to the Association; ~~and~~ (iv) prepare, at a minimum, quarterly cumulative statements that summarize the amount and nature of the Association's payments and receipts; (v) prepare and adopt an annual budget which shall allocate funds to be utilized for each committee; and (vi) develop and endorse rules governing the

expenditures of Association funds. Such accounts shall be in books (which may be electronic) kept for that purpose and shall be open for inspection at any time by any member of the Board of Directors or any auditors appointed by the President or Board of Directors or upon reasonable notice by any member of the Association. The Treasurer shall submit at each annual May meeting of the Association a suitably classified, written annual report of the Association's financial position including (a) all receipts and disbursements occurring during such period and (b) all obligations outstanding at the end of the period, with any comments as to current and prospective future financial position that the Treasurer may deem informative. The Treasurer shall make such additional interim financial reports as the President or Board of Directors shall direct.

3.8 Vacancies. In the event any officer shall resign or otherwise be unable to complete such officer's term, a majority<sup>2</sup> of the Board of Directors shall appoint a successor to serve until the next annual May meeting.

#### ARTICLE III-A

##### Directors

3a.1 Powers. The Board of Directors shall be the governing body of the Association with power, to be exercised consistently with and subject to the Association's By-laws, to give directions to all officers and committees, act for the Association, manage its affairs, make appropriations of its funds in the ordinary course of business, and establish such regulations as it deems advisable to govern the conduct of Association business.

3a.2 Qualification and Number of Directors. The number of Directors shall be a minimum of four (4) and a maximum of twenty-five (25) to be elected at the annual business meeting. A quorum shall be a majority of the Directors. The Board of Directors shall consist of the Immediate Past President, the President, the President-Elect, the Vice-President, the Secretary and the Treasurer, and the Chairpersons of ~~such~~ Standing Committees and Special Committees of the Association (as may from time to time be established), all of whom shall serve as ex-officio members of the Board of Directors. The members of the Board of Directors shall serve without compensation. The President shall serve as Chairperson of the Board of Directors.

3a.3 Term. An ex-officio member of the Board of Directors shall serve so long as she holds the office which accords her membership on the Board of Directors of the Association.

3a.4 Resignation, Removal, Vacancy. Any director may resign at any time by giving written notice to the ~~Secretary-President~~ of the Association. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the ~~Secretary-President, and~~ Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any officer who shall, without reasonable cause, fail to attend four (4) or more meetings of the Board of Directors, or fail to discharge her duties as an officer in accordance with her good faith judgment of the Association's best interests; may be removed by a simple majority vote of the members of the Association at a meeting of the members called for the purpose of removing any such officer. Any ex officio director who shall, without reasonable cause, fail to attend four (4) or more meetings of the Board of Directors, or fail to discharge her duties as a director in accordance

with her good faith judgment of the Association's best interests, may be removed by a simple majority vote of the Board of Directors at a meeting of the Board of Directors for which notice has been given regarding the action to be taken not less than ten days before such meeting. A vacancy or vacancies on the Board of Directors in the position of an elected officer may be filled by a simple majority vote of the Board of Directors to serve the balance of the term. A vacancy or vacancies on the Board of Directors in the position of an ex officio director may be filled by appointment of the President to serve the balance of the term.

3a.5 Meetings. Board of Director meetings shall be at all times open to any member of the Association who may wish to attend. The Secretary shall provide to any member of the Association the date of any scheduled meetings of the Board of Directors upon request. The Board of Directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, teleconferencing, email, facsimile, or similar electronic means.

3a.6 Notice. As used in these By-laws, unless "U.S. mail" is specified, the term "mail" shall include email as well as U.S. mail; provided, however, that when information is required to be sent to the Association membership, any member required to receive such information will receive it by U.S. mail if such member so requests in writing to the Membership chair, or if such member has not provided the Membership chair with an email address. Written notice of the date, time and place of meetings shall be given to each director either by personal delivery or by mail, by or at the direction of the officer or director calling the meeting, to the address of such director as it appears in the records of the Association not less than ten days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

A director's attendance at or participation in a meeting waives any required notice to her of the meeting, unless the director at the beginning of the meeting or promptly upon her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3a.7 Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken in accordance with the vote of at least two-thirds of a quorum of the members of the Board of Directors. The action shall be evidenced by one or more written consents, stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. The signature may be transmitted by facsimile or by email.

