

EXECUTIVE WOMEN INTERNATIONAL[®]

CHAPTER BYLAWS

PREAMBLE

These Chapter Bylaws supersede and entirely replace the original Standard Chapter Bylaws of EXECUTIVE WOMEN INTERNATIONAL and all amendments thereto. These Chapter Bylaws shall be used by each Chapter for management of Chapter business. For additional guidance, the Chapters shall refer to the Procedure Manual.

ARTICLE I PURPOSE

EXECUTIVE WOMEN INTERNATIONAL is a non-profit organization incorporated under the laws of the State of California, hereinafter referred to as the "Corporation." Each Chapter is an unincorporated affiliate which holds membership in the Corporation. The purpose of the Chapter is to carry on, within the geographic boundaries defined in these Bylaws, the activities of the Corporation as set forth in the Articles of Incorporation, as amended. As a further description of the Corporation's purposes, the membership has adopted the following Mission Statement:

EXECUTIVE WOMEN INTERNATIONAL is an organization which brings together key individuals from diverse businesses for the purpose of:

- Promoting Member Firms;
- Enhancing personal and professional development; and
- Encouraging community involvement.

ARTICLE II DEFINITIONS

For the purposes of these Chapter Bylaws, the following words are defined as:

"Chapter"

An association of Member Firms which has been granted a charter by the Corporation.

"Chapter Board"

The duly elected Board of Directors of the Chapter.

"Corporate Board"

The duly elected Board of Directors of the Corporation.

"Corporation"

EXECUTIVE WOMEN INTERNATIONAL, a non-profit organization incorporated under the laws of the State of California and Section 501(c)(6) of the Internal Revenue Code, as amended.

"Member Firm"

A non-competing business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business admitted to membership by the Chapter and the Corporation.

"Procedure Manual"

The Corporation's Procedure Manual as provided to the Chapters for guidance and management of their day-to-day operations.

"Representative"

An individual designated by a Member Firm to represent it according to the qualifications provided in the Corporate Bylaws.

ARTICLE III CHAPTER BOARD OF DIRECTORS AND OFFICERS

Section 1. Number and Qualifications of Board Members

The Corporate business and affairs of the Chapter shall be managed and directed by a Board of at least six (6) and no more than ten (10) Directors, each of whom shall be a Representative of a Member Firm. If a Director shall cease at any time to have such qualifications, such directorship and any officer's position held in the Chapter automatically terminates, but no act of the Chapter Board shall be invalidated by reason thereof.

Section 2. Executive Officers and Duties

The Executive Officers of the Chapter are:

- A. President. The President shall be the Chief Executive Officer of the Chapter and shall preside at all meetings of the Chapter and of the Chapter Board. The President shall be a member of the Chapter Board and shall have general charge of the business of the Chapter. The President shall appoint any parliamentarian, historian, official greeter, and standing committees as the President deems necessary or appropriate, with the exception of the Nominating Committee, and subject to the direction of the Board of Directors and these Bylaws. The President shall be an ex-officio (non-voting) member of each committee except the Nominating Committee and shall have such other powers and shall perform such other duties as may be assigned by the Chapter Board.
- B. Vice President/President-Elect. The Vice President shall be the President-Elect and shall be vested with all the powers and shall perform all the duties of the President in case of the absence or disability (as that phrase is used in the Corporate Bylaws) of the President. The Vice President/President-Elect shall have such other powers and shall perform such other duties as may be delegated by the President or by the Chapter Board.

