

**STANDARD BYLAWS FOR AFFILIATED CHAPTERS  
NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION**

**ARTICLE 1- NAME**

The name of this organization shall be the " Dallas, Texas Chapter" (hereinafter, the "Chapter") of the National Association of Women in Construction (hereinafter, the "Association").

**ARTICLE II -OBJECT**

The object of this Chapter shall be:

To unite for their mutual benefit women who are actively employed in the various phases of the construction industry .

To promote cooperation, fellowship and a better understanding among members of the Association.

To promote education and contribute to the betterment of the construction industry .

To encourage women to pursue and establish their careers in the construction industry.

To provide members an awareness of the legislative process and legislation as it relates to the construction industry.

**ARTICLE III -POLICY**

This Chapter shall be self-governing, non-profit, non-partisan and non-sectarian.

**ARTICLE IV -MEMBERSHIP**

**Section 1.** All Chapter members must be members of the National Association of Women in Construction. There shall be five (5) categories of membership:

- A. Active Member shall be open to women who are, or have been, actively employed in the construction industry or in construction-related services.
- B. Corporate Member is a transferable membership. This membership category is open to construction-related companies that wish to designate a woman employee, who would otherwise meet the criteria for active membership, to represent the company. The company holding the membership may change its designated representative.
- C. Student Member is open to women students enrolled in construction-related programs at institutions of higher education and vocational education programs. Student Member is non-transferable, and Student Members shall neither vote nor hold office.
- D. Chapter Life Member may be granted by a three-fourths (3/4) ballot vote of the membership of the Chapter to a voting member in good standing for her outstanding and faithful service to the Chapter. A member who accepts such membership shall be exempt from payment of Chapter dues but, at the discretion of the chapter membership, shall be responsible for payment of National dues. A Chapter Life Membership shall be forfeited automatically upon disaffiliation with the Chapter, or whenever the Chapter determines that the member is no longer interested or is unable to participate in Chapter affairs.
- E. Honorary Member may be conferred by a three-fourth (3/4) vote of those members present and voting upon a person who has rendered outstanding service to the Chapter but is ineligible for Active Member. An Honorary Member shall have no vote and shall be ineligible to hold any elective or appointive office. An Honorary Member shall be exempt from payment of dues but is entitled to visit the Chapter at any time.

**Section 2:** Transfer of Membership: Except for Chapter Life Members, a member in good standing may transfer from one Chapter of the Association to another in accordance with procedures established by the Association. No membership may be transferred from one member to another, except as established by the NAWIC Board of Directors.

**Section 3:** Good Standing; A member is in good standing only when all Association and Chapter financial obligations are paid. A member not in good standing shall forfeit all privileges of membership until said financial obligations are met.

**Section 4:** The decision of the NAWIC Office, in determining the validity of an application for membership, shall be final. (Effective 10-1-2000)

#### **ARTICLE V -OFFICERS AND DIRECTORS**

**Section 1:** The Board of Directors shall consist of the Officers, Immediate Past President and not less than two (2) Directors.

**Section 2:** The Chapter Officers shall be President, Vice President, Recording Secretary and Treasurer, and may include President-Elect and Corresponding Secretary.

**Section 3:** The term of office of each Officer and Director shall be one year or until their successors are elected. No Officer or Director shall hold the same position for more than two consecutive terms. Any part of a term equaling or exceeding one-half the regular term shall be considered a term in deciding eligibility for re-election. The Board of Directors by a three-fourths ballot may remove any Officer or Board Member if determined that this action is in the best interest of the Chapter, except as superseded by state law.

**Section 4:** A vacancy in the office of President shall be filled by the Vice President for the unexpired term. A vacancy in the office of President-Elect, if any, shall be filled by the Vice President who shall serve for the unexpired term and shall become President at the end of that term. In the event of a vacancy in both the office of President and Vice President, the President shall be elected by the Chapter members, voting thereon by ballot, and the Vice President shall be elected by the Board of Directors voting thereon by ballot. Any other vacancy on the Board of Directors, except in the office of Immediate Past President, shall be filled by the remaining members of the Board of Directors voting thereon by ballot.

#### **ARTICLE VI -ELECTIONS**

**Section 1:** A Nominating Committee of not less than three (3) members shall be elected no later than the end of March of each year. Two (2) members shall be elected from the membership, and one (1) shall be elected from the Board of Directors. The Committee shall elect its own chairman.

