

**FIRST AMENDED AND RESTATED BY-LAWS**  
**of**  
**WOMEN IN THE LAW DIVISION ("WLD")**  
**of the**  
**ALLEGHENY COUNTY BAR ASSOCIATION**

ARTICLE I

Name and Purpose

Section 1. This Division of The Allegheny County Bar Association shall be known as the Women in the Law Division of the Allegheny County Bar Association.

Section 2. The purpose of the Division is to provide its members with an effective means of participating in activities of The Allegheny County Bar Association (hereinafter the "Bar Association") and other activities directed toward improving the administration of justice and promoting the public welfare.

More specifically, this Division will provide a forum to advocate, provide professional development, and mentorship opportunities, and research and address issues, opportunities, and challenges related to its members, and celebrate its members achievements and to advise the Bar Association of the needs, challenges, and demands of its members. This Division shall develop education, networking, public service programs, and any other service that it deems will assist members of the Bar Association.

ARTICLE II

Membership

Any member identifying as a woman, of the Bar Association in good standing shall be a member. Any other member of the Bar Association in good standing wishing to join this Division may do so by giving notice to the Chair.

## ARTICLE III

### Officers

Section 1. The officers of the Division shall consist of the Chair, Chair-elect, Treasurer and Secretary, who shall be elected at the time of the annual meeting. The Chair-elect shall become the Chair the year following her or his election. Each officer shall hold that office for a one-year term or until her or his successor is elected.

Section 2. The Chair shall preside at all meetings, manage the affairs of the Division, appoint and form committees, report on the activities of the Division to the Board of Governors of the Bar Association, and to the Bar Association when called for, and perform such other duties as usually pertain to the office of the Chair or as may be assigned by the Board of Governors of the Bar Association or by the Executive Council of this Division.

Section 3. The Chair-elect shall perform the duties of the Chair in the event of the latter's inability to act because of absence or other reason, and shall perform other delegated duties as delegated by the Chair from time to time. The Chair-Elect shall succeed to the office of Chair should that office be vacated for any reason and shall automatically succeed to the office of the Chair on July 1 following the next succeeding election.

Section 4. The Secretary shall keep minutes of all meetings of the Division and of all meetings of the Executive Council of the Section and maintain and suggest review of the Bylaws when appropriate.

Section 5. The Treasurer shall maintain a record of all funds belonging to the Division.

## ARTICLE IV

### Council

Section 1. There shall be a Council composed of the following:

A. The Officers of this Division and the last retired Chair of the Division ), all of whom shall be voting members of the Council;

B. All prior Chairs of the Women in the Law Committee and Division and former Council members under Article IV, Section 2.A., as ex officio, nonvoting members of the Council;

C. Eighteen (18) at-large members who, in addition to the Officers, shall be elected at the time of the annual meeting; and

D. Such Council members who may be elected pursuant to Article IV, Section 7.

Section 2. Council member can serve up to two consecutive three-year terms, totaling six years. . The terms shall be staggered. Any Council member who has served a maximum of two (2) consecutive terms may not serve as an at-large member of Council for at least one (1) year after the second such consecutive term.

A. Any current or prior Council member who has served a minimum of six (6) years may petition the Chair to become an ex officio, non-voting member of the Council. At the next subsequent meeting, Council shall vote on the grant of such status to the petitioner.

Section 3. The Council shall have full power and authority in the interval between meetings of the Division to do all acts and perform all functions which the Division itself might perform, except that it shall have no power to amend these Bylaws. The Council, during the interim between annual meetings of the Division, may fill all vacancies in its own membership or in any of the offices, except as provided in Article III, Section 3.

Section 4. The Division shall meet at least once a month, except in June, July, August and December, and special meetings may be called by the Chair or any three members of the

Council at any time. The Chair shall notify the members of the said meeting in such manner as the Chair deems appropriate.

Section 5. Five (5) members of the Council shall constitute a quorum.

Section 6. Any act or recommendation of the Council may be subject to review at any regular or special meeting of the Division at which a quorum is present.

Section 7. Council or Chair may remove any member of Council who misses four (4) or more of the eight (8) regularly scheduled meetings in any year. If Council or the Chair removes a member, the vacancy shall be filled by Council from those persons nominated but not elected to Council at the last annual meeting of the membership, with the vacancy first offered to the highest vote-getter, and so on, until the vacancy is filled. If there are insufficient unelected candidates from the last annual meeting, the existing Council may fill the vacancy. The person so selected shall serve for the remainder of the duration of the term of the person removed.

