



**Proposed Changes to
NAWIC National Bylaws
and
NAWIC Affiliated Chapter Bylaws**

A Governance Task Force was formed during the Midyear NAWIC Board of Directors Meeting and tasked to do a complete review and update of the governance documents of NAWIC. Assigned to the Task Force were Deb Lesar, Robin Fulton Meyer, and Diane Mike.

A complete review of the current NAWIC Bylaws and Bylaws for NAWIC Affiliated Chapters was undertaken. A complete review of the Bylaws of our Association assures that the current practices of the organization are in compliance with the Strategic Plan as developed by the Association, as well as continuing to update practices to a more streamlined and efficient style.

Primary changes to the Bylaws include changing Article II to reflect the NAWIC Mission as set forth in the Strategic Plan. A change to the Membership Categories of deleting Honorary Chapter Member on the national side only. Additional changes include the remuneration of Articles to coincide with a more natural flow of the Bylaws and combining some sections. Small changes are noted for more consistent language and ease of understanding.

Article VI adds a new section giving the NAWIC Board the authority to discipline a Chapter for failure to follow the governing documents of NAWIC. This is an area that has been discussed for several years and the proposed changes will spell out the necessary steps of the National Board to ensure the continuation of the tax-exempt status for NAWIC and their fiduciary duties.

The Task Force is requesting a new Article XII – Executive(s). The reasoning behind this addition is to make the process of employing any Executive(s) and the subsequent contracts more transparent.

Bylaws for NAWIC Affiliated Chapters changes follow those proposed for the national Bylaws.

**BYLAWS
NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION
AN INTERNATIONAL NON-PROFIT CORPORATION
ORGANIZED UNDER THE LAWS OF THE STATE OF TEXAS**

ARTICLE I — NAME

The name of this organization shall be the “National Association of Women in Construction” (hereinafter, the “Association”).

ARTICLE II — OBJECT MISSION

~~The object of this Association shall be:~~ **The core purpose of this Association shall be to enhance the success of women in the construction industry.**

~~To unite for their mutual benefit women who are actively employed in the various phases of the construction industry.~~

~~To promote cooperation, fellowship and a better understanding among members of the Association.~~

~~To promote education and contribute to the betterment of the construction industry.~~

~~To encourage women to pursue and establish their careers in the construction industry.~~

~~To provide members an awareness of the legislative process and legislation as it relates to the construction industry.~~

ARTICLE III — POLICY

This Association shall be self-governing, non-profit, non-partisan and non-sectarian.

ARTICLE IV — MEMBERSHIP CATEGORIES

Membership of the Association shall consist of:

- A. **ACTIVE MEMBER:** Shall be open to women who are actively employed in the construction industry a minimum of an average of twenty (20) hours per week per month. Employment is defined as receiving compensation for service in an approved employment category and in which the majority of her job responsibility, in that approved employment category, is construction related. Each eligible Active Chapter Member shall be entitled to vote and to hold office and shall be a member of National and an affiliated Chapter. (02/09)
- B. **CORPORATE MEMBER:** This is a transferable membership. This membership is open to companies that wish to designate a woman employee, who would otherwise meet the criteria for Active Membership, to represent the company. The company holding the membership may change its designated representative at any time. The company must buy one corporate chapter membership for each representative. Each eligible Corporate

Member shall be entitled to vote, to hold office and shall be a member of National and an affiliated Chapter. (02/09)