**Section 2:** No later than the end of May of each year, the Nominating Committee shall submit the names of one or more nominees for each office and each directorship to be elected. Nominations may also be made from the floor. If the Nominating Committee report is presented at one meeting and voting takes place at the following, nominations from the floor shall be permitted at both meetings.

**Section 3:** All Officers and Directors shall be elected by ballot no later than the end of June and shall take office October 1 following their election.

**Section 4:** When a ballot for any office or directorship fails to show a majority, the name of the nominee having the lowest number of votes shall be dropped and balloting continued until a majority is declared.

**Section 5:** When there is only one nominee for any office or any directorship, the Recording Secretary may be instructed to cast the elective ballot.

**Section 6:** No person shall be elected to the office of President, President-Elect or Vice President who has not served on the Board of Directors.

**Section 7:** All officers and directors may be elected by mail ballot by a plurality vote.

**Section 8:** Delegates and Alternates to the Annual Meeting/Convention shall be elected by plurality ballot vote no later than sixty (60) days prior to the Annual Meeting/Convention. Only voting members in good standing shall be eligible to serve as Delegates or Alternates.

A. For Chapters with Less than Six (6) Members:

Each member holding membership in a Chapter with less than six (6) members, who attends Annual Meeting/Convention, shall be entitled to a one-tenth (1/10) vote.

B. For Chapters with Six (6) Members or More:

Each Chapter shall be entitled to one (1) Delegate for every ten (10) members, or a major fraction thereof, based on the NAWIC Office's record of paid and processed members forty-five (45) days prior to the Annual Meeting/Convention. Each Delegate is entitled to one (1) Alternate.

#### **ARTICLE VII -MEETINGS**

**Section 1:** The Chapter shall hold a minimum of ten (10) meetings per year, of which at least six (6) shall include official Chapter and Association business. Whenever necessary, at the discretion of the Board of Directors, the date, time and place of a regular meeting may be changed.

**Section 2:** Special meetings of the Chapter or the Board of Directors may be called by the President or a majority of the Board of Directors. The notice of special meetings shall state the business to be transacted and no other business shall be transacted except that stated in the notice.

**Section 3:** The Board of Directors shall hold a minimum of ten meetings per year.

**Section 4:** The Annual Meeting of the Chapter shall be held in August or September, at which time Annual Reports of Officers and Committee Chairmen shall be presented verbally or published, except the Audit Committee Report, which will be given no later than the November meeting next following the Annual Meeting.

**Section 5:** One-third (1/3) of the voting members of the Chapter shall constitute a quorum at any business or special meeting of the Chapter. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

#### **ARTICLE VIII -DUES AND INITIATION**

**Section 1:** Annual dues and fees as established by the Chapter shall be payable upon acceptance of membership.

**Section 2:** Renewal dues shall be payable by October 1.

#### **ARTICLE IX -ELECTION OF NAWIC DIRECTORS**

**Section 1:** As an affiliate of the National Association of Women in Construction, the Chapter, by virtue of its geographic location, is included in one of the Association's Regions.

**Section 2:** At least thirty (30) days in advance of the Annual Regional Forum, the Chapter shall elect a delegate and alternate to cast the Chapter's vote for NAWIC Director, if appropriate. Only voting members who are in good standing shall be eligible for the position of delegate or alternate.

#### **ARTICLE X -FISCAL YEAR**

The fiscal year shall begin on October 1 of each year and the books shall be closed on September 30.

