

FIFTH AMENDED AND RESTATED BYLAWS

OF

**THE ASSOCIATION FOR WOMEN LAWYERS
OF GREATER KANSAS CITY**

Effective January 1, 2009

ARTICLE I

PURPOSES AND RESTRICTIONS

Section 1. Purpose. The purpose of The Association for Women Lawyers of Greater Kansas City (the "Corporation") shall be to promote the equality of women and others within society in general and within the legal profession in particular.

Section 2. Means of Achieving Purpose. The means of achieving the Corporation's purpose may include:

- (a) Providing women lawyers with a forum for the exchange of ideas and stimulation and motivation to advance within the legal profession;
- (b) Providing continuing legal education programs consistent with the purpose of the Corporation;
- (c) Engaging in efforts to eliminate bias in society against women and others;
- (d) Supporting philanthropically and otherwise efforts within the community to address the plight of women, children and others consistent with the stated purpose of this organization;
- (e) Facilitating the involvement of women in and providing a united effort for the appointment of women to positions of leadership within local, state and national bar associations;
- (f) Facilitating the involvement of women in and providing a united effort for the appointment of women to government boards and civic boards and commissions;
- (g) Facilitating the involvement of women in and providing a united effort for the appointment of women to the judiciary;
- (h) Providing a forum for the exchange of career enhancing information and ideas;
and

- (i) Encouraging the Membership to become involved in supporting women in their individual efforts to achieve the Corporation's purpose, including, but not limited to, supporting women who seek appointment to, or leadership positions in, the bar, governmental entities, civic groups or the judiciary.

Section 3. No Personal Inurement. No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payment and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

ARTICLE II

MEMBERSHIP

Section 1. Composition of Membership. The Membership of the Corporation shall be composed of Active, Associate, Affiliate, and Honorary Members.

- (a) Active Membership is open to any licensed attorney in good standing by timely payment of dues.
- (b) Associate Membership is open to any law student attending law school, law school graduate not licensed to practice, or legal assistant.
- (c) Affiliate Membership is provided to non-lawyers, who support the Corporation, its mission and the greater Kansas City legal community.
- (d) Honorary Membership is provided to members of the judiciary and any other persons who are elected by the Board of Directors and who have attained unusual distinction in the Bar or have contributed substantially to the enhancement of the legal profession. Such designation would be appropriate for speakers or guests from other associations. Honorary Members shall not be required to pay dues.
- (e) Voting shall be limited to those who are Active Members of the Corporation.

Section 2. No Ownership Rights of Membership. The Members of the Corporation shall have no ownership rights in the assets of the Corporation, but may receive the right to enjoy the benefits of the Corporation so long as they pay their dues (if required by their Membership status), and comply with such Membership rules and regulations as may be established from time to time by the Board of Directors.

Section 3. Liabilities of Membership. A Member shall not be liable for the debts of the Corporation, except for a Member's personal liability for dues, and liens and the like imposed pursuant to a recorded instrument relating to real property.

Section 4. Transfer of Membership. A Member's rights may not be transferred.

Section 5. Expulsion of Members. Members of the Corporation may be expelled, terminated or suspended for such cause as the Board deems fair and reasonable under the circumstances. The Board shall provide not less than fifteen (15) days prior written notice of the expulsion, termination or suspension of any Member (other than an Honorary Member who may be expelled, terminated or suspended without notice or an opportunity for a hearing) and the reasons therefor. The Board or a duly authorized committee thereof shall provide such Member with an opportunity for the Member to be heard, orally or in writing, not less than five (5) days prior to the effective date of the expulsion, termination or suspension. Any written notice given by mail must be given by first class or certified mail sent to the last address of the Member shown on the Corporation's records.

Section 6. Resignation of Members. A Member may resign at any time, but such resignation shall not relieve the Member from any obligations the Member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.

Section 7. Dues. Dues are payable for the next calendar year at the time of the December meeting each year or upon admission to Membership and are delinquent on January 15. The amount of dues shall be established by the Board of Directors.

ARTICLE III

MEMBERSHIP MEETINGS AND ACTIONS

Section 1. Place. All meetings of the Membership shall be held at such place within or without the State of Missouri as may be selected by the Board. Only Active Members shall be permitted to participate in Membership meetings and to otherwise act or vote on Membership matters.

