

**EXECUTIVE WOMEN INTERNATIONAL®**  
**CHAPTER BYLAWS**

**2010**

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1 **ARTICLE I**  
2 **PURPOSE**

3  
4 EXECUTIVE WOMEN INTERNATIONAL (“Corporation”) is a non-profit organization  
5 incorporated under the laws of the State of California. Each Chapter is an affiliated  
6 organization which holds membership in the Corporation. The purpose of the Chapter is to  
7 fulfill, within its geographic boundaries described in the Chapter Charter, the purpose and  
8 mission of the Corporation as set forth in the Articles of Incorporation, as amended, and Bylaws  
9 of the Corporation. The purpose of EXECUTIVE WOMEN INTERNATIONAL and its members  
10 is more fully described as follows:

11  
12 EXECUTIVE WOMEN INTERNATIONAL is an organization which brings together key  
13 individuals from diverse businesses for the purpose of:

- 14  
15 • Promoting Member Firms;  
16 • Enhancing personal and professional development; and  
17 • Encouraging community involvement.

18  
19 **ARTICLE II**  
20 **DEFINITIONS**

21  
22 For the purposes of these Chapter Bylaws, the following terms are defined:

23  
24 **"Chapter"** – An association of Member Firms which has been granted a charter by the  
25 Corporation.

26  
27 **"Chapter Board"** – The elected Board of Directors of the Chapter.

28  
29 **"Corporate Board"** – The elected Board of Directors of the Corporation.

30 **"Corporation"** – EXECUTIVE WOMEN INTERNATIONAL, a non-profit organization  
31 incorporated under the laws of the State of California.

32  
33 **"Member Firm"** – A non-competing business, governmental agency, non-profit  
34 enterprise or association actively engaged in the conduct of business and admitted to  
35 membership by the Chapter.

36  
37 **"Representative"** – One or more individuals designated by a Member Firm to represent  
38 it according to the qualifications provided in these Chapter Bylaws.

39  
40 **ARTICLE III**  
41 **CHAPTER BOARD OF DIRECTORS**

42  
43 **Section 1. Number and Qualifications of Chapter Board Members**

44  
45 The business and affairs of the Chapter will be managed and directed by a Board of Directors  
46 (“Chapter Board”) comprised of at least six (6) and no more than ten (10) Directors, each of  
47 whom will be a Representative of a Member Firm. If a Director ceases at any time to be  
48 qualified, such Director’s term of office will automatically terminate, but no act of the Chapter or  
49 Chapter Board will be invalidated by reason thereof. If a Director ceases to be qualified, the  
50 Director will immediately provide notice of resignation to the Chapter. In the event of failure to  
51 do so, the Chapter Board may remove any such Director.

52  
53 **Section 2. Compensation**

54  
55 No Director is entitled to any compensation for any services rendered as such.  
56

57 **Section 3. Designated Directors and Duties**  
58

59 Directors will be elected to serve designated functions and may also be Directors-at-Large as  
60 determined by the Chapter Board. The suggested designations for Director positions and their  
61 responsibilities are as follows:  
62

63 A. Membership. One of the Directors elected to the Chapter Board will be designated to lead  
64 and direct the membership activities of the Chapter in the recruitment and retention of Member  
65 Firms.  
66

67 B. Program. One of the Directors elected to the Chapter Board will have general charge of  
68 planning and arranging the programs for the regular meetings of the Chapter.  
69

70 C. Communications. One of the Directors elected to the Chapter Board will be responsible for  
71 the preparation, publication and distribution of the Chapter's newsletter, website information,  
72 public relations and communications for the Chapter.  
73

74 D. Fund Raising. One of the Directors elected to the Chapter Board will be charged with the  
75 direction and supervision of any special activities for the purpose of supplementing Chapter  
76 operating funds and/or fund raising activities to support the Chapter's  
77 Business/Career/Development Program ("B/C/DP").  
78

79 E. Director-At-Large. Chapters have the option of electing to the Chapter Board a Director  
80 whose assignments will be designated by the Chapter Board. These may include scholarships  
81 and literacy programs sponsored by the Chapter or the Corporation, or other requirements of  
82 the Chapter.  
83

84 **Section 4. Election of Directors**  
85

86 At the Chapter's Annual Business meeting, and in any case prior to September 30, the  
87 Representatives of Member Firms will elect the Officers and Directors for the Chapter.  
88