## ARTICLE XI -DUTIES OF OFFICERS

- Section 1:**        The President shall preside at all meetings and serve as Chairman of the Board of Directors. She shall call regular monthly meetings of the Board of Directors and such special meetings of the Board of Directors as may be necessary .She shall be authorized to create Special Committees, and shall appoint members to all Standing and Special Committees (with the exception of the Nominating Committee) and shall designate the Chairman thereof. She shall be one of three officers authorized to countersign all checks. She shall not be a member of the Nominating Committee. She shall in a timely manner prepare and file all documents necessary to protect the chapter's non-profit status for the fiscal year in which she serves as President.
- Section 2:**        The Vice President shall perform the duties of the President in her absence and succeed to the office of the President if that office becomes vacant.
- Section 3:**        The Recording Secretary shall be responsible for the permanent records of the Chapter including minutes of all regular and special meetings of the Chapter and the Board of Directors. She shall keep a current roster of Chapter membership and perform such other duties as may be requested by the President or the Board of Directors.
- Section 4:**        The Corresponding Secretary, if any, shall be responsible for all correspondence of the Chapter.
- Section 5:**        The Treasurer shall be custodian of all funds; be one of the three Officers authorized to countersign all checks; pay bills authorized by the Board of Directors; keep an itemized account of receipts and disbursements; present a written report at business meetings of the Chapter and the Board of Directors; and deliver audited records to her successor within thirty (30) days following the expiration of her term. She shall be a member of the Finance Committee.
- Section 6:**        The President-Elect, if any, shall attend all meetings of the Chapter Board of Directors, acquaint herself with the duties of the President, and perform such other duties as may be assigned to her by the President or the Board of Directors. She shall not be a member of the Nominating Committee.

## ARTICLE XII -DUTIES OF THE BOARD OF DIRECTORS

- Section 1:**        The Board of Directors shall:
- A.        Exercise general supervision and control over the business of the Chapter.
  - B.        Designate a depository for all Chapter funds and designate the third Officer authorized to countersign checks for withdrawal of funds from such depositories.
  - C.        Authorize payment of any indebtedness incurred on approved budget items.
  - D.        Adopt the annual budget of the Chapter.
  - E.        Fill by ballot any vacancies occurring on the Board of Directors with the exception of the President and President-Elect. A vacancy in the office of Immediate Past President is not filled.
  - F.        Be authorized to create special committees.
  - G.        Shall present recommendations for action at regular Chapter meetings.
  - H.        Transact all other business of the Chapter not otherwise provided for.
- Section 2:**        No indebtedness may be incurred or any money borrowed in the name of the Chapter except by Resolution of the Board of Directors approved by the Chapter membership.

### **ARTICLE XIII -COMMITTEES**

**Section 1:** The President shall appoint the following Standing Committees: Finance, Construction Industry, Membership, and Professional Education. The duties of the committees shall be such as are implied by their respective titles, provided that such duties do not conflict with any other committees.

**Section 2:** The President may create such other committees as she deems necessary for the better execution of her duties and the goals of the Chapter.

**Section 3:** The President shall act as an ex-officio member on each committee except the Nominating Committee, on which she shall not serve in any capacity.

### **ARTICLE XIV -INDEMNITY**

The Board of Directors shall have the authority to indemnify any Director or Officer of the Chapter for expenses and costs including legal fees, actual and necessary, incurred by her in connection with any claim asserted against her, by action in court or otherwise, by reason of her being or having been such Director or Officer, except in relation to matters as to which she shall have been guilty of negligence or misconduct in respect for which indemnity is sought.

### **ARTICLE XV -AMENDMENTS**

Amendments to these Bylaws may be proposed by the Chapter but shall not be effective until approved by a two-thirds vote of the NAWIC Board of Directors as an amendment to the Standard Bylaws for Affiliated Chapters.

### **ARTICLE XVI- PARLIAMENTARY AUTHORITY**

The rules of parliamentary practice comprised in Robert's Rules of Order Newly Revised, latest edition, shall govern all proceedings of the Chapter and of the Board of Directors, except where inconsistent with these Bylaws, and shall be subject to any Standing Rules which have been or may be adopted.

### **STANDING RULES**

#### **STANDING RULE #1:**

The Chapter shall adopt Standing Rules stating its dues, fees and charges, meeting date and declaring whether the Chapter will elect Officers to the positions of Corresponding Secretary and President-Elect, and such other rules as are not in conflict with the Charter of the National Association of Women in Construction; the Chapter's Corporate Charter; or the Bylaws, Standing Rules or official policies of the National Association of Women in Construction.

#### **STANDING RULE #2:**

Amendment of Chapter Standing Rules requires previous notice and a two-thirds (2/3) vote of those present and voting, except as superseded by state law.

#### **STANDING RULE #3:**

Standing Rules shall be reviewed for compliance annually by the Chapter.

#### **STANDING RULE #4:**

Any member accepting Chapter funds to attend any Association function shall prepare a report to be either published or distributed within forty-five days following the event. The report shall be attached to appropriate chapter minutes.