

CONSTITUTION
OF
IOWA ORGANIZATION OF WOMEN ATTORNEYS

ARTICLE I -- NAME

The name of this Association shall be the Iowa Organization of Women Attorneys.

ARTICLE II -- PURPOSE AND GOALS

Section 1. The purpose shall be to promote the welfare and interest of women lawyers; to maintain the honor and integrity of the profession of law; to secure justice and equality for all; and to do all things necessary to promote and advance our goals.

Section 2. The goals shall be:

- a. To promote full participation of women attorneys in all of the rights, privileges, benefits and responsibilities of the legal profession.
- b. To formulate and encourage implementation of policies on issues of statewide, national and international significance which relate to women lawyers and women as affected by the law.
- c. To cooperate with, aid and support the Iowa State Bar Association, other bar associations, and other organizations to advance the status and progress of women in society.
- d. To advance opportunities for women attorneys which provide access to positions of merit and responsibility.
- e. To promote and assist in the organization and growth of regional, district, county, and local bar associations for women.
- f. To coordinate activities and policy implementation of regional, district, county, and local bar associations for women.
- g. To provide a system of communication and support among its members.

ARTICLE III -- MEMBERSHIP

Section 1. Any person who is admitted to practice before the Bar of the State of Iowa and who subscribes to the purpose and goals as set forth in ARTICLE II shall be eligible to join as a member upon application and payment of dues.

- Section 2. Any person who is a resident of Iowa and admitted to the Bar of any other state, and who subscribes to the purpose and goals as set forth in ARTICLE II shall be eligible to join as a member upon application and payment of dues.
- Section 3. Any law student or any law graduate awaiting admission to the Bar of the State of Iowa and who subscribes to the purpose and goals as set forth in ARTICLE II shall be eligible to join as an associate member upon application and payment of dues.
- Section 4. Other categories of membership may be added by two-thirds majority vote of the Board of Directors.

ARTICLE IV -- OFFICERS

The officers of this organization shall be President, President-elect, Vice President, Secretary, and Treasurer.

ARTICLE V -- BOARD OF DIRECTORS

The Board of Directors of this organization shall be comprised of the immediate past president, all current officers, and a representative for each judicial district.

ARTICLE VI -- MEETINGS

The organization shall hold regular meetings as provided in the Bylaws and an Annual Meeting for the election of officers.

ARTICLE VII -- COMMITTEES

The organization may have both standing and special committees.

ARTICLE VIII -- AMENDMENTS

The CONSTITUTION of this organization may be amended by a two-thirds majority of members voting. Members shall have a minimum of thirty days written notice of the proposed amendment.

SIGNED THIS 25th day of February 1984 by INITIATORS:

Dean Wilder Tomlinson
 John H. T. ...
 Wilhelmina D. M. ...
 Deborah Tharndt Craig
 Arianne M. Steble
 Janice A. Gasgaard
 J. J. ...
 Lucille Anderson
 Airona L. Hansen
 Becky Fitzhugh
 Jill Thompson Hansen
 C. C. Bergstrom
 Virginia D. ...
 Marilyn ...
 Jeanne Freeman
 Cindy ...
 Barbara ...
 Nancy A. Baumgartner
 Lillian White
 M. ...

...
 Yvonne ...
 ...
 Judith H. ...
 ...
 Roxann M. Ryan
 Marie Bruce ...
 Susan S. Ekstrom
 ...
 Mary Schlichter
 ...
 Francine O'Brien Anderson
 Kristine M. Fasano
 Joni L. Keith
 ...
 Susan ...
 Carl J. ...
 ...
 Jaki K. Samuel
 ...
 ...

BY-LAWS

OF

IOWA ORGANIZATION OF WOMEN ATTORNEYS

ARTICLE I. OFFICES

- Section 1. The principal office location of the Iowa Organization of Women Attorneys shall be that of the Secretary.
- Section 2. The principal office location may be changed by the Board of Directors.

ARTICLE II. MEMBERS

- Section 1. There shall be two membership classifications:
- a. Member. Any person as defined in ARTICLE III of the CONSTITUTION (Sections 1 and 2).
 - b. Associate Member. Any person as defined in ARTICLE III of the CONSTITUTION (Section 3).
- Section 2. Membership shall be by fiscal year. In order to be a member in good standing, dues must be paid.

