



NAWBO

National Association of Women Business Owners

Bylaws



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BYLAWS

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The National Association of Women Business Owners®, Inc., hereinafter referred to as NAWBO®, is a nonprofit corporation, incorporated in the District of Columbia and exempt from Federal income tax under section 501(c) (6) of the Internal Revenue Code of 1986, as amended (Code).

Section 2. Purpose

NAWBO®'s vision is to propel women entrepreneurs into economic, social and political spheres of power worldwide.

NAWBO®'s mission is to:

- strengthen the wealth creating capacity of NAWBO®'s members and promote economic development within the entrepreneurial community;
- create innovative and effective changes in the business culture;
- build strategic alliances, coalitions and affiliations; and
- transform public policy and influence opinion makers.

ARTICLE II: OBJECTIVES

The objectives of NAWBO®, organized as a nonprofit corporation, are as follows:

- to encourage and support women who own and operate businesses;
- to provide a national and international voice for women who own and operate businesses;
- to foster the economic stability of businesses owned and operated by women;
- to improve the climate for entrepreneurship and small and growing businesses at the local, state, national and international levels through participation in the public policy-making process;
- to foster leadership by women who own and operate businesses;
- to encourage business ownership by women;
- to collaborate with or create entities that complement NAWBO®'s objectives; and
- to have a membership representative of the universe of women business owners.

ARTICLE III: MEMBERSHIP AND PARTICIPATION IN NAWBO®

Section 1. Voting Membership

Only an individual who is a business owner as determined by NAWBO®'s Board of Directors, hereinafter referred to as the Board, and described in NAWBO®'s policies and procedures may join NAWBO® as a voting member. An individual business owner who has been a voting member of NAWBO® for five years and has subsequently divested their ownership interest and/or retired from active ownership of a business may continue as a voting member of NAWBO® provided there is no break in membership and the individual meets all other requirements to be a member of NAWBO® in good standing.

Section 2. Resignation of Voting Member

Any voting member may resign by submitting a written resignation to NAWBO®. No portion of any dues paid shall be refunded to the resigned member.

Section 3. Disciplinary Action with Respect to Voting Members

A. Censure

The Board may censure any voting member for good cause by an affirmative vote of two-thirds (2/3) of the Board in accordance with the disciplinary methods described by the most current edition of Robert's Rules of Order. Good Cause shall be defined by the Board and published in the NAWBO® policies and procedures.

B. Expulsion of Voting Member

The Board may expel any voting member for good cause by an affirmative vote of two-thirds (2/3) of the Board in accordance with the disciplinary methods described by the most current edition of Robert's Rules of Order.

Section 4. Dues for Voting Members

The Board shall have the authority to establish policies and procedures governing membership dues for the voting members.

Section 5. Nonvoting Members and Other Categories of Participation in NAWBO®

The Board may establish such class or classes of nonvoting members of NAWBO® or other categories of participation in, affiliation with, sponsorship of or support for NAWBO® as it deems in its sole discretion will serve NAWBO®'s mission or strategic objectives. The criteria for and benefits, responsibilities and financial obligations of such classes of nonvoting members or other categories of participation shall be determined and may be amended by the Board after consultation with the Chapter Presidents Assembly. Any such criteria, benefits, responsibilities or obligations of membership or participation shall be described in NAWBO®'s policies and procedures.

ARTICLE IV: CHAPTERS

Section 1. Role and Purpose of Chapters

The role and purpose of the NAWBO® chapters is to facilitate communication and connection between NAWBO® members and participants in defined geographic areas and NAWBO®. Chapters shall be organized and operated in a manner consistent with the mission, purpose and strategic direction of NAWBO®.

Section 2. Obligations of Chapters

Chapters shall:

- Develop and offer educational opportunities for NAWBO® members and encourage member participation in such opportunities;
- Leverage local and national spheres of influence to create mutually beneficial partnerships;
- Adhere to and help enforce NAWBO®'s standards and policies;
- Support the development, recognition and protection of NAWBO®'s national brand;
- Support NAWBO® and NAWBO® members and participants by sharing best practices with other chapters; and
- Provide quality service consistently to all NAWBO® members and participants.

Section 3. Chapter Charters

Every chapter shall be chartered by NAWBO®. The Board shall develop standards and procedures for chartering and re-chartering chapters which shall be published in the NAWBO® policies and procedures.

