

EXECUTIVE WOMEN INTERNATIONAL CHAPTER BYLAWS

ARTICLE I NAME

EXECUTIVE WOMEN INTERNATIONAL® (EWI®) (“the Corporation”) is a non-profit Corporation incorporated under the laws of the State of Utah. Each Chapter is an affiliated organization which holds membership in the Corporation. The name of this Chapter shall be EWI of Dallas.

ARTICLE II PURPOSE

The purpose of the Chapter is to fulfill, within its geographic boundaries described in the Chapter Charter, the purpose and mission of the Corporation as set forth in the Articles of Incorporation, as amended, and Bylaws of the Corporation. The purpose of EXECUTIVE WOMEN INTERNATIONAL and its members is more fully described as follows:

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

- Promoting firms who are members;
- Enhancing personal and professional development; and
- Encouraging community involvement.

ARTICLE III CHAPTER MEMBERSHIP

A Chapter is an association of firms, students, and individuals that has been granted a charter by the Corporation and shall consist of a diverse group of businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business that meet all requirements of the Corporation and the Chapter (“Member Firms”).

Section 1. Classes of Membership

Chapters shall have the following membership classifications:

A. Member Firm. A member firm shall be a business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business and admitted to membership by the Chapter. Member firms shall be classified in accordance with the standardized classification system outlined in the Corporation’s procedures.

- (1) Each member firm shall appoint a minimum of one (1) representative and may appoint as many representatives as it deems appropriate upon the payment of the appropriate dues for each additional representative.

- (2) No individual shall serve as a representative for more than one (1) member firm. The representative may not transfer representative status to another firm.
- (3) The chapter shall choose one of the following provisions to apply uniformly:
 - (a) Representative status shall cease immediately and without action of the Chapter upon termination of employment with a member firm; or
 - (b) Representative status shall cease four months after termination of employment with a member firm. During that period of time, the individual may be granted transitional status, and, if granted, shall retain all the rights of membership and shall be allowed to change membership category.

B. Individual Member. The Chapter shall have the option of including the Individual Member class of membership. An Individual Member shall be an employee of a business which is not a Member Firm of the Chapter.

C. Student Member. The Chapter shall have the option of including the Student Member class of membership. A student member shall be an individual who is currently attending an accredited educational institution and currently resides within Chapter boundaries. Student members do not have voting rights but may serve on Chapter committees and lead non-board of director chapter initiatives. Student members may not serve on the Chapter Board.

D. Sustaining Member. A Sustaining Member shall be an individual who has been a Representative in good standing immediately prior to retirement from a Member Firm. 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 Member may transfer from one Chapter to another should the Sustaining Member move within the boundaries of another Chapter. A Sustaining Member shall be subject to Corporate and Chapter assessments for this membership classification. Should a Sustaining Member return to full-time employment, as full-time is defined by the employer, said Sustaining Member shall no longer meet the qualifications of a Sustaining Member.

E. Chapter Life Member. A Chapter Life Member shall be a current Sustaining Member in good standing or a current Representative in good standing for at least (10) years, and to whom the Chapter desires to bestow this title due to special meritorious service above and beyond the call of duty to the Chapter. "Chapter Life Member" is an honorary title only and does not carry with it any rights and privileges or obligations.

Section 2. Application for Membership

Application. A firm, student or individual shall be invited to membership. Application for membership shall be made by completing an application which shall be subject to review and approval by the Chapter Board. A firm, student or individual shall become a member upon receipt of dues and assessments in the Corporate Office.

Section 3. Dues and Assessments

All classes of membership are subject to dues and assessments as set in the Corporation's annual budget that is approved by the membership at the Annual Meeting or any special meeting.

A Chapter may assess additional dues and assessments as established by the Chapter at the Chapter's Annual Meeting or any special meeting. All dues and assessments paid are non-refundable.

Section 4. Voting Rights

Each firm is entitled to one (1) vote per Representative at any meeting of the Chapter. An Individual Member is entitled to one (1) vote at any meeting of the Chapter. No other class of membership is entitled to vote.

Section 5. Suspension or Termination

The Chapter Board of Directors shall suspend or terminate membership of any firm, student or individual for breach of these Bylaws, the Corporate Bylaws, or any Standing Rules; for failure to pay dues or assessments; or for other conduct which the Chapter Board of Directors deems inconsistent and destructive to the purposes and mission of the Chapter and the Corporation. The firm or individual whose rights have been suspended or terminated shall not be allowed to hold office and to vote.