89 **Section 5. Term of Office of Directors**  
90

91 Each of the Directors will serve a one (1) year term to begin at the close of the Chapter's  
92 Annual Business meeting, except that the Director elected to serve as Vice  
93 President/President-Elect will be elected for a two (2) year term.  
94

95 A minimum of three (3) of the Directors will have served on the Chapter Board the previous  
96 year, one of whom may be the Vice President/President-Elect. The Vice President/President-  
97 Elect will automatically ascend to the office of President and retain the office of Director.  
98

99 Except for the Director who is elected as Vice President/President-Elect, no Officer or Director  
100 may serve more than five (5) consecutive terms. An Officer or Director who has served more  
101 than half a term is considered to have served a full term in that office.  
102

103 **Section 6. Vacancy**  
104

105 Any vacancy in the office of Director (including any Director designated as an Officer) will be  
106 filled for the remainder of the term by the appointment of an individual who is qualified under  
107 these Bylaws by the remaining members of the Chapter Board. In the event the Vice

108 President/President-Elect cannot assume the duties of the President, the Nominating  
109 Committee will present a successor as Vice President/President-Elect who will be appointed by  
110 the Chapter Board, if qualified.

111  
112 **Section 7. Board Meetings**

113  
114 The Chapter Board will hold monthly meetings. Special meetings of the Chapter Board may be  
115 called at any time on the order of the President or on the order of any two (2) Directors. Only  
116 such business of which the Chapter Board has been notified may be transacted at any special  
117 meeting. Telephonic meetings of the Chapter Board may be allowed according to the laws of  
118 the state in which the Chapter is organized.

119  
120 **Section 8. Notice of Meetings**

121  
122 Each Director will be responsible to register current contact information (including address,  
123 telephone number(s), facsimile number, and email address) with the Secretary, and notices of  
124 meetings using such information will be regarded as valid notice. Unless otherwise required by  
125 the laws of the state in which the Chapter is organized, the following will govern requirements  
126 for notice of Chapter Board meetings:

127  
128 Regular meetings of the Chapter Board may be held without notice if the time and place of the  
129 meetings are fixed by these Bylaws or the Chapter Board. Special meetings of the Chapter  
130 Board will be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice if  
131 delivered personally, telephonically, or by electronic transmission by the Secretary. A notice, or  
132 waiver of notice, need not specify the purpose of any regular meeting of the Chapter Board.

133  
134 **Section 9. Quorum**

135  
136 A majority of the authorized number of Directors will constitute a quorum for the transaction of  
137 business at any regular or special meeting of the Chapter Board, and every act or decision of  
138 the majority of the Directors present at a meeting at which a quorum has been established will  
139 be valid as the act of the Chapter Board.

140  
141 **Section 10. Powers and Duties of the Chapter Board**

142  
143 Subject to the restrictions of the law, the Corporate Bylaws, and the Chapter's charter from the  
144 Corporation, the Chapter Board will have general supervision of the business of the Chapter,  
145 including but not limited to the following:

- 146
- 147 • Authority to admit Member Firms into the Chapter;
  - 148 • Power to terminate or suspend a Member Firm's membership or the Representative  
149 status of any Representative of a Member Firm;
  - 150 • Power to incur indebtedness or otherwise obligate the Chapter for matters and  
151 business activities which are described in or constitute a part of the operating budget  
152 approved by the membership at the Chapter's annual business meeting, and for other  
153 matters or business activities not exceeding 10% of such operating budget in amount;
  - 154 • Power to replace an Officer or Director who fails to serve because of absence during  
155 that Officer's or Director's term or based on inability or unwillingness to perform the  
156 respective duties in a timely and professional manner; and
  - 157 • All powers otherwise provided in these Bylaws.
- 158  
159

160 **ARTICLE IV**

## CHAPTER OFFICERS

### Section 1. Executive Officers and Duties

A. Description of Positions of Executive Officers The Executive Officers of the Chapter and their duties are described as follows:

(1) President. The President will be the Chief Executive Officer of the Chapter and will preside at all meetings of the Chapter and of the Chapter Board. The President will be a member of the Chapter Board and will have general charge of the business of the Chapter. The President will have the power and duty to:

- appoint a parliamentarian;
- appoint an historian;
- appoint an official greeter;
- appoint any standing committee, with the exception of the Nominating Committee; and
- appoint a temporary Secretary from the members of the Chapter Board for any meeting at which the Secretary of the Chapter is not present.