Section 4. Chapter Discipline

After notice and an opportunity to be heard, the Board may censure a chapter or revoke its charter for good cause by vote of two-thirds (2/3) of the number of directors fixed by the Board pursuant to Article V. "Good cause," "notice" and "opportunity to be heard" shall be defined by the Board and published in the NAWBO® policies and procedures.

ARTICLE V: NAWBO® BOARD OF DIRECTORS

Section 1. Responsibilities of the Board

The Board shall be entrusted with the fiduciary and management responsibility for the affairs of NAWBO®. The Board shall sustain a strong vision and strategy for the association, develop and implement policies, and assure accountability, organizational effectiveness and member value.

Section 2. Power and Authority of Directors

All voting members of NAWBO®'s Board have equal authority and responsibility for the affairs of the association. In their capacity as directors, they may be appointed to serve on committees and receive assignments from the chair.

Section 3. Size and Composition

A. Number of Directors

The number of directors shall be fixed by the Board, and shall be no fewer than nine (9) members and no more than thirteen (13), including the elected officers and *ex officio* voting members.

B. Ex Officio Members

1. If not an elected director, the president/ceo of NAWBO® shall serve as an *ex officio* nonvoting member of the Board and all Board committees, and may be excused from all or part of a meeting by a majority vote of the directors present.
2. The immediate past-chair shall serve as an *ex officio* voting member of the Board.
3. The chair of the Chapter Presidents Assembly shall serve as an *ex officio* voting member of the Board so long as the chair of the Chapter Presidents Assembly has been thoroughly vetted through the nominations process as prescribed in the Nominations and Elections Handbook.

C. Qualification of Members

All Board members, except the president/ceo, must be voting members of NAWBO® in good standing and nominated to the Board as dictated by the Nominations and Elections Handbook.

ARTICLE VI: BOARD OFFICERS

The officers of NAWBO® shall be a chair, president/ceo, secretary, treasurer, and such other officers as the Board may elect or designate.

The officers of NAWBO® shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be designated in these Bylaws or delegated to them from time to time by the Board.

Section 1. Chair

The chair shall:

- serve as a director and as the lead trustee and presiding officer of the Board;
- set the agenda for meetings of the Board;
- serve as spokesperson for the association and the Board;
- establish with the consent of the Board such committees, forums, taskforces and other bodies as are deemed necessary; and
- appoint an Election Committee.

Section 2. President/CEO

The president/ceo may be an elected director of the Board or an individual employed by the Board who is not an elected director. In the absence or disability of the president/ceo, the Board or the executive committee may appoint an acting president/ceo, who shall have the powers and duties of the president/ceo.

The president/ceo shall:

- be the chief executive officer of NAWBO® and exercise general supervision over all the affairs of the organization under the general direction of the chair and the Board of directors;
- be responsible for the development of policies and procedures necessary for the operation of NAWBO® and its programs and perform all duties incident to the office of the president/ceo, including regular oral and written reports to the Board on the status of NAWBO® and, under the general direction of the treasurer, development and presentation of the annual budget and monthly financial statements;
- have the power to sign all duly authorized contracts, deeds, acceptances of gifts and bequests and other instruments in the name of and on behalf of NAWBO®. The president/ceo shall have the power to delegate authority under this subsection to any other officer of NAWBO® or administrative official of NAWBO® by an instrument in writing. Any such delegation shall be reported at the next regular meeting of the Board or the executive committee; and
- if not an elected director, be an ex-officio non-voting member of the Board and of all standing committees of the Board.

Section 3. Treasurer

The treasurer shall:

- serve as a director;
- chair the Finance Committee;
- oversee the financial activities and records of NAWBO®;
- provide monthly financial statements to the Board;
- serve as a member of the Audit Committee; and
- report on NAWBO®'s finances and budget at the annual meeting of the voting members.

Section 4. Secretary

The secretary shall:

- serve as a director; and
- assure that the corporate records, including the minutes of Board and executive committee meetings, are properly maintained.

Section 5. Other Officers

Any other officers elected by the Board shall perform such duties and exercise such powers as shall from time to time be designated by resolution of the Board of Directors.

