

GREATER PHILADELPHIA CHAPTER BYLAWS NATIONAL ASSOCIATION OF WOMEN BUSINESS OWNERS

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ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of this organization is the National Association of Women Business Owners Greater Philadelphia Chapter, hereinafter referred to as “the chapter”. This organization is a local chapter of the National Association of Women Business Owners, hereinafter referred to as “NAWBO”, and will not take actions or positions that are inconsistent with the bylaws and policies of NAWBO.

The chapter is a subordinate unit of NAWBO, and shall not abrogate the rights of the members of the national organization by creating categories of membership not recognized by NAWBO, refusing to offer categories of membership recognized by NAWBO, or by altering the membership voting rights in any way.

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;
- 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 the chapter, organized as a non-profit corporation 501c(6), are as follows:

- to encourage, support and educate 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 entrepreneurs in 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 the chapter’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 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 his/her 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: Approval of Members

Any individual who wishes to become a NAWBO member shall submit the NAWBO membership application online at nawbo.org. All applications will be accepted based on the member definition set forth by NAWBO. Applicants whose applications are approved shall become members of NAWBO Greater Philadelphia upon payment of the required membership dues.

Section 3. Membership Categories

Membership categories in the chapter, both voting and non-voting, shall be the same as those for NAWBO, including all rights and privileges thereof. It is the obligation of the local NAWBO chapter to enforce the correct membership category of each new member.

Section 4. Dues for Members

Membership dues and fees are assessed by NAWBO. Each Chapter member shall pay the applicable standard membership dues as established and charged by NAWBO. Dues and fees will be collected electronically at nawbo.org. Once a member joins, the Membership Dues will be collected electronically either monthly on or after the first (1st) day of each month or annually upon annual renewal date. The NAWBO Board of Directors shall establish the dues structure as published in the policies and procedures handbook and may be revised from time to time. Chapters will receive a percentage of all dues collected for members of the Chapter.

If a member wishes to transfer from one chapter to another, NAWBO will transfer membership and the established amount of the monthly billing will be rebated to the new chapter upon written request of the member via email to memberservices@nawbo.org. Payment transfer will begin the first day of the following month.

Section 5. Termination of Membership

A. Involuntary

NAWBO has the sole right to terminate membership of any individual as provided in its policies and procedures as may be revised from time to time. Chapters may recommend to NAWBO any member(s) for involuntary termination or they may censure any member for good cause by a vote of two-thirds (2/3) vote of the chapter board in accordance with the disciplinary methods described by the most current edition of Robert's Rules of Order.

B. Voluntary

Any member may resign by cancelling their membership online at NAWBO.org. If a member stops paying their dues, their membership will be terminated. Additionally, if a credit card does not process, there will be a 30 day grace period to rectify the issue. No portion of any dues paid shall be refunded to the resigned member, and the member shall remain liable for any accrued and/or unpaid charges.

ARTICLE IV: CHAPTERS

Section 1. Mission of NAWBO Greater Philadelphia

The mission of the Greater Philadelphia Chapter is to facilitate communication and connection between its members and NAWBO. The chapter shall be organized and operated in a manner consistent with the mission, purpose and strategic direction of NAWBO.

Section 2. Role of the Chapter

The chapter shall:

- Develop and offer educational opportunities for chapter members and encourage member participation in such opportunities;
- Leverage local, regional, 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 the chapter and chapter members by sharing best practices with other chapters; and
- Provide consistent, quality service to all chapter members.

Section 3. Chapter Charter

NAWBO Greater Philadelphia shall be chartered by NAWBO in accordance with NAWBO's published standards and procedures for chartering and re-chartering.

ARTICLE V: CHAPTER BOARD OF DIRECTORS

Section 1. Responsibilities of the Board

The board shall be entrusted with the fiduciary and management responsibility for the affairs of the chapter. The board shall sustain a strong vision and strategy for the chapter; develop and implement policies; and ensure accountability, financial stability, organizational effectiveness and member value.

Section 2. Power and Authority of Directors

All voting members of the chapter board have authority and responsibility for the affairs of the association. Chapter Board members may be appointed to serve as liaisons to the national board or staff, serve on standing committees and/or any other adjunct bodies, and receive assignments from the chapter president

Section 3. Size and Composition

A. Number of Directors

The number of directors shall be fixed by the board, and shall include no fewer than 9 and no more than 20, including the elected officers (*and ex-officio voting/non-voting members*).