- C. Secretary. The Secretary shall keep and have charge of the minutes of all meetings of the Chapter and of the Chapter Board; shall serve notices of all meetings of the Chapter and of the Chapter Board; shall execute official documents, with the President, in the name of the Chapter; shall be custodian of the seal of the Chapter; shall keep the Bylaws and such other papers as the Chapter Board may direct; and shall perform all the duties incident to the office of Secretary, subject to the control and direction of the Chapter Board.
- D. Treasurer. The Treasurer shall keep or cause to be kept, full and accurate accounts of receipts and disbursements; shall receive and deposit, or cause to be received and deposited, all money and all valuables of the Chapter in the name and to the credit of the Chapter, in depositories designated by the Chapter Board; shall disburse or cause to be disbursed, the funds of the Chapter as may be approved by the Chapter Board, making proper vouchers for such disbursements; shall render to the President, the Chapter Board, and to the Chapter whenever they may require, accounts of all transactions as Treasurer, and of the financial condition of the Chapter; shall send each Member Firm notice of annual assessments and/or notice of delinquency, if required; and shall perform all duties incident to the office of Treasurer, subject to the control and direction of the Chapter Board.
- E. Sergeant-At-Arms. The Sergeant-At-Arms shall keep, or cause to be kept, complete records of the Representatives' attendance at meetings; shall have charge of all reservations; shall be responsible for the orderly conduct of meetings; and shall perform such other duties as may be assigned by the President or the Chapter Board.

The Officers must be Directors of the Chapter Board and must meet all the qualifications of a Director.

Section 3. Designated Directors and Duties

Directors shall be elected to serve designated functions and may also be Directors-at-Large as determined by the Chapter Board. The designations and their responsibilities are as follows:

- A. Membership. One of the Directors elected to the Chapter Board shall be designated to lead and direct the membership activities of the Chapter in the recruitment and retention of Member Firms.
- B. Program. One of the Directors elected to the Chapter Board shall have general charge of planning and arranging the programs for the regular meetings of the Chapter.
- C. Publication. One of the Directors elected to the Chapter Board shall be responsible for the preparation, publication and distribution of the Chapter's monthly publication.
- D. Ways & Means. One of the Directors elected to the Chapter Board shall be charged with the direction and supervision of ways and means to finance special activities and/or supplement operating funds of the Chapter.
- E. Director-At-Large. Chapters have the option of electing to the Chapter Board a Director-at-Large whose assignments shall be designated by the Chapter Board.

Section 4. Election and Term of Office of Directors

At the Chapter's Annual Business meeting and in any case prior to October 31, the Representatives of Member Firms shall elect the Officers and Directors (Board of Directors) for the Chapter.

Each of the Directors shall serve a one (1) year term to begin at the close of the Chapter's Annual Business meeting, except in the case of the Vice President/President-Elect who shall be elected for a two (2) year term.

A minimum of three (3) of these Directors shall have served on the Chapter Board the previous year, one of which may be the President-Elect. The Vice President/President-Elect shall automatically ascend to the office of President without action of the Member Firms. Directors may serve as Officers and Designated Directors simultaneously.

No Officer or Director may serve more than five (5) consecutive terms. An Officer or Director who has served more than half a term is considered to have served a full term in that office.

Officers, Directors, and committee members shall serve the Chapter without compensation.

Section 5. Vacancy

Any vacancy in the office of Director (including any Director designated as an Officer) shall be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by the remaining members of the Board. In the event the Vice President/President-Elect cannot assume the duties of the President, the Nominating Committee shall present a successor as Vice President/President-Elect or Vice President only.

Section 6. Board Meetings

Monthly meetings of the Board shall be held.

Special meetings of the Board shall be called at any time on the order of the President or on the order of any two (2) Directors. Telephonic meetings shall be allowed to the extent provided by California state law. Only such business of which the Board has been notified may be transacted at any special meeting.

Section 7. Notice of Meetings

Each Director's address shall be registered with the Secretary, and notices of meetings telephoned, mailed or electronically transmitted to such address shall be valid notices thereof.

Section 8. Quorum

The majority of the authorized number of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Chapter Board, and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established shall be valid as the act of the Chapter Board.

Section 9. Powers and Duties of the Board

Subject to the restrictions of the law, the Corporate Bylaws, and the Chapter's charter from the Corporation, the Board shall exercise all of the powers of the Chapter and shall:

- Have authority to admit Member Firms into the Chapter;
- Have power to terminate or suspend membership;

- Have power to incur indebtedness or otherwise obligate the Chapter for matters and business activities which are described in or constitute a part of the operating budget which is approved by the membership at the Chapter's annual meeting, and for other matters or business activities not exceeding 10% of such operating budget in amount;
- Have power to appoint a Director as an Officer in the event of an Officer's temporary absence or disability (as that phrase is used in the Corporate Bylaws); and
- Have power to direct the affairs, policies and procedures of the Chapter.