ARTICLE III. OFFICERS

- Section 1. Elected officers shall be President, President-elect, Vice-President, Secretary, and Treasurer.
- Section 2. The duties of officers shall be as implied by their respective titles and as specified in these By-laws or designated by the Board of Directors.
- a. President. The President shall:
 - 1. Preside at all meetings of the Organization and Board of Directors.
 - 2. Appoint committee chairpersons upon consultation with the Board of Directors.

3. Be the chief spokesperson for the Organization.
 4. Serve as ex-officio member of all committees except of the nominating committee of which he or she shall serve as a voting member.
 5. Take such actions as necessary and proper to implement the purpose and goals of this Organization.
- b. President-elect. The President-elect shall:
1. Perform the duties of the President in his or her absence.
 2. Act in an advisory capacity to the President and perform such functions as assigned by the President.
 3. Assume the office of President automatically upon the termination of the President's term of office or whenever the office of the President becomes vacant.
- c. Vice-President. The Vice-President shall:
1. Serve as liaison with and chief coordinator of all local associations.
 2. Perform such other duties as may be delegated or assigned by the President or by the Board of Directors.
 3. Serve as coordinator of the Program for the Annual Meeting.
- d. Secretary. The Secretary shall:
1. Be responsible for recording and reporting minutes of the proceedings of all official meetings of the Organization and of the Board of Directors.
 2. Be responsible for sending all notices to members.
 3. Serve as custodian for Organization records.
- e. Treasurer. The Treasurer shall:
1. Have charge of all monies of the Organization and report thereon at each regular meeting.

2. Pay all bills which have been verified by the President or a designee of the President.
3. Maintain records of all dues and forward list of paid members to the Secretary.
4. Maintain an itemized record in a permanent file of all receipts and expenditures.
5. Release to his or her successor within 30 days after expiration of her term of office all monies, records, and papers, securing a signed receipt therefor.

ARTICLE IV. BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the immediate past President, all current officers, a member representing each Judicial District, and the appointed chairpersons of each standing committee. A quorum shall consist of five persons of which at least four are officers or committee chairs.
- Section 2. Decisions of the Board shall be by simple majority of Board members voting.
- Section 3. The Board of Directors shall be responsible for the general management of the affairs of this Organization and may delegate to the officers or any standing committee authority to conduct all normal business of the Organization.
- Section 4. The representative for each Judicial District shall be elected for a two-year term at the Annual Meeting by members from their respective districts, provided that the first representatives elected from Judicial Districts 1, 3, 5, and 7 shall serve a term of one year, and thereafter, representatives from said Judicial Districts shall serve two-year terms.

ARTICLE V. COMMITTEES

- Section 1. There shall be standing committees on:
- a. Continuing Legal Education;
 - b. Iowa Bar Association Liaison;
 - c. Annual Meeting;
 - d. Local Bar Liaison;
 - e. Professional Action;

- f. Newsletter;
- g. Public Relations; and
- h. Membership.

Section 2. Additional Standing Committees may be added at the Annual Meeting by a simply majority of those members voting.

Section 3. The Board of Directors may establish such other special committees as it deems necessary to carry out the purpose and goals of this Organization.

ARTICLE VI. MEETINGS

Section 1. The Organization shall meet at least once each year. A meeting shall be designated as the Annual Meeting and shall be for the purpose of installing officers, receiving reports of officers and committees, and for other appropriate business designed to further the purpose of the Organization. Notice of the Annual Meeting shall be mailed at least 30 days prior to the date set for said meeting.

Section 2. The time and palce of the Annual Meeting shall be set by the Board of Directors.

Section 3. An agenda for the Annual Meeting should be mailed to the members at least 10 days prior to the Annual Meeting.

Section 4. The Board of Directors shall meet immediately following the Annual Meeting and at such other times as may be determined by the board. Board action may be taken by telephone poll.

ARTICLE VII. DUES

Section 1. Dues shall be \$20.00 for the fiscal year (July 1 – June 30) and thereafter shall be set by the Board of Directors at their discretion.

ARTICLE VIII. NOMINATION AND ELECTIONS

Section 1. Eligibility for Office. All officers and members of the Board of Directors must be members of the Organization as defined in Article II.

Section 2. Nominations.

- a. A Nominating Committee shall be appointed by the President at least 90 days prior to the Annual Meeting. Said committee shall consist of four members, the President of the Organization and the President-elect.