## ARTICLE IV

### Committees

4.1 Standing Committees. The following committees shall be the Standing Committees of the Association: Judicial Candidate Endorsement Committee, Programs Committee, Membership Committee, Finance Committee, ~~Continuing Legal Education Committee~~, Public Service Committee, Legislative Committee, ~~Public Relations/Newsletter Committee~~ Sponsorship Committee, Communication Committee, Awards Committee, and Mentorship Committee.

4.2 Special Committees. The President shall have the power to create such other committees with such number of members and with such powers and duties consistent herewith as the President may deem advisable. Special committees shall automatically cease to exist at the end of the term of office of the appointing President, unless continued by the new President.

4.3 Committee Appointments. Except as otherwise provided with respect to the Judicial Candidate Endorsement Committee, the President shall appoint members of the Association to be chairpersons or co-chairpersons (who shall have all of the rights and duties of sole chairpersons hereunder) of all standing and special committees ~~in consultation with the officers of the Association.~~ Other than the Judicial Candidate Endorsement Committee, the chairperson of each Standing Committee or special committee shall appoint members to serve on such Standing Committee or special committee, as indicated by the members designation on their membership application, or as otherwise stated. Committee chairpersons and members shall serve annual terms that shall terminate at the next annual May meeting after their appointment.

4.4 Judicial Candidate Endorsement Committee. A Judicial Candidate Endorsement Committee consisting of not less than five (5) nor more than fifteen (15) members of the Association shall be elected at the Association's annual meeting in May. Judicial Candidate Endorsement Committee members shall serve a one-year term. The President-Elect shall serve as the chair of the Judicial Candidate Endorsement Committee. ~~appoint the chair from the elected members.~~ If the number of members on the Judicial Candidate Endorsement Committee shall fall below five (5) at any time, the President may appoint additional members to serve on the Judicial Candidate Endorsement Committee until the next annual meeting of the Association. The Judicial Candidate Endorsement Committee shall also be responsible for maintaining and updating the membership records of members of the judiciary, to include any updates to their contact information and status. The Judicial Candidate Endorsement Committee shall also be responsible for sending invitations to female judges in the metro Richmond area to join the MRWBA.

#### 4.4.1 Interviews of Judicial Candidates

(a) Whenever judicial vacancies occur in federal and state courts of interest to the membership (e.g., City of Richmond and Henrico, Hanover, and Chesterfield counties, Eastern District of Virginia, Virginia appellate courts), the Judicial Candidate Endorsement Committee shall endeavor to interview and review the background, experience and other qualifications of all candidates who express a willingness to be considered and to accept the endorsement if tendered. Whenever practicable, the chair of the Judicial Candidate Endorsement Committee shall cause notice of any such judicial vacancy to be given to the members of the Association.

(b) Local candidates will be interviewed in person by a minimum of three (3) members of the Judicial Candidate Endorsement Committee. The Judicial Candidate Endorsement Committee may conduct interviews jointly with other organizations, and may waive interviewing any candidate interviewed since the Association's last annual meeting. If candidates outside the Richmond area are considered, the Judicial Candidate Endorsement Committee will determine the best method for evaluating those candidates' credentials.

(c) If ~~three (3) or fewer~~ than 3 Judicial Candidate Endorsement Committee members are available to interview candidates, then the chair of the Judicial Candidate Endorsement Committee may appoint up to four (4) Board of Directors members to serve as substitute committee members for the purpose of conducting the interviews and evaluating the candidates. A substitute committee member so appointed shall have all of the rights of a regularly elected Judicial Candidate Endorsement Committee member. A substitute committee member may serve as a substitute committee member until the conclusion of the judicial endorsement process for which the substitute committee member was appointed to serve, at which time such substitute committee member's service shall terminate.

(d) A Judicial Candidate Endorsement Committee member shall disqualify herself from participating in screening of all candidates for a judicial vacancy or vacancies if that committee member (i) is a candidate or is a member of the immediate family of any candidate; or (ii) is a business partner of any candidate; or (iii) is affiliated with the same law firm or the same legal department or office as any candidate; or (iv) feels that for any reason that member cannot fairly evaluate a candidate.