ARTICLE IV CHAPTER OFFICERS

Section 1. Officers. The Officers of the Chapter shall be a President, President-Elect, Secretary, and Treasurer. An individual may simultaneously hold the offices of Secretary and Treasurer. Additional Officers may be named in the Chapter Standing Rules.

Section 2. Duties of Officers

A. President.

The President shall:

- (1) Serve as Chief Executive Officer of the Chapter;
- (2) Preside at all meetings of the Chapter and the Chapter Board of Directors;
- (3) Appoint a parliamentarian;
- (4) Appoint Standing Committees with the exception of the Nominating Committee;
- (5) Serve as an ex-officio, voting member of each committee except the Nominating Committee;
- (6) Vote only to break a tie or in case of a vote by ballot in a Board or Chapter meeting; and
- (7) Shall have such other powers and perform such other duties as may be assigned by the Chapter Board of Directors.

B. President-Elect.

The President-Elect shall:

- (1) Perform all the duties of the President in the case of the absence or disability of the President; and
- (2) Perform such other duties as may be delegated by the President or by the Chapter Board of Directors.

C. Secretary.

The Secretary shall:

- (1) Keep, or cause to be kept, and have charge of the minutes of all meetings of the Chapter and of the Chapter Board of Directors;
- (2) Serve notices of all meetings of the Chapter and of the Chapter Board of Directors;
- (3) Execute official documents, with the President, in the name of the Chapter; and
- (4) Keep the Bylaws and such other papers as the Chapter Board of Directors may direct.

D. Treasurer.

The Treasurer shall:

- (1) Keep, or cause to be kept, full and accurate accounts of receipts and disbursements;
- (2) 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 of Directors;
- (3) Disburse or cause to be disbursed, the funds of the Chapter as may be approved by the Chapter Board of Directors, providing proper documentation for such disbursements;
- (4) Render to the President, the Chapter Board of Directors, and to the Chapter whenever they may require accounts of all transactions as Treasurer, and of the financial condition of the Chapter; and
- (5) Perform all the duties incident to the office of Treasurer, subject to the control and direction of the Corporate and Chapter Boards of Directors.

Section 3. Vacancy

In the event of a vacancy in the office of President, the President-Elect automatically ascends to the office of President. If the President-Elect cannot ascend then the Nominating Committee shall present a nominee and an election shall be held at a special meeting called for that purpose. A vacancy in any other office shall be filled for the unexpired term by the Chapter Board.

Section 4. Compensation.

Officers and Directors shall serve the Chapter without compensation.

ARTICLE V CHAPTER MEETINGS

Section 1. Mandatory Meetings

Each Chapter will establish the dates and times of its meetings, which will include a minimum of two (2) business meetings per year, one of which is the Chapter's Annual Meeting.

Section 2. Notice of Meetings

Notice of the Annual Meeting and any special meetings of the Chapter shall be given to the firm through its representative(s) and the individual member by the Secretary not less than ten (10) days prior to the date of the Annual Meeting and not less than five (5) days prior to the date of a special meeting.

Section 3. Quorum

A majority of representatives of firms and individual members eligible to vote will constitute a quorum at any regular or special meeting of the Chapter.

ARTICLE VI CHAPTER BOARD OF DIRECTORS

Section 1. Members of the Board of Directors

The Board of Directors shall consist of the Elected Officers, such other Directors as may be named in the Chapter Standing Rules, and the appointed Advisor.

Section 2. Qualifications:

All Officers, Directors, and the Advisor shall be representatives of member firms or individual members;

Section 3. Election of Board of Directors

Officers and Directors shall be elected at the Chapter's Annual Meeting held prior to September 30.

Section 4. Term of Office

Officers and Directors shall serve a one (1) year term to begin October 1. No Officer or Director shall serve more than five (5) consecutive terms on the Board of Directors. An Officer or Director who has served more than half a term is considered to have served a full term in that office. The Director elected to serve as President-Elect will be elected for a two (2) year term. The President-Elect serves a one (1) year term as President-Elect and another one (1) year term as President.

Section 5. Vacancy

In the event of a vacancy in the office of President, the President-Elect automatically ascends to the office of President. If the President-Elect cannot ascend then the Nominating Committee shall present a nominee and an election shall be held at a special meeting called for that purpose. A vacancy in any other office shall be filled for the unexpired term by the Chapter Board.