The President will be an ex-officio (non-voting) member of each committee except the Nominating Committee and will have such other powers and shall perform such other duties as may be assigned by the Chapter Board.

(2) Vice President/President-Elect. The Vice President will be the President-Elect and will be vested with all the powers and will perform all the duties of the President in case of the absence or disability of the President. The Vice President/President-Elect will have such other powers and perform such other duties as may be delegated by the President or by the Chapter Board.

(3) Secretary. The Secretary will keep, or cause to be kept, and have charge of the minutes of all meetings of the Chapter and of the Chapter Board; serve notices of all meetings of the Chapter and of the Chapter Board; execute official documents, with the President, in the name of the Chapter; be custodian of the Chapter seal; keep the Bylaws and such other papers as the Chapter Board may direct; and perform all the duties incident to the office of Secretary, subject to the control and direction of the Chapter Board.

(4) Treasurer. The Treasurer will keep, or cause to be kept, full and accurate accounts of receipts and disbursements; 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; 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; 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; send each Member Firm notice of annual assessments and/or notice of delinquency, if required; and perform all duties incident to the office of Treasurer, subject to the control and direction of the Chapter Board.

(5) Sergeant-At-Arms. The Sergeant-At-Arms will keep, or cause to be kept, complete records of the Representatives' attendance at meetings; have charge of all reservations; and perform such other duties as may be assigned by the President or the Chapter Board.

(6) Chapter Advisor. The President may appoint past Presidents of the Chapter to serve as Advisors to the Chapter Board so long as the Advisors continue to meet the qualifications of

215 a member of the Chapter Board. If an Advisor is unable to serve for any reason, the President  
216 may appoint another past President to serve as Advisor. Advisors will be required to attend  
217 Chapter Board Meetings but do not have the authority to vote. The Chapter Board may remove  
218 an Advisor at the discretion of a majority of the Chapter Board.

219  
220 B. Qualifications of Officers. All Officers must be Directors of the Chapter Board and must  
221 meet all the qualifications of a Director.

222  
223 C. Compensation. Officers will serve the Chapter without compensation.

224  
225 **ARTICLE V**  
226 **MEMBERSHIP**

227  
228 A Chapter will consist of an association of non-competing businesses, governmental agencies,  
229 non-profit enterprises or associations actively engaged in the conduct of business which meet  
230 all requirements of the Corporation and the Chapter ("Member Firms").

231  
232 **Section 1. Classes of Membership**

233  
234 Chapters shall have the following membership classifications:

235  
236 A. Member Firm. A Member Firm will be non-competitive business, governmental agency,  
237 non-profit enterprise or association actively engaged in the conduct of business. Member Firms  
238 will be classified in accordance with the Major and Minor Classifications outlined in the  
239 Corporation's procedures.

240  
241 (1) Representative. Each Member Firm will appoint at least one (1) Representative who is a  
242 key individual from the Member Firm. Each Member Firm will be entitled to recommend and  
243 appoint up to two (2) additional Representatives who are also key individuals of the same  
244 Member Firm. No individual will serve as a Representative for more than one (1) Member Firm.

245  
246 (2) Representative Status. Representative status will cease immediately and without action  
247 of the Chapter upon termination of employment with a Member Firm.

248  
249 B. Special Classifications. The following special membership classifications are authorized  
250 subject to approval by the Chapter and subject to assessment of such dues and assessments  
251 as the Chapter Board may require:

252  
253 (1) Sustaining Member. A Sustaining Member will be an individual who has been a  
254 Representative in good standing immediately prior to retirement from business or a Member  
255 Firm, and who is no longer employed on a full time basis by any Member Firm or any other  
256 person or entity. A Sustaining Member will have no voting rights and may not serve as an  
257 Officer or Director. A Sustaining Member may attend all membership meetings and functions.  
258 A Sustaining Member may transfer from one Chapter to another should the Sustaining Member  
259 move within the boundaries of another Chapter. A Sustaining Member will be subject to regular  
260 Corporate and Chapter assessments. Nothing in these Bylaws will prevent a Sustaining  
261 Member from being designated as a Chapter Life Member.