(e) The ABA Guidelines for selection of judicial candidates shall be the standard of review utilized by the Judicial Candidate Endorsement committee. The chair of the Judicial Candidate Endorsement Committee shall distribute such guidelines to the newly formed Committee within a reasonable period of time after their appointment at the May meeting. No candidate shall be eligible for endorsement by the Association whose qualifications were not considered by the Judicial Candidate Endorsement Committee. ~~and the chair of the Judicial Candidate Endorsement Committee shall distribute such guidelines to the newly formed Committee within a reasonable period of time after their appointment at the May meeting.~~

(f) The details of the Judicial Candidate Endorsement Committee's deliberations are to be kept strictly confidential. Any material created or submitted relating to the selection process shall be collected by the chair of the Judicial Candidate Endorsement Committee ~~for safekeeping or otherwise~~ and destroyed at the end of each round of deliberations.

(g) Any candidate may submit one letter of support (not to exceed 1,500 words) from a member of the Association whose dues are current to the chair of the Judicial Candidate Endorsement Committee, or her designee. A candidate may also submit a resume or curriculum vitae (not to exceed 1,500 words). No member of the Judicial Candidate Endorsement Committee who participated in the interviewing and/ or evaluation of candidates may submit a letter of support for any candidate. As soon as possible after the expiration of the deadline for submitting letters of support, the Judicial Candidate Endorsement Committee shall post all such letters in the password-protected area of the Association's web site, ~~and shall mail or transmit by facsimile such letters to any member who has indicated in writing to the Association's secretary or her designee a preference to receive such information by mail or facsimile.~~

4.4.2 Report of the Judicial Candidate Endorsement Committee. As soon as practicable, the chair of the Judicial Candidate Endorsement Committee shall report to the President Board of Directors the candidate(s) it deems highly qualified, and/ or qualified for the judicial vacancy or vacancies under consideration, or that "no finding" about the candidate(s) has been made. Notification of the

~~availability of the committee's findings shall be given to the membership at large, and shall post that same information at a password protected location on the Association's web site, along with a ballot for each judicial vacancy under consideration. At that same time, by email, facsimile or U.S. mail, according to the preference expressed by each member, the Judicial Candidate Endorsement Committee shall notify the membership of such posting.~~

4.4.3 Judicial Endorsements. The President or her designee shall disclose the name(s) of the candidate(s) endorsed by the Association to the proper authorities and any other person or organization(s) deemed appropriate by the Board of Directors, provided that all such disclosures are hereby specifically limited and restricted to those permitted by the tax exempt status of the Association.

4.5 Programs Committee. There shall be a Programs Committee that, under the general supervision of the Board of Directors, shall be responsible for proposing, planning and implementing programs for meetings of the Association and other special events, except programs or events sponsored by other committees. The Programs Committee shall have the power to make program arrangements on behalf of the Association, but any expenditures must receive prior approval of the Board of Directors. The Programs Committee shall provide at least one (1) continuing legal education program to the membership each year.

In the event the President elects to have two Programs Committee co-chairs, they shall stagger their terms as co-chairs. The first Programs Committee co-chair shall serve her term over the traditional bar year, beginning with the annual May business luncheon and continuing until the following May business luncheon. The second Programs Committee co-chair shall serve over a calendar year, beginning January 1 and continuing until December 31<sup>st</sup> of that same year. The Programs Committee co-chair serving over a calendar year shall be chosen by the President-Elect.

4.6. Membership Committee. There shall be a Membership Committee that shall identify and encourage membership of persons eligible for membership in the Association and shall encourage participation of members in Association meetings and activities. The chair of the Membership Committee shall at all times maintain a complete roll of members. Promptly after each annual meeting, the Membership Committee shall submit to the President a proposed membership application which shall solicit committee preferences of members and other relevant information and shall coordinate with the Secretary to submit the application as approved by the President to prospective members. The Membership Committee shall undertake such other responsibilities related to its function as the Board of Directors or President shall direct.

4.7 Finance Committee. There shall be a Finance Committee on which the Vice President shall serve as the Chair. The Finance Committee will ~~prepare and submit to the Board of Directors a proposed annual budget for the Association's funds, develop and endorse rules governing the expenditures of Association funds,~~ assist ~~the Treasurer~~ in preparing financial reports, and ~~conduct~~ assist in an annual audit of the Association's expenditures and accounts.