ARTICLE VII. CHAIR-ELECT AND IMMEDIATE PAST-CHAIR

Section 1. Chair-Elect

The chair-elect shall:

- serve as a director;
- oversee special projects and other duties as assigned by the president; and
- serve as president should the office of the president become vacant.

Section 2. Immediate Past-Chair

The immediate past-chair shall:

- serve as a director;
- chair the Nominating Committee; and
- perform such other functions as agreed with the president.

ARTICLE VIII. TERMS OF OFFICE

Section 1. Officers

A. Chair

The chair shall serve a one (1) year, nonrenewable term. Upon the expiration of their term, the chair shall automatically serve as immediate past-chair during the following term subject to these Bylaws.

B. Treasurer and Secretary

The treasurer and the secretary shall each serve a two (2) year, nonrenewable term. One person may be elected to serve as both treasurer and secretary for the same term.

C. President/CEO and Other Officers

If an elected director, the president/ceo shall serve in that capacity for a term designated by the Board but no longer than the director's term as a director. If not an elected director, the president/ceo shall serve for such term as is designated by the Board. Other officers elected by the Board shall serve such terms as are designated by the Board.

Section 2. Chair-Elect, Immediate Past-Chair and Board Directors

A. Chair-Elect and Immediate Past-Chair

The chair-elect and immediate past-chair shall each serve one (1) year, nonrenewable term. Upon the expiration of their respective terms, the chair-elect shall automatically serve as chair and the chair shall automatically serve as immediate past-chair during the following term subject to these Bylaws.

B. Directors

Directors of the Board may serve two (2) consecutive two (2) year terms or a total of no more than four (4) years. If a director is selected to fill a vacancy in an unexpired term of six months or more, such service will count toward a director's maximum term of service on the Board.

C. Service as an Officer

Except as otherwise provided herein, service as an officer shall not count as part of a director's term on the Board. With the exception of a person serving as immediate past chair, however, no director shall serve for more than six (6) consecutive years cumulatively as an officer and director.

D. Break in Service

1. Directors: At least three (3) years must lapse before a member who has completed the maximum term of service, four (4) years for a director and six (6) years for an officer, may be re-elected to the Board.
2. Chair of Presidents Assembly: At least one (1) year must lapse before a President Assembly Chair who is an ex officio voting member of the Board of Directors, may be nominated and elected to the Board.

E. Exceptions to Term Limits

Any exceptions to the limits on terms of directors shall be reviewed by the Governance Committee and approved by a vote of two-thirds (2/3) of the number of directors fixed by the Board pursuant to Article V.

ARTICLE IX. RESIGNATION OR REMOVAL OF OFFICER OR DIRECTOR

Section 1. Resignation

A director or director-officer can resign at any time. Resignations must be submitted in writing to the chair.

Section 2. Removal

The Board may remove any director or director-officer who is unwilling or unable to carry out the responsibilities of office, but only at a meeting called for that purpose and the notice of the meeting shall state that the purpose or one of the purposes of the meeting is the removal of the director or the director-officer. The removal of a director or director-officer shall be effective only by an affirmative vote of two-thirds (2/3) of the number of directors fixed by the Board pursuant to Article V. A director who is absent from two (2) or more meetings of the Board shall be subject to removal if the reasons given for such absences are not acceptable to a majority of the Board. Directors or officers removed from office shall not be eligible for further service or election as an officer or director of NAWBO®.

ARTICLE X. MEETINGS OF THE BOARD

Section 1. Regular Meetings

The Board shall hold no fewer than three (3) meetings at which the directors shall be present in person a year. The Board shall establish the time and place of such meetings.

Section 2. Special Meetings

The chair may call a special meeting of the Board whenever the president/ceo deems it necessary and shall call a special meeting whenever requested to do so in writing by four (4) or more directors. The chair shall fix the place and time for holding any special meeting of the Board. Notice of the special meeting stating the purpose, place, day and hour shall be given to each director at least seven (7) days prior to the meeting.

Section 3. Waiver of Notice

Any director may waive receipt of notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Quorum and Voting

A majority of the number of directors fixed by the Board pursuant to Article V but no fewer than five (5) directors shall constitute a quorum for the transaction of business at a meeting of the Board. Each director shall be entitled to one (1) vote. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board. A director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) the director votes against, or abstains from, the action taken.