ARTICLE IV MEMBERSHIP

A Chapter shall consist of an association of non-competing businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business which meet all requirements of the Corporation and the Chapter (hereinafter referred to as "Member Firms").

Section 1. Classes of Membership

Chapters shall have the following membership classifications:

- A. Member Firm. The members shall be non-competitive business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business. Member Firms shall be classified in accordance with the Major and Minor Classifications outlined in the Procedure Manual.
1. Representative. Each member firm shall have at least one (1) Representative who shall be a key individual from the Member Firm. Each Member Firm shall be entitled to propose up to two (2) additional Representatives who shall also be key individuals of the same Member Firm. No individual shall serve as a Representative for more than one (1) Member Firm."
 2. Representative Status. Representatives shall cease to be such immediately and without action of the Chapter upon termination of full-time employment with a Member Firm.
- B. Special Classifications. The following special membership classifications are authorized subject to approval by the Chapter and subject to assessment of such dues and assessments as the Chapter Board may require:
1. Sustaining Member. A Sustaining Member shall be one who has been a Representative in good standing immediately prior to retirement from business or a Member Firm, who is no longer employed on a full-time basis with any business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business. A Sustaining Member shall have no voting rights and may not serve as an Officer or Director. A Sustaining Member may attend all membership meetings and functions. A Sustaining membership is transferable from one Chapter to another should the Sustaining Member move to a location where there is a Chapter. Sustaining Members shall be subject to regular Corporate and Chapter assessments.
 2. Chapter Life Member. A Chapter Life Member shall be an individual not otherwise qualified for membership, who has been a Representative in good standing for at least ten (10) years, and whose name the Chapter desires to enroll because of special meritorious service above and beyond the call of duty to the Chapter. A Chapter Life Member shall have no voting rights and may not serve as an Officer or Director. A Chapter Life Member may attend all membership meetings and functions. Eligibility of the prospective Chapter Life Member shall be determined

by the Chapter Board, subject to the approval of the Chapter. Chapter Life Members shall be subject to such assessments as each Chapter and the Corporation may determine.

3. Honorary Member. An Honorary Member shall be an individual not otherwise qualified for membership, whose name the Chapter desires to enroll because of special meritorious service to the community. An Honorary Member shall have no voting rights and may not serve as an Officer or Director. An Honorary Member may attend all membership meetings and functions. Eligibility of the prospective Honorary Member shall be determined by the Chapter Board, subject to the approval of the Chapter. Honorary Members shall not be subject to assessment.
4. Transitional Member. The Board may grant Transitional membership to an individual not otherwise qualified for membership, who has been a Representative in good standing and who has become unemployed due to elimination of job position, mergers, acquisitions or other legitimate business reasons. Transitional membership shall be in effect until such member shall resume full-time employment, but in no case shall this membership extend for a period of more than one (1) year. A Transitional Member shall have no voting rights and may not serve as an Officer or Director. A Transitional Member may attend all membership meetings and functions.

C. Transfers. Membership of any status referred to above is non-transferable.

Section 2. Application for Membership

A proposed Member Firm shall make application for membership to the Chapter which shall be submitted for approval in accordance with Corporate and Chapter Bylaws, the Procedure Manual, and Standing Rules of the Chapter. Membership recognition by the Corporation shall be official upon receipt of the completed application and all required fees and assessments by the Corporation at its business office, conditioned upon meeting the requirements of the Corporate and Chapter Bylaws, the Procedure Manual, and Standing Rules of the Chapter.

Section 3. Voting Rights

Each Member Firm is entitled to one (1) vote per Representative at any meeting of the Chapter. All other special classes of membership are not entitled to vote, with the exception of a Corporate Life Member who is serving as an active, dues-paying Representative of a Member Firm.

Section 4. Access to Records

All Member Firms shall have access to all records of the Chapter, but only for purposes determined by the Chapter Board to be legally valid and consistent with the purposes and mission of the Corporation and Chapter. No unauthorized use or exploitation of the Chapter records may be made by any Member Firm.