Section 2. Annual Meeting. The Active Members shall hold an annual meeting each year for the election of directors and officers and for such other business as may properly come before the meeting. Unless the Board otherwise specifies, the annual meeting of the Active Members shall be held in December of each year. At the annual meeting the President shall report on the activities and financial condition of the Corporation, and the Active Members shall consider and act upon such other matters as may be raised consistent with the notice provided in Section 4(a) of this Article.

Section 3. Regular and Special Meetings. The Board may establish a schedule for regular meetings of the Active Members. Special meetings of the Active Members may be called at any time by the Board, or by Active Members having five percent (5%) of all votes.

Section 4. Notice of Membership Meetings. All meetings of the Active Members must be preceded by at least ten (10) days (but no more than sixty (60) days) notice to each Active Member of the date and time of the meeting. The notice need not specify the purpose of the meeting unless required by the Articles of Incorporation or the Missouri Nonprofit Corporation Act (the "Act"), except that:

- (a) Notice of an annual or regular meeting must include a description of any matters which must be approved by the Active Members under § 355.416 of the Act (conflict of interest transactions), § 355.476 of the Act (indemnification of

persons), § 355.561 of the Act (amendment of articles of incorporation), § 355.596 of the Act (amendment of bylaws), § 355.631 of the Act (approval of articles of merger), § 355.656 of the Act (disposition of substantially all of the Corporation's assets), or §§ 355.666 and 355.671 of the Act (dissolution of the Corporation); and

- (b) Notice of a special meeting must include a description of the matters for which the meeting is called.

Section 5. Notice Procedures. Any notice required by these Bylaws shall be effective if communicated in writing by personal delivery, telecopy, telegraph, teletype, electronic mail, other form of wire or wireless communication or by mail or private carrier. The notice shall be correctly addressed if addressed to an Active Member's address, telecopy number or electronic mail address shown in the current list of Active Members. The notice shall be effective at the earliest of the following:

- (a) When received; or
- (b) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed; or
- (e) At the time printed on the telecopy; or
- (f) Electronic mail on the day it is shown as delivered.

Section 6. Persons Authorized to Execute Notice. Notice of an annual, regular or special meeting of the Active Members of the Corporation shall be signed by the President, Secretary or any other officer of the Corporation under the authority of the person authorized by these Bylaws to call such meetings.

Section 7. Waiver of Notice. An Active Member may at any time waive any notice required by the Act, the Articles of Incorporation, or these Bylaws. The waiver must be in writing and filed with the minutes of the meeting. An Active Member's attendance at or participation in a meeting waives any required notice of the meeting unless the Active Member upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws, objects to lack of notice and does not vote for or assent to the objected to action.

Section 8. Quorum. The lesser of fifteen (15) Active Members or ten percent (10%) of Active Members shall constitute a quorum for the transaction of business, except that one third (1/3) of Active Members shall be required for voting on matters at an annual or regular

meeting unless the matters to be voted on are described in the meeting notice. The act of the majority of the Active Members present at a meeting at which a quorum is present shall be the act of the Membership. Each Active Member is entitled to one vote.

Section 9. Action by Membership without Meeting. Action required or permitted to be taken by the Active Members may be taken without a meeting if:

- (a) The Corporation delivers a written ballot to every Active Member entitled to vote on the matter. A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations of votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of directors, and (c) specify the time by which a ballot must be received by the Corporation in order to be counted.

or

- (b) The action is approved by Active Members holding at least eighty percent (80%) of the voting power. The action must be evidenced by written consents describing the action taken, signed by those Active Members representing at least eighty percent (80%) of the voting power, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The record date for determining the Active Members entitled to take action without a meeting is the date the first Active Member signs the consent. Written notice of Active Member approval pursuant to this subsection shall be given to all Active Members who have not signed the written consent, and approval of the Active Members shall be effective ten (10) days after such written notice is given.

Section 10. Proxies. An Active Member may appoint another Active Member as a proxy to vote or otherwise act for such Active Member by signing an appointment form either personally or by an attorney-in-fact. An appointment by proxy is effective when received by the Secretary of the Corporation, or any other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form, but no proxy shall be valid for more than three (3) years from the date of the appointment's execution. The appointment of a proxy shall be revocable at will by the Active Member. The death or incapacity of the Active Member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary of the Corporation, or any other officer or agent authorized to tabulate votes, before the proxy exercise authority under the appointment. Appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person, or signing and delivering to the Secretary of the Corporation, or any other officer or agent authorized to tabulate votes either a written statement of the proxy is revoked or a subsequent appointment form.