B. Board Member Positions

- President
- President-Elect
- Vice President
- Secretary
- Treasurer
- Immediate Past President
- All Directors (committee chairs)

C. Qualification of Members

All board members, except *ex officio* members, must be voting members of NAWBO in good standing.

Section 4. Compensation.

Directors shall not receive any compensation, as such, for their services which are directly related to the operations and performance of their board position (example would include a Treasurer who owns a CPA firm being paid to be the Treasurer). Expenses incurred by individual board members for hard costs related to fulfilling their board position may be reimbursed with a vote by the board (examples would include a Marketing Director who owns a printing company being reimbursed for printing NAWBO materials). Nothing herein

contained shall be construed to preclude any director from serving the chapter in any other capacity and receiving compensation as long as the board agrees that there is no conflict of interest.

ARTICLE VI: BOARD OFFICERS

The officers of the chapter shall be President, President Elect, Vice President, Immediate Past President, Secretary and Treasurer. Secretary and Treasurer may be combined into one office.

Section 1. President

The president shall:

- serve as a director and as the lead trustee and presiding officer of the board and Executive Committee;
- serve on NAWBO's Presidents Assembly;
- set the agenda for meetings of the board;
- serve as spokesperson for the chapter;
- serve the chairs of board as an *ex officio* member of all committees (except the Nominating Committee);
- serve as a voting member and represent the chapter to NAWBO's Presidents Assembly;
- appoint committees, committee chairs and/or liaisons to the national board or staff (excluding Nominating Committee);
- have the authority to sign all contracts on behalf of the Association, except as otherwise provided in the Policies and Procedures of the Association;
- have authority to appoint a Parliamentarian, whose qualifications and responsibilities shall be established by the Policies and Procedures of the Association;
- appoint or hire the Executive or Administrative Director and other staff, subject to ratification by the Board of Directors;
- establish the reporting relationship for the Board of Directors and committee chairs.

Section 2. President-Elect

The president-elect shall:

- serve as a director;
- serve on the executive committee;
- serve on NAWBO's Presidents Assembly and vote on the chapter president's behalf in her absence;
- oversee special projects and other duties as assigned by the president;
- perform the duties of the President, in the absence of the President;
- serve as president should the office of the president become vacant.

Section 3. Immediate Past President

The immediate past president shall:

- serve as a director;
- serve on the executive committee;
- perform such other functions as agreed with the president;
- serve as an advisor to the President;
- serve as chair of the nominating committee.

Section 4. Vice President

The vice president shall:

- serve as a director;
- serve on the executive committee;
- oversee special projects and other duties as assigned by the president;
- perform the duties of the President, in the absence of both the President and President-Elect.

Section 5. Treasurer

The treasurer shall:

- serve as a director;
- serve on the executive committee;
- be responsible for all funds of NAWBO;
- prepare annual budget to be submitted to the Board of Directors for approval;
- oversee the financial activities and records of the chapter;
- provide monthly financial statements to the board;
- ensure that Federal Tax Form 990 is filed timely and submitted annually to NAWBO within 30 days of filing.

Section 6. Secretary

The secretary shall:

- serve as a director;
- assure that the corporate records including the minutes of board are properly maintained;
- submit annual board roster to NAWBO within 30 days of the new board elections

ARTICLE VII. TERMS OF OFFICE

Section 1. Officers

A. President, President-Elect and Immediate Past President

The president, president-elect, and the immediate past president shall each serve a two (2) year term. The president-elect shall automatically serve as president and the president shall automatically serve as immediate past president in the following years subject to these bylaws.

A 2/3 majority vote of the board of the directors may change the terms of the president and president-elect.

B. Vice President

The vice president shall serve a one (1) year renewable term (maximum 4 years).

C. Treasurer and Secretary

The treasurer and the secretary shall each serve a one (1) year renewable term (maximum 4 years).

Section 2. Directors

A. Term

Directors of the board may serve three (3) consecutive two (2) year terms or a total of no more than six (6) 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.

