

NATIONAL ASSOCIATION OF WOMEN BUSINESS OWNERS

BYLAWS

ARTICLE I: NAME

The name of the Association is the National Association of Women Business Owners, Inc., hereinafter referred to as NAWBO.

ARTICLE II: OBJECTIVES

The objectives of NAWBO, organized as a non-profit corporation, are as follows:

1. To encourage and support women who own and operate businesses;
2. To provide a national and international voice for women who own and operate businesses;
3. To foster the economic stability of businesses owned and operated by women;
4. 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;
5. To foster leadership by women who own and operate businesses;
6. To encourage business ownership by women.

ARTICLE III: MEMBERS

Section 1. Classifications

A. VOTING MEMBERS:

1. Chapter Member – shall be a business owner who is an individual partner or stockholder who exercises the power to make policy decisions and is actively involved in the day-to-day management of the firm. A member in this classification has one (1) vote.
2. State Member - Shall be a business owner who is an individual partner or stockholder who exercises the power to make policy decisions and is actively involved in the day-to-day management of the firm and is a member of a statewide organization that has entered into a written agreement with NAWBO and has paid the annual dues agreed upon between National NAWBO and the statewide organization. A member in this classification has (1) vote.
2. At-Large Member – Shall be a business owner whose business and residence are not located within a Chapter/State(s) organization territory, and who is an individual, partner or stockholder who exercises the power to make policy decisions and is actively involved in the day-to-day management of the firm. A member in this classification has one (1) vote and is under the supervisor of NAWBO. All voting members must belong to a chapter/State(s) of NAWBO if one exists in their area. The board of Directors may elect to approve national only membership on a promotional basis for a limited period of time, i.e., chapter-in-formation/special corporate partner promotions.
3. Sustaining Member – Shall be a business owner and is a Chapter/State Member or an At-Large Member who wishes to support the organization in a larger monetary way and gain additional benefits. A member in this classification has one (1) vote.
4. Life Member – Shall be a Past National President of NAWBO who has completed a term for whom National membership dues shall be paid in full by NAWBO or a voting member who has opted to take advantage of a National Lifetime Membership offering. The number to be admitted and the fee to be determined by a vote of the Board of Directors. A member in this classification shall have one (1) vote.
5. Retired Chapter/State(s) and At-Large Member – Shall be an individual who was a Chapter/State(s) or

At-Large member of NAWBO for at least (5) five years and has sold, divested their interest, or is no longer in their business. A member in this classification shall have one (1) vote.

No member shall be entitled to more than one (1) vote.

B. NON-VOTING MEMBERS:

Members in the following classifications shall not have voting rights nor shall such a member be eligible to hold chair, council, board or officer positions.

1. Supporting Member – Shall be an individual who subscribes to the objectives of NAWBO and wish to lend support to NAWBO through membership. Members in this classification shall not constitute more than 10% of the voting membership.
2. Emerging Business Owner – Shall be a first time business owner with a new business less than two (2) years old, or who has not yet started her business and has opted to pay a discounted dues rate.
3. Affiliate Member – Shall be a business owner who is a member in good standing of an organization which has a valid Affiliation Agreement with NAWBO.
4. Student Member – Shall be an individual who is either a student registered full time at a school or university, who subscribes to the objectives of NAWBO and intends to start a business.
5. Honorary National Member – Shall be an individual of national or international distinction who has made significant contributions towards advancing the objectives of NAWBO. This honor is by authorization of the National Board of Directors. Chapters may grant Honorary Chapter Membership to persons of local distinction.

Section 2. Resignation

Any member may resign by filing a written resignation to the local chapter or the NAWBO office. No portion of any dues paid shall be refunded to the resigned member.

Section 3. Expulsion

A chapter or council may censure, suspend or expel any member of the chapter or council for good cause by an affirmative vote of two-thirds (2/3) of the members present and voting at a meeting after a fair hearing. Within thirty (30) days of such censure, suspension or expulsion by a chapter or council, the member may appeal to the National Board of Directors for a review of the action taken by the chapter or council. The decision of the chapter or council can be reversed by a two-third (2/3) vote of the members of the National Board of Directors and shall be final. If a voting member of a council is removed from a chapter or council, the chapter can replace that member.

ARTICLE IV: DUES AND FEES

Section 1. Annual Dues

Annual dues for all members shall be established by the Member Services Council, and shall be paid directly to the national office according to procedures as established by the board of directors.

Section 2. Method of Payment

Members who have not paid their dues within 60 days of the date established by the board of directors shall be dropped as a member of NAWBO, and their Chapter/State(s) notified.

Section 3. Transfer of Membership

National membership is not affected by transferring from one chapter to another.

Section 4. Fees

Membership and chapter registration fees may be established by the National Board of Directors.

