

**AMENDED AND RESTATED BYLAWS  
OF  
MARIN COUNTY WOMEN LAWYERS  
A California nonprofit association**

**Approved October 1, 2016**

**ARTICLE I. NAME**

This nonprofit association shall be known as MARIN COUNTY WOMEN LAWYERS, and shall hereinafter be referred to as “MCWL.”

**ARTICLE II. PURPOSE**

**Section 2.1 General Purpose.** The specific purpose of MCWL is as follows:

- (a) To promote and protect the interests of women attorneys so that they may achieve full participation in the legal profession;
- (b) To support and expand the fundamental rights of all women, including freedom of reproductive choice, and gender equality;
- (c) To eliminate all forms of discrimination, violence and economic oppression against women; and
- (d) To serve as a conduit for the dissemination and exchange of information and ideas among women attorneys.

**ARTICLE III. CONSTRUCTION; ELECTRONIC TRANSMISSION**

**Section 3.1 Construction and Definitions.** Without limiting the generality of the above, the singular number includes the plural, and the plural number includes the singular.

**Section 3.2 Electronic Transmission.** Subject to any guidelines and procedures that of directors of MCWL (the “Board”) may adopt from time to time, the terms “written,” and “in writing” as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (a) for electronic communications *from* MCWL, MCWL has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions *to* MCWL, MCWL has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

## ARTICLE IV. BOARD OF DIRECTORS

**Section 4.1 General Powers and Duties.** The corporate powers of MCWL shall be exercised and its business and activities managed by or under the direction of the Board. Furthermore, the following shall be among the duties of the Board:

- (a) Perform any and all duties imposed on them collectively or individually by law, by these Bylaws;
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of MCWL;
- (c) Supervise all officers, agents and employees of MCWL to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their email and mailing addresses with the Secretary.

### **Section 4.2 Number, Term and Qualifications of Directors.**

(a) Number of Directors. The authorized number of directors shall consist of a minimum of seven (7) and a maximum of fifteen (15) directors unless changed by amendment to these bylaws. The exact number of authorized directors shall be fixed from time to time within those limits by a resolution of the Board; provided, however that for the purpose of avoiding deadlock, the Board shall exercise best efforts to authorize an odd number of directors. The directors shall be nominated and elected pursuant to Article VIII.

(b) Term of Office of Directors. Each director shall hold office for a term of one (1) year. Each director shall hold office until expiration of the term for which elected and until his or her successor shall have been appointed or elected. Directors may be elected for an unlimited number of consecutive terms.

(c) Qualifications of Directors. Any person who is a Regular Member in Good Standing may be elected to serve as a director.

**Section 4.3 Vacancies on the Board.** A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

- (a) The death, resignation or removal of any director.

(b) The increase of the authorized number of directors.

**Section 4.4 Resignation of Directors.** Any director may resign, which resignation shall be effective upon receipt of written notice by the President, if any, Vice President, or the Secretary, unless the notice specifies a later effective date for the resignation. No director may resign when MCWL would then be left without a duly elected director or directors in charge of its affairs.

**Section 4.5 Removal of Directors.**

(a) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached a fiduciary duty under California law.

(b) Any director who does not attend three consecutive Board meetings shall, following advance written notice by the Secretary to such director, be removed from the Board automatically without Board resolution unless:

(i) The director requests a leave of absence for a limited period of time, and the leave is approved by a majority of the other directors at a regular or special meeting. If such leave is granted, the number of Board members shall be reduced by one in determining whether a quorum is or is not present during such leave.

(ii) The director suffers from an illness or disability that prevents him or her from attending meetings, and the Board by resolution waives the automatic removal procedure of this subsection (b).

(iii) The Board by resolution of a majority of the other board members agrees to reinstate the director who has missed three consecutive Board meetings.

(c) Any or all directors may be removed without cause if the removal is approved by a majority of all MCWL members.