B. Service as an Officer

Service as an officer shall not count as part of a director's term on the board.

C. Break in Service

At least one (1) year must lapse before a member who has completed the maximum term of service can be re-elected to the board.

D. Exceptions to Term Limits

Any exceptions to the limits on terms of directors must be approved by a vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V.

ARTICLE VIII. BOARD RESIGNATIONS, REMOVAL, AND VACANCIES

Section 1. Resignation

A director or officer can resign from the board at any time. Resignations must be submitted in writing to the chapter's board of directors. Any officer resignations should be forwarded to NAWBO within one week of the resignation.

Section 2. Removal

The board may remove any director or 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. The removal of a director 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 three (3) 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. It is not NAWBO's intention to have any board member removed from office unless it is clear that the board member's actions are detrimental to the well being of the chapter. Before any meeting is called to remove an officer, the Presidents' Assembly must be notified and NAWBO National must approve of the meeting.

Section 3. Vacancy

A vacancy in the office of president shall be filled by the president-elect for the remainder of the term, followed by a full term as president. If there is no president elect or other officer who is able to step into the role as president, the NAWBO Board of Directors will appoint a liaison to oversee the business of the chapter until a President can be identified. A vacancy in any other officer position shall be filled by a majority vote of the board of directors. If the board loses a member and falls below the minimum required board seats, the president can appoint a new board member.

ARTICLE IX. MEETINGS OF THE BOARD

Section 1. Regular Meetings

The board will hold no fewer than four (4) meetings per year, at least one (1) of which shall be face-to-face meetings a year. The board shall establish the time and place of such meetings and provide at least seven (7) days notice to each director.

Section 2. Special Meetings

The president may call a special meeting of the board whenever the president deems it necessary and shall call a special meeting of the board whenever requested to do so in writing by either two-thirds (2/3) of the board members or at least 10% of voting members. The

president 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 three (3) days prior to the meeting.

Section 3. Waiver of Notice

Any director may waive advance notice requirement of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

Section 4. Quorum and Voting

A majority of the number of directors fixed by the board pursuant to Article V but no fewer than half of the directors plus one, 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 may not vote by proxy at any meeting of the board or any board committee.

Section 5. Meetings by Telephone or Teleconference

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.

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 approved by a majority of directors. 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 X: MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

There shall be an annual board installation meeting of the voting membership of the chapter after the close of the election period and before the close of the fiscal year.

Section 2. Notice of Meeting

The president shall issue a call to all voting members not less than thirty (30) days prior to the date of the meeting.

Section 3. Cancellation or Postponement of Meeting

In the event of a chapter 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 the chapter.

ARTICLE XI: COMMITTEES, TASK FORCES AND ADVISORY BODIES

Section 1. Designation of Committees and Other Bodies

The board may designate or dissolve one or more standing or special (ad hoc) committees, taskforces or other bodies to advance the business of the board and the chapter. Each committee or other body may exercise the authority granted to it by the board's enabling resolution.

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

No committee shall have the authority of the board to amend, alter or repeal the bylaws; elect, appoint or remove any director or paid staff (if appropriate for your chapter); adopt a plan of merger or a plan of consolidation with another entity; or amend, alter or repeal any resolution of the board. All standing and ad hoc committees 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 member of any committee or other body shall speak on behalf of the chapter 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 chair is appointed annually by the president. The standing committees include but may not be limited to:

- **Executive Committee**
- Finance Committee
- Governance Committee
- Programs Committee
- Membership Committee
- Advocacy Committee

A. Executive Committee

The Executive Committee shall consist of the Officers of the Chapter. (*Executive staff may serve as an ex-officio nonvoting member of the Executive Committee*). The Executive Committee shall meet at least twice a year. The Executive Committee shall have and may exercise the powers of the board to take all such actions as the board itself could take when it is empowered by the board to take such action or when the board cannot convene a quorum in a timely manner to respond to necessary action. In addition to the limits of powers listed in Section 2 of this article, the Executive Committee shall have no power to approve the annual budget, or to fill vacancies among the officers. The meeting/voting of the executive committee does not constitute a quorum for voting on issues that need to be addressed by the full board.