~~4.8 Continuing Legal Education Committee. There shall be a Continuing Legal Education Committee that shall organize such continuing legal education programs as shall be approved by the Board of Directors for sponsorship by the Association.~~

4.98 Public Service Committee. There shall be a Public Service Committee that shall identify and implement projects which further the purposes of the Association and which have been approved by the Board of Directors.

4.910 Legislative Committee. There shall be a Legislative Committee that shall provide the Association's members with information concerning federal, state and/or federal-local legislation and legislative activity that may be of interest to the members. With the consent of the Board of Directors ~~(which may be given by telephonic, email or facsimile communication);~~ the Legislative Committee may also recommend to the members that they support, oppose or otherwise take a public position, as individuals or as an Association, on legislation deemed to be significant by members of the Legislative Committee. If the Legislative Committee recommends that the Association take a public position on any issue, the Association shall take such public positions on issues or legislation only in accordance with the procedures ~~outlined in Article V, section 5.4 or with the procedures~~ set forth in the following paragraph. The Association shall not employ lobbying efforts and/or take a public position on a social issue that do not have a direct and distinct nexus to the mission of the Association.

If the Board of Directors so determines, it may authorize a vote by mail, email, in person, or any other such method as may be practicable on whether and what public position the Association will take on a legislative issue. The ~~Secretary-Membership Chair~~ shall then provide to the chairperson of the Legislative Committee the current official list of all members of the Association entitled to vote, certified by the ~~Secretary-Chair~~ as correct as of the date on which the ballots are to be issued. The Legislative Committee shall then send by ~~U.S.~~ mail to each member a ~~printed~~ ballot describing each legislative issue to be voted upon, along with instructions for voting. If the majority of those members voting favor taking a public position on the issue, and two-thirds of those voting are in agreement on the position to be taken, then the Association shall take the public position thereby approved, provided that all positions so taken and activities related thereto are hereby specifically limited and restricted to those permitted by the tax exempt status of the corporation, ~~together with full instructions for marking and returning by the required date, a self-addressed, return envelope with the name and address of the Secretary or other person designated by the President to receive the marked ballots, and an inner return envelope with a space for the voter's signature placed on its face. The person designated as addressee for the returned ballots shall hold them in the outer envelopes for delivery, unopened, at the meeting of the tellers where the votes are to be counted. At that meeting, all inner envelopes shall first be removed from the outer envelopes. The signature in the inner envelope shall then be checked against the list of qualified voters, the voter shall be checked off on the list as having voted, and the ballot shall be removed and placed, still folded, into a receptacle: When all inner envelopes have been so processed, the ballots shall be taken from the receptacle and the votes counted.~~

When the Association has determined to take a public position on an issue, the Legislative Committee may employ appropriate lobbying efforts, including, but not limited to, verbal and written communication to legislators and other public officials, provided that all such lobbying efforts are hereby specifically limited and restricted to those permitted by the tax-exempt status of the Association.

~~4.1011 Public Relations/Newsletter Sponsorship~~ Committee. There shall be a ~~Public Relations/Newsletter Sponsorship~~ Committee that shall be responsible for obtaining sponsors for various events and publications of the Association, as well as maintaining a database of past sponsors and historical giving data. The Sponsorship Committee shall be responsible for all sponsorships of the Association, as well as the invoicing of such and obtaining sponsorship monies. publishing and distributing the newsletter of the Association on a monthly basis in the months of January through April and August through December. The Public Relations/Newsletter Committee shall be responsible for coordinating response to media inquiries, preparing and disseminating press releases about the Association's activities, as requested by the President or committee chairpersons, and assisting with publicity for the Association's activities as needed. The Public Relations/Newsletter Committee shall also maintain annual volumes of the Association's newsletter, and shall have primary responsibility for the Association's web site.

~~4.11 Communication Committee.~~ There shall be a ~~Communication Committee~~ that shall ~~promote and maintain the Association's presence on all relevant social media platforms. The Communication Committee shall be responsible for taking and publishing all photographs of the Association's events, as well as promoting events and member accomplishments on social media platforms. The Communication Committee shall be responsible for coordinating response to media inquiries, preparing and disseminating press releases about the Association's activities, as requested by the President or committee chairpersons, and assisting with publicity for the Association's activities as needed.~~

~~The Communication Committee shall be responsible for publishing and distributing the newsletter of the Association on a monthly basis in the months of January through May and August through December. The Communication Committee shall also maintain annual volumes of the Association's newsletter, and shall have primary responsibility for the Association's web site.~~

4.12 Awards Committee. There shall be an Awards Committee that shall review requests for nominations for awards being made both by the Association and other organizations and make such nominations of the Association and its members as it shall determine with the approval of the Board of Directors.