Section 11. Record Date and List of Members. The record date for the purpose of determining the Active Members entitled to notice of a meeting of the Active Members shall be the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held. After fixing a record date for a notice of a meeting, the Corporation may prepare an alphabetical list of the names of all of its Active Members who are entitled to vote at the annual meeting. The list shall be available for inspection by an Active Member for the purpose of communication with other Active Members concerning the meeting, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list shall also be available for inspection at the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Management. The property, business and affairs of the Corporation shall be controlled and managed by the Board of Directors.

Section 2. Number, Classification and Terms. The Board of Directors shall be composed of twenty-four (24) persons, all of whom shall be Active Members. The following shall be the officers and/or chairs, Corporation's President, the President-Elect, the Secretary, the Assistant Secretary, the Treasurer, the Immediate Past President, the Awards and Scholarship Chair and Vice-Chair, Membership Chair and Vice-Chair, Community Support Chair and Vice-Chair, Social Activities Chair and Vice-Chair, CLE Chair and Vice-Chair and the Judicial Chair and Vice Chair. There shall be six (6) at-large members on the Board of Directors. All Board members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal.

Section 3. Election of Directors. At each annual meeting of the Active Members, the Active Members shall elect the directors. All directors shall hold office from January 1 to December 31, and until their successors shall have been elected and qualified. Elections of directors need not be by written ballot. Nominations for all offices shall be by Nominating Committee or orally by an Active Member who is present at the annual meeting at which the elections are to be held. Oral nominations shall be seconded by another Active Member.

Section 4. Qualifications. Every Active Member in good standing of the Corporation is eligible for nomination and election to any office, provided, however, that:

- (a) No Active Member may hold more than one (1) office of the Corporation simultaneously.
- (b) No Active Member may be nominated and elected to the office of President-Elect who has not been an officer for one year.
- (c) No Active Member may be nominated and elected to the office of President who has not been the President-Elect for one year or an officer for one year.

Section 5. Vacancies. Whenever any vacancy of the members of the Board shall occur due to death, resignation or otherwise, the remaining directors or a majority of them may fill the vacancy or vacancies until a successor or successors shall be elected at an annual meeting of the Active Members.

Section 6. Removal. At a meeting called expressly for that purpose, a director may be removed with or without cause, by the number of votes that would be sufficient to elect a director at a meeting to elect directors, or by a vote of two-thirds (2/3) of the directors then in office, but a director elected by the Board to fill a vacancy of a director elected by the Active Members may be removed without cause by the Active Members, but not by the Board. A director may also be removed by an amendment to the Articles of Incorporation or these Bylaws that deletes or changes the office held by a director. Additionally, the Board by a majority vote of the directors then in office may remove any director who fails to attend the number of meetings specified elsewhere in these Bylaws.

ARTICLE V

BOARD MEMBERS MEETINGS AND ACTIONS

Section 1. Place. All meetings of the directors shall be held at such place within or without the State of Missouri as may be selected by the President or the Board.

Section 2. Annual Meeting. The Board may hold an annual meeting each year for the conduct of such business as may properly come before the meeting.

Section 3. Regular and Special Meetings. The Board may establish a schedule for regular meetings of the Board. Special meetings of the Board may be called at any time by the President, the Board, or upon the written request of three or more directors.

Section 4. Notice of Directors Meetings. Annual meetings and regular meetings of the Board may be held without further notice. All other meetings of the Board must be preceded by at least three (3) days notice to each director of the date and time of the meeting. The notice need not specify the purpose of the meeting unless required by the Articles of Incorporation or the Act.

Section 5. Notice Procedures. Any Notice required by these Bylaws shall be effective if communicated in writing by personal delivery, telecopy, telegraph, teletype, other form of wire or wireless communication or by mail or private carrier. The notice shall be correctly addressed if addressed to a director's address, telecopy number or electronic mail address shown in the current list of directors. The notice shall be effective at the earliest of the following:

- (a) When received; or
- (b) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; or

- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed; or
- (e) On the day shown as delivered via electronic mail.

Section 6. Persons Authorized to Execute Notice. Notice of an annual or special meeting of the directors of the Corporation shall be signed by the President, Secretary or any other officer of the Corporation under the authority of the person authorized by these Bylaws to call such meetings.