Section 5. Fiscal Year

The fiscal year of NAWBO shall be determined by the National Board of Directors.

ARTICLE V: CHAPTERS

Section 1. Certification as a NAWBO Chapter

Applications for formation of a chapter shall be submitted to the National Board of Directors. This application must be signed by thirty (30) or more persons who would qualify for active membership and include first year dues and fees and Chapter Bylaws. The National Board of Directors has the authority to approve or disapprove the application.

Section 2. Chapter Bylaws

Chapter Bylaws shall not conflict with those of National, and current chapter Bylaws shall be maintained on file in the National office.

ARTICLE VI: NATIONAL BOARD OF DIRECTORS

The management of the affairs of NAWBO shall be entrusted to the National Board of Directors. The National Board of Directors shall be responsible for carrying out the duties prescribed in the Policies and Procedures of the Association and the adopted parliamentary authority.

Section 1. Election

Members of the National Board of Directors (excluding the Immediate Past President and the President) shall be nationally elected by the general membership.

Section 2. Members

- a. The National Board of Directors shall consist of the President, President-Elect, Immediate Past President, Treasurer, the Vice Presidents of the Member Services Council, the Public Policy Council, and the Corporate and Economic Development Council, four (4) nationally elected Directors and five (5) regionally elected Directors.
- b. The Executive Director of the Association shall be a nonvoting ex-officio member of the board of directors, and may be excused from all or part of a meeting by a majority of the directors present.
- c. The Executive Directors of the Center for Women's Business Research and the National Women's Business Owners Corporation and the Chair of the NAWBO Political Action Committee shall be nonvoting ex-officio members of the board, and shall be excluded from any executive sessions except by a majority of the voting directors present.

Section 3. Term of Office

The President, President-Elect, and the Immediate Past President shall serve a one(1) year term. The President-elect shall automatically serve as President and the President shall automatically serve as Past President the following year subject to these Bylaws. The Treasurer, the three (3) council vice Presidents, the four (4) Directors and the five (5) regionally elected Directors shall all serve two (2) staggered terms, as set forth in the Policies and Procedures of the Association.

Section 4. Term Limits

Members of the Board of Directors shall be elected or appointed for a term of two years. A member may serve on the Board of Directors in the same elected or appointed position no more than two (2) consecutive terms or totaling no more than four years. At least one two-year term must lapse before a member who has served four consecutive years may be re-elected or re-appointed to the same position. This does not preclude an individual from running for a different position.

ARTICLE VII: OFFICERS AND DUTIES

Section 1. President

The President shall:

- A. Serve as presiding officer of the National Board of Directors;
- B. Set the agenda for meetings of the National Board of Directors;
- C. Appoint such committees as are deemed necessary by the National Board of Directors;
- D. Appoint an Election Committee of at least three (3) members;

- E. Select other staff subject to ratification by the National Board of Directors;
- F. Sign all contracts on behalf of the Association except as otherwise provided in the Policies and Procedures of the Association;
- G. Have authority to appoint a Parliamentarian whose qualifications and responsibilities shall be established by Policies and Procedures of the Association.
- H. Appoint the Chair of the Governance Committee subject to ratification by the National Board of Directors.

Section 2. President-Elect

The President-Elect shall:

- A. Oversee the planning and administration of NAWBO;
- B. Serve as Association Secretary;
- C. Serve as President should the office of the President become vacant;

Section 3. Immediate Past President

The Immediate Past President shall chair the Nominating Committee.

Section 4. Treasurer

The Treasurer shall:

- A. Chair the Finance Committee;
- B. Oversee the financial activities and records of NAWBO;
- C. Report on annual financial statement and budget to all Councils.

Section 5. Vacancy in Office

- A. A vacancy in any National Board of Director position other than that of President and President-Elect shall be filled by the National Board of Directors. A two-third (2/3) vote of the National Board of Directors shall elect.
- B. In the event that the President-elect is unable to serve as President, should the office of President become vacant, a new President shall be recommended by the National Board of Directors and ratified by all Councils by a majority vote of the voting representatives of each such Council. The failure of any Council to vote on the recommendation of the National Board of Directors within thirty (30) days of the submission shall constitute ratification by that Council.
- C. A vacancy in the office of President-Elect shall be filled by a SPECIAL NOMINATING AND ELECTION process, for the remainder of the term, to be approved by the Member Services Council.

Section 6. Executive Staff

The President, with approval of the National Board of Directors, may appoint or hire Executive Staff, whose title duties and responsibilities shall be determined by the Board of Directors.

Section 7. Removal of a Member of the Board of Directors

If a National Board of Director's member should be unwilling or unable to carry out the responsibilities of office, upon the request of the President and with a two-thirds (2/3) vote of the Board of Directors, then such a member shall submit to the President resignation from such office. In the event there shall be cause for removal of a National Board of Director's member, other than the inability or unwillingness to carry out the responsibilities of office, then such member may be removed by a two-thirds (2/3) vote of the National Board of Directors, after a fair hearing.

