

BUSINESS AND PROFESSIONAL WOMEN'S FOUNDATION BYLAWS

ARTICLE I

Purposes

The purposes of the Business and Professional Women's Foundation (hereinafter the "Corporation") are as stated in its certificate of incorporation.

ARTICLE II

Board of Trustees

SECTION 1 Composition

The Board of Trustees of the Corporation shall consist of twelve (12) Trustees. The Trustees shall be elected by written ballot at the Board of Trustees' regular meeting, or at a special meeting called for that purpose. If there is no election because no candidate receives a majority of the votes, any candidates receiving no votes and the candidate receiving the lowest number of votes shall be removed from the next and any succeeding ballots, except if there is a tie for the lowest number of votes above zero. **Proviso: The Foundation shall fill four seats from nominations made by the Federation; two Trustees so nominated shall serve for a term of two years and three months and the other two Trustees so nominated shall serve for a term of one year and three months. The term for such Trustees shall begin July 1, 2009. This proviso shall automatically be removed upon the completion of the two year terms served by the Trustees.**

SECTION 2 Term of Office

Trustees shall each serve for a term of two (2) years with terms staggered for continuity. No Trustee shall serve more than three (3) consecutive terms. The Trustee term shall commence at the close of the meeting where the election of Trustees occurs or immediately following election if voting is held electronically.

SECTION 3 Duties

The affairs, property, and funds of the Corporation shall be managed by the Board of Trustees.

SECTION 4 Compensation

Trustees shall not receive any compensation for their services as Trustees, but by action of the Board of Trustees may be reimbursed for their expenses in attending meetings of the Board of Trustees or while on other official business for the Corporation.

SECTION 5 **Vacancies**

A vacancy among the Trustees shall be filled for the remaining portion of the predecessor's term by written ballot. A term is considered a full term if the unexpired portion is greater than half the original term. The Governance Committee shall put forth name(s) of those eligible to serve as Trustee(s) for all vacancies. This slate shall be distributed to all Trustees at least ten (10) days prior to voting.

Voting shall occur

- a) during a special meeting called for such purpose,
- b) in conjunction with a regular meeting, or
- c) By electronic means.

If there is no election because no candidate receives a majority of the votes, any candidates receiving no votes and the candidate receiving the lowest number of votes shall be removed from the next and any succeeding ballots, except if there is a tie for the lowest number of votes above zero.

SECTION 6 **Removal**

A Trustee may be removed from office, with or without cause, by written vote of the Board of Trustees. If a Trustee has two (2) or more absences from regularly scheduled meetings during a period of twelve (12) consecutive months, the Board of Trustees may declare the position vacant and elect a replacement.

SECTION 7 **Resignation**

Any Trustee may resign at any time by giving written notice to the Board of Trustees. Such resignation shall take effect immediately.

SECTION 8 **Fiduciary Duty**

Members of the Board of Trustees:

- A. Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Board activities;
- B. Shall serve the Corporation with the highest degree of undivided obedience, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Corporation; and
- C. Shall have no direct or indirect financial interest in the assets or leases of the Corporation; any Trustee who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the Corporation shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

ARTICLE III
Officers

SECTION 1 **Composition**

The Corporation shall have four (4) Officers: a Chair, a Vice-Chair, a Secretary, and a Treasurer. Officers shall be elected by written ballot from among the members of the Board of Trustees. Election shall be at a meeting as specified in Article IV, Section 3. If there is no election because no candidate receives a majority of the votes, any candidates receiving no votes and the candidate receiving the lowest number of votes shall be removed from the next and any succeeding ballots, except if there is a tie for the lowest number of votes above zero.

SECTION 2 **Term of Office**

Each Officer shall serve for a term of two (2) years and until the Officer's successor is duly elected and assumes office. No Officer shall serve more than two (2) consecutive terms. The Officer term shall commence at the close of the annual meeting. If an officer is elected who has a remaining Trustee term of one year, the officer's term shall be extended by one year in order to allow the officer to fully complete their duties.

SECTION 3 **Duties**

Each Officer of the Corporation shall have the authorities, powers, and duties as usually attach to the office or as are properly required by the Board of Trustees, and those allowed under the laws of the District of Columbia. Further:

The Chair shall have general charge of all the business of the Corporation and its operations.

The Vice Chair shall act in place of the Chair if the latter is unable to perform the duties of office.

The Secretary shall maintain the records of the Corporation, including but not limited to keeping an accurate account of the proceedings of meetings of the Board of Trustees.

The Treasurer shall have general supervision of the financial affairs of the Corporation.

SECTION 4 **Compensation**

Officers shall not receive any compensation for their services as Officers, but by action of the Board of Trustees may be reimbursed for their expenses in attending meetings of the Board of Trustees or while on other official business for the Corporation.

