



Arkansas Women in Power  
401 West Capitol Avenue, Suite 102  
Little Rock, AR 72201  
www.ArkansasWomenInPower.org

## AWIP BYLAWS

### ARTICLE I. NAME AND REGISTERED AGENT

#### Section 1. NAME

The name of this Organization is Arkansas Women In Power. The business of the Organization may be conducted as Arkansas Women In Power or AWIP.

#### Section 2. REGISTERED OFFICE AND AGENT

The Organization shall have and continuously maintain a registered office and a registered agent in the State of Arkansas. The registered agent shall be an individual resident of the State.

### ARTICLE II. PURPOSE

Arkansas Women In Power is a non-profit Organization that represents the collaborative efforts of Arkansas energy professionals who share a commitment to recruiting, promoting and maintaining women in the natural gas, electric and other energy sectors through networking and mentoring. The purposes of AWIP, which will be exercised in the public interest, are as follows:

- To further the interests of women energy professionals and their service to the energy industry;
- To foster public service and high standards of conduct by and for the benefit of all energy professionals;
- To maintain, on the part of those engaged in the energy industry, high standards of integrity, learning and competence;
- To encourage collegiality among energy industry professionals;
- To regularly provide a forum for the discussion and promotion of professional development opportunities within the energy industry; and
- To encourage practices that would advance and improve the honor and dignity of women energy professionals.



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## ARTICLE III. MEMBERS

### Section 1. MEMBERSHIP

The categories of membership in the Organization shall be Founding Members, Honorary Founding Members, Charter Members, and Active Members. Membership is open to any energy industry professional working in the state of Arkansas.

### Section 2. FOUNDING MEMBERS

The Founding Members consist of those individuals who founded the Organization in 2013, and organized it as an Arkansas non-profit corporation. The ten (10) Founding Members of AWIP are: Sandra Byrd; Lori L. Burrows; Donna R. Campbell; Stephanie J. Hammons; Laura R. Landreaux; Kim Linam; Venita McClellon-Allen; Kelly M. McQueen; Maria Smedley; and Barbara Sugg. Founding Members are entitled to all privileges of the Organization.

### Section 3. HONORARY FOUNDING MEMBERS

The Founding Members may designate individuals as Honorary Founding Members using such criteria as the Founding Members determine, in their sole discretion, are appropriate for the designation. Honorary Founding Members are entitled to all privileges of the Organization but are not required to pay annual dues.

### Section 4. CHARTER MEMBERS

Charter Members represent individuals who join the Organization in its charter calendar year, 2014. Charter Members shall be current in payment of annual dues. Charter Members are entitled to all privileges of the Organization.

### Section 5. ACTIVE MEMBERS

Active Members represent the general membership of all members who do not meet one of the categories described above. Active Members shall be current in payment of annual dues and are entitled to all privileges of the Organization.

### Section 6. VOTING RIGHTS

Individual Members falling into any of the categories described above and who are current in payment of dues, if applicable, shall have the right to vote on election of officers and any other matters as the Board of Directors may choose to bring before the Members.



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## ARTICLE IV. DUES

Annual dues for all categories of Members shall be twenty-five dollars (\$25.00), due in January of the Membership Year. If the Board of Directors determines the dues amount should be changed, such proposal shall be presented to the Membership for a vote and the annual dues will then be the prevailing amount approved by the Membership. Honorary Founding Members are exempt from the payment of dues.

## ARTICLE V. BOARD OF DIRECTORS

### Section 1. POWERS

There shall be a Board of Directors of the Organization, which shall supervise and control the business, property, and affairs of the Organization, including deciding the distribution of any property left upon dissolution of the Organization, if applicable, except as otherwise expressly provided by law or these Bylaws.

### Section 2. MEMBERS

The initial Board of Directors shall be comprised of those individuals named in the Articles of Incorporation and shall serve until their successors are elected. Thereafter, the Board of Directors shall be composed of the Officers of the Organization.

### Section 3. TERM OF OFFICE

The members of the Board of Directors shall be selected through the election of the officers of the Organization. Directors on the Board of Directors shall serve for a term of one year, and may be elected to successive terms of any given office not to exceed two (2) years.

### Section 4. RESIGNATION

Any Director may resign at any time by giving written notice to the President of the Organization. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time of acceptance thereof as determined by the President.

### Section 5. REMOVAL

Any Director may be removed from such office, with or without cause, by a majority vote of the voting Members present at any regular meeting, or special meeting of the Members called expressly for that purpose.



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**Section 6. REGULAR MEETINGS**

A regular annual meeting of the Board of Directors of the Organization shall be held each year, at such time, day and place as shall be designated by the President of the Organization.