Section 5. Suspension or Termination

The Chapter Board shall have the power to suspend or terminate membership of any Member Firm for the failure to pay dues and assessments; breach of these Bylaws, the Corporate Bylaws, or any Standing Rules; or for other conduct which the Chapter Board deems inconsistent and destructive to the purposes and mission of the Chapter and the Corporation. During suspension or upon termination of membership, all rights of membership (of any class) including the right to hold office and vote, may not be exercised.

ARTICLE V REVENUE

Operating funds of the Chapter shall principally be derived from membership dues. Fees and dues assessed by the Corporation are as approved through the budgeting process by the delegate body at the Corporation's Annual Meeting.

A Chapter may charge additional fees of its Member Firms as established by a majority vote of said Chapter's membership. Chapters shall be responsible to collect for the Corporation all annual Corporate assessments and dues. Corporate per capita assessments are due to the Corporation on February 15 each year. The Chapter Board shall have the right to suspend or terminate membership of any Member Firm for failure to pay any dues or assessments.

ARTICLE VI CHAPTER MEETINGS

Section 1. Mandatory Meetings

Each Chapter shall establish the dates and times of its monthly meetings, which shall include a minimum of two (2) business meetings per year, one of which is the Chapter's annual meeting.

Section 2. Attendance at Meetings

The attendance requirement for a Member Firm and Representative should be developed by the Chapter Board, presented to the membership for vote and be included in the Chapter Standing Rules.

Section 3. Notice of Meetings

Notice of the annual business meeting and any special meetings of the Chapter shall be given in writing to Representatives by the Secretary via the Chapter publication over the signature of the Secretary or by sending a copy of the notice through the mail to the registered address of each Representative or by other appropriate means (telephone, mail, electronic transmission, etc.) not less than seven (7) days prior to the date of the annual business meeting and not less than five (5) days prior to the date of a special meeting. Such notices shall specify the place, day and hour of the meeting.

Section 4. Quorum

A majority of the total voting Representatives in good standing shall constitute a quorum at any regular or special meeting of the Chapter. After establishing a quorum, a majority vote of the established quorum shall be valid for the transaction of business.

ARTICLE VII COMMITTEES

The President of each Chapter may appoint any committees, with the exception of the Nominating Committee, deemed necessary to assure the smooth operation of the Chapter. Any committees appointed in the areas of responsibility of a Designated Director shall be chaired by the Designated Director.

Section 1. Nominating Committee

A. Formation of Committee. The Committee shall consist of three (3) or five (5) members as follows:

- The immediate past Chapter President, if possible, who shall act as Chairman;

In the absence or inability of the immediate past Chapter President to act, a new Chairman shall be selected by the Board of Directors. "Absence or inability to act" as that phrase is used herein shall mean absence at any meeting of the Committee without reasonable cause as determined by the Board of Directors, or failure to act to carry out the duties of the Chairman of the Committee in the judgment of a majority of the Chapter Board.

- One (1) member elected by the Board of Directors, preferably from within its own membership, after installation of the Board; and
- At the option of the membership, either one (1) or three (3) members elected by the membership at the Chapter's annual meeting after election of the Board, but who shall not be Representatives of Member Firms which have representatives currently elected to the Board.

Should a vacancy occur in one of the elected Committee positions, a replacement for that particular vacancy will be elected in the same manner as the original member.

B. Nomination of Delegates. The Committee shall select and propose to the membership, in time to meet Corporate filing requirements, nominees for Delegates and Alternates to the Annual Meeting of the Corporation. It is the duty of the Nominating Committee to specify their selections of Delegates and first, second Alternates, etc., and to present the nominees in that order for ratification by the membership. The membership shall be advised in writing of these proposed nominees prior to the Chapter's business meeting at which the Committee makes its report and elections take place and at which time nominations may be made from the floor.