A director may **not** vote by proxy or act by proxy at any meeting of the Board or any Board committee.

Section 5. Meetings by Telephone or Teleconference

Except as provided in section I of this Article X, Directors may participate in a meeting of the Board or a committee of the Board by telephone or similar communications technology in which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting, except in the case of a regular meeting held in accordance with Section I of this Article X.

Section 6. Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board or any committee of the Board (with the exception of the Executive Committee) may be taken without a meeting if consent in writing, setting forth the action to be taken, is authenticated unanimously by those entitled to vote upon such action. Such consent shall have the same force and effect as a vote taken at a meeting and shall be filed with the records of the proceedings of the Board or committee. Consent in writing may be given by email, facsimile or other written communication.

ARTICLE XI: MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

There shall be an annual meeting of the voting membership of NAWBO®.

Section 2. Notice of Meeting

The chair shall issue a call to all voting members not less than ninety (90) days prior to the date of the meeting.

Section 3. Cancellation or Postponement of Meeting

In the event of a national emergency or an emergency arising due to an act of God, the Board shall have the power to cancel or postpone the annual meeting and to conduct such business as is necessary for the well-being of NAWBO®.

ARTICLE XII: COMMITTEES AND OTHER BODIES

Section 1. Creation, Designation of Committees and Other Bodies

The Board has the power and authority to create, designate or dissolve standing or special committees, or other Board authorized bodies to advance the business of the Board and the association. Each such body may exercise the authority granted to it as outlined in the governance policies.

Section 2. Limitation on the Powers of Committees and Other Bodies

No committee or other body created or designated by the Board shall have the authority of the Board to amend, alter or repeal the bylaws; elect, appoint or remove any director or NAWBO®'s president/ceo; adopt a plan of merger or a plan of consolidation with another entity; or amend, alter or repeal any resolution of the Board. All committees and other bodies created by the Board are to report promptly to the Board and only take such actions as are specifically designated by these bylaws or in the resolution establishing the committee and setting forth its duties and responsibilities. No committee or other body created by the Board shall enter into alliances or other obligations with outside organizations, whether financial or programmatic, without the written approval of the Board. No member of any committee or other body shall speak on behalf of NAWBO® unless authorized to do so by the Board.

Section 3. Standing Committees of the Board

Standing committees are permanent committees of the Board. Unless noted elsewhere, the committee chair and members of a standing committee are appointed annually by the chair. The role and composition of each committee will be prescribed by the Governance Policy Handbook. The standing committees include but may not be limited to:

- Audit Committee
- Executive Committee
- Finance Committee
- Governance Committee

ARTICLE XIII: NOMINATIONS AND ELECTIONS

The nominations and election of officers and directors of NAWBO® shall follow the policies and procedures outlined in this Article XIII and the Nominations and Elections Handbook.

Section 1. Election of Officers and Directors

A. Election of Officers

The elected directors shall elect the director-officers of the Board.

B. Election of Directors

Directors of the Board shall be elected by the voting members of NAWBO® in accordance with the procedures set forth in these bylaws and the Nomination and Election Handbook adopted by the Board.

Section 2. Nominating Committee

There shall be a Nominating Committee which shall consist of seven (7) members, including the committee chair. The committee chair of the nominating committee shall be the immediate past chair. If the immediate past chair is unable or unwilling to serve, the Board shall elect the Nominating Committee chair from among the current or former members of the Board. Four (4) members of the Nominating Committee shall be elected by the Chapter Presidents Assembly in accordance with procedures specified in the Nomination and Election Handbook. Two (2) members of the Nominating Committee shall be elected by the Board; provided that one of the members elected by the Board shall be an individual who served on the previous Nominating Committee. The member elected from the previous Nominating Committee is ineligible for election to this position the following year.

Section 3. Nominations of Officers and Directors

Nominations of officers and directors will be conducted in accordance with the policies and procedures set forth in the Nominations and Election Handbook.

Section 4. Election of Directors

A. Announcement of Slate

The slate of candidates nominated by the Nominating Committee shall be announced to voting members in accordance with the procedures published in the Nomination and Election Handbook.

B. Election of Uncontested Slate

The chair shall deem an uncontested slate of candidates elected if no other individual qualifies to be a candidate by submitting a petition.