262  
263 (2) Chapter Life Member. A Chapter Life Member will be an individual not otherwise  
264 qualified for membership, who has been a Representative in good standing for at least ten (10)  
265 years, and whose name the Chapter desires to enroll because of special meritorious service  
266 above and beyond the call of duty to the Chapter. A Chapter Life Member will have no voting  
267 rights and may not serve as an Officer or Director. A Chapter Life Member may attend all  
268 membership meetings and functions. Eligibility of the prospective Chapter Life Member will be

269 determined by the Chapter Board, subject to the approval of the Chapter. Chapter Life  
270 Members will be subject to such assessments as each Chapter may set.

271  
272 (3) Honorary Member. An Honorary Member will be an individual not otherwise qualified  
273 for membership, whose name the Chapter desires to enroll because of special meritorious  
274 service to the community. An Honorary Member will have no voting rights and may not serve  
275 as an Officer or Director. An Honorary Member may attend all membership meetings and  
276 functions. Eligibility of the prospective Honorary Member will be determined by the Chapter  
277 Board, subject to the approval of the Chapter. Honorary Members will not be subject to  
278 assessment.

279  
280 (4) Transitional Member. The Chapter Board may grant Transitional membership to an  
281 individual not otherwise qualified for membership, who has been a Representative in good  
282 standing and who has become unemployed due to elimination of job position, merger,  
283 acquisition or other legitimate business reason. Transitional membership will be in effect until  
284 such member resumes employment, but in no case will this membership extend for a period of  
285 more than one (1) year. A Transitional Member will have no voting rights and may not serve as  
286 an Officer or Director. A Transitional Member may attend all membership meetings and  
287 functions.

288  
289 C. Transfers. Membership of any status referred to above, other than that of a Sustaining  
290 Member, is non-transferable.

291  
292 **Section 2. Application for Membership**

293  
294 A. Member Firm. A firm proposed for membership will submit its application to the Chapter for  
295 approval in accordance with Corporate and Chapter Bylaws, Corporate and Chapter  
296 procedures, and Standing Rules of the Chapter. Recognition by the Chapter and the  
297 Corporation of the firm as a Member Firm will be official upon receipt of the completed  
298 application and all required fees and assessments by the Corporation at its business office, and  
299 upon meeting the requirements of the Corporate and Chapter Bylaws, Corporate and Chapter  
300 procedures, and Standing Rules of the Chapter.

301  
302 B. Other Membership Individuals seeking membership under any of the special classifications  
303 set forth at Article V, Section 1.B., above will do so according to procedures and terms and  
304 conditions as required by the Chapter. Membership recognition will be official upon receipt of  
305 the completed application and any required fees and assessments by the Corporation at its  
306 business office, and upon meeting the requirements of the Corporate and Chapter Bylaws,  
307 Corporate and Chapter procedures, and Standing Rules of the Chapter.

308  
309 **Section 3. Voting Rights**

310  
311 Each Member Firm is entitled to one (1) vote per Representative at any meeting of the Chapter.  
312 No other class of membership is entitled to vote.

313  
314 **Section 4. Suspension or Termination**

315  
316 The Chapter Board will have the power to suspend or terminate membership of any Member  
317 Firm for the failure to pay dues and assessments; breach of these Bylaws, the Corporate  
318 Bylaws, or any Standing Rules; or for other conduct which the Chapter Board deems  
319 inconsistent and destructive to the purposes and mission of the Chapter and the Corporation.  
320 During suspension or upon termination of membership, all rights of membership (of any class)  
321 including the right of a Member Firm Representative to hold office and vote may not be  
322 exercised.

323  
324 **ARTICLE VI**  
325 **REVENUE**  
326

327 Operating funds of the Chapter will principally be derived from membership dues. Fees and  
328 dues assessed by the Corporation are approved by the Chapters at the Corporation's Annual  
329 Meeting. Each Member Firm will be required to pay the Corporation's annual assessment.  
330

331 A Chapter may charge additional fees or dues of its Member Firms as established by the  
332 Chapter at its annual business meeting or other special meetings. Unless online payments are  
333 authorized and/or the Corporation collects annual fees and dues from Member Firms, Chapters  
334 will be responsible for the collection for the Corporation of all annual Corporate assessments  
335 and dues from the Chapter's Member Firms. Corporate assessments will be due to the  
336 Corporation on the date established by the Corporation. All dues and assessments paid are  
337 non-refundable.  
338

339 **ARTICLE VII**  
340 **CHAPTER MEETINGS**  
341

342 **Section 1. Mandatory Meetings**  
343

344 Each Chapter will establish the dates and times of its meetings, which will include a minimum of  
345 two (2) business meetings per year, one of which is the Chapter's annual business meeting.  
346

