



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.



ARTICLE III. MEMBERS

Section 1. MEMBERSHIP

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

Section 2. FOUNDERS

The Founders consist of those individuals who founded the Organization in 2013, and organized it as an Arkansas non-profit corporation. The ten (10) Founders 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. Founders are entitled to all privileges of the Organization and are not required to pay annual dues.

Section 3. HONORARY FOUNDING MEMBERS

The Founders may designate individuals as Honorary Founding Members using such criteria as the Founders determine, in their sole discretion, are appropriate for the designation. Honorary Founding Members are entitled to all privileges of the Organization and 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 are entitled to all privileges of the Organization but must be current in payment of annual dues to be Active Members.

Section 5. ACTIVE MEMBERS

Active Members represent the general membership of all members who are not Honorary Founding Members or Founders. 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 the election of Officers and any other matters as the Board of Directors may choose to bring before the Members.



ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS

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. BOARD OF DIRECTORS

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. OFFICERS

The Officers of the Organization shall consist of President, Vice President, Secretary, Treasurer, Membership Chairperson and immediate Past President, all of whom must be in good standing as Members of the organization at the time of their candidacy and during their entire tenure as an Officer. In addition, in order to leverage their expertise and influence for the benefit of the organization, all Past Presidents in good standing as Members of the Organization may elect to serve as ex-officio members of the Board.

Section 4. ELECTION OF OFFICERS

An election to select the Officers of the Organization will be held annually. The Officers of the Organization shall be elected by a majority vote of the Members present at the fourth quarter quarterly meeting of the Membership Year, or the majority of the Members casting a vote, if the election is held electronically in the Board of Directors' discretion. Voting by proxy shall not be allowed. A qualifications sheet and ballot with those running for an Officer position shall be circulated to the Members at least ten (10) calendar days prior to the election.

Section 5. TERM OF OFFICE

The Officers of the Organization shall hold office for one year or until their respective successors shall have been duly elected, whichever is longer. In the event an Officer resigns or is removed from her position prior to the end of the Term, the Board of Directors may appoint a Member to fulfill the remainder of that Officer's Term, provided, however, that should the President resign or be removed from her position prior to the end of the Term, the Vice President shall automatically assume the role of President for the



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remainder of the Term and the following year in which the Vice President would have automatically ascended pursuant to Article IV, Section 10(B).

Section 6. RESIGNATION

Any Officer may resign at any time by giving written notice to the Board of Directors of the Organization. Such resignation shall take effect at the time specified in the notice, or, at a time specified by the Board of Directors, in its discretion.

Section 7. REMOVAL

Any Officer 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.

Section 8. REGULAR MEETINGS

Regular meetings of the Board of Directors of the Organization shall be held each year, at such times, days and places as shall be designated by the President of the Organization.

Section 9. QUORUM

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

Section 10. 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 Officers present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Officer 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 11. UNANIMOUS WRITTEN CONSENT

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



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Section 12. DESCRIPTION OF OFFICERS' ROLES AND RESPONSIBILITIES

A. 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. In order to serve, the President shall have served as Vice-President the year immediately before becoming President. Provided, however, should the Vice President be unable or unwilling to serve as President immediately following a term as Vice President, then the person elected President must have served on the Board of Directors within three (3) years of seeking the position of President.

B. VICE PRESIDENT

The Vice President shall act, in all matters, as the President in the absence of the President. The Vice President shall oversee the coordination of membership events, including quarterly meetings. To be eligible to serve as Vice President, the Vice President shall have served in some capacity on the Board of Directors and/or as a committee member in the two-year period before being elected Vice-President. The Vice President, immediately following the conclusion of a term as Vice President, shall become President without the need for election.

C. 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.

D. TREASURER



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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.

E. MEMBERSHIP CHAIRPERSON

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

F. PAST PRESIDENT

The Past President shall serve as an *ex officio* member of the Board of Directors for continuity purposes for the organization. Any former President shall be eligible to hold this position, should the immediate Past President be unwilling or unable to serve in this role.

ARTICLE V. 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 DIRECTORS' MEETINGS

Board of Directors' meetings may be called by the President, or by two (2) or more Officers. 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 Directors' meetings shall be held at a place and time designated by the President.

ARTICLE VI. MEMBERSHIP YEAR, MEMBERSHIP DUES 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.



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Section 2. MEMBERSHIP DUES

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

Section 2. TAX YEAR

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

ARTICLE VII. AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of the Members present at any regular or special meeting of the Members, or the majority of the Members casting a vote, if the election is held electronically, 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 during which Amendments shall be considered shall set forth a summary of the proposed amendments.