The Executive Committee shall review all NAWBO documents such as Bylaw revisions, Standing Rule revisions, review changes to Policy and Procedures, changes to the Strategic Plan, updates, and all other such duties the President shall deem necessary.

B. Finance Committee

The president shall appoint a Finance Committee of at least three members, one of whom shall be appointed from outside the membership of the board. The treasurer shall be the chair of the committee. The Finance Committee's functions shall be to supervise the financial affairs and financial planning of the chapter including periodic review of operating and financial statements, report its findings to the board, and supervise the investments of the chapter.

C. Governance Committee

The president shall appoint a Governance Committee of at least three members, one of whom shall be appointed from outside the membership of the board. The Governance Committee is responsible for maintaining the capacity and effectiveness of the board through periodic review of board policies and procedures, evaluating board performance; identifying the qualities and characteristics required for effective governance and forwarding these to the Nominating Committee; and suggesting candidates for election as directors and officers.

D. Programs Committee

The president shall appoint a Programs Committee of at least three members. The Programs Committee is responsible for planning and executing all chapter programs.

E. Membership Committee

The president shall appoint a Membership Committee of at least three members. The Membership Committee is responsible for the attraction and retention of membership, and membership programs.

F. Advocacy Committee

The president shall appoint an Advocacy Committee of at least three members. The Advocacy Committee is responsible for organizing advocacy efforts at the state and local level.

Section 4. Chapter Representation on NAWBO's Presidents Assembly

The chapter president and president-elect are the only authorized representatives of the chapter eligible to serve on NAWBO's Presidents Assembly. An authorized representative of each chapter is required to participate in monthly teleconference meetings and attend one regional Leadership Development Training session. Their actions and/or votes must be a reflection of the deliberatively considered and formally approved position of the chapter board.

The purpose of the assembly is to ensure strategic alignment between the chapters and NAWBO; to serve as the voice of chapter members at the national level; to facilitate direct communications between the chapter leadership and the national leadership; to create a sustained community of leaders through leadership development and education; to assure the quality and consistency of service to members; and to uphold the common standards and policies of NAWBO.

Section 5. Affiliation with State Operating Organization

The board may negotiate a Memorandum of Understanding with NAWBO for the purpose of establishing the chapter's ability to participate state-wide with other NAWBO chapters, either in the formulation of state-wide public policy and/or in the collective administration/management of the chapters at a state level.

Section 6. Chapter Political Action Committee (PAC)

The board reserves the sole authority to establish and maintain a Separate Segregated Fund or SSF (commonly referred to as a Political Action Committee or PAC) in accordance with state or local laws. All PACS can only be formed after receiving written approval from NAWBO. If the board establishes a PAC, the board shall appoint a treasurer of the SSF and any other officers required by law, who shall report to the board and be responsible for the fulfillment of all federal, state and local reporting requirements.

The board will review at least annually the development and disbursement strategy, as well as the ongoing management of the SSF. **The chapter board shall notify NAWBO of the existence of a PAC and keep them apprised of the PAC activities.**

Section 7 - Chapter 501c(3)

NAWBO currently has an active 501c(3) for the purpose of being an educational institute for women business owners. In addition, it serves as a conduit for designated donations that can be redirected to the local chapter for the purpose of educational programs. In this way, the local chapters do not need to create their own 501c(3) organization.

The board reserves the sole authority to establish and maintain a 501c(3) in accordance with state or local laws. All 501c(3)'s can only be formed after receiving written approval from NAWBO.

If the board establishes a 501c(3), the board shall appoint a treasurer and any other officers required by law, who shall report to the board and be responsible for the fulfillment of all state and local reporting requirements.

ARTICLE XII: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

There shall be a Nominating Committee which shall consist of no fewer than 5 and no more than 7 members, including the committee chair. The Nominating Committee shall convene annually, no less than 90 days before the Annual Meeting. The chair of the nominating committee shall be the immediate past president. If the immediate past president is unable or unwilling to serve, the board shall elect the chair from among the current or former members of the board. At least 4 members of the committee shall be selected by the procedures specified in the NAWBO Greater Philadelphia Board Nomination Policies and Procedures.