4.13 Mentorship Committee. There shall be a Mentorship Committee that shall encourage and facilitate the mentoring of newer members of the Association and women law students through activities which further the purposes of the Association and which have been approved by the Board of Directors.

## ARTICLE V

### Meetings

5.1 Dates. The annual meeting of the Association shall be held in May of each year, and regular meetings shall be held in ~~each every~~ other month of the bar year, beginning in September and continuing through May, excluding June, July and August. Special meetings may be called at any time by the President at her discretion or upon written request of ~~ten-thirty~~ (340) full members.

5.2 Notices. The Secretary or such other person as may be designated by the President shall mail, facsimile, e-mail or post on web site a notice of all regular meetings of the Association at least ten (10) calendar days in advance and of all special meetings of the Association at least four (4) calendar days in advance to all members at their latest address as shown by the membership roll. Each notice shall state the time, place and, in the case of special meetings, the purpose of the meeting.

5.3 Quorum. At all special or regular meetings of the Association, twenty (20) full members present in person shall constitute a quorum for the transaction of business; provided that at special meeting of the Association for the purpose of endorsing candidates for judicial office in accordance with section 4.45 hereof, ~~ten-three~~ (340) full members present in person shall constitute a quorum. The President, President Elect or Vice President must be present at any special or regular meeting of the Association for Association business to be transacted at such meeting.

5.4 Public Position of the Association. Upon the written request to the President of ten (10) full members; or upon the request of the Board of Directors; or upon request of the Legislative Committee, a vote shall be taken among the voting membership to determine the position of the Association on any issue in accordance with the following procedures. The Secretary (or such other person as may be designated by the President) shall mail a notice to all members ~~of~~ the public position being requested of the Association, and at the next scheduled regular meeting of the Association (if a quorum is present), those members present shall vote on whether the Association should take a public position on the issue in question and, if so, what the public position should be. If the majority of those members present favor taking a public position on the issue, and two-thirds of those present in person are in agreement on the position to be taken, then the Association shall take the public position thereby approved, provided that all positions so taken and activities related thereto are hereby specifically limited and restricted to those permitted by the tax exempt status of the corporation. If, in the reasonable discretion of the Board of Directors, a decision on the requested public position must be made prior to the next scheduled regular meeting of the Association, the Secretary shall mail a notice to all members ~~of~~ the public position being requested of the Association and shall designate a time, date and place for a special meeting of the Association, at which time, if a quorum is present, those members present shall vote in accordance with the procedures outlined above. Electronic voting methods shall be permitted. Notwithstanding anything herein to the contrary, the Association's decision whether or not to endorse a candidate for judicial office shall be governed by Section 4.4 of these By-laws and shall not be considered a public position on an issue under this paragraph.

5.5 Order of Business. At the annual May meeting, and at other meetings of the Association, so far as the President or Chairperson may deem the same applicable, the order of business shall be as follows:

- (a) Approval of minutes of last meeting.
- (b) Report of the President.
- (c) Reports of the Secretary and the Treasurer.
- (d) Reports of standing committees.
- (e) Reports of special committees.
- (f) General business.
- (g) Election of officers.

## ARTICLE VI

### Amendments

The By-laws may be amended by a two-thirds vote of the members present and voting at any regular meeting or at any special meeting called for such purpose, provided that written notice of proposed amendments shall have been mailed to members not less than ten (10) days in advance of any such meeting.

## ARTICLE VII

### Miscellaneous

7.1. Rules of Order. All proceedings shall be governed in accordance with the standard practices and customs of the corporation. The President shall have the authority to require that the latest edition of Robert's Rules of Order shall govern any given proceeding.

7.2 Fiscal Year. The fiscal year of the Association shall begin on June 1 of each year and end on May 31 of the following year.

7.3 Seal. The seal of the corporation shall be a flat-faced circular die containing the word "SEAL" in the center and the name of the corporation around the circumference.