(d) Any director shall be removed from the Board automatically without Board resolution if such director has been suspended or disbarred from the practice of law in the State of California.

(e) Any vacancy caused by the removal of a director shall be filled as provided in Section 4.6.

**Section 4.6 Filling of Vacancies.** Any vacancies occurring in the office of a director may be filled by a vote of a majority of the remaining directors at any regular meeting or special meeting called for that purpose at which a quorum is present. Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office

expires.

**Section 4.7 Quorum.** Except as otherwise provided in these Bylaws, a majority of the directors then in office shall constitute a quorum for the transaction of business and every act or decision of a majority of the directors present at a meeting at which a quorum is present may be considered as an act of the Board. Attendance at and participation in a Board meeting may be by means of telephone and/or video and shall count in the determination of a quorum if the means are available at the meeting site.

**Section 4.8 Meetings of Board of Directors.** Meetings of the Board shall be held monthly. Said regular meetings shall be held at such place on the day of each such month and at such hour as may be set by the President at the annual retreat, and notice of any change in meeting date shall be provided to all members of the Board at least seven (7) days in advance of such meeting, or unanimously agreed upon by the Board. Said regular meetings are open to members, but the President may declare a closed session to be attended only by directors for the discussion of particular issues that, in the sole discretion of the President, require private discussion.

**Section 4.9 Special Meetings of the Board.** Special meetings of the Board shall be held at such place as shall be determined by the President and shall be called by the Secretary on the order of the President or on the order of at least three directors. Notice thereof shall be delivered by the Secretary by personal delivery, email or in writing by mail to those so requesting notice by mail, to each director, giving the time and place of the meeting. The notice shall be mailed, delivered in person, or emailed at least forty-eight (48) hours in advance of the special meeting. Notice of such meeting may be waived by any director, either before or after the meeting. Special meetings are open to members but the President may declare a closed session to be attended only by directors for the discussion of particular issues that, in the sole discretion of the President, require some private discussion. No notice of these meetings need be given to any person or entity except as provided herein.

**Section 4.10 Board Action Without a Meeting.** With the exception of amendments to these Bylaws, changes in the authorized number of directors, and approvals of expenditures in excess of \$500, any action that the Board is required or permitted to take may be taken without a meeting if the request for consent describing the action to be taken is delivered in writing, including by email, to all of the directors then in office and at least two-thirds of the directors then in office consent in writing, including by email, to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which MCWL is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board by the Secretary.

**Section 4.11 Contracts with Directors.** No director or officer of MCWL, nor any other corporation, firm, association or other entity in which one or more of MCWL's directors or officers are directors or have a material financial interest, shall be interested, directly or

indirectly, in any contract or other transaction with MCWL, unless:

(a) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board members before consideration by the Board of such contract or transaction;

(b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for such purpose without counting the vote of the interested director;

(c) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that MCWL could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(d) MCWL enters into the transaction for its own benefit, and the transaction is fair and reasonable to MCWL at the time the transaction is entered into.

The provisions of this Section 4.11 of this Article IV do not apply to a transaction that is part of a charitable program of MCWL if it: (i) is approved or authorized by MCWL in good faith without unjustified favoritism; and (ii) results in a benefit to one or more directors or officers or their families because they are in a class of persons intended to be benefited by the charitable program of MCWL.

## ARTICLE V. OFFICERS

**Section 5.1 Officers.** The officers of MCWL shall be a President, First Vice President/Assistant Treasurer, Second Vice President, Secretary and Treasurer. Any office may be held jointly. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

(a) Qualifications. All officers shall be selected from among the members of the Board.

(b) Nomination; Election; Term. The officers shall be nominated and elected pursuant to Article VIII.

(c) Removal of Officers. Any officer may be removed, with or without cause, at a meeting of the members called for such purpose.