**Section 7. QUORUM**

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Participation by telephone or similar telecommunication device shall be equivalent to presence in person for the purposes of determining a quorum.

**Section 8. MANNER OF ACTING**

Except as otherwise expressly required by law, the Articles of Incorporation of the Organization, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall be permitted, if such proxy is designated in writing and delivered to the President of the Organization no less than two (2) days in advance of the meeting at which such proxy voting will be used.

**Section 9. UNANIMOUS WRITTEN CONSENT**

The Board may take action without a meeting if written consent to the action is provided by all of the Directors. Any form of writing, including electronic mail, shall constitute written consent.

**ARTICLE VI. OFFICERS**

**Section 1. OFFICERS**

The Officers of the Organization shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Membership Chairperson.

**Section 2. ELECTION OF OFFICERS**

The Officers of the Organization shall be elected by a majority vote of the voting members present at the fourth quarter quarterly meeting of the Membership Year.

**Section 3. TERM OF OFFICE**

The Officers of the Organization shall hold office for one year or until their respective successor shall have been duly elected.



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#### **Section 4. RESIGNATION**

Any Officer may resign at any time from such office by giving written notice to the President.

#### **Section 5. PRESIDENT**

The President shall also serve as the Chairman of the Board of Directors. The President shall give active direction and have control of the business and affairs of the Organization. The President may sign contracts or other instruments, on behalf of the Organization. The President shall preside at all meetings of the Membership and the Board of Directors. The President shall prepare all meeting agenda and ensure notice of meetings is communicated to Members and other interested parties. Additionally, the President shall conduct the Annual Award Nominations, if any, in a manner to be decided by the Board.

#### **Section 6. VICE PRESIDENT**

The Vice President shall act in all matters as the President in the absence of the President. The Vice President shall serve as Event Coordinator and shall coordinate all quarterly membership meeting luncheons. Additionally, the Vice President shall coordinate and oversee the website and communication plans for the Organization.

#### **Section 7. SECRETARY**

The Secretary shall keep minutes of the meetings of the Board of Directors and the membership at large, and shall maintain a copy of the same in a minute book or in electronic format. Additionally, the Secretary shall furnish a summary of all minutes to Members upon request and shall maintain records detailing activities of the Organization. Additionally, the Secretary shall ensure compliance with all legal requirements, including preparing and filing, as applicable, any documents necessary to maintain the Organization's non-profit or legal corporate status. The Secretary shall also initiate review of and revisions to the Bylaws, as needed.

#### **Section 8. TREASURER**

The Treasurer shall be responsible for and oversee all financial administration of the Organization. The Treasurer shall receive all membership income, make special disbursements as approved by the Board of Directors, pay routine expenses, maintain an itemized account of all receipts and disbursements, and submit an itemized written report to the Board of Directors, upon request, or at least annually, whichever is more frequent.



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Additionally, the Treasurer shall prepare an annual budget to be approved by the Board of Directors.

**Section 9. MEMBERSHIP CHAIRPERSON**

The Membership Chair shall maintain a current membership list with available contact information and maintain a member listserv or similar repository for electronic communications. The Membership Chair shall collect membership dues and submit such to the Treasurer. In addition, the Membership Chair shall be responsible for promotion and retention of Members of the Organization.

**ARTICLE VII. MEETING**

**Section 1. DATE AND PLACE**

The regular quarterly meetings of the membership of the Organization shall be held in Little Rock, Arkansas, on the third Thursday of the last month in the quarter, or as otherwise scheduled by the Board of Directors. The location of the quarterly meetings shall be designated by the President or the Board of Directors.

**Section 2. BOARD OF DIRECTOR MEETINGS**

Board of Director meetings may be called by the President or by two (2) or more Board of Director members. Written or oral notification must be given at least three (3) days in advance in order to call a specially-scheduled meeting. Regularly-scheduled Board of Director meetings shall be held at a place and time designated by the President.

**ARTICLE VIII. MEMBERSHIP YEAR AND TAX YEAR**

**Section 1. MEMBERSHIP YEAR**

The Membership Year of the Organization shall follow a calendar year and begin on January 1 and end on December 31, annually.

**Section 2. TAX YEAR**

The tax year of the Organization, for all state and federal tax purposes, shall be a calendar year.



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## ARTICLE IX. AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of the voting Members present at any regular or special meeting of the Members, provided, however, that Members shall be given at least ten (10) calendar days' notice of any proposed amendments to the Bylaws. The notice of the meeting shall set forth a summary of the proposed amendments.