Section 2. Nominations of Officers and Directors

An official NOMINATING FORM for vacancies officers on the board shall be distributed to all voting members of the chapter in good standing in accordance with the procedures specified in the NAWBO Greater Philadelphia Board Nomination Policies and Procedures. The Nominating Committee shall review nominations for officers of the board as submitted by the voting members, and shall slate their recommended nominees.

Section 3. Election of Officers and Directors

A. Election of Officers

Officers of the board shall be elected by the voting members of the chapter in accordance with the procedures set forth in these bylaws and the NAWBO Greater Philadelphia Board Nomination Policies and Procedures adopted by the board.

B. Election of Directors

Directors of the board shall be appointed by the president in accordance with the procedures set forth in the NAWBO Greater Philadelphia Board Nomination Policies and Procedures adopted by the board.

Section 4. Petitions

Individuals who are not slated by the Nominating Committee may petition to be a candidate for election as a director in accordance with the NAWBO Greater Philadelphia Board Nomination Policies and Procedures adopted by the board.

Section 5. Election Process

A. Announcement of Slate

The slate of candidates nominated by the Nominating Committee shall be announced to members in accordance with the NAWBO Greater Philadelphia Board Nomination Policies and Procedures adopted by the board.

B. Election of Uncontested Slate

Ballots listing the slate of candidates must be mailed to voting members in good standing at least sixty (60) days before the Annual Meeting.

C. Contested Elections

If the Nominating Committee determines that an individual has qualified as a candidate by petition, then ballots drawn according to the procedures established in the NAWBO Greater Philadelphia Board Nomination Policies and Procedures shall be distributed by email or other suitable electronic means to voting members in good standing. Votes shall be tallied in accordance with the procedures specified in the NAWBO Greater Philadelphia Board Nomination Policies and Procedures. In a contested election, the officers with the highest number of votes from the voting members in good standing voting in the election shall be deemed elected. In the event of a tie, the current Board of Directors shall vote to break the tie, in accordance with the procedures established in the NAWBO Greater Philadelphia Board Nomination Policies and Procedures.

D. Announcement of Results

Results of the election shall be announced to the membership by the president at the Annual Meeting.

Section 6. Write-in Ballots

Write-in ballots are not allowed in any election for an officer or director.

ARTICLE XIII: CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

The board shall adopt and annually review NAWBO's Conflict of Interest Policy applicable to all chapter officers and directors.

Section 2. Disclosure of Possible Conflicts of Interest

Each member of the board shall annually complete, sign and return NAWBO's conflict of interest disclosure form designed to assure compliance with the board's stated policy. All directors and officers shall disclose to the board any possible conflict of interest at the earliest practicable time, and no officer or director shall vote on any matter under consideration at a board or committee meeting in which such director or officer has a conflict of interest. The minutes of such a meeting shall reflect that the director or officer disclosed the conflict of interest and that the director or officer with the conflict abstained from voting on the matter.

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 XIV: INDEMNIFICATION

The chapter 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 chapter, or who serves or who has served at the request of the chapter as a director, officer, employee or authorized agent of another corporation, partnership, joint venture, trust or other entity.

ARTICLE XV: PARLIAMENTARY AUTHORITY

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

ARTICLE XVI: AMENDMENTS TO THE BYLAWS

Section 1. Proposal of Amendments

A. Authority to Propose Amendments

The directors may propose amendments by a majority vote of the number of directors fixed by the board pursuant to Article V.

B. Review and Comment

Proposed amendments must be published and available for review and comment by the directors for fourteen (14) days. At the close of the review period, the board shall consider the comments received and finalize the amendment(s) for presentation to the voting members by an affirmative vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V. The board then shall provide fourteen (14) days written notice to each member eligible to vote on the amendment(s).

Section 2. Adoption of Amendments

Final adoption of proposed amendments to the bylaws shall require an affirmative vote of two-thirds (2/3) of the chapter members eligible to vote thereon at any meeting properly noticed for that purpose.

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 XVII: DISSOLUTION

Chapter board must notify NAWBO immediately if the board no longer wishes to continue chapter operations. If NAWBO and chapter leaders determine it is in the best interest of the chapter to dissolve, the chapter must dissolve and conclude its affairs in a manner consistent with the (state entity responsible for corporate regulation) and the applicable provision(s) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent U.S. Internal Revenue Code). All net liquidated assets shall inure to NAWBO.