(d) Resignation of Officers. Any Officer may resign at any time by giving written notice to the Secretary, or if the Secretary is resigning, to the President. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

(e) Vacancies in Offices. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President, or if none, by the First Vice President, or if none, by the Second Vice President, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

## **Section 5.2 Duties of Officers.**

(a) President. The President shall be the chief executive officer of MCWL and shall, subject to the control of the Board, supervise and control the affairs of MCWL and the activities of MCWL. The President shall preside at all meetings of the members, programs sponsored by MCWL, and meetings of the Board and to perform such other duties as pertain to this office or as the Board may specify.

(b) First Vice President/Assistant Treasurer. It shall be the duty of the First Vice President/Assistant Treasurer to assist the President in the discharge of his or her duties, and in his or her absence, to officiate and act in his or her place.

(c) Second Vice President. The Second Vice President shall perform the duties of Program Coordinator, to provide information and assistance to the individual program chairs, to coordinate dates of scheduled events, to provide publicity information to the individual program chairs, and exercise other powers and perform other duties as delegated by the Board. The Second Vice President shall also preside at meetings in the absence of the President and First Vice President and shall have the powers and duties of the President, should the President and First Vice President be incapacitated, and shall have the powers and duties of First Vice President, should the First Vice President be incapacitated.

(d) Secretary. It shall be the duty of the Secretary to keep a true record of the proceedings of MCWL and of the Board, and to authenticate the same by his or her signature; and, subject to Article XVII (Execution of Instruments, Deposits and Funds), with the acting President sign and execute all written contracts, conveyances and obligations of MCWL; to keep a correct roll of all members; to file all documents, records, reports and communications, to maintain the records of MCWL consistent with the record retention policies approved by the Board, and generally, to perform such other duties as may be required by the Board.

(e) Treasurer. Subject to Article XVII (Execution of Instruments, Deposits and Funds), it shall be the duty of the Treasurer to keep all funds of MCWL in a bank account in the name of MCWL, and deposit therein all money received by him or her as Treasurer; to keep an account of all expenses of MCWL in a book for that purpose; to pay all bills which have been

approved by the Board out of such funds; and generally, to perform such other duties as may be imposed upon him or her by the Board.

## **ARTICLE VI. MEMBERSHIP**

**Section 6.1 In General.** MCWL shall have two classes of members: Regular and Associate Members. There shall be four (4) classes of Associate Members. Only Regular Members shall have the right to vote, as further set forth in these bylaws. Each Member shall be required to pay dues as set forth in this Article VI.

**Section 6.2 Regular Members.** Any person who is an active member of the State Bar of California, supports the mission of MCWL and who regularly practices or resides in Marin County is eligible to be a Regular Member; provided, however, that any person who has been disbarred or suspended from the practice of law, or resigned from the State Bar of California with disciplinary charges pending is ineligible to be a Regular Member.

**Section 6.3 Associate Members.** Any person who does not qualify to be a Regular Member, supports the mission of MCWL, and meets any one of the following eligibility requirements, is eligible to be an Associate Member; provided, however, that any person who has been disbarred or suspended from the practice of law, or resigned from the State Bar of California with disciplinary charges pending is ineligible to be an Associate Member:

(a) Attorney Associate Members. Any person who is an active member of the State Bar of California, but does not regularly practice or reside in Marin County is eligible to be an Attorney Associate Member.

(b) Student Associate Members. Any person who (i) is currently enrolled in a law school in the United States; or (ii) is a graduate of a law school in the United States who has not been admitted to practice in the State of California, and has applied for or has taken but not yet passed the California Bar Examination is eligible to be a Student Associate Member.

(c) Judicial Associate Members. Any person who is an active or retired judge or justice of a court of record of the State of California or the Federal Court system is eligible to be a Judicial Associate Member.

(d) Retired Associate Members. Any person who is an inactive member of the State Bar of California and resides in Marin County is eligible to be a Retired Associate Member.