C. Nomination of Board. The Committee, through adequate means, shall solicit views from the membership for the purpose of selecting nominees for the office of Vice President/President-Elect, Secretary, Treasurer, Sergeant-at-Arms, Membership Director, Program Director, Publication Director, Ways and Means Director, and an optional Director-at-Large. Prior to the June meeting, at which the Nominating Committee makes its report, and at which time nominations may be made from the floor, written notice shall be sent to all Representatives listing the current President-Elect as President and the nominees selected and proposed by the Committee. Other nominations may thereafter be submitted by any five (5) Representatives, in writing, to the President up to and including July 31, at which time the nominations are automatically closed. Should there be nominations other than those submitted by the Committee, the membership shall be notified in writing at least ten (10) days prior to the annual meeting held in September of each year.

D. Nomination of Successor to Fill Chapter Board Vacancy. When a Chapter Board vacancy occurs, the Committee shall select a nominee according to regular procedure. The membership shall be advised in writing of the proposed nominee prior to the next meeting of the Chapter, at which time nominations may be made from the floor. If nominations are made from the floor, vote shall be by written ballot.

Section 2. Other Standing Committees

Other Standing Committees may be designated in the Chapter Standing Rules.

**ARTICLE VIII
NAME AND GEOGRAPHIC BOUNDARIES**

Section 1. Boundaries

The name and geographic boundaries of the Chapter shall be established by the membership and approved by the Corporate Board, and are as follows:

Boundaries include Collin, Dallas, and Tarrant Counties.

Changes in the name and/or geographic boundaries of a Chapter shall be approved by a majority of the members of a Chapter and by the Corporate Board.

Section 2. Waiver

Geographic rights of a Chapter may be waived by a Chapter Board, or waiving of the geographic rights of another Chapter may be requested by a Chapter Board. In such event, a signed waiver must be received before such jurisdiction is given.

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order (newly revised latest edition) shall be the authority governing proceedings in business meetings of the Chapter and of the Board insofar as such rules do not conflict with the Bylaws of the Corporation governing the Chapter and governing law.

**ARTICLE X
DISSOLUTION OF A CHAPTER**

Dissolution of a Chapter shall occur upon revocation or surrender of said Chapter's charter for reasons specified in the Corporate Bylaws. Upon dissolution of the Chapter, the Treasurer of said Chapter shall pay all outstanding debts. Any funds remaining in the Chapter Treasury of a U.S.A. Chapter shall be distributed to EWIB/C/DP, a non-profit corporation, so long as such organization continues to exist or any successor organization. If EWIB/C/DP is no longer in existence, then all funds remaining in the Chapter shall be distributed to Executive Women International.

For all Chapters outside of the U.S.A., any funds remaining in the Chapter treasury shall be distributed to Executive Women International unless prohibited or restricted by the law of that country, state or province in which the Chapter is located. In that event, such funds shall be distributed to a charitable organization, qualified under the laws of that country, state or province, and approved by the Corporate Board of Directors of Executive Women International.

**ARTICLE XI
CHAPTER STANDING RULES**

The Chapter may adopt Standing Rules to govern the conduct and business of the Chapter, which rules shall not be inconsistent with these Bylaws, the Corporate Bylaws, the Procedure Manual and California law.

Any Standing Rules that may be adopted may be amended by the Chapter membership.

ARTICLE XII AMENDMENTS

The Corporate Bylaws Committee shall initiate or receive for consideration by the Corporate Board proposed amendments to these Bylaws or to the Corporate Bylaws. In addition, proposed amendments to these Bylaws or to the Corporate Bylaws may be prepared by and recommended by a majority of the Corporate Board in consultation with legal counsel for the Corporation, or, if requested by any Chapter in accordance with California law and Article V of the Corporate Bylaws, and shall be mailed by the Corporate Secretary to each Chapter not less than sixty (60) nor more that ninety (90) days prior to the date of the Corporation's Annual Meeting. Any such amendment shall be adopted upon receiving a two-thirds vote represented by Delegates present at the meeting.

In the event that written notice is not given as provided above prior to the Corporation's Annual Meeting, upon affirmative vote of three-fourths of the voting Delegates, a proposed amendment may be placed on the agenda. In such event, said amendment shall be adopted upon receiving a two-thirds vote represented by Delegates present at the meeting.