Section 7. Waiver of Notice. A director may at any time waive any notice required by the Act, the Articles of Incorporation, or these Bylaws. The waiver must be in writing and filed with the minutes of the meeting. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws, objects to lack of notice and does not vote for or assent to the objected to action.

Section 8. Participation by Telephone, etc. Directors may participate in any meeting by any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 9. Quorum. One-third (1/3) of the board in office immediately before a meeting begins shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 10. Action by Directors Without Meeting. Action required or permitted to be taken by the Board may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action so taken is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 11. Attendance. Each director shall attend at least 70% of all regular or special meetings of the Board.

ARTICLE VI

COMMITTEES

Section 1. The Board may create one or more committees of the Board and appoint members of the Board to serve on them. Each committee shall have two (2) or more directors,

who will serve at the pleasure of the Board. The creation of a committee and appointment of members to it must be approved by a majority of the directors then in office. Section 1 and Sections 3 through 10 of Article V of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to committees of the Board and committee members as well. To the extent specified by the Board or these Bylaws, each committee of the Board may exercise the Board's authority under Section 1 of Article IV, except that a committee may not:

- (a) Authorize distributions to directors, officers, agents or employees except in exchange for value received;
- (b) Approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (c) Elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or
- (d) Adopt, amend or repeal the Articles of Incorporation or these Bylaws.

Section 2. Nominating Committee. There shall be a Nominating Committee which shall be selected and chaired by the Immediate Past President. The committee shall be comprised of an attorney from the plaintiff's bar, the defense bar, transactional or general practice bar, corporate counsel and government service whenever possible. The committee shall include attorneys from Clay, Platte and Jackson Counties in Missouri and from Johnson and Wyandotte Counties in Kansas whenever possible. The committee shall include minority attorneys whenever possible.

The committee shall convene no later than thirty (30) days prior to the Annual Meeting and shall notify the nominees of their nominations in writing no later than fifteen (15) days prior to the Annual Meeting.

In making its nominations, the committee shall make every effort to provide a slate of officers who reflect ethnic, geographic and practice diversity.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, the President-Elect, the Secretary, the Assistant Secretary, the Treasurer, and the Immediate Past President.

Section 2. Appointment and Term. The officers shall be elected or appointed annually as provided in Article III, Section 2 hereof, and shall hold office until the end of the fiscal year or until their sooner death, resignation or removal.

Section 3. Removal. The Board may remove any officer at any time, with or without cause. The appointment of an officer does not create contract rights.

Section 4. Vacancies. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office, although less than a majority of the entire Board, by a majority vote of those voting, may appoint a successor or successors for the unexpired term.

Section 5. Compensation and Reimbursement of Officers and Agents. The officers of the Corporation shall serve without compensation, but may be authorized to receive reimbursement of expenditures made on behalf of the Corporation, for, or by, such other officers and agents as the Board may from time to time see fit to authorize.

ARTICLE VIII

AUTHORITY AND DUTIES OF OFFICERS

Section 1. President. Unless the Board otherwise provides, the President shall be the chief executive officer of the Corporation with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation.

The President shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the directors to delegate any specific powers to any other officer or officers of the Corporation.

The President shall preside at all meetings of the Board.

The President, along with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board may sign deeds, conveyances, bonds, mortgages, contracts or other instruments which the Board has authorized to be executed, and unless the Board shall order otherwise by resolution, the President may borrow such funds, make such contracts, and execute such agreements, financing statements, certificates, documents and other instruments as may be incident thereto, as the ordinary conduct of the Corporation's business may require.

Unless the Board otherwise provides, the President or any person designated in writing by the President may (i) attend meetings of stockholders of other corporations to represent the Corporation thereat and to vote or take action with respect to the shares of any such corporation owned by this Corporation in such manner as the President or the President's designee may determine, and (ii) execute and deliver written consents, waivers of notice and proxies for and in the name of the Corporation with respect to any such shares owned by the Corporation.

The President shall, unless the Board provides otherwise, be an ex-officio member of all standing committees.

The President shall schedule Board meetings. The President may coordinate the selection of the Woman of the Year, Judge of the Year Awards and Firm Recognition Awards. The President may give annually a President's Award to honor an individual who has made a significant contribution to AWL. The President shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

The President shall be the spokesperson for the Corporation with the media. *Proviso:* Contacts made by a representative of the media shall be referred to the President, or in the President's absence, to the President-Elect. Neither the President, the President-Elect, nor any other officer or member of the Board of Directors, in their capacity as an officer or Board member, shall take a public position to be attributed to the Corporation or the Board on a potentially controversial issue, unless such position has been approved previously by a majority vote of either the Corporation or the Board of Directors. A "potentially controversial issue" is defined as a political, religious, ideological or philosophical issue upon which there is a known or reasonably anticipated disagreement among the Corporation's membership. When time permits, the preferred method of communication with representatives of the media shall be by written press release.