**Section 6.4 Applications for Membership.** Applications for membership in the form provided by MCWL shall be submitted on the MCWL website, mailed to MCWL, or delivered to any officer or director of MCWL, and accompanied by the applicable membership dues. If there is any dispute regarding eligibility for membership, the Board shall, in its sole discretion, determine eligibility, which determination shall be final.

**Section 6.5 Membership Fees and Dues.** Membership fees and dues shall be fixed by the Board, shall be payable at such time and in such manner as the Board may specify, and may be changed from time to time.

**Section 6.6 Delinquent Dues.** No Regular Member in arrears for dues or other indebtedness to MCWL shall be eligible to hold office or vote at any election or otherwise participate in any meetings.

## **ARTICLE VII. SUSPENSION AND TERMINATION OF MEMBERSHIP**

**Section 7.1 Termination of Membership.** Membership in MCWL is terminated by any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the fixed term of the membership;
- (c) Any event that renders the member ineligible for membership, with the exception of the residency or work location requirement, or any other failure to satisfy membership qualifications;
- (d) Expulsion of the member pursuant to the procedure set forth in Sections 7.2 and 7.3; or
- (e) Death of the member.

**Section 7.2 Suspension or Expulsion.** A member may be suspended or expelled as a member of MCWL upon a vote by the Board that such member has failed, as determined by the State Bar of California, to observe the California Rules of Professional Conduct or the Rules of the State Bar of California, or, as determined by the Board, any other rules or regulations approved by the Board from time to time, or that such member has engaged in conduct unbecoming or prejudicial to MCWL's goals or mission.

**Section 7.3 Procedure for Suspension or Termination.** If grounds appear to exist for suspending or expelling a member pursuant to Section 7.2, the following procedure shall be followed (Cal. Corp. Code section 18320.):

- (a) The member to be expelled or suspended is given notice, including a statement of the reasons for the expulsion or suspension. The notice shall be delivered at least 15 days before the effective date of the expulsion or suspension.

(b) The member to be expelled or suspended is given an opportunity to be heard by the Board, orally or in writing, not less than five days before the effective date of the expulsion or suspension.

(c) A notice pursuant to this Section 7.3 may be delivered by any method reasonably calculated to provide actual notice. A notice delivered by mail shall be sent by first-class, certified, or registered mail to the last address of the member shown on the unincorporated association's records.

(d) A member may commence a proceeding to challenge the expulsion or suspension of the member, including a claim alleging defective notice, within one year after the effective date of the expulsion or suspension. The court may order any relief, including reinstatement, it determines is equitable under the circumstances. A vote of the Board may not be set aside solely because a person was wrongfully excluded from voting by virtue of the challenged expulsion or suspension, unless the court determines that the wrongful expulsion or suspension was in bad faith and for the purpose, and with the effect, of wrongfully excluding the member from the vote or from the meeting at which the vote took place, so as to affect the outcome of the vote.

## **ARTICLE VIII. NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS**

**Section 8.1 Nomination of Directors and Officers.** Each year in the month of October, the President shall appoint no less than three members of the Board, including the First Vice President, to serve on the Nominating Committee, and such committee shall be chaired by the First Vice President. The President shall be an ad hoc member of the Nominating Committee. The Nominating Committee shall nominate a slate of officers and directors for the following calendar year. The report of the Nominating Committee, which shall contain individual nominations for President, First Vice President/Assistant Treasurer, Second Vice President, Treasurer, and Secretary, together with a minimum of seven candidates for directors five of which shall be those candidates nominated for the foregoing officer positions, and the remainder shall be for director-at-large positions, shall be presented for approval or modification at a regular or special meeting of the Board preceding the annual membership meeting. After approval by the Board and at least two weeks prior to the annual membership meeting, the suggested nominations of the Nominating Committee shall then be published to the members, the Secretary shall forward, or cause to be forwarded, to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by the Nominating Committee. The slate shall also be posted on MCWL website if it is operating and available in time for the election. Any member entitled to vote may make further nominations by submitting that nomination to the Secretary prior to or at the annual membership meeting. If such nomination receives a second from any other member entitled to vote, such nomination shall be added to the ballot.