1. The Committee may solicit recommendations for nomination from members by sending to all members a standard form to include a list of offices to be filled and a request for information concerning persons qualified for these offices.
 2. The Committee shall select a slate of one or more candidates for each office.
 3. The Committee shall prepare a report of the Nominating Committee which shall be mailed to the Secretary at least 40 days prior to the Annual Meeting.
- b. Prior consent shall be obtained from all nominees.

Section 3. Elections.

- a. The Secretary shall prepare ballots containing the name of the nominee for each office and shall afford appropriate space for the insertion of an additional name for each office. The ballot so prepared shall be mailed by the Secretary to each member of the Organization in good standing at his or her last known address, as shown by the records of the Organization not less than 30 days prior to the Annual Meeting. The ballots shall be returned to the Secretary not less than 15 days prior to the Annual Meeting. The ballots so returned shall be opened and counted by the Board of Governors or a committee named by it for that purpose, at least ten days prior to the Annual Meeting and the results shall be announced at the first session thereof.
- b. The candidate receiving the majority of votes shall be elected, shall assume the duties of the office after being installed at the Annual Meeting, and shall serve until a successor is installed.
- c. Officers shall serve for a term of one year.
- d. Directors shall serve for the term of his or her respective position.

ARTICLE IX. VACANCIES

- Section 1. If a member of the Board of Directors is unwilling or unable to continue for any reason, the office shall be considered vacant. In the event of a vacancy, the remaining Board shall select a member to serve until the next Annual Meeting, with preference being given to the selection of a member from the same Judicial District as the member whose position has been vacated.

ARTICLE X. RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable, but in the event they are not consistent with these By-laws or any Special Rules of Order the organization or Board may adopt, then the specific By-laws and Special Rules of Order of the organization or Board shall prevail.

ARTICLE XI. AMENDMENTS

Section 1. These By-laws may be amended at any meeting of the Board of Directors by a two-third majority vote of the entire Board.

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MAILED

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ARTICLES OF INCORPORATION

OF

IOWA ORGANIZATION OF WOMEN ATTORNEYS

MAR 7 1965

RECEIVED
SECRETARY OF STATE

To the Secretary of State
of the State of Iowa.

We, the undersigned, acting as incorporators of a corporation under the Iowa Non-profit Corporation Act under Chapter 504A, Code of Iowa, 1963, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is the Iowa Organization of Women Attorneys.

ARTICLE II - DURATION AND EARNINGS

A. The period of its duration is perpetual unless dissolved by its membership.

B. Upon any dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of those articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) and (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - PURPOSE AND GOALS

A. The purpose or purposes for which the corporation is organized are:

1. The purpose shall be to promote the welfare and interest of women lawyers; to maintain the honor and integrity of the profession of law; to secure justice and equality for all; and to do all things necessary to promote and advance our goals.

2. The purpose shall be exclusively for charitable, literary, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) The corporation is not organized for pecuniary profit.

B. The goals shall be:

1. To promote full participation of women attorneys in all of the rights, privileges, benefits and responsibilities of the legal profession.
2. To formulate and encourage implementation of policies on issues of statewide, national and international significance which relate to women lawyers and women as affected by the law.
3. To cooperate with, aid and support the Iowa State Bar Association, other bar associations, and other organizations to advance the status and progress of women in society.
4. To advance opportunities for women attorneys which provide access to positions of merit and responsibility.
5. To promote and assist in the organization and growth of regional, district, county, and local bar associations for women.
6. To coordinate activities and policy implementation of regional, district, county, and local bar associations for women.
7. To provide a system of communication and support among its members.

ARTICLE VI - REGISTERED OFFICE

The address of the initial registered office in the State of Iowa is * Janice A. Aasgaard, P.O. Box 388 in the City of Marion, Iowa, County of Linn and the name of its initial registered agent at such address is Janice A. Aasgaard. Her street address is 1080 Ninth Avenue, Marion, Iowa 52302.

ARTICLE V - DIRECTORS

A. Initial Directors. The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jaki K. Samuelson-----	1300 United Central Bank Building, Des Moines, Iowa 50309
Janice A. Aasgaard-----	P.O. Box 388 Marion, Iowa 52302
Francine O'Brien Andersen-----	405 Tracy Street Audubon, Iowa 50025

B. Directors. Commencing with the first annual meeting, the Board of Directors of this organization shall be comprised of the immediate past president, all current officers, and a representative for each judicial district.

C. Duties. Duties of the Board of Directors shall be set forth in the By-Laws.

ARTICLE VI - DATE OF ORIGIN

The date on which the corporate existence shall begin is March 25, 1985.