SECTION 5 Vacancies

In the event of death, resignation, or incapacity of the Chair, the Vice-Chair shall become Chair for the unexpired portion of the Chair's term and the Board shall elect by written ballot a Vice-Chair to serve for the unexpired portion of the Vice-Chair's term. Vacancies in offices other than Chair shall be filled for the remaining portion of the predecessor's term by written ballot of the Board of Trustees. The Governance Committee shall put forth a slate for all officer vacancies within 30 days. This slate shall be distributed to all Trustees at least ten (10) days prior to voting. Voting shall occur during a special meeting called for such purpose, in conjunction with a regular meeting, or by electronic means. If there is no election because no candidate receives a majority of the votes, any candidates receiving no votes and the candidate receiving the lowest number of votes shall be removed from the next and any succeeding ballots, except if there is a tie for the lowest number of votes above zero.

SECTION 6 Removal

So long as removal is in the best interest of the Corporation, an Officer may be removed from office by written ballot of the Board of Trustees. If an Officer has two (2) or more absences from regularly scheduled meetings during a period of twelve (12) consecutive months, the Board of Trustees may declare the position vacant and elect a replacement.

SECTION 7 Resignation

Any Officer may resign at any time by giving written notice to the Board of Trustees. Such resignation shall take effect immediately.

**ARTICLE IV
Governance**

SECTION 1 Composition of Governance Committee

The Chair and members of the Governance Committee shall include a Chair and two (2) other Trustees. The Committee members shall be appointed by vote, and the term of appointment shall be specified at the time of such appointment. The CEO of the Corporation shall be an ex officio non-voting member of the Governance Committee.

SECTION 2 Governance Committee Chair

The Governance Committee Chair shall be the elected Vice Chair of the BPW Foundation.

SECTION 3 Elections

The Governance Committee shall nominate a slate of Officers, as well as, put forth names of those

eligible to serve as Trustees for all open seats with recommendations. The slate shall be distributed to all Trustees at least ten (10) days prior to voting. Voting shall occur during a special meeting called for such purpose, in conjunction with a regular meeting, or by electronic means.

ARTICLE V
Meetings

SECTION 1 **Regular Meetings**

A minimum of two (2) regular meetings of the Board of Trustees shall be held each year, one of which will be the annual meeting of the Board of Trustees. Notice of regular meetings shall be given to each Trustee at least thirty (30) days prior to the meeting and shall be delivered by mail, fax, or electronic mail.

SECTION 2 **Special Meetings**

A special meeting may be called by the Chair. Notice of a special meeting shall be given to each Trustee at least five (5) days prior to the special meeting, and shall be delivered by mail, fax, phone, or electronic mail, and shall include the purpose, time, and place of the special meeting.

SECTION 3 **Emergency Meetings**

An emergency meeting may be held provided all Trustees have been personally notified by telephone, fax, phone, or electronic mail at least twenty-four (24) hours in advance of the emergency meeting.

SECTION 4 **Voting**

Each Trustee shall have only one (1) vote, and no voting by proxy shall be allowed.

SECTION 5 **Quorum**

A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

SECTION 6 **Participation by Other Means**

Any Trustee may participate in any meeting of the Board of Trustees by, and any meeting may be held by, means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

SECTION 7 Waiver of Notice

A Trustee's attendance at any meeting shall constitute waiver of notice of such meeting, except if such attendance at a meeting by the Trustee is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

SECTION 8 Action Without Meeting

Any action required to be taken by the Board of Trustees may be taken without a meeting so long as each Trustee signs (by email signature, facsimile signature or original signature) and returns a written consent that indicates approval of such action. Receipt of all such signed, written statements shall be noted in the minutes of the proceedings of the Board of Trustees. Such action shall have the same force and effect as a unanimous vote of the Board of Trustees. (See Appendix A.)

**ARTICLE VI
Committees**

SECTION 1 Committees of Trustees

The Board of Trustees may designate by vote such committees, as it deems desirable, to have and exercise the authority of the Board of Trustees in the management of the Corporation; provided, however, that each such committee shall consist of two or more Trustees and the duties of each such committee shall be limited to the extent provided in said resolution, in the Articles of Incorporation, in these Bylaws or the Policy Manual. Committee members shall be appointed by majority vote of the Trustees present and voting at a meeting, and the term of the appointment shall be specified at the time of such appointment.

SECTION 2 Other Committees

The Board of Trustees may also designate by majority vote of the Trustees present and voting at a meeting such other committees, as it deems desirable, with duties and powers other than to have or exercise the authority of the Board of Trustees in the management of the Corporation. Committee members shall be appointed by majority vote of the Trustees present and voting at a meeting, and the term of the appointment shall be specified at the time of such appointment. Persons other than Trustees may be appointed to such committees.

ARTICLE VII
Membership

SECTION 1 **Eligibility**

To be eligible to be a member, an individual or employer must support workingwomen in striving to achieve their full potential and in building successful workplaces.

SECTION 2 **Fees**

The membership fee structure is established and may be modified by the Board of Trustees.

SECTION 3 **Rights and Privileges**

The Corporation shall have members, provided, however, that such members have no right to vote on any matter, including but not limited to the following:

- a. the election of a Trustee or Trustees;
- b. a disposition of all or substantially all of the assets of the Corporation;
- c. a merger;
- d. a dissolution; or
- e. changes to the Corporation's Certificate of Incorporation or these Bylaws.