**Section 8.2 Election of Directors and Officers.** At the annual winter holiday event, the membership shall vote on the slate of directors and officers presented by the Nominating

Committee, as amended to include any nominations received by members pursuant to the last sentence of Section 8.1, and the directors and officers elected shall serve for a term of one (1) year. Each member is entitled to one vote and said votes may be made in person or submitted by written proxy or by e-mail proxy by members not in attendance. Said proxy votes must have been received by the Secretary prior to the vote at the annual membership meeting. Individuals submitting proxy votes shall be counted as present at the annual membership meeting for purposes of establishing a quorum for the election only. Officers and directors may be elected for an unlimited number of consecutive terms; provided, however, that neither the President nor the First Vice President shall serve more than two (2) consecutive terms. Each director and officer shall take office following the election by the vote of eligible members.

## **ARTICLE IX. MEMBER MEETINGS**

**Section 9.1 Annual Member Meetings.** There shall be a regular annual meeting of members of MCWL each year, at such date, hour and place as may be fixed by the Board, which shall coincide with the annual winter holiday party. This regular meeting is for the specific purposes of (a) electing officers and directors from the nominations made, to hold office for the following year; and (b) conducting such other business as may be brought before the membership.

**Section 9.2 Special Meetings of the Members.** Special meetings of the members may be called by the Secretary on the order of the President, a majority of the directors or 10% or more of the Regular Members. A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the President. The Secretary shall cause notice to be given promptly to the Regular Members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board.

**Section 9.3 Member Meeting Notices.** The Secretary shall send, or cause to be sent, written notice of regular and special member meetings to each Regular Member that is entitled to vote thereat by email, or by U.S. mail if such Regular Member has not provided MCWL with his or her email address. Said notice shall state the place, date and hour of the meeting and, (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of regular meetings, those matters which the Board, at the time the notice is given, intends to present for action by the members, and (c) in the case of any meeting at which directors and officers are to be elected, the names of the nominees intended at the time notice is given to members. Notice of member meetings, together with a proposed agenda, shall also be published on the website of MCWL.

**Section 9.4 Member Voting.** Each Regular Member in Good Standing shall be entitled to vote at any meeting of members. At any meeting of members, each vote eligible member in good standing shall be entitled to one vote on each question submitted. Voting may be by voice or by ballot. Voting by proxy shall be permitted for election of officers and

directors, and may be allowed on other questions only when published on the agenda and on the vote of the Board permitting a proxy vote on such question.

**Section 9.5 Quorum.** Fifteen percent (15%) of the Regular Members of MCWL in Good Standing, and in no event less than twenty (20) Regular Members, shall be present in person in order to constitute a quorum at any meeting of the members. Proxy votes shall constitute attendance for a quorum count only for the issues that are the subject of the proxy vote.

**Section 9.6 Good Standing.** A member shall be deemed to be in “Good Standing” who is not in arrears as to any dues, charges or assessments, who continues to meet the eligibility requirements of such member’s class of membership and whose membership has not been suspended.

## **ARTICLE X. COMMITTEES**

**Section 10.1 Creation of Board Committees.** The Board has full discretion to establish permanent committees and ad hoc committees to serve at the discretion of the Board. If a permanent committee, then its chair must be a member of the Board; however, a permanent committee may also have non-Board members appointed. The chairperson and composition of any committee shall be appointed by the President. Any committee established or created shall be provided a written mandate as to its purpose and a timeline for accomplishing such purpose. Any committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Board Committee may:

- (a) Fill vacancies on the Board or in any Board Committee which has the authority of the Board;
- (b) Fix compensation of the directors for serving on the Board or on any Committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) Appoint any other Board Committees or the members of these Committees; or
- (f) Approve any transaction (i) between MCWL and one or more of its directors or (ii) between MCWL and any entity in which one or more of its directors have a material financial interest.