C. Contested Elections

If the Election Committee determines that an individual has qualified as a candidate by petition, then ballots drawn according to the procedures established in the Nomination and Election Handbook shall be distributed by email or other suitable electronic means to voting members in good standing. Votes shall be tallied in accordance with procedures specified in the Nomination and Election Handbook. In a contested election, the directors with the highest number of votes from the voting members in good standing voting in the election shall be deemed elected.

D. Announcement of Results

Results of the election shall be announced to the membership by the Election Committee as outlined in the Nomination and Election Handbook.

Section 5. Vacancy in Office

A. Officers or Directors other than Chair

A vacancy in any director held office or director position, except the office of chair, shall be filled by the Board upon a recommendation of the Governance Committee as affirmed by vote of two-thirds (2/3) of the number of directors fixed by the Board pursuant to Article V. A director elected to fill a vacancy will serve the unexpired term of the vacated position

B. Office of the Chair

A vacancy in the office of the chair shall be filled by the chair-elect for the remainder of the term, followed by a full term as chair. In the event that the chair-elect is unwilling or unable to fill the unexpired term of the chair and a majority of the Board agrees that the reasons given are acceptable, the Board may fill the office of chair for the unexpired term upon a recommendation of the Governance Committee as affirmed by vote of two-thirds (2/3) of the number of directors fixed by the Board pursuant to Article V. In such case, the chair-elect will continue in office and will automatically become chair as provided in Article VII, Section 1 of these Bylaws. An individual chosen to serve an unexpired term as chair shall not be barred from future service as chair-elect, chair, and past chair provided that the person has not already served in such capacity.

ARTICLE XIV: CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

The Board shall adopt and annually review a Conflict of Interest Policy applicable to all NAWBO® officers and directors. Each member of the Board shall annually complete, sign and return a conflict of interest

disclosure form designed to assure compliance with the policies as prescribed under the Governance Policy Handbook.

Section 2. Disclosure of Possible Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 3. Violations

Any violation of the Conflict of Interest Policy shall be cause for immediate removal of the director or officer from the Board.

ARTICLE XV: INDEMNIFICATION

NAWBO® shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which such person may become involved by reason of such person's service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of ROBERT'S RULES OF ORDER -Newly Revised, shall govern NAWBO® in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order NAWBO® may adopt.

ARTICLE XVII: AMENDMENTS TO THE BYLAWS

Section 1. Proposal of Amendments

A. Authority to Propose Amendments

Either the Board or the Chapter Presidents Assembly may propose amendments to these Bylaws. The directors may propose amendments by a majority vote of the number of directors fixed by the Board pursuant to Article V. The Chapter Presidents Assembly may propose amendments by a majority vote of the number of chartered chapters.

B. Review and Comment

Proposed amendments must be published and available for review and comment by the Board and members of the assembly for 30 days. At the close of the review period and before voting on the proposed amendment(s), the Board shall consider the volume and substance of comments received.

Section 2. Adoption of Amendments

A. Amendment of Protected Articles

Final adoption of proposed amendments to Articles I, II, III, IV and Sections XIII.1B, XIII.2, XIII.4, XVII.1, XVII.2A, and XVII.2C of these Bylaws shall require an affirmative vote of the majority of those members of NAWBO® in good standing voting on the proposed amendments.

B. Amendment of All Other Articles

Final adoption of all other proposed amendments to the Bylaws shall require an affirmative vote of two-thirds (2/3) of the number of directors fixed by the Board pursuant to Article V.

C. Voting Process for Amendments

Amendments requiring a vote of the voting members pursuant to subsection A of this section shall be distributed by email or other suitable electronic means to the voting members of NAWBO® in good standing on ballots drawn according to procedures established in the Nomination and Election Handbook. Votes shall be tallied in accordance with procedures specified in the Nomination and Election Handbook.

Section 3. Implementation of Amendments

The Board, in its sole discretion and by an affirmative vote of two-thirds (2/3) of the number of directors fixed by the Board pursuant to Article V, shall determine the timing and process for the implementation of amendments to the Bylaws.

ARTICLE XVIII: DISSOLUTION

NAWBO® may dissolve and conclude its affairs in a manner consistent with the District of Columbia Non-Profit Corporation Act and the applicable provision(s) of the Code.