- C. MEMBER AT LARGE: Shall be open to women meeting all the criteria for Active Member but not belonging to an affiliated Chapter of the Association. Member at Large shall be entitled to participate in all of the activities of the region in which they reside. Member at Large shall be entitled to vote at the Annual Conference of the Association **and vote on all matters on a regional level in which they reside**. Member at Large cannot hold office or serve on the NAWIC Board of Directors. (12/18)
- D. STUDENT MEMBER: Shall be open to women students enrolled at institutions of higher education, vocation training programs and apprenticeship programs. Student Membership is non-transferable, and Student Members shall have no vote nor hold office. They shall be a member of National and an Affiliated Chapter. A Student Member shall be eligible to serve on Chapter, Regional and National appointed committees. (02/11)
- E. STUDENT MEMBER AT LARGE: Shall be open to women students meeting all the criteria for Student Member but not belonging to an affiliated Chapter of the Association. Student at Large shall be entitled to participate in all of the activities of the region in which they reside. They shall have no vote nor hold office. (02/09)
- F. ASSOCIATE MEMBER: Shall be open to women who do not qualify for active membership. Associate members shall have no vote and are not eligible to hold office. Associate Members shall be a member of National and an affiliated Chapter. An Associate Member shall be eligible to serve on Chapter, Regional and national appointed committees. (02/10)
- G. RETIRED MEMBER: Shall be open to women who are retired and are at least 62 years of age. Retired members do not qualify for Active Membership, do not have to be members of a chapter and will be a member of National. Retired members shall have no vote and are not eligible to hold office but shall be eligible to serve on Chapter, Regional and National appointed committees. (09/10)
- H. INTERNATIONAL MEMBER: Shall be open to women who are actively employed in the construction industry in countries outside of the United States. International Members shall neither vote nor hold office.
- I. ~~HONORARY CHAPTER MEMBER: May be conferred by a three fourth (3/4) vote of those members present and voting upon a person who has rendered outstanding service to the Chapter but is ineligible for Active Member. An Honorary Member shall have no vote and shall be ineligible to hold any elective or appointive office. An Honorary Member shall be exempt from payment of dues but is entitled to visit the Chapter at any time. (02/09)~~

ARTICLE V — DUES

Annual dues and the method of collection shall be established by the NAWIC Board of Directors. Any proposed change must be circulated ninety days in advance of the vote thereon.

~~SECTION 1: NAWIC's Fiscal Year is October 1 through September 30. All new members joining in the last quarter (July, August, and September) of the NAWIC year pay the full fourth quarter and full amount of dues for the upcoming NAWIC year. The fourth quarter and upcoming year dues are prorated based on the National and Chapter new member dues structure. (03/14)~~

ARTICLE ~~VI~~ V — FISCAL YEAR

The fiscal year shall begin October 1 of each year, and the books shall be closed on **close** September 30.

ARTICLE ~~VII~~ VI — CHAPTERS

SECTION 1: The Association may grant charters to qualifying groups to be known as "Affiliated Chapters" or ("Chapters"). Each such Chapter shall adopt the Standard Bylaws for Affiliated Chapters, and shall abide by the Articles of Incorporation of the Association and all provisions of the Bylaws and Policies of the Association, which are consistent with all applicable laws and other governmental regulations.

SECTION 2: The NAWIC Board of Directors shall establish criteria for qualification of new Chapters, and shall be authorized to withdraw Chapter status from any Chapter which fails to comply with any of the requirements established for Chapter affiliation. The decision of the NAWIC Board of Directors on this matter shall be final.

SECTION 3: Should a Chapter fail to comply with the Bylaws, Policies and Procedures, or any other guidelines established, privileges associated with being a Chapter shall be forfeited, and if a Chapter fails to cure said deficit once notified, the charter shall be revoked by a vote of the NAWIC Board of Directors.

ARTICLE ~~VIII~~ VII — REGIONS

SECTION 1: CREATION OF REGIONS: The Association shall be divided into geographic Regions. Regions may be created, or their boundaries changed, by a two-thirds vote of the NAWIC Board of Directors. Procedures for creating or redistricting of Regions shall be established by the Board of Directors.

SECTION 2: ANNUAL REGIONAL FORUMS: Each Region shall hold an Annual Regional Forum in the Spring of each year. Any business pertaining to the specific Region, which is not in conflict with the governing rules of this Association, may be conducted. All voting members who are affiliated with that region, in good standing, who are in attendance, are eligible to vote. (12/17)

~~SECTION 3: FALL CONFERENCES: Each Region may hold a Fall Conference, at which official business pertaining to the Region, which is not in conflict with the governing rules of the Association may be conducted. All voting members who are affiliated with that region, in good standing, who are in attendance, are eligible to vote. (09/14)~~

ARTICLE X VIII — NAWIC BOARD OF DIRECTORS

SECTION 1: The NAWIC Board of Directors shall be composed of the duly elected Officers, Immediate Past President and Directors ~~elected by the Chapter delegates of each Region.~~

SECTION 2: The NAWIC Board of Directors shall:

- A. ~~Transact the business of, and exercise general supervision over, the affairs of the Association.~~ **The governing body of NAWIC shall be the Board of Directors.**
- B. ~~Approve the budget.~~ **Allocate and approve resources through the budget approval process.**
- C. Set annual dues, reinstatement fees and the method of collection.

NAWIC's Fiscal Year is October 1 through September 30. All new members joining in the last quarter (July, August, and September) of the NAWIC year pay the full fourth quarter and full amount of dues for the upcoming NAWIC year. The fourth quarter and upcoming year dues are prorated based on the National and Chapter new member dues structure. (03/14)

- D. ~~Authorize waiver, or payment of the cost, for any bond required of anyone holding Association funds or property.~~
- D. Report to the Annual Conference ~~business transacted by it.~~ **actions taken.**
- E. Investigate all grievances and complaints of irregularities presented to it, and serve as a body to which Chapters and/or members may appeal.
- F. Annually review and evaluate the progress and status of the Strategic Plan.

- G. Take all such other and further actions as may be necessary for the proper functioning of the Association, which are consistent with these Bylaws.
- H. Promote the Association.

SECTION 3: MEETINGS OF THE NAWIC BOARD OF DIRECTORS:

- A. A regular meeting of the NAWIC Board of Directors shall be held preceding the Annual Conference of the Association (hereinafter referred to as the “Pre-Con Board Meeting”) and another after the close of the Annual Conference of the Association (hereinafter referred to as the “Post-Con Board Meeting”). The President shall decide the time and place of these meetings. A Midyear Meeting may be held for the purpose of transacting any business of the Association necessary at that time. The President shall decide the time and place of any such Midyear Meeting.
- B. Special Meetings of the NAWIC Board of Directors may be called by the President, or upon written request of one fourth of the NAWIC Board members. The notice of a Special Meeting shall be issued and distributed at least thirty days before the meeting, stating the item or items of business to be transacted. No business other than that stated in the notice may be transacted.
- C. The NAWIC Board of Directors may transact business by written ballot, email vote or telephonic verbal vote. In the case of a ballot or email vote, a ballot shall be sent to each NAWIC Board member in the most expeditious manner as directed by the President. Only such replies as are received by the Secretary within fifteen days after date of distribution shall be considered.

A telephonic vote will be conducted by a roll call vote of all Board Members present. A two-thirds vote of the entire NAWIC Board shall decide the issue. The business and its result shall be ratified at the next Board of Directors meeting.

(03/17)

SECTION 4: QUORUM: A majority of the members of the NAWIC Board of Directors shall constitute a quorum.

ARTICLE IX — OFFICERS

SECTION 1: OFFICERS: The Officers of the Association shall be President, President-Elect, Vice-President, Secretary and Treasurer.

SECTION 2: DUTIES OF OFFICERS: Officers' duties shall be such as indicated by their respective titles and as are specified by these Bylaws.

A. PRESIDENT: The President shall:

1. Call and preside at all meetings of the Board of Directors and the Annual Conference.
2. Appoint all Committee Chairmen and Committee Members with the exception of the Finance Committee, and shall employ such professional services, as she deems necessary for the proper performance of the Association's duties and the achievement of its goals, within budget limitations.
3. Be one of three persons authorized to sign checks.
4. Perform such other duties as may be prescribed in these Bylaws, or requested by the NAWIC Board of Directors.

B. PRESIDENT-ELECT: The President-Elect shall:

1. Attend the Annual Conference and meetings of the Board of Directors.
2. Approve the dates of Annual Regional Forums. *(02/09)*

C. VICE-PRESIDENT: The Vice-President shall:

1. Attend the Annual Conference and meetings of the Board of Directors.
2. Act as an aide to the President.
3. Assume the duties of the President in her absence or in the event of a vacancy in the office. *(09/08)*

D. SECRETARY: The Secretary shall:

1. Attend the Annual Conference and meetings of the Board of Directors.
2. Supervise the maintenance of accurate records of all Association business including minutes of the Board of Directors and of the Annual Conference.
3. Issue all necessary notices, unless otherwise provided for by the NAWIC Board of Directors.

E. TREASURER: The Treasurer shall: ~~be the chief financial officer of the Association. She shall:~~

1. Attend the Annual Conference and meetings of the Board of Directors.
2. Supervise the maintenance of all Association accounting and financial reports, and present all financial statements required, in accordance with generally accepted accounting principles.
3. Be one of three persons authorized to sign checks.
4. Serve as Chair of the Finance Committee.
5. Prepare and present budgets.

SECTION 3: ELECTION OF OFFICERS:

- A. QUALIFICATIONS FOR OFFICE: To be eligible to hold an Association office, a member:
1. Shall have been a voting member in good standing of a Chapter or Chapters for a minimum of three years prior to her application for office.
 2. Shall be actively employed in the construction industry, or construction related service in which the majority of her business is in the construction industry. (09/06)
 3. Shall have served a majority of a term on the NAWIC Board of Directors.
- B. APPLICATION OF CANDIDATES: Applications from candidates for office shall be made in writing to the NAWIC Office to review for compliance with these Bylaws in accordance with procedures adopted by the Board of Directors.
- C. ELECTION OF OFFICERS: The President-Elect, Vice-President, Secretary and Treasurer shall be elected by ballot, by a majority of votes cast, in accordance with voting procedures adopted by the NAWIC Board of Directors. When there is only one nominee for all each offices, the NAWIC Secretary may be instructed to cast the elective ballot. (09/09)

SECTION 4: TERM OF OFFICE AND VACANCIES:

- A. Each officer's term shall commence at the close of the Annual Conference, and shall continue for one year. The President-Elect shall assume the office of President at the close of the Annual Conference one-year following her election as President-Elect.
- B. No person shall be elected to the same office for two successive terms, except for the Secretary and Treasurer, who may serve no more than two consecutive terms.
- C. In the event of a vacancy in the office of President, the Vice-President shall complete the unexpired term. In the event of a vacancy in the office of President-Elect, the Vice-President shall complete the unexpired term and shall become President at the end of that time. By majority vote, the NAWIC Board of Directors shall fill a vacancy in any other office.

SECTION 5: REMOVAL: A NAWIC Officer may be removed from office upon a three-fourths vote of the remaining NAWIC Board of Directors, if the Board determines this action is in the best interest of the Association.

ARTICLE X — REGION DIRECTORS

SECTION 1: ELECTION OF DIRECTORS:

- A. Each Region shall have a Director, who is that Region's representative on the NAWIC Board of Directors. Said Director shall have been a voting member in good standing of a Chapter or Chapters for three years prior to her election, shall be actively employed in the construction industry, or construction related service in which the majority of her business is in the construction industry, and shall have served as a Chapter President. (09/06)
- B. Said Director will serve a term of two (2) years. Should redistricting of two or more Regions occur, Directors may be asked to limit their term to one year with ability to be re-elected for one more year. If an ~~entire new~~ Director is elected from consolidated Region, the Director will serve a term of two (2) years. No person may serve more than two consecutive years as Director. Her term will commence at the close of the Annual Conference following her election. Prior to commencement of her term of office, she will be known as the "Director-Elect" for said Region. (09/14)
- C. Directors will be elected every two years for all Regions. Exception would be during a redistricting of two or more Regions whereas the election process would follow Article X - ~~Board of~~ **Region** Directors, Section 2: Election of Directors B. The Board of Directors will determine when the two year term will commence during the redistricting process to maintain the same number of Directors elected in even years as are elected in odd years. (02/15)
- D. The NAWIC Director shall be elected by ballot, by a majority of votes cast, in accordance with voting procedures adopted by the NAWIC Board of Directors. (12/17)

SECTION 2: DUTIES OF DIRECTORS:

- A. Attend the Annual Conference and meetings of the Board of Directors.
- B. To act as liaison between the members in her Region and the Association.
- C. ~~To serve as a member of the NAWIC Board of Directors.~~
- C.** To preside at all Regional meetings.
- D.** To take such other and further action as may be assigned to her by the NAWIC Board of Directors to further the goals of the Association within her Region.

SECTION 3: VACANCY IN POSITION OF DIRECTOR: A vacancy in the office of Director shall be filled by the Director-Elect, who shall serve as Director for the unexpired term and for the term to which she has been elected. If a vacancy in the office of Director occurs at a time when there is no Director-Elect, said vacancy shall be filled by a majority vote of the NAWIC Board of Directors, with consideration given to the recommendation of the Region involved.

SECTION 4: A NAWIC Director may be temporarily suspended from office and a replacement appointed by a three-fourths vote of the remaining NAWIC Board of Directors, if the Board determines that this action is in the best interest of the Association. In addition, a NAWIC Director may be removed from office if written request is made to the NAWIC Board by a majority of Chapters in her Region. The vacancy created by removal shall be filled according to the procedures established in these Bylaws.

ARTICLE XI — EXECUTIVE COMMITTEE

SECTION 1: **COMPOSITION:** The Executive Committee shall be composed of the Officers and the Immediate Past President of the Association.

SECTION 2: **DUTIES:** The Executive Committee is authorized to review and make recommendations to the NAWIC Board of Directors on any matter referred to it by the President or the Board of Directors, and report to the next regularly scheduled meeting of the NAWIC Board of Directors, unless otherwise instructed.

SECTION 3: MEETINGS:

- A. Meetings of the Executive Committee may be called at the discretion of the President or at the request of three members of this committee. A minimum of five days' notice shall be given to members of the committee. The call for the meeting shall state the date, time, place and reason for meeting.
- B. Meetings may be conducted by telephone conference with a minimum of twenty-four hours' notice. Action taken by telephone conference is to be ratified and made a part of the minutes of the next meeting of the Executive Committee.

ARTICLE XII — EXECUTIVE(S)

SECTION 1: Executive(s) are employed by the President and the Executive Committee.

SECTION 2: The Executive(s)' contract shall be approved by the NAWIC President with a majority vote of the NAWIC Executive Committee.

SECTION 3: An annual review of the Executive(s) shall be performed by the NAWIC Executive Committee at least sixty (60) days prior to the renewal of the contract(s) for the following NAWIC year.

SECTION 4: The Executive(s) shall perform duties as specific in the employment contract and policies.

ARTICLE XII ~~XIII~~ — ANNUAL CONFERENCE

SECTION 1: The Annual Conference of the Association shall be held at a time and place to be selected by the NAWIC Board of Directors based on recommendations from NAWIC's Annual Conference planner.

SECTION 2: VOTING AT THE ANNUAL CONFERENCE:

- A. All registered voting members, Member at Large and all Past National Presidents shall be eligible to vote at the Annual Conference. *(12/17)*
- B. All votes shall be cast in person, and no person shall cast more than one (1) vote on any question. *(12/17)*
- C. Voting shall be by voting members on all matters authorized by these Bylaws, as well as on other matters as determined by the President, or any matter where a majority of voting members present so request. *(12/17)*

ARTICLE XIII ~~XIV~~ — COMMITTEES

SECTION 1: STANDING COMMITTEES: The Association shall maintain the following Standing Committees: Bylaws, Professional Development & Education (PDE), Finance, Membership, and Strategic Planning. *(09/14)*

SECTION 2: OTHER COMMITTEES: The President may authorize the creation of other committees as she may deem necessary for the better execution of her duties and the goals of the Association.

SECTION 3: COMPOSITION OF COMMITTEES: The President shall appoint members and Chairmen of all committees except the Finance Committee, which shall be composed of the Executive Officers, Executive Vice President and a Finance Committee Member liaison. The President shall be an ex officio member of all other committees. *(02/09)*

ARTICLE XIV ~~XV~~ — INDEMNITY

The NAWIC Board of Directors shall have the authority to indemnify any Director or Officer or the Association for expenses and costs including attorneys' fees, actual and necessary, incurred by her in connection with any claim asserted against her, by action in court or otherwise, by reason of her being or having been such Director or Officer, except in relation to matters as to which she shall have been guilty of negligence or misconduct in respect for which indemnity is sought.

ARTICLE XV ~~XVI~~ — OFFICE

- SECTION 1: The permanent headquarters and office of the Association shall be in Fort Worth, Tarrant County, Texas, United States of America.
- SECTION 2: ~~The business of the NAWIC Office shall be under the direction of an Executive Vice President. The~~
~~Executive Vice President shall be one of three persons authorized to sign checks.~~
The business of the NAWIC Office shall be under the direction of the NAWIC Board of Directors.
- SECTION 3: All checks over \$2,000.00, with the exception of budgeted items, shall bear two (2) original signatures. (09/09)

ARTICLE ~~XVI~~ XVII — PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in Robert's Rules of Order Newly Revised, latest edition, shall govern all proceedings of the Association and of the Board of Directors, except where inconsistent with these Bylaws, and shall be subject to any Standing Rules which have been or may be adopted by the Association.

A Parliamentarian is appointed by the President, who advises the President or presiding officer, upon request. She attends Board meetings, and her function is advisory only. She should be well informed on National Bylaws and National Policies, and *Roberts Rules of Order, Newly Revised*.

ARTICLE ~~XVII~~ XVIII — AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Directors, and this Article ~~XVII~~ XVIII may also be amended at the Annual Conference by a two-thirds vote of the Association members present and voting thereon, provided that no amendment may be enacted unless notice of said proposed amendment has been circulated to all Association members at least ninety days in advance of the vote thereon or as superseded by law. All amendments authorized shall become effective immediately unless the amendment contains a specific date. (02/09)

**STANDARD BYLAWS FOR AFFILIATED CHAPTERS
NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION**

ARTICLE I — NAME

The name of this organization shall be the “Chapter” (hereinafter, the “Chapter”) of the National Association of Women in Construction (hereinafter, the “Association”).

ARTICLE II — ~~OBJECT~~ MISSION

~~The object of this Chapter shall be:~~ **The core purpose of this Association shall be to enhance the success of women in the construction industry.**

~~To unite for their mutual benefit women who are actively employed in the various phases of the construction industry.~~

~~To promote cooperation, fellowship and a better understanding among members of the Association.~~

~~To promote education and contribute to the betterment of the construction industry.~~

~~To encourage women to pursue and establish their careers in the construction industry.~~

~~To provide members an awareness of the legislative process and legislation as it relates to the construction industry.~~

ARTICLE III — POLICY

This Chapter shall be self-governing, non-profit, non-partisan and non-sectarian.

ARTICLE IV — MEMBERSHIP

SECTION 1: All Chapter members must be members of the National Association of Women in Construction.

- A. ACTIVE MEMBER: Shall be open to women who are actively employed in the construction industry a minimum of an average of twenty (20) hours per week per month. Employment is defined as receiving compensation for service in an approved employment category and in which the majority of her job responsibility,

in that approved employment category, is construction related. Each eligible Active Chapter Member shall be entitled to vote and to hold office and shall be a member of National and an affiliated Chapter. (02/09)

- B. CORPORATE MEMBER: This is a transferable membership. This membership is open to companies that wish to designate a woman employee, who would otherwise meet the criteria for Active Membership, to represent the company. The company holding the membership may change its designated representative at any time. The company must buy one corporate chapter membership for each representative. Each eligible Corporate Member shall be entitled to vote, to hold office and shall be a member of National and an affiliated Chapter. (02/09)

- C. MEMBER AT LARGE: Shall be open to women meeting all the criteria for Active Member but not belonging to an affiliated Chapter of the Association. Member at Large shall be entitled to participate in all of the activities of the region in which they reside. Member at Large shall be entitled to vote at the Annual Conference of the Association **and vote on all matters on a regional level in which they reside**. Member at Large cannot hold office or serve on the NAWIC Board of Directors. (12/17)

- D. STUDENT MEMBER: Shall be open to women students enrolled at institutions of higher education, vocation training programs and apprenticeship programs. Student membership is non-transferable, and Student Members shall have no vote nor hold office. They shall be a member of National and an Affiliated Chapter. A Student Member shall be eligible to serve on Chapter, Regional and National appointed committees. (02/11)

- E. STUDENT MEMBER AT LARGE: Shall be open to women students meeting all the criteria for Student Members but not belonging to an affiliated Chapter of the Association. Student at Large shall be entitled to participate in all of the activities of the region in which they reside. They shall have no vote nor hold office. (02/09)

- F. ASSOCIATE MEMBER: Shall be open to women who do not qualify for active membership. Associate members shall have no vote and are not eligible to hold office. Associate Members shall be a member of National and an affiliated Chapter. An Associate Member shall be eligible to serve on Chapter, Regional and national appointed committees. (02/10)

- G. RETIRED MEMBER: Shall be open to women who are retired and are at least 62 years of age. Retired members do not qualify for Active Membership, do not have to be members of a chapter and will be a member of National. Retired members

shall have no vote and are not eligible to hold office but shall be eligible to serve on Chapter, Regional and National appointed committees. (09/10)

H. INTERNATIONAL MEMBER: Shall be open to women who are actively employed in the construction industry in countries outside of the United States. International Members shall neither vote nor hold office.

I. HONORARY CHAPTER MEMBER: May be conferred by a three-fourth (3/4) vote of those members present and voting upon a person who has rendered outstanding service to the Chapter but is ineligible for Active Member. An Honorary Member shall have no vote and shall be ineligible to hold any elective or appointive office. An Honorary Member shall be exempt from payment of dues but is entitled to visit the Chapter at any time. (02/09)

SECTION 2: Transfer of Membership: A member in good standing may transfer from one Chapter of the Association to another in accordance with procedures established by the Association. No membership may be transferred from one member to another, except as established by the NAWIC Board of Directors. (02/09)

SECTION 3: Good Standing; A member is in good standing only when all Association and Chapter financial obligations are paid. A member not in good standing shall forfeit all privileges of membership until said financial obligations are met.

SECTION 4: The decision of the NAWIC Office, in determining the validity of an application for membership, shall be final. (Effective 10-1-2000)

ARTICLE V — OFFICERS AND DIRECTORS

SECTION 1: The Board of Directors shall consist of the Officers, Immediate Past President and not less than two (2) Directors.

SECTION 2: The Chapter Officers shall be President, Vice President, Recording Secretary and Treasurer, and may include President-Elect and Corresponding Secretary.

SECTION 3: The term of office of each Officer and Director shall be one year or until their successors are elected. No Officer or Director shall hold the same position for more than two consecutive terms. Any part of a term equaling or exceeding one-half the regular term shall be considered a term in deciding eligibility for re-election. The Board of Directors by a three-fourths ballot may remove any Officer or Board Member if determined that this action is in the best interest of the Chapter, except as superseded by state law.

SECTION 4: A vacancy in the office of President shall be filled by the Vice President for the unexpired term. A vacancy in the office of President-Elect, if any, shall be filled by the Vice President who shall serve for the unexpired term and shall become President at

the end of that term. In the event of a vacancy in both the office of President and Vice President, the President shall be elected by the Chapter voting members, voting thereon by ballot, and the Vice President shall be elected by the Board of Directors voting thereon by ballot. Any other vacancy on the Board of Directors, except in the office of Immediate Past President, shall be filled by the remaining members of the Board of Directors voting thereon by ballot. (02/10)

ARTICLE VI — ELECTIONS

- SECTION 1: A Nominating Committee of not less than three (3) voting members shall be elected no later than the end of March of each year. Two (2) members shall be elected from the membership, and one (1) shall be elected from the Board of Directors. The Committee shall elect its own chairman. (02/10)
- SECTION 2: No later than the end of May of each year, the Nominating Committee shall submit the names of one or more nominees for each office and each directorship to be elected. Nominations may also be made from the floor. If the Nominating Committee report is presented at one meeting and voting takes place at the following, nominations from the floor shall be permitted at both meetings.
- SECTION 3: All Officers and Directors shall be elected by ballot no later than the end of June and shall take office October 1 following their election.
- SECTION 4: When a ballot for any office or directorship fails to show a majority, the name of the nominee having the lowest number of votes shall be dropped and balloting continued until a majority is declared.
- SECTION 5: When there is only one nominee for any office or any directorship, the Recording Secretary may be instructed to cast the elective ballot.
- SECTION 6: No person shall be elected to the office of President, President-Elect or Vice President who has not served on the Board of Directors.
- SECTION 7: All Chapter elections may be conducted by mail ballot by a majority vote.

ARTICLE VII — MEETINGS

- SECTION 1: The Chapter shall hold a minimum of ten (10) meetings per year, of which at least four (4) shall include official Chapter and Association business. Whenever necessary, at the discretion of the Board of Directors, the date, time and place of a regular meeting may be changed. (08/17)

SECTION 2: Special meetings of the Chapter or the Board of Directors may be called by the President or a majority of the Board of Directors. The notice of special meetings shall state the business to be transacted and no other business shall be transacted except that stated in the notice.

SECTION 3: The Board of Directors shall hold a minimum of six (6) meetings per year. (12/17)

SECTION 4: The Annual Meeting of the Chapter shall be held in August or September, at which time Annual Reports of Officers and Committee Chairmen shall be presented verbally or published, except the Audit Committee Report, which will be given no later than the November meeting next following the Annual Meeting.

SECTION 5: One-third (1/3) of the voting members of the Chapter shall constitute a quorum at any business or special meeting of the Chapter. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE VIII — DUES

SECTION 1: Dues for new members shall be established by the NAWIC Board of Directors and shall be payable upon acceptance of membership. Chapter renewal dues and other appropriate fees shall be established by the Chapter. (02/09)

SECTION 2: Renewal dues shall be due in the NAWIC Office by October 1. (02/08)

ARTICLE IX — ELECTION OF NAWIC DIRECTORS

SECTION 1: As an affiliate of the National Association of Women in Construction, the Chapter, by virtue of its geographic location, is included in one of the Association's Regions.

SECTION 2: The NAWIC Directors shall be elected by ballot, by a majority of votes cast, in accordance with voting procedures adopted by the NAWIC Board of Directors. (12/17)

ARTICLE X — FISCAL YEAR

The fiscal year shall begin on October 1 of each year, and ~~the books shall be closed on~~ close September 30.

ARTICLE XI — DUTIES OF OFFICERS

SECTION 1: THE PRESIDENT shall preside at all meetings and serve as Chairman of the Board of Directors. She shall call regular monthly meetings of the Board of Directors and such special meetings of the Board of Directors as may be necessary. She shall be

authorized to create Special Committees, and shall appoint members to all Standing and Special Committees (with the exception of the Nominating Committee) and shall designate the Chairman thereof. She shall be one of three officers authorized to countersign all checks. She shall not be a member of the Nominating Committee. She shall in a timely manner prepare and file all documents necessary to protect the Chapter's non-profit status for the fiscal year in which she serves as President.

- SECTION 2: THE VICE PRESIDENT shall perform the duties of the President in her absence and succeed to the office of the President if that office becomes vacant.
- SECTION 3: THE RECORDING SECRETARY shall be responsible for the permanent records of the Chapter including minutes of all regular and special meetings of the Chapter and the Board of Directors. She shall keep a current roster of Chapter membership and perform such other duties as may be requested by the President or the Board of Directors.
- SECTION 4: THE CORRESPONDING SECRETARY, if any, shall be responsible for all correspondence of the Chapter.
- SECTION 5: THE TREASURER shall be custodian of all funds; be one of the three Officers authorized to countersign all checks; pay bills authorized by the Board of Directors; keep an itemized account of receipts and disbursements; present a written report at business meetings of the Chapter and the Board of Directors; and deliver audited records to her successor within thirty (30) days following the expiration of her term. She shall be a member of the Finance Committee.
- SECTION 6: THE PRESIDENT-ELECT, if any, shall attend all meetings of the Chapter Board of Directors, acquaint herself with the duties of the President, and perform such other duties as may be assigned to her by the President or the Board of Directors. She shall not be a member of the Nominating Committee.

ARTICLE XII — DUTIES OF THE BOARD OF DIRECTORS

- SECTION 1: The Board of Directors shall:
- A. Exercise general supervision and control over the business of the Chapter.
 - B. Designate a depository for all Chapter funds and designate the third Officer authorized to countersign checks for withdrawal of funds from such depositories.
 - C. Authorize payment of any indebtedness incurred on approved budget items.
 - D. Adopt the annual budget of the Chapter.

- E. Fill by ballot any vacancies occurring on the Board of Directors with the exception of the President and President-Elect. A vacancy in the office of Immediate Past President is not filled.
- F. Be authorized to create special committees.
- G. Shall present recommendations for action at regular Chapter meetings.
- H. Transact all other business of the Chapter not otherwise provided for.

SECTION 2: No indebtedness may be incurred or any money borrowed in the name of the Chapter except by Resolution of the Board of Directors approved by the Chapter voting membership. *(02/10)*

ARTICLE XIII — COMMITTEES

SECTION 1: The President shall appoint the following Standing Committees: Finance, Professional Development & Education (PDE) and Membership. The duties of the committees shall be such as are implied by their respective titles, provided that such duties do not conflict with any other committees. *(09/14)*

SECTION 2: The President shall act as an ex-officio member on each committee except the Nominating Committee, on which she shall not serve in any capacity.

ARTICLE XIV — INDEMNITY

The Board of Directors shall have the authority to indemnify any Director or Officer of the Chapter for expenses and costs including legal fees, actual and necessary, incurred by her in connection with any claim asserted against her, by action in court or otherwise, by reason of her being or having been such Director or Officer, except in relation to matters as to which she shall have been guilty of negligence or misconduct in respect for which indemnity is sought.

ARTICLE XV — AMENDMENTS

Amendments to these Bylaws may be proposed by the Chapter but shall not be effective until approved by a two- thirds vote of the NAWIC Board of Directors as an amendment to the Standard Bylaws for Affiliated Chapters.

ARTICLE XVI — PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in Robert's Rules of Order Newly Revised, latest edition, shall govern all proceedings of the Chapter and of the Board of Directors, except where

inconsistent with these Bylaws, and shall be subject to any Standing Rules which have been or may be adopted.

A Parliamentarian is appointed by the President, who advises the President or presiding officer, upon request. She attends Board meetings, and her function is advisory only. She should be well informed on National Bylaws and National Policies, and *Roberts Rules of Order, Newly Revised*.