**Section 10.2 Nominating Committee.** MCWL shall have a Nominating Committee, which shall be charged with the duties set forth in Article VIII above.

**Section 10.3 Other Committees.** The Board may create one or more committees that do not exercise the authority of the Board to serve at the pleasure of the President. The President then in office shall make appointments to such advisory committees. Appointments to such advisory committees need not, but may, be directors. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

## **ARTICLE XI. COMPENSATION AND REIMBURSEMENT**

**Section 11.1 Compensation and Reimbursement.** Directors and members of committees of the Board shall not receive compensation for their services as directors or members of committees of the Board, but may receive such reimbursement of expenses as may be fixed or determined by the Board to be just and reasonable as to MCWL.

## **ARTICLE XII. AMENDMENTS**

Any of these Bylaws may be amended or repealed, and new Bylaws may be adopted by a vote of two thirds (2/3) of the Board at a regular meeting; provided, however, that the President may appoint a Bylaws Committee to review and propose updates and changes to the Bylaws for approval by the Board.

## **ARTICLE XIII. ASSETS AND PROPERTY RIGHTS**

**Section 13.1** The property of MCWL is irrevocably dedicated to charitable purposes and no part of the net income or assets of MCWL shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of MCWL, its assets remaining after payment, or provision for payment, of all debts and liabilities of MCWL shall be distributed to one or more nonprofit funds, foundations or corporations that are organized and operated exclusively for charitable purposes and that have established tax exempt status under Internal Revenue Code section 501(c)(3).

## **ARTICLE XIV. INDEMNIFICATION**

**Section 14.1** MCWL may indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, director, employee or agent of MCWL, to the fullest extent permitted under California law; provided, however that no director, officer or member of MCWL shall have any personal liability for such indemnification obligations of MCWL.

## ARTICLE XV. INSURANCE

**Section 15.1** MCWL shall have the right, but is not obligated, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such, whether or not MCWL would have the power to indemnify the agent against such liability under Article XIV of these bylaws.

## ARTICLE XVI. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

**Section 16.1 Execution of Instruments.** The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent of MCWL to enter into any contract or execute and deliver any instrument in the name of and on behalf of MCWL, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind MCWL by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 16.2 Checks and Notes.** Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of MCWL in excess of \$500 shall be signed by the Treasurer and countersigned by the First Vice President/Assistant Treasurer.

**Section 16.3 Deposits.** All funds of MCWL shall be deposited from time to time to the credit of MCWL in such banks, trust companies, or other depositories as the Board may select.

## ARTICLE XVII. JUDICIAL ENDORSEMENT

**Section 17.1 Judicial Endorsement Policy.** MCWL is committed to increasing the number of qualified women appointed or elected to judicial positions. "Judicial positions" are defined as judges, court commissioners, public defenders, county counsel, district attorneys, and any other position directly related to the operation of the courts. Therefore, MCWL may endorse qualified women candidates for all judicial positions at the local, state, federal or international level. On a case-by-case basis, MCWL may endorse men candidates for all judicial positions.

**Section 17.2 Implementation of Endorsement Policy.** After review of the candidate(s)' qualifications and upon determination being made by the Board that the candidate has demonstrated a commitment to the goals of MCWL, the Board will vote to endorse a candidate or not. A vote to endorse shall require 2/3rds of the then filled seats of the Board.

When the time allows, prior to the Board's vote on an endorsement, the full membership shall be notified of the proposed endorsement and advised of the date, time and place where the Board will vote on the candidate. The members' input shall be invited.

It will be in the Board's discretion whether to schedule and conduct candidate interviews, candidate(s)' night or other function before or after the endorsement vote.

It will further be in the Board's discretion to determine the form of communication of endorsement (or refusal of endorsement).