The President may, at his/her option, appoint ad hoc committees as the need may arise.

Section 2. President Elect. The President-Elect shall perform all functions of the office of President in the President's absence.

The President-Elect shall plan and organize the Annual Meeting and be responsible for the AWL post office box.

The President-Elect shall otherwise fulfill the duties of an officer as defined in these Bylaws and to perform such other duties as delegated by the President or the Board of Directors.

Section 3. Immediate Past-President. The Immediate Past-President shall serve as an advisor to the Board and shall otherwise fulfill the duties of an officer as defined in these Bylaws and to perform such other duties as delegated by the President or the Board of Directors.

Section 4. The Secretary. The Secretary may attend all meetings of the Active Members, the Board, and any Committee of the Board and act as clerk thereof, and shall record all votes and the minutes of all proceedings in a minute book to be kept for that purpose. The Secretary shall maintain the Corporate Minute Book and serve as editor of the Corporation's newsletter, The AWL Link. The Secretary shall perform such other duties as may be prescribed from time to time by the Board or the President, under whose supervision the Secretary shall be. In general, the Secretary shall perform all duties incident to the office of secretary of a corporation.

The Assistant Secretary. The Assistant Secretary shall act as temporary secretary in the absence of the Secretary and shall perform or assist in performing any of the duties of the Secretary at the direction of the Secretary. If the Board or President so chooses, the Assistant Secretary shall maintain the Corporation's website and online Membership directory. The Assistant Secretary shall perform such other duties as may be prescribed from time to time by the Board, the President or the Secretary, under whose supervision the Assistant Secretary shall be.

Section 5. The Treasurer. Any Treasurer appointed by the Board shall hold office for such period and shall have such authority and perform such duties as the Board or President may prescribe. The Treasurer shall furnish such bond or bonds as the Board may require.

The Treasurer shall have responsibility for the funds and securities of the Corporation; the Treasurer shall receive and give receipts for moneys due and payable to the Corporation from

any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors or by any officer of the Corporation to whom such authority has been granted by the Board of Directors.

The Treasurer shall disburse or permit to be disbursed the funds of the Corporation as may be ordered or authorized generally by the Board.

The Treasurer shall render to the Board or the President at monthly Board meetings or whenever they may require it an account of all of his or her transactions as Treasurer and of those under the Treasurer's jurisdiction and of the financial condition of the Corporation.

The Treasurer shall be responsible for making sure a corporate income tax return is filed each year as appropriate.

In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President, the Board of Directors, or these Bylaws.

Section 6. Awards and Scholarship Chair and Vice-Chair. The Awards and Scholarship Chair and Vice-Chair shall keep track of and make recommendations to the Board for various awards that are handed out to individuals and companies throughout the year; and supervise the Corporation's Scholarship Committee and coordinate the selection of an appropriate scholarship recipient each year, and shall perform such other duties as may be prescribed from time to time by the Board or the President, under whose supervision the Scholarship Chair and Vice-Chair shall be.

Section 7. Judicial Chair and Vice Chair. The Judicial Chair and Vice Chair shall follow judicial vacancies as they occur and notify the Membership of vacancies in a timely fashion; shall encourage Members to apply for judicial appointments and gather and share information about the appointment process; and shall perform such other duties as may be prescribed from time to time by the Board or the President, under whose supervision the Judicial Chair and Vice-Chair shall be.

Section 8. Membership Chair and Vice-Chair. The Membership Chair and Vice-Chair shall maintain a current list of the Membership; shall encourage participation in the Corporation; shall recruit new Members and promote retention of current Members; shall coordinate the publication of the Corporation's Membership Directory; and shall perform such other duties as may be prescribed from time to time by the Board or the President, under whose supervision the Membership Chair and Vice-Chair shall be.

Section 9. Community Support Chair and Vice-Chair. The Community Support Chair and Vice-Chair shall develop a plan for charitable gifts and involvement by the Corporation, and shall perform such other duties as may be prescribed from time to time by the Board or the President, under whose supervision the Community Support Chair and Vice-Chair shall be.