ARTICLE VIII: COUNCILS

Section 1. Structure

- A. The composition of each Council shall be established as follows:
 1. VOTING REPRESENTATION – Each chapter shall be entitled to designate a VOTING member of that chapter to serve as a voting representative of each Council. Each Council shall also have (1) At-Large voting representative appointed by the President with approval of the Board of Directors. Each voting

- representative to such Council shall have one (1) vote.
2. NON-VOTING REPRESENTATION – Each Council may also have non-voting members, as provided in the Policies and Procedures of the Association.

Section 2. Member Services Council

The Member Services Council shall develop and recommend policy, specific projects and programs for the Association the areas of educational training and member benefits and services.

Section 3. Public Policy Council

The Public Policy Council shall develop and recommend policy, specific projects and programs for the Association in the areas of Public Policy and legislative affairs.

Section 4. Corporate & Economic Development Council

The Corporate and Economic Council shall develop and recommend policy, specific projects and programs for the Association the area of financial planning for the Association and financial services.

ARTICLE IX: PRESIDENT'S ADVISORY COUNCIL

Section 1. Composition

The President's Advisory Council shall consist of the President, President-Elect, Immediate Past President, Chair of the National Foundation for Women Business Owners (NFWBO), and persons appointed by the President and approved by the National Board of Directors.

Section 2. Term of Office

The President, President-Elect and Immediate Past President shall serve a one (1) year term. The NFWBO Chair and at least five (5) persons appointed by the President shall serve two (2) year staggered terms, as provided in the Policies and Procedures of the Association.

Section 3. Duties and Responsibilities

The President's Advisory Council shall recommend to, and assist, the National Board of Directors with the strategic direction of the Association.

ARTICLE X: NOMINATIONS, PETITIONS AND ELECTIONS

Section 1. Nominating Committee

The Nominating committee shall consist of (8) members. One (1) shall be appointed by the President, with approval by majority vote of the National Board of Directors and announced at the Annual Meeting. One (1) shall be elected from the previous Nominating Committee. Five (5) other members will be elected by the Member Services Council. The eighth member shall be the Immediate Past President who shall chair; provided, however, if the Immediate Past President is unable or unwilling to serve, then such chair shall be selected as determined by the Board of Directors. The appointment, replacement of the Immediate Past President and the election of members of the Nominating Committee shall be in accordance with Policies and Procedures established by the Member Services Council. The appointment, replacement and the election of members of the Nominating Committee shall be in accordance with Policies and Procedures established by the Member Services Council.

Section 2. Nominations

An official Nominating Form shall be mailed to all voting members in good standing with the procedure to be established by the Member Services Council.

Section 3. Petitions

Candidates may be submitted by Petition with the procedure to be established by the Member Services Council.

Section 4. Election

Ballots shall be mailed to voting members in good standing with the procedure to be established by the Member Services Council. No ballots will be sent out in a year when there is a single slate nominated and there are no petition candidates.

Section 5. Write-in Ballots

Write-in ballots are not allowed.

ARTICLE XI: ANNUAL MEETINGS

Section 1. There shall be an annual meeting of the membership.

Section 2. The President shall issue a call to all members not less than ninety (90) days prior to the date.

Section 3. The Election Committee shall report the results of the election at the Annual Meeting.

Section 4. In the event of a national emergency or an emergency arising due to an act of God, the National Board of Directors 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: PARLIAMENTARY AUTHORITY

The rules contained in the 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 XIII: AMENDMENT

These Bylaws may be amended:

- A. By a two-thirds (2/3) vote of the National Board of Directors, provided that the national Board of Directors complies with paragraph B of this article with respect to ratification of proposed amendment(s) to Bylaws.
- B. No amendments(s) to these Bylaws shall be effective unless submitted to the Member Services Council for the ratification as follows:
 1. After submission by the National Board of Directors, the Member Services Council shall have thirty (30) days in which to vote for or against ratification of a proposed amendment(s) to the Bylaws, and to report in writing the results of such vote to the National Board of Directors.
 2. A two-thirds (2/3) vote of the voting representatives of the Member Services Council in favor of the proposed amendment(s) shall constitute ratification. The failure of the Member Services Council to vote and report to the National Board of Directors with respect to a proposed amendment(s) as provided in this article shall be considered ratification.

ARTICLE XIV: INDEMNIFICATION

The Association shall have the authority to indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorized agent of the Association, or who services or who has served at the request of the Association as a director, officer, employee or authorized agent of another corporation, partnership, joint venture, trust or other entity.

ARTICLE XV: 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 Internal Revenue Code of 1986 (or corresponding provisions of any subsequent U.S. Internal Revenue Code).