SECTION 4 **Voluntary Withdrawal**

A member may voluntarily withdraw at any time by written notice.

SECTION 5 **Termination of Membership**

The Board of Trustees may terminate a membership: (a) if the member fails to pay membership dues; (b) if the member ceases to be eligible for membership as described in Section 1; (c) if the member violates these Bylaws or other Corporation rules; (d) if the member exploits or uses the fact of membership in the Corporation or the name of the Corporation in any manner that conflicts with the mission, message, or activities of the Corporation or which may reflect negatively on the Corporation; and/or (e) for other good cause. Failure to pay fees will result in automatic termination. Otherwise, prior to voting on a proposed termination, the Board of Trustees must advise the member of the reason(s) for the proposed termination and allow the member an opportunity to submit a written response. Termination of a membership requires a vote of the Board of Trustees.

SECTION 6 Individual Member Categories

BPW Foundation members are non-voting members who are committed to our mission and desire a higher level of engagement. Membership with BPW Foundation allows individuals to have an active role.

- A. Individual: This category provides resources and opportunities to advocates for working women, families and successful workplaces.
- B. Legacy: This category honors the time and dedication to the vision of Business and Professional Women and the commitment to advocating for working women and families.

NOTE: This category is only available to former BPW/USA members.

SECTION 7 Group Member Categories

For consideration, employers (corporate, non-profit, women-owned enterprises and/or government entities) must be committed to BPW Foundation’s mission and developing and instituting workplace policies that lead to successful workplaces.

Workplace Transformer: This non-voting membership opportunity is available to employers (corporate, non-profit, women-owned enterprises and/or government entities) that have or are seeking to establish a successful workplace. *Must have demonstrable and successful workplace policies and practices.*

SECTION 8 State and Local Organization Members

- A. The Foundation shall offer to BPW/USA state and local organizations a license agreement to permit the organization to continue the legacy, quality and control of certain of the trademarks “BPW” and “Business and Professional Women” in conjunction with the name of each such organization. Licensee may enter into a sublicense agreement under the same restrictions as provided in the license agreement to any of its state-wide foundations and to any of its local organizations and foundations.
- B. The Foundation shall assume the membership of those organizations, who enter into the License Agreement with the BPW Foundation and provide such members with the same rights and benefits as Legacy Members and, further provided, however, that such members shall not have the power or authority to vote.
- C. A BPW State and/or Local Organization Foundation may enter into an agreement with the BPW Foundation if their State and/or Local Organization does not sign the license agreement.

ARTICLE VIII
Chief Executive Officer

The Board of Trustees shall have the discretion to appoint a Chief Executive Officer (“CEO”) who shall be responsible for carrying out the work of the Corporation in accordance with the policies established from time to time by the Board of Trustees. The Board of Trustees shall appoint any CEO by a two-thirds vote. The CEO of the Corporation may attend the meetings of the Board of Trustees, but shall not have the right to vote.

ARTICLE IX
Corporate Records

The Corporation shall keep correct and complete books and records of accounts and the minutes of the proceedings of the Board of Trustees and all committees. All books and records of the Corporation may be inspected by any Trustee, or her/his agent or attorney, for any proper purpose at any reasonable time.

The Corporate seal shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words: “Washington, D.C. Founded in 1956.”

ARTICLE X
Fiscal Year

The fiscal year of the Corporation shall be from the first day of October each year to the last day of September of the following year, inclusive.

ARTICLE XI
Parliamentary Authority

Except where they may be in conflict with the Articles of Incorporation or Bylaws of this Corporation, the rules of order in the then-current edition of *Robert's Rules of Order* shall govern the conduct of all meetings of the Corporation.

ARTICLE XII
Indemnification

The Corporation shall indemnify all Officers, Trustees, committee members, employees, and volunteers of the Corporation to the fullest extent permitted by the laws of the District of Columbia. The Corporation shall be entitled to purchase insurance for such indemnification as determined from time to time by the Board of Trustees.

ARTICLE XIII
Amendments to Bylaws

These bylaws may be amended at any meeting by a two-thirds vote of the Trustees present and voting, provided at least fifteen (15) days' notice, together with a copy of the proposed amendment, is given to each Trustee by mail, fax, or electronic mail.

Appendix A
DC Law – Action without Meeting

TITLE 29. CORPORATIONS, CHAPTER 3. NONPROFIT CORPORATIONS

DC Code § 29-301.99. Action by key members or directors without meeting; written consent required

(a) Any action required by this subchapter to be taken at a meeting of the members or directors of a corporation, or any action which may be taken at a meeting of the members or directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be.

(b) Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the Mayor under this subchapter.

HISTORY: Aug. 6, 1962, 76 Stat. 303, Pub. L. 87-569, § 99; 1973 Ed., § 29-1099; 1981 Ed., § 29-599.1.