347 **Section 2. Attendance at Meetings**  
348

349 The attendance requirement for a Member Firm and Representative(s) will be developed by the  
350 Chapter Board, presented to the membership for vote and included in the Chapter Standing  
351 Rules.  
352

353 **Section 3. Notice of Meetings**  
354

355 Notice of the annual business meeting and any special meetings of the Chapter will be given to  
356 Representatives by the Secretary, utilizing methods as authorized by the state law of the  
357 Chapter, not less than ten (10) days prior to the date of the annual business meeting and not  
358 less than five (5) days prior to the date of a special meeting. Such notices will specify the  
359 place, day and hour of the meeting. Each Member Firm Representative will be responsible to  
360 provide current contact information (mailing address, telephone number(s), facsimile number,  
361 email address) for the Member Firm's executive(s) and Representative(s). Notice to the parties  
362 using such information will be sufficient for all purposes of the Chapter.  
363

364 **Section 4. Quorum**  
365

366 A majority of the Representatives eligible to vote will constitute a quorum at any regular or  
367 special meeting of the Chapter. A majority vote of the Representatives eligible to vote and  
368 present at the meeting will be valid for the transaction of business.  
369

370 **ARTICLE VIII**  
371 **COMMITTEES**  
372

373 The President of the Chapter may appoint any committees deemed necessary to assure the  
374 successful operation of the Chapter, with the exception of the Nominating Committee. Any  
375 committees appointed in the areas of responsibility of a Director will be chaired by the

376 respective Director.

377  
378 **Section 1. Nominating Committee**

379  
380 A. Formation of Committee. The Committee will consist of three (3) or five (5) members as  
381 follows:

- 382
- 383 • The immediate past President, if possible, who will serve as chair. In the absence or  
384 inability of the immediate past President to serve, a new chair will be selected by the  
385 Chapter Board. “Absence or inability to act” as that phrase is used herein will mean  
386 absence at any meeting of the committee without reasonable cause, or failure to act to  
387 carry out the duties of the chair of the committee in the judgment of a majority of the  
388 Chapter Board.
  - 389 • One (1) member elected by the Chapter Board, preferably from within its own  
390 membership, after installation of the Chapter Board; and
  - 391 • At the option of the membership, either one (1) or three (3) members elected by the  
392 Representatives eligible to vote at the Chapter’s annual business meeting after election  
393 of the Chapter Board. Committee members elected will not be Representatives of  
394 Member Firms which have representatives currently elected to the Chapter Board.
- 395

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

400  
401 B. Nomination of Delegates. The Nominating Committee will select and propose to the  
402 membership, in time to meet the Corporation’s filing requirements, nominees for Delegates and  
403 Alternates to the Annual Meeting of the Corporation. It is the duty of the Nominating Committee  
404 to specify their selections of Delegates and first and second (or more) Alternates, and to  
405 present the nominees in that order for ratification by the Chapter membership. The Chapter  
406 membership will be advised in writing of these proposed nominees prior to the Chapter’s  
407 business meeting at which the committee makes its report and elections take place. At said  
408 business meeting of the Chapter nominations for Delegates or Alternates may be made from  
409 the floor by Representatives eligible to vote.

410  
411 C. Nomination of Chapter Board. The Committee will solicit views from the membership of the  
412 Chapter for the purpose of selecting nominees for Officers and Directors of the Chapter. Prior  
413 to the business meeting of the Chapter at which the Nominating Committee makes its report,  
414 written notice will be sent to all Representatives listing the current Vice President/President-  
415 Elect as President and the nominees selected and proposed by the Committee. Other  
416 nominations may thereafter be submitted by any five (5) Representatives, in writing, to the  
417 President up to and including thirty (30) days prior to the annual business meeting, at which  
418 time the nominations are automatically closed. Should there be nominations other than those  
419 submitted by the committee, the membership will be notified in writing at least ten (10) days  
420 prior to the annual business meeting. Nominations for the positions to be voted upon may be  
421 made from the floor at the annual business meeting if approved by a majority of the  
422 Representatives eligible to vote at the meeting. If nominations are made from the floor, vote  
423 will be by written ballot.

424  
425 **Section 2. Other Standing Committees**

426  
427 Other Standing Committees may be designated in the Chapter Standing Rules.