ARTICLE VII - INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jaki K. Samuelson-----	1300 United Central Bank Building, Des Moines, Iowa 50309
Janice A. Aasgaard-----	P.O. Box 388 Marion, Iowa 52302
Francine O'Brien Andersen-----	405 Tracy Street Audubon, Iowa 50025

ARTICLE VIII - MEMBERSHIP

Any person who is admitted to practice before the Bar of the State of Iowa and who subscribes to the purpose and goals as set forth in Article III shall be eligible to join as a member upon application and payment of dues.

ARTICLE IX - OFFICERS

The officers of this organization shall be President, President-Elect, Vice President, Secretary, and Treasurer.

ARTICLE X - MEETINGS

The organization shall hold regular meetings as provided in the By-laws and an Annual Meeting for the election of officers.

ARTICLE XI - COMMITTEES

The organization may have both standing and special committees.

ARTICLE XII - BOOKS AND RECORDS

A. A record of the names and addresses of members entitled to vote shall be kept at the registered office.

B. Minutes shall be taken at all meetings of the membership, Board of Directors and committees and a copy kept at the registered office.

C. Books and records of account shall be kept by the Treasurer with a yearly report submitted at the annual meeting.

ARTICLE XIII - BY-LAWS

The Iowa Organization of Women Attorneys may adopt such By-Laws as may be deemed proper by said corporation. The By-Laws may be adopted at any meeting of the Board of Directors by a two-thirds majority vote of the entire Board.

ARTICLE XIV - AMENDMENTS

The Articles of Incorporation of this organization may be amended by a two-thirds majority of members voting. Members shall have a minimum of thirty days written notice of the proposed amendment.

Dated February 27, 1985.

Jaki K. Samuelson
JAKI K. SAMUELSON

Janice A. Aasgaard
JANICE A. AASGAARD

Francine O'Brien Andersen
FRANCINE O'BRIEN ANDERSEN

Incorporators

STATE OF Iowa)
COUNTY OF Audubon) ss.

On this 27th day of February,
19 85, before me, the undersigned, a notary public in and
for said county in said State, personally appeared Francine
O'Brien Anderson to me known to be the person named in
and who executed the foregoing Articles of Incorporation, and
acknowledged that Francine O'Brien Anderson executed the
same as her voluntary act and deed.

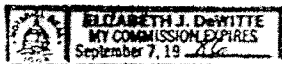
Julie S. Madison
Notary Public in and for
the State of Iowa.



STATE OF IOWA)
COUNTY OF LINN) ss.

On this 27th day of February,
19 85, before me, the undersigned, a notary public in and
for said county in said State, personally appeared JALICE A.
AASGAARD to me known to be the person named in
and who executed the foregoing Articles of Incorporation, and
acknowledged that she executed the
same as her voluntary act and deed.

Elizabeth J. DeWitte
Notary Public in and for
the State of Iowa.



STATE OF Iowa)
COUNTY OF POLK) ss.

On this 6th day of March,
19 85, before me, the undersigned, a notary public in and
for said county in said State, personally appeared Jack
Samuelson to me known to be the person named in
and who executed the foregoing Articles of Incorporation, and
acknowledged that she executed the
same as her voluntary act and deed.



Cynthia Schalinske
Notary Public in and for
the State of Iowa.

FILED IN THE CLERK'S OFFICE OF THE CLERK OF THE SUPREME COURT OF THE STATE OF IOWA
B-45
144
March 7, 1985
Clerk of the Supreme Court
State of Iowa
20.00
Audubon, Ia.
50025

SIGNED THIS 25th day of February 1984 by INITIATORS:

Leo P. Reed

Dean Wilder Tomlinson
John H. T. ...
Wilhelmina O. M. ...
Deborah Tharndt Craig
Ariane M. Stable
Janice A. Gasgaard
J. F. ...
Lucille Anderson
Arona L. Hansen
Becky Fitz ...
Jill Thompson Hansen
Carl C. Bergstrom
Virginia D. ...
Paulyn ...
Jeannine Freeman
... ..
Racine ...
Nancy A. Baumgartner
Lillian White
... ..

Yasha Bryan
... ..
Judith H. Ruffo
... ..
Roxann M. Ryan
Marie Prince Chan
Susan S. Ekstrom
... ..
Mary Schlick
... ..
Frenece O'Brien Anderson
Kristine M. Fasaro
Joni L. Keith
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Carl J. ...
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Jaki K. Samuel
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