Section 10. Social Activities Chair and Vice-Chair. The Social Activities Chair and Vice-Chair shall plan social events throughout the year for Membership to attend to network and

socialize, including the Spring Judicial Reception and the Past Presidents' Reception, and shall perform such other duties as may be prescribed from time to time by the Board or the President, under whose supervision the Social Activities Chair and Vice-Chair shall be.

Section 11. Continuing Legal Education Chair and Vice-Chair: The Continuing Legal Education (CLE) Chair and Vice Chair shall plan seminars throughout the year for Active Members and other attorneys to attend as the Board deems appropriate, and shall perform such other duties as may be prescribed from time to time by the Board or the President, under whose supervision the CLE Chair and Vice-Chair shall be.

ARTICLE IX

SIGNATURE AUTHORITY AND REPRESENTATION

Section 1. Contracts, Checks, etc. The officer or agent that the Board of Directors designates shall sign all contracts and agreements that the Board or these Bylaws authorize, as well as all checks, drafts, bills of exchange, or other orders for payment of indebtedness that the Corporation has issued in its name. Designation of those with authority to sign for the Corporation may be general or for a specific purpose. The Board may authorize the use of facsimile signatures on any document.

Section 2. Proxies in Respect of Securities of Other Corporations. Unless the Board of Directors provides otherwise, the President or in the President's absence or disability a Vice President may from time to time appoint an attorney or an agent to exercise, in the name and on behalf of the Corporation, the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation to vote or to consent in respect of that stock or those securities. The President or in the President's absence or disability a Vice President may instruct the appointed person or persons as to the manner of exercising the powers and rights, and the President or in the President's absence or disability a Vice President may execute or cause to be executed in the name and on behalf of the Corporation all written proxies, powers of attorney, or other written instruments that the President or in the President's absence or disability a Vice President deems necessary in order for the Corporation to exercise those powers and rights.

ARTICLE X

INDEMNIFICATION

Section 1. Right to Indemnification. Subject to the provisions of Section 3 of this Article, the Corporation shall indemnify each person who is or was a director or officer of the Corporation or who, at the request of the Corporation, is or was serving as a director or officer of another enterprise (as defined in Section 2 of this Article), against any and all liability, loss and expense (including attorneys' fees, judgments, fines, excise taxes, penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), to which such person is or was or is threatened to be made a party, or of which such person is or was or is threatened to be made a subject, by reason of (a) such person's being or having been a director or officer of the

Corporation or of such other enterprise, (b) any actual or alleged action or omission of such person in an official capacity as a director or officer of the Corporation or of such other enterprise or (c) any actual or alleged action or omission of such person in any other capacity for the Corporation or such other enterprise while serving as a director or officer of the Corporation or such other enterprise. The right to indemnification conferred in this Section shall include the right to payment or reimbursement by the Corporation, in advance of the final disposition of any such proceeding, of the expenses incurred in defending such proceeding; provided, however, that the payment or reimbursement of any such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person seeking such payment or reimbursement, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Section or otherwise.

Section 2. Certain Definitions. For purposes of this Article, the following terms shall have the meanings indicated:

- (a) The term "enterprise" shall include any corporation (whether for profit or not-for-profit), political action committee, partnership, joint venture, trust, employee benefit plan (as defined in the Employee Retirement Income Security Act of 1974, hereinafter referred to as "ERISA") or association.
- (b) A person shall be deemed to be or to have been "serving at the request of the Corporation" as a director or officer of an enterprise if (1)(a) the enterprise is or was a subsidiary of the Corporation or is or was an employee benefit plan or trust established or maintained by the Corporation or a subsidiary of the Corporation, and (b) the Board of Directors did not adopt, prior to the person's acceptance of his or her position as a director or officer of the enterprise, a resolution stating that his or her service as such had not been requested by the Corporation, or (2) the Board of Directors has adopted a resolution expressly declaring that the person's service as an officer or director of the enterprise is or was requested by the Corporation.
- (c) The term "officer," shall include any general partner of a partnership, any trustee of a trust and any "fiduciary" (as defined in ERISA) of an employee benefit plan.
- (d) The phrase "insurance policy" shall include any policy of commercial insurance and any indemnity agreement or arrangement with any enterprise.
- (e) The term "subsidiary," when used with respect to the Corporation, shall include any enterprise more than 50% of the outstanding voting securities of which (or, if the enterprise has no outstanding voting securities, more than 50% of such other indicia of ownership of such enterprise as may exist) are owned of record or beneficially by the Corporation.