428  
429 **Section 3. Other Committees**

430  
431 Other committees may be established by the President or Chapter Board as deemed necessary  
432 or appropriate.

433  
434 **ARTICLE IX**  
435 **NAME AND GEOGRAPHIC BOUNDARIES**

436  
437 **Section 1. Boundaries**

438  
439 The name and geographic boundaries of the Chapter will be established by the Chapter  
440 membership and approved by the Corporate Board, and are as follows:

441  
442 (list approved boundaries for your Chapter)

443  
444 Changes in the name and/or geographic boundaries of a Chapter will be approved by a majority  
445 of the members of a Chapter and by the Corporate Board. From time to time, for purposes  
446 deemed to be in the best interest of the growth of the Corporation, the Corporate Board may  
447 initiate discussions with the Chapter regarding changes in its boundaries.

448  
449 **Section 2. Waiver**

450  
451 Geographic rights of a Chapter may be waived by a Chapter Board upon the request of another  
452 Chapter or the Corporate Board. In such event, a signed waiver must be received before such  
453 jurisdiction is given.

454  
455 **ARTICLE X**  
456 **PARLIAMENTARY AUTHORITY**

457  
458 Robert's Rules of Order Newly Revised will be the authority governing proceedings in meetings  
459 of the Chapter and of the Chapter Board insofar as such rules do not conflict with the Corporate  
460 Bylaws, Chapter Bylaws, or any governing law.

461  
462 **ARTICLE XI**  
463 **ACCESS TO RECORDS**

464  
465 All Member Firms will have access to all records of the Chapter, but only for purposes  
466 determined by the Chapter Board to be legally valid and consistent with the purposes and  
467 mission of the Corporation and Chapter. No unauthorized use or exploitation of the Chapter  
468 records may be made by any Member Firm.

469  
470 **ARTICLE XII**  
471 **DISSOLUTION OF A CHAPTER**

472  
473 Dissolution of the Chapter will occur upon revocation or surrender of the Chapter's charter by  
474 the Corporation, or upon a majority vote of the Chapter Board and voting Representatives.  
475 Upon dissolution of the Chapter, the Chapter will pay all of its outstanding debts. Any funds  
476 remaining in the Chapter Treasury of a U.S.A. Chapter will be distributed to EXECUTIVE  
477 WOMEN INTERNATIONAL Business/Career/Development Program ("EWI B/C/DP"), a non-  
478 profit corporation qualified under Section 501(c)(3) of the federal Internal Revenue Code, so  
479 long as such organization continues to exist, or to any successor organization. If EWI B/C/DP  
480 is no longer in existence, then all funds remaining in the Chapter will be distributed to  
481 EXECUTIVE WOMEN INTERNATIONAL.

483 For all Chapters outside of the U.S.A., any funds remaining in the Chapter treasury will be  
484 distributed to EXECUTIVE WOMEN INTERNATIONAL unless prohibited or restricted by the law  
485 of that country, state or province in which the Chapter is located. In that event, such funds shall  
486 be distributed to a charitable organization, qualified under the laws of that country, state or  
487 province, and approved by the Corporate Board.

488  
489 **ARTICLE XIII**  
490 **CHAPTER STANDING RULES**

491  
492 The Chapter may adopt or amend Standing Rules to govern the conduct and business of the  
493 Chapter. Such rules will not be inconsistent with these Bylaws, the Corporate Bylaws,  
494 Corporate and Chapter procedures and the laws applicable to the Chapter.

495  
496 **ARTICLE XIV**  
497 **AMENDMENTS**

498  
499 The Corporate Bylaws Committee will initiate or receive for consideration by the Corporate  
500 Board proposed amendments to these Chapter Bylaws. In addition, proposed amendments to  
501 these Chapter Bylaws may be prepared and recommended by a majority of the Corporate  
502 Board in consultation with legal counsel for the Corporation. Any Chapter may submit a  
503 proposed amendment to the Corporate or Chapter Bylaws no less than one hundred and fifty  
504 (150) days prior to the Annual Meeting for consideration by the Corporate Board as provided in  
505 Article V of the Corporate Bylaws and in accordance with California law.

506  
507 **SECRETARY'S CERTIFICATE**

508  
509 The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Bylaws  
510 were adopted as the Bylaws for the Corporation on \_\_\_\_\_, 2010.

511  
512 Dated: \_\_\_\_\_  
513 Signature: \_\_\_\_\_

514  
515