## ARTICLE V

### Meetings

Section 1. The annual meeting of the Division shall be held on a date at a place set by the Council with such program and order of business as may be arranged by the Council, and or the Chair.

Section 2. Special meetings of the Division may be called by the Council or the Chair at such time and place as may be determined by the office calling such a meeting.

Section 3. Notice of date, time, place and purpose of any meeting of the Division shall be communicated to each member at least five (5) days before the date of the meeting via telefax, mail, e-mail or other means of communications deemed reasonably likely by Council to reach the intended recipient.

Section 4. Fifteen (15) members of the Division shall constitute a quorum at any annual or special meeting of the Division.

Section 5. The conduct of all meetings of the Division shall be such as the Chair or the equivalent presiding officer thereof shall determine..

## ARTICLE VI

### Elections

Section 1. The Chair shall appoint a nominating committee in January of each year which shall nominate candidates for Officers and any vacancy on Council. Said nominating-committee shall strive for diversity in its nominations, seeking candidates among all races, genders, ethnic origins, years of practice and areas of practice. In the absence of such committee, the Chair shall work with the Bar Association to encourage members to find nominees.

Section 2. The report of the nominating committee, if any, shall be included in the notice of the annual meeting of the Section.

Section 3. All elections shall occur at a regularly scheduled meeting of the Division, or in the alternative, by mail ballot taken at the time of the Bar Association election, as determined by the Council.

Section 4. Election to all Offices shall be plurality vote.

Section 5. If a tie vote occurs regarding any Officer or Council member position during an election, the Division Council, in place at the time of the election in which the tie occurs, shall vote to break the tie and elect the new Officer or Council members.

## ARTICLE VII

### Committees

The standing Committees of the Division shall be Gender Bias Committee, and Gender Equality Committee, Events Committee, Education and Programming Committee, and Nominating Committee. Each standing committee will be populated by members of the Division. Except as provided otherwise herein, the Chair shall appoint a chair for each standing committee. The Council shall have the power to create such additional committees as may be required. Chairs of these committees shall be additional non-voting members of Council.

#### Section 1. Gender Equality Committee:

- 2.1 Name and Purpose: The committee shall be known as the Gender Equity Committee (“GEC”). The purpose of the GEC is to promote gender equity within the legal profession, advocate for policies that support diversity and inclusion, and facilitate collaboration among various affinity groups to advance the mission of gender equality.
- 2.2 Membership. The GEC shall consist of 9 to 15 members, which will include representatives from various affinity groups of the Bar Association, as provided in further details in Section 2.3.
- 2.3 Appointment of Members: Each year, the chair of each affinity group, including Asian Attorneys Committee, Hispanic Attorneys Committee, Homer S. Brown Division, Committee for Diversity and Inclusion, LGBTQ+ Rights Committee, Young Lawyer Division Diversity Committee may appoint up to two members to serve a two-year term on the GEC. The Division shall also appoint two representatives, each serving a two-year term. If the minimum number of seats remain unfilled at any time, the Chair, with approval from the Council, may appoint such remaining seats.
- 2.4 Removal or resignation of a member. In cases where a member is unable to complete their term, the Chair will request a new appointment from the respective affinity group.
- 2.5 Ex-Officio Member: The Chair elect shall serve as an ex-officio member of the GEC, having voting rights only in the event of a tie. Non-voting attendees, including interested law students and other stakeholders, may participate in meetings of GEC, but are not entitled to vote on matters brought to the GEC.
- 2.6 Leadership and Structure. The GEC will be led by a chair elected by the members of the committee. The GEC shall develop its mission statement and procedures. The initial adoption of bylaws shall require a two-thirds majority vote of the committee members.

2.7 Meetings and Quorum. The GEC shall meet regularly, with the schedule to be determined by the committee, but at least once every three months. A quorum shall be defined as a majority of the members present at any given meeting.

ARTICLE VIII2.8 Budget and Expenditure. The GEC shall request approval of budget expenditure related to the activities of the GEC from the Council. However, the GEC shall retain its funds separate from the Division budget, and any unused funds will remain with the GEC and will carry from year to year. Proceeds from GEC programming, if any, will be reinvested in the GEC fund and not distributed to the Division.

#### Amendment

These by-laws may be amended by a majority of the members present at any annual meeting of the Division or at any special meeting called for such purpose. Notice of the meeting shall contain notice that an amendment to the Bylaws will be voted upon, and a summary of the proposed amendment.

\*By-Laws Amendments Approved by the ACBA Board of Governors; June 17, 2025