Section 3. Certain Limits on Indemnity. Notwithstanding anything contained in this Article to the contrary, the Corporation shall not be liable, unless otherwise provided by separate written agreement, bylaw or other provision for indemnity, to provide indemnity to any person:

- (a) from or on account of conduct which is finally adjudged by a court of competent jurisdiction to have been knowingly fraudulent, deliberately dishonest or willful misconduct, or against any liability, loss or expense incurred in connection with any proceeding arising out of any such conduct;
- (b) against any expense incurred in connection with any proceeding, counterclaim, cross claim or third party claim initiated or made by such person without the prior authorization of the Board of Directors;
- (c) against any liability, loss or expense covered by a valid and collectible insurance policy;
- (d) against any amount paid in settlement without the prior authorization of the Board of Directors, which authorization shall not be unreasonably withheld;
- (e) against any liability, loss or expense incurred or suffered in connection with a criminal proceeding or a proceeding, counterclaim, crossclaim or third party claim initiated or made by the Corporation or a subsidiary of the Corporation, against such person, if the Board of Directors, at any time prior to the expiration of ninety (90) days following the Corporation's receipt of a written statement of a claim for indemnity, determines to deny indemnity to such person by vote of (i) a majority of all directors in office at the time of the vote and (ii) a majority of a group of such directors which constitutes a majority of the directors in office at the time of the first action or omission of the person claiming indemnity (or, if no such action or omission is alleged, the transaction or occurrence) on which the proceeding or claim is based or out of which it arises.

Any indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standards of conduct set forth in § 355.476 of the Act, as hereafter amended. Such determination shall be made by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the Active Members.

Section 4. Rights to Indemnity Shall be Contractual and Continuing. The provisions of this Article shall be deemed to be a contract between the Corporation and each person who serves as a director or officer of the Corporation, or at the request of the Corporation as a director or officer of another enterprise, at any time while such provisions are in effect. The provisions of this Article shall continue in force as to a person who has ceased to be a director or officer of the Corporation or of another enterprise as to actions, omissions, transactions and occurrences during such person's service as a director or officer, and they shall inure to the benefit of such a person's heirs, executors, administrators and personal representatives. Such provisions may be limited or qualified as to service occurring subsequent to such limitation or qualification by action of the Board of Directors and as to past service in certain circumstances as provided in Section 3(e); provided, however, that neither any such limitation or qualification nor any other repeal or amendment of this Article shall affect any right or obligation then existing with respect to any state of facts then or theretofore existing or any action, suit or

proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts, except as provided in Section 3(e).

Section 5. Certain Procedural Matters.

- (a) In the event any payment is made by the Corporation to or on behalf of a person entitled or claiming to be entitled to indemnity under this Article, the Corporation shall be subrogated, to the extent of such payment, to any and all rights of such person to indemnity, contribution or other payment from other persons.
- (b) The Corporation shall be entitled to participate at its expense in any proceeding in connection with which a person may be entitled to indemnity under this Article, and it may assume the defense thereof with counsel satisfactory to such person unless such person reasonably concludes that there may be a conflict of interest between the Corporation and such person in the conduct of such defense.
- (c) If a claim under Section 1 of this Article is not paid in full by the Corporation within ninety (90) days after a written statement of such claim is received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to recover from the Corporation the expense (including reasonable attorneys' fees) of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been delivered to the Corporation) that the claimant's conduct was knowingly fraudulent, deliberately dishonest or willful misconduct or that some other limitation under Section 3 applies, but the burden of proving any such defense shall be on the Corporation.

Section 6. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles, any statute, bylaw, agreement, or vote of shareholders or disinterested directors, or otherwise.

Section 7. Other Employees and Agents. The Board may, by resolution, extend the benefits of this Article to selected employees and agents of the Corporation or of another enterprise who are not directors or officers. Any such extension shall be either for a definite term or for an indefinite term, which may be terminated by action of the Board of Directors without prior notice. Any person to whom the benefits of this Article are extended as herein provided shall, during the term of such extension, be deemed a director or officer of the Corporation for purposes of this Article only.

Section 8. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself, another enterprise or any director, officer, employee or agent of the Corporation or another enterprise against any liability, loss or expense, whether or not the Corporation would have the power to indemnify such person or enterprise against such liability, loss or expense under the provisions of this Article or applicable law.

Section 9. Retroactivity. The provisions of this Article shall apply retroactively to service rendered as a director or officer prior to the adoption of this Article.

Section 10. Severability. Should any provision of this Article for any reason be finally adjudged by any court of competent jurisdiction to be invalid or unenforceable, such judgment shall not affect, impair or invalidate the remainder of the provisions of this Article, but shall be confined in its operation to the provision determined invalid or unenforceable.

ARTICLE XI

CONFLICT OF INTEREST TRANSACTIONS

No contract or transaction between the Corporation and one or more of its non-compensated directors, or between the Corporation and any other limited liability company, corporation, partnership, association or other organization in which one or more of its non-compensated directors are members, directors, officers, or have a material financial interest, shall be void or voidable solely for this reason or solely because the director is present at or participates in the meeting of the Board or Active Members which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if, as applicable:

- (a) The material facts as to such person's relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Board; or
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Active Members.

ARTICLE XII

ENDORSEMENTS

It shall not be the purpose of the Corporation to endorse and/or financially support candidates for elected public office or to advance any partisan political cause or position. The Corporation, upon approval by the Board may formally endorse candidates for appointment to positions of leadership, judicial positions or Bar Association positions. The Corporation shall encourage women to apply for such positions and provide information and networking opportunities related to the application process. Individual members of the Corporation are encouraged to support women applicants for such positions.

ARTICLE XIII

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal calendar year for the Corporation shall be the year ending December 31.

Section 2. Seal. Documents executed by the Corporation need not contain a seal; provided, however, if the Board of Directors decides to adopt a seal of the Corporation, it shall be circular in form, shall bear the name of the Corporation, and shall contain the following words: "CORPORATE SEAL MISSOURI."

Section 3. Amendments to Articles of Incorporation. Except as otherwise provided in the Articles of Incorporation or as required by the Act, the Articles of Incorporation, may be amended or restated as follows:

- (a) The Board may adopt one or more amendments to Articles of Incorporation without Active Member approval to extend the duration of the Corporation, to delete the names and addresses of the initial directors, to delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Missouri Secretary of State, to make limited changes to the name of the Corporation as permitted under § 355.556 of the Act, or to make any other changes expressly permitted by the Act to be made by director action.
- (b) If the Corporation has no Active Members, the Board may adopt one or more amendments to Articles of Incorporation, subject to the approval in writing by any person or persons whose approval is required by the Articles of Incorporation or another provision of these Bylaws.
- (c) All other amendments shall be adopted by:
 - (i) The Board, if the amendment does not relate to the number of directors, the composition of the board, the term of office of the directors or the method or way in which directors are elected or selected; and
 - (ii) The Active Members by two-thirds (2/3) of the votes cast at a meeting at which a quorum is present or by a majority of the Active Members, whichever is less; and
 - (iii) In writing by any person or persons whose approval is required by the Articles of Incorporation or another provision of these Bylaws.

Section 4. Amendments to Bylaws. These Bylaws, or any of them, or any additional or supplementary Bylaws, may be amended, repealed, or restated, or new Bylaws adopted at any annual or special meetings of the Board and Active Members. The amendments shall be adopted by:

- (a) The Board, if the amendment does not relate to the number of directors, the composition of the board, the term of office of the directors or the method or way in which directors are elected or selected; and
- (b) The Active Members by two-thirds (2/3) of the votes cast at a meeting at which a quorum is present or a majority of the Active Members, whichever is less; and
- (c) In writing by any person or persons whose approval is required by the Articles of Incorporation or another provision of these Bylaws.

Section 5. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all meetings of the Board and of Committees of the Board, except as otherwise provided hereunder or in the Articles of Incorporation.

Section 6. Interpretation. Whenever the context indicates, the feminine gender in these Bylaws shall include the masculine and neuter, and the singular shall include the plural or vice versa. The headings are solely for organization, convenience, and clarity. They do not define, limit, or describe the scope of these Bylaws or the intent in any of the provisions.

Section 7. Inoperative Portion. If any portion of these Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that the portion held invalid or inoperative manifests.

CERTIFICATION

The undersigned Secretary of the Corporation does hereby certify that the foregoing Bylaws were duly adopted by the affirmative vote of the Active Members at a meeting properly called, noticed and convened on December ____, 2008, in accordance with the Articles of Incorporation and applicable law, and that the same remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this _____ day of December, 2008.

Secretary