Section 6. Powers and Duties of the Chapter Board of Directors

Subject to the restrictions of the law, the Corporate Bylaws, and the Chapter's charter from the Corporation, the Chapter Board of Directors shall have general supervision of the business of the Chapter, including but not limited to the following:

- (1) Authority to admit Member Firms into the Chapter;
- (2) Power to terminate or suspend a firm's or individual's membership;
- (3) Power to obligate the Chapter for items in the operating budget approved by the membership at the Chapter's annual meeting and not exceeding 10% of such total operating budget in amount;
- (4) Power to replace an Officer or Director due to inability to perform their respective duties; and
- (5) All powers otherwise provided in these Bylaws.

Section 7. Chapter Advisor

The Advisor shall meet the qualifications of a member of the Chapter Board of Directors. The Immediate Past Chapter President shall serve as Advisor. If the Immediate Past Chapter President is unable to serve, the Chapter President shall appoint another Past President of the Chapter to serve as Advisor to the Chapter Board of Directors. The Advisor shall be required to attend Chapter Board Meetings as a non-voting member. The Chapter Board of Directors may remove an Advisor for failure to perform the duties of the position.

Section 8. Board Meetings

The Chapter Board of Directors shall hold monthly meetings. Special meetings of the Chapter Board of Directors may be called at any time on the order of the President or on the order of any two (2) Directors. Only such business of which the Chapter Board of Directors has been notified may be transacted at any special meeting.

Section 9. Notice of Meetings

Regular meetings of the Chapter Board of Directors shall be held without notice if the time and place of the meetings are specified by the Chapter Board of Directors. Special meetings of the Chapter Board of Directors shall be held upon four (4) days' notice.

Section 10. Quorum

A majority of the authorized number of Directors will constitute a quorum for the transaction of business at any regular or special meeting of the Chapter Board of Directors, 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 of Directors. The Advisor is not included in the quorum.

Section 11. Compensation.

Officers and Directors shall serve the Chapter without compensation.

ARTICLE VII CHAPTER COMMITTEES

The President of the Chapter may appoint any committees deemed necessary to assure the successful operation of the Chapter, with the exception of the Nominating Committee.

Section 1. Nominating Committee

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

- (1) The immediate past President, if possible, who shall serve as chair. In the event the immediate past President is unable to serve, a new chair shall be selected by the Chapter Board of Directors;
- (2) Two or four representatives or individual members, one of whom may be a member of the Board of Directors, elected by the representatives or individual members at the Chapter's Annual Meeting.

Should a vacancy occur in one of the elected positions on the Nominating Committee, a replacement for that particular vacancy shall be elected in the same manner as the original member. The failure to timely fill a vacancy on the Nominating Committee shall not invalidate the actions of the committee.

B. Nomination of Chapter Board of Directors. Prior to the business meeting at which the Nominating Committee reports, written notice of the proposed slate shall be sent to all Representatives. Other nominations may thereafter be submitted in writing to the President fifteen (15) days prior to the Annual Meeting, and the President shall notify the membership. Further nominations may be made from the floor of the meeting. If there is more than one nominee for an office, the vote shall be by ballot.

C. Nomination of Delegates to Corporate Annual Meeting. The Nominating Committee shall send written notice of the proposed slate of Delegates and Alternate Delegates, in their elected order, to the membership prior to the business meeting at which they shall be elected. Further nominations may be made from the floor of the meeting. If there is more than one nominee for each position, the vote shall be by ballot.

The duly elected Delegates and Alternate Delegates shall serve until their successors have been qualified and elected.

Section 2. Budget Committee

The voting members of the Budget Committee shall be the:

- (1) President;
- (2) Vice President;
- (3) Secretary-Treasurer;
- (4) Advisor (if Immediate Past President).

The committee shall present the proposed budget to the Chapter Board of Directors for approval after which the budget shall be acted upon at the Chapter's Annual Meeting.

Section 3. Other Standing Committees

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

Section 4. Special Committees

Special committees may be established by the President or Chapter Board of Directors as deemed necessary or appropriate.

Section 5. Directors and Duties

The committee responsibilities of Directors shall be enumerated in the Chapter Standing Rules.

ARTICLE VIII ELECTRONIC MEETINGS AND COMMUNICATION

- A. Meetings. The Chapter, the Board of Directors and committees shall be authorized to meet by telephone conference or through other electronic communications media, as long as all members may simultaneously hear each other and participate during the meeting. Notice of meetings may be sent by email.
- B. Mailings. Mailings may be sent by email, except where the Bylaws require the use of postal mail or where a member does not have email access.

ARTICLE IX PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised will be the authority governing proceedings in meetings of the Chapter and of the Chapter Board insofar as such rules do not conflict with the Corporate Bylaws, Chapter Bylaws, or any governing law.

ARTICLE X CHAPTER STANDING RULES

The Chapter may adopt Standing Rules to conduct the business of the Chapter. Such rules shall be consistent with these Bylaws, the Corporate Bylaws, Corporate and Chapter procedures and the laws applicable to the Chapter.

ARTICLE XI AMENDMENTS

The Corporate Bylaws Committee shall initiate or receive from Chapters or the Corporate Board proposed amendments to these Chapter Bylaws. Any Chapter may submit a proposed amendment to the Corporate or Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting.

ARTICLE XII ACCESS TO RECORDS

All books and records of the Chapter may be inspected by any member, her agent or attorney, at any reasonable time and for any reasonable purpose, where such member (or representative) has provided a written request to the Chapter, which has been approved by the Chapter Board.

ARTICLE XIII NAME AND GEOGRAPHIC BOUNDARIES

Section 1. Boundaries

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

- Dallas, Collin 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. From time to time, for purposes deemed to be in the best interest of the growth of the Corporation, the Corporate Board may initiate discussions with the Chapter regarding changes in its boundaries.

Section 2. Waiver

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

ARTICLE XIV DISSOLUTION OF A CHAPTER

Dissolution of the Chapter shall occur upon revocation of the Chapter's charter by the Corporation or upon voluntary termination of the Chapter's charter by the Chapter. Voluntary termination requires a majority vote of the Chapter membership at a meeting called for the purpose of dissolving the Chapter. The Chapter Board must provide at least thirty (30) days written notice of the meeting called to dissolve the Chapter to all executives of record of the member firms and their representatives, and individual members, and to EXECUTIVE WOMEN INTERNATIONAL. Notice must be given by the same methods used by the Chapter for its Annual Meetings. At any time prior to the meeting, EXECUTIVE WOMEN INTERNATIONAL may contact the executives of record, and representatives, and individual members to discuss the proposed dissolution. If a majority of the executives of record, representatives, or individual members object in writing to the dissolution or object in person at the meeting called for that purpose, then the Chapter membership may not vote on the question of dissolution.

Prior to dissolution of the Chapter, and after payment of outstanding debts and liabilities from the operating funds and reserves of the Chapter, the Chapter shall work with the Corporation and with the Board of the Business/Career/Development Program ("B/C/DP"), a Utah Non-profit corporation, to make such 501(c)(3) charitable contributions as are appropriate. More specifically, all remaining assets and funds held or administered by the Chapter shall be distributed as follows:

(a) Chapter EWI B/C/DP Funds: To the extent that the Chapter is in possession of, and is administering funds raised by the Chapter under delegated authority from B/C/DP, then any such funds shall, at the option of the Chapter, be distributed to such local or national organization or organizations as may be selected by the Chapter Board which are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or its successor provisions) and have similar purposes as B/C/DP, after review by the B/C/DP Board. The B/C/DP Board shall approve all such contributions as meet the foregoing criteria. The Chapter shall report all such distributions to B/C/DP as needed for purposes of filing all state or federal income tax returns or other reports required under law.

(b) Chapter Operating and Reserve Funds: The remaining Chapter Operating and Reserve funds held by the Chapter shall, at the option of the Chapter, be distributed to such local or national organization or organizations as may be selected by the Chapter Board which are qualified as exempt organizations under Code Section 501(c)(3) (or its successor provisions), after review by the Corporate Board. The Chapter shall report all such distributions to Executive Women International as needed for purposes of filing all state or federal income tax returns or other reports required under law.

(c) If the dissolving Chapter fails to select a qualified recipient organization or organizations as provided in subparagraphs (a) or (b) above within ninety (90) days of taking action to initiate dissolution (regardless of whether the funds are B/C/DP funds or Chapter operating funds and reserves), such funds shall